

Return of Final Meeting in a Members' Voluntary Winding Up

S.94

Pursuant to Section 94 of the Insolvency Act 1986

To the Registrar of Companies

Company Number

03811043

Name of Company

(a) Insert full name of
company

(a) Brink's Europe Limited

(b) Insert full name(s) and
address(es)

I / We, (b)

Kerry Lynne Trigg and Elizabeth Anne Bingham of,Ernst & Young LLP, 1 More London Place, London, SE1 2AF(c) Delete as applicable
(d) Insert date(e) The copy account must
be authenticated by the
written signature(s) of the
liquidator(s)

give notice that a general meeting of the company was duly (c) ~~held on~~ summoned for (d) 31 July 2013 pursuant to Section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) (e) laid before it showing how the winding up of the company has been conducted and the property of the company has been disposed of and (c) ~~[that the same was done accordingly]~~ no quorum was present at the meeting

(f) Insert venue of the
meeting

The meeting was held at (f) 1 More London Place, London, SE1 2AF

(d) Insert date

The winding up covers the period from (d) 24 May 2012 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

There were no resolutions passed at the meeting

Signed

Kerry Trigg

Date

31 07.13Presenter's name,
address and reference (if
any)

Tom Haig

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Ref ML7E/AR/CH/SS/KLT

SATURDAY



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03/08/2013

#111

COMPANIES HOUSE

Registrar of Companies
Companies House
Liquidation Section
Crown Way
Cardiff
CF14 3UZ

31 July 2013

Our ref ML7E/AR/CH/SS/KLT

Direct line 020 7951 4930
Direct fax 020 7951 9234
Cameron Holloway

Email ssarf@uk.ey.com

Dear Sir or Madam

**Brink's Europe Limited
(In Members' Voluntary Liquidation) ("the Company")**

Elizabeth Anne Bingham and I were appointed as Joint Liquidators of the Company 24 May 2012. I write to advise you that we are now in a position to conclude the liquidation.

In accordance with Section 94 of the Insolvency Act 1986, the final meeting of members was held on 31 July 2013. The purpose of the meeting was to receive our account of the winding up.

This letter also constitutes our final progress report to members, which was presented at the meeting.

We are required to provide certain information about the Company and the liquidators in accordance with the provisions of the Insolvency Rules 1986. The information can be found in Appendix A of this report. Copies of our receipts and payments accounts for the period from 24 May 2012 to 31 July 2013 are at Appendix B.

Progress during the period of the report

Assets and liabilities

As at the date of liquidation, the Company had assets of £503,842 in the form of an inter-company receivable and liabilities of £5,369 in relation to corporation tax. This corporation tax liability was settled by Brink's Security International Inc ("BSI") on behalf of the Company, resulting in the creation of an inter-company liability due from the Company to BSI.

Distribution to members

On 24 June 2013, the Joint Liquidators set off £5,369 of the receivable due from BSI against the inter-company liability of the same amount due from the Company to BSI. On the same date, the Joint Liquidators made an in specie distribution of the remaining receivable of £498,473 to the Company's sole shareholder, BSI. This in specie distribution represents a return of 99.43 pence per ordinary share for each of the 501,000 shares held in the Company by BSI.

Agreement of tax position

It is customary in a liquidation to seek confirmation from the relevant Crown authorities that they have no claim in respect of corporation tax, VAT, PAYE and National Insurance Contributions.

HM Revenue & Customs have confirmed that they have no claims in this respect and therefore no objection to my concluding the liquidation

Joint liquidators' remuneration

The Joint Liquidators' remuneration was fixed on a time-cost basis by a resolution of the members on 24 May 2012

The Joint Liquidators' remuneration for the liquidation has been paid by Brink's Limited

Members' rights to further information about, and challenge, remuneration and expenses

In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix C

Other matters

Now that the final meeting has been held and our final return and accounts have been filed at Companies House, we will vacate office and receive our release. Approximately three months after the filing of the final return and accounts, the Company will be dissolved by the Registrar of Companies

Yours faithfully
for Brink's Europe Limited



K L Trigg
Joint Liquidator

Enc Notice of final meeting
 Proxy form

KL Trigg and EA Bingham are licensed in the United Kingdom to act as Insolvency Practitioners by the Insolvency Practitioners' Association

We may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998

Brink's Europe Limited (In Members' Voluntary Liquidation)**Information about the company and the liquidators**

Registered office address of the company	1 More London Place, London, SE1 2AF
Registered number	3811043
Full names of the liquidators	Kerry Lynne Trigg and Elizabeth Anne Bingham
Liquidators' address(es)	Ernst & Young LLP 1 More London Place, London, SE1 2AF
Date of appointment of the joint liquidators	24 May 2012
Details of any changes of liquidator	None

Brink's Europe Limited (In Members' Voluntary Liquidation)

Joint Liquidators' receipts and payments account for the period from 24 May 2012 to 31 July 2013

Declaration of Solvency Estimated to Realise Values £		Notes	In this Report Period £
	Receipts		
506,369	Intercompany loan	1	Nil
			<hr/> Nil <hr/>
	Payments		
5,369	Corporation tax liability		Nil
			<hr/> Nil <hr/>
	Balance at bank at 31 July 2013		<hr/> Nil <hr/>

Notes

- 1 The inter-company loan of £498,473 was distributed in specie to Brink's Security International Inc on 24 June 2013

Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 4.49E and 4.148C of the Insolvency Rules 1986, as amended

4 49E Creditors' and members' request for further information

(1) If—

(a) within the period mentioned in paragraph (2)—

(i) a secured creditor, or

(ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or

(iii) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or

(b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—

(i) any unsecured creditor, or

(ii) any member of the company in a members' voluntary winding up,

makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4 49B(1)(e) or (f) (including by virtue of Rule 4 49C(5)) or in a draft report under Rule 4 49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4 49D or a progress report required by Rule 4 108 which (in either case) was previously included in a progress report not required by Rule 4 108

(2) The period referred to in paragraph (1)(a) and (b) is—

(a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4 108, and

(b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case

(3) The liquidator complies with this paragraph by either—

(a) providing all of the information asked for, or

(b) so far as the liquidator considers that—

(i) the time or cost of preparation of the information would be excessive, or

(ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or

(iii) the liquidator is subject to an obligation of confidentiality in respect of the information,

giving reasons for not providing all of the information

(4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—

(a) the giving by the liquidator of reasons for not providing all of the information asked for, or

(b) the expiry of the 14 days provided for in paragraph (1),

and the court may make such order as it thinks just

(5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4 131(1B) or 4 148C(2) by such further period as the court thinks just

(6) This Rule does not apply where the liquidator is the official receiver

4.148C Members' claim that remuneration is excessive

- (1) Members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or any member with the permission of the court, may apply to the court for one or more of the orders in paragraph (6) on the grounds that—
 - (a) the remuneration charged by the liquidator,
 - (b) the basis fixed for the liquidator's remuneration under Rule 4 148A, or
 - (c) expenses incurred by the liquidator,
 is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate
- (2) Application must, subject to any order of the court under Rule 4 49E(5), be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4 142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report")
- (3) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party
- (4) If the application is not dismissed under paragraph (3), the court must fix a venue for it to be heard and give notice to the applicant accordingly
- (5) The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it
- (6) If the court considers the application to be well-founded, it must make one or more of the following orders—
 - (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
 - (b) an order fixing the basis of remuneration at a reduced rate or amount,
 - (c) an order changing the basis of remuneration,
 - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
 - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,
 and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report
- (7) Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation

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