

Liquidator's Progress Report

S.192

Pursuant to Sections 92A and 104A and 192
of the Insolvency Act 1986

To the Registrar of Companies

Company Number

05965414

Name of Company

Velocity Oldco UK1 Limited

I / ~~We~~

Malcolm Cohen, 55 Baker Street, London, W1U 7EU

the liquidator~~s~~ of the company attach a copy of my/~~our~~ Progress Report
under section 192 of the Insolvency Act 1986

The Progress Report covers the period from 26/08/2015 to 25/08/2016

Signed



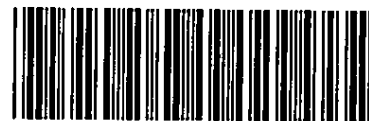
Date

16.9.16

BDO LLP
55 Baker Street
London
W1U 7EU

Ref 00258213/MAC/SMB/CH/BE/MXF

WEDNESDAY



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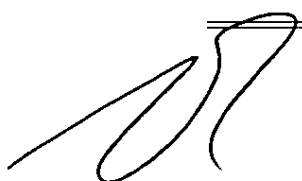
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COMPANIES HOUSE

Velocity Oldco UK1 Limited
(In Liquidation)
Liquidator's Abstract of Receipts & Payments

Statement of Affairs	From 26/08/2015 To 25/08/2016
ASSET REALISATIONS	
VAT Refund	118,792 59
Cash at Bank	119,462 46
Bank Interest Gross	71 74
Bank Interest Net of Tax	68 95
	<u>238,395 74</u>
COST OF REALISATIONS	
Taxation services	4,090 00
Bank Charges	20 05
	<u>(4,1010 05)</u>
UNSECURED CREDITORS	
Trade & Expense Creditors	66,833 98
	<u>(66,833 98)</u>
	<u>167,451.71</u>
REPRESENTED BY	
Vat Input	5,698 00
Bank 2 Current	161,753 71
	<u>167,451.71</u>
	
	<u>Malcolm Cohen</u> Liquidator



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55 Baker Street
London W1U 7EU

TO ALL SHAREHOLDERS

16 September 2016

Our Ref 7/SMB/verivox

Please ask for Sharon Bloomfield
Direct line 020 7893 2905
Email sharon.bloomfield@bdo.co.uk

Dear Sirs

Velocity Oldco UK1 Limited ("VHL") - 05965414
Velocity Oldco UK2 Limited ("VXI") - 07078603
("the Companies") - Both In Members' Voluntary Liquidation

I enclose for your information an annual progress report in accordance with Section 92A of the Insolvency Act 1986 and Rule 4.49C of the Insolvency Rules 1986 for the period 26 August 2015 to 25 August 2016

Statutory Information

I, Malcolm Cohen, of BDO LLP, 55 Baker Street, London, W1U 7EU was appointed as Liquidator of the Companies on 26 August 2016

The Companies' registered numbers are listed above. Velocity Oldco UK1 Limited was formerly known as Verivox Holdings Ltd (changed 19/8/15) and ETF Homecheck Limited (changed 6/6/07). Velocity Oldco UK2 Limited was formerly known as VVX Investments Limited (changed 19/8/15).

Prior to liquidation, the Companies' trading address and registered office was 3 Cadogan Gate, Chelsea, London, SW1X 0AS. The registered office was changed to 55 Baker Street, London, W1U 7EU following my appointment.

VHL is a wholly owned subsidiary of VXI. VXI is a wholly owned subsidiary of Velocity Oldco Bermuda Limited ("VVXB").

Receipts and Payments

I enclose receipts and payments accounts for both Companies. I trust the contents are self-explanatory but would comment as follows:

Cash at bank has been realised from the Companies' pre-liquidation bank accounts in line with expectations.

The Companies formed a VAT group and VAT returns for pre-liquidation periods have led to a refund of some £119,000.

The Companies had some residual trade creditors at the date of my appointment and these have been paid in line with claims received.

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Details of the authorising bodies of the insolvency appointment takers of BDO LLP are available at www.bdo.co.uk/services/business_restructuring/authorising_bodies_of_insolvency_appointment_takers



HM Revenue & Customs ("HMRC")

The Company's tax advisors submitted corporation tax, VAT and PAYE returns for all outstanding pre-liquidation periods following my appointment

In May 2016 I received clearances from HMRC in respect of corporation tax that there are no outstanding matters and that there are no objections to the final meeting of members being convened

I am also required to obtain clearances from HMRC's Enforcement & Insolvency Service which provides VAT and PAYE clearances VVXI had a small PAYE liability which was settled, and as outlined above a VAT refund was recovered. I received clearances for VAT and PAYE in August 2016.

I am presently seeking the final VAT refunds for the liquidation period, and once these have been received I should be in a position to convene the final meetings of members to close the liquidations.

Distributions

VHL entered into to a sale and purchase agreement regarding the sale and purchase of the entire issued share capital of Verivox GMBH dated 25/26 June 2015 and made between VHL and AcquiCo (the "SPA").

Pursuant to a Loan Agreement VHL lent €1 to VVXB on the terms set out therein (the "Loan"). The Loan was repayable on demand and was funded by VHL out of part of the Initial Consideration (as defined in the SPA) paid'

In addition, VHL assigned and novated all of its rights and obligations under the SPA to VVXB pursuant to an Assignment Agreement in consideration for €1 and the consideration to be paid under the SPA (the "Flexi-receivable")

As the sole shareholder of VHL, VVXI was entitled to an interim distribution out of the amounts repaid by VVXB to VHL pursuant to the Loan Agreement and the Flexi-receivable pursuant to the Assignment Agreement (the "Interim Distribution").

As Liquidator of VHL, on 26 August 2016 I directed that the Interim Distribution can be satisfied by VHL by the distribution in specie to VVXI of the right to repayment under the Loan Agreement, the right to receive the Flexi-receivable under the Assignment Agreement and all other rights and benefits of VHL under, and pursuant to, the Loan Agreement and the Assignment Agreement

VVXI had also entered into a Loan Agreement with VVXB for €1. On 26 August 2016 as Liquidator of VVXI, I declared a distribution in specie to VVXB of the right to repayment under the Loan Agreements, the right to receive the Flexi-receivable under the Assignment Agreement and all other rights and benefits of VVXI under, and pursuant to, the Loan Agreements and the Assignment Agreement.

Final distributions of the remaining cash balances owned by the Companies will be made to their respective shareholders before the conclusion of the liquidations

Liquidator's Remuneration

Pursuant to the Insolvency Rules 1986, the Liquidator is obliged to fix his remuneration in accordance with Rule 4 148A(2) of the Insolvency Rules 1986. This permits remuneration to be fixed either:

- (1) as a percentage of the assets realised and distributed; and/or
- (2) by reference to the time the Liquidator and the staff have spent attending to matters in the liquidation, and/or
- (3) as a set amount, and/or
- (4) as a combination of the above

My staff and I have spent time on matters arising in the normal course of the liquidation. The main areas dealt with include

- liaising with the Companies and their advisors in relation to matters prior to the Liquidator's appointment,
- statutory reporting requirements to members,
- statutory reporting requirements to the Registrar of Companies,
- dealing with statutory advertising requirements,
- dealing with the interim distributions in specie,
- settling creditor claims;
- correspondence with HMRC in order to obtain the necessary clearances to close the liquidations, and
- preparing the annual progress report

My remuneration was approved on a time costs basis on the date of my appointment. Time costs for the period under review total £34,832.30 represented by 83.35 hours of work carried out by myself and my staff at an average hourly rate of £417.90. Please note that further costs will be incurred for the period to the closure of the liquidations.

As agreed with the Companies' shareholder group, I have drawn the sum of £38,000 plus VAT and disbursements to cover my costs to the conclusion of the liquidations.

Disbursements

Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements.

To date, the sum of £1,153.22 has been incurred in respect of category 1 disbursements for statutory advertising costs and the costs of the indemnity bonding. This has been invoiced as detailed above.

Members' rights

I provide at the end of this report an extract from the Insolvency Rules 1986 setting out the rights of members to request further information and/or challenge the remuneration or expenses within the liquidations

Future Prospects

Once final VAT refunds have been received, the final meetings of members will be convened to close the liquidations.

Further Information

If you have a complaint you should address it in the first instance to the Senior Partner, BDO LLP, 55 Baker Street, London W1U 7EU. If you are still dis-satisfied, complaints to the office holder's regulatory body should be made via the Insolvency Service Complaints Gateway

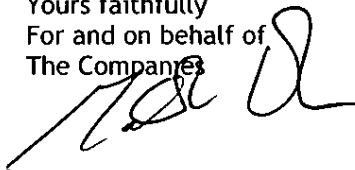
Complaints to the single Complaints Gateway may be made either by:

- calling the Insolvency Service Enquiry Line on 0845 602 9848 (Monday to Friday 8am to 5pm), or
- completing and emailing the online complaints form on the Insolvency Service website <http://www.insolvencydirect.bis.gov.uk/contactus/ipcomplaint/complaintform.htm>, or
- completing the online complaints form and posting it to: IP Complaints, Insolvency Service, 3rd Floor, 1 City Walk, Leeds, LS11 9DA.

For more details, please visit <https://www.gov.uk/complain-about-insolvency-practitioner>

If you have any queries please contact Sharon Bloomfield as detailed above

Yours faithfully
For and on behalf of
The Companies



Malcolm Cohen
Liquidator
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Statement from the Insolvency Rules 1986 (as amended) regarding the rights of members in respect of the Liquidators' fees and expenses:**Rule 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[s] 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

Rule 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

**Velocity Oldco UK1 Limited
(In Liquidation)**

**Liquidator's Abstract Of Receipts And Payments
To 25 August 2016**

RECEIPTS	Declaration of Solvency (£)	Total (£)
VAT Refund		118,792 59
Cash at Bank		119,462 46
Bank Interest Gross		71 74
Bank Interest Net of Tax		68 95
		<hr/>
		238,395 74

PAYMENTS

Taxation services		4,090 00
Bank Charges		20.05
Trade & Expense Creditors		66,833.98
Vat Input		5,698.00
		<hr/>
		76,642.03
Net Receipts/(Payments)		<hr/> 161,753 71

MADE UP AS FOLLOWS

Bank 2 Current		161,753 71
		<hr/>
		161,753 71



Malcolm Cohen
Liquidator

**Velocity Oldco UK2 Limited
(In Liquidation)**

**Liquidator's Abstract Of Receipts And Payments
To 25 August 2016**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Cash at Bank		5,648 71
Bank Interest Gross		1 83
Bank Interest Net of Tax		2 61
		<hr/>
		5,653 15
		<hr/>
PAYMENTS		
Bank Charges		3 00
Trade & Expense Creditors		1,250 00
Unsecured N I C.		439 96
Vat Input		250 00
		<hr/>
		1,942 96
Net Receipts/ (Payments)		<hr/>
		3,710 19
		<hr/>

MADE UP AS FOLLOWS

Bank 2 Current	3,710 19
	<hr/>
	3,710 19
	<hr/>
	
	Malcolm Cohen
	Liquidator

Velocity Oldco UK 1 Limited - In Members' Voluntary Liquidation

Summary of Time Charged and Rates Applicable for the Period From 26 August 2015 to 25 August 2016

Description	PARTNER		DIRECTOR		ASSISTANT MANAGER		SENIOR EXECUTIVE		EXECUTIVE		OTHER STAFF		GRAND TOTAL		AV RATE	
	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	£	£
A Pre Appointment Matters			39 40	18,303 05	0 10	34 40							39 50	18 337 45	464 24	
B Steps on Appointment			1 00	478 00	1 50	457 50							2 50	935 50	374 20	
D General Administration	0 30	145 20	7 05	3,277 10	0 15	45 75	0 75	144 00	5 30	601 30	0 80	53 60	14 35	4 266 95	297 35	
E Assets Realisation/Dealing			2 65	1 314 70	1 85	577 90							4 50	1,892 60	420 58	
G Employee Matters					0 25	76 25							0 25	76 25	305 00	
H Creditors Claims			2 25	1 075 50	1 00	305 00							3 25	1 380 50	424 77	
I Reporting			1 25	597 50									1 25	597 50	478 00	
	0 30	145 20	53 60	25,045 85	4 85	1 496 60	0 75	144 00	5 30	601 30	0 80	53 60				

Net Total 65 60 27,486 75 419 01

Disbursements 953 22

Billed 31,765 66

Grand Total -3 325 69

Velocity Oldco UK2 Limited - In Members' Voluntary Liquidation

Summary of Time Charged and Rates Applicable for the Period From 26 August 2015 to 25 August 2016

Description	PARTNER		DIRECTOR		ASSISTANT MANAGER		SENIOR EXECUTIVE		EXECUTIVE		OTHER STAFF		GRAND TOTAL		AV RATE	
	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	£	£
A Pre-Appointment Matters	2 00	1 316 00	4 95	2,268 35	0 50	152 50							7 45	3 716 85	501 59	
B Steps on Appointment			3 30	1 673 00	1 25	381 25							4 75	2,054 25	432 47	
D General Administration			0 30	150 60			0 70	134 40	1 55	151 60			2 55	436 60	171 22	
E Assets Realisation/Dealing					1 10	339 40							1 10	339 40	308 55	
G Employee Matters					0 25	76 25							0 25	76 25	305 00	
H Creditors Claims			0 40	191 20	0 50	152 50							0 90	343 70	381 89	
I Reporting			0 75	358 50									0 75	358 50	478 00	
	0 30	145 20	9 90	4,641 65	3 60	1,101 90	0 70	134 40	1 55	151 60			17 75	7,345 55	413 83	

Net Total	17 75	7,345 55	413 83
Disbursements		200 00	
Billed		7 545 55	
Grand Total			