

In accordance with
Rule 5.10 of the
Insolvency (England &
Wales) Rules 2016 &
Section 94(3) of the
Insolvency Act 1986.

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

THURSDAY



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06/08/2020

#375

COMPANIES HOUSE

1 Company details

Company number 0 8 3 0 5 4 0 8

Company name in full AT Brit Midco 1 Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Derek Neil

Surname Hyslop

3 Liquidator's address

Building name/number Atria One

Street 144 Morrison Street

Post town Edinburgh

County/Region

Postcode E H 3 8 E X

Country United Kingdom

4 Liquidator's name Ⓢ

Full forename(s) Colin Peter

Surname Dempster

Ⓢ Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address Ⓢ

Building name/number Atria One

Street 144 Morrison Street

Post town Edinburgh

County/Region

Postcode E H 3 8 E X

Country United Kingdom

Ⓢ Other liquidator
Use this section to tell us about
another liquidator.

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6

Final account

☒ I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.

7

Sign and date

Liquidator's signature

Signature

X

[Handwritten Signature]

X

Signature date

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m 0 m 8

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Alana Lyttle

Company name Ernst & Young LLP

Address Atria One

144 Morrison Street

Post town Edinburgh

Country/Region

Postcode E H 3 8 E X

Country United Kingdom

DX

Telephone +44 131 240 2598



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse



Ernst & Young LLP
Atria One
144 Morrison Street
Edinburgh
EH3 8EX

Tel: + 44 131 777 2000
Fax: + 44 131 777 2001
ey.com

TO ALL MEMBERS

28 July 2020

Ref: DNH/CPD/CFR/AL
Contact: Alana Lyttle
Direct Line: 0131 240 2598
Email: crobertson3@uk.ey.com

Dear Sirs

AT Brit Midco 1 Limited (In Members' Voluntary Liquidation) ("the Company")

As you are aware, D N Hyslop and C P Dempster were appointed as Joint Liquidators of the Company on 19 October 2018. I write to advise you that we are now in a position to conclude the liquidation.

This letter, and its appendices, constitutes our proposed final account to members.

I enclose formal notice of our intention to deliver a final account. Under Rule 5.9(4) of the Insolvency (England and Wales) Rules 2016 ("the Rules"), we may conclude that the Company's affairs are fully wound up before the date given in the notice if every member of the Company confirms in writing that (i) they do not intend to make any request for further information under Rule 18.9 of the Rules and (ii) that they do not intend to make an application to court under Rule 18.34 of the Rules to challenge the Joint Liquidators' remuneration or expenses.

We have not so far received any requests for further information, nor have any concerns been raised about my remuneration or expenses.

In order to bring the liquidation to a close as efficiently as possible, we would like to treat this account as the final account, without sending out another in 8 weeks' time. In order to do so, we must have your written confirmation as outlined above. If you are content for us to conclude the liquidation in this way, please would you sign and date the confirmation at the foot of one copy of the enclosed notice and return it to me within the next 7 days either by email to crobertson3@uk.ey.com or by post to the address above.

Information about the Company and the liquidators

The Rules require us to provide certain information about the Company and the liquidators. The information can be found in Appendix A of this report. A copy of the Joint Liquidators' receipts and payments account for the period from 19 October 2019 to 28 July 2020 is at Appendix B.

Progress during the period covered by the account

Assets

The Company's Declaration of Solvency was sworn on 16 October 2018 based on its financial position as at 4 August 2018. The Company undertook certain transactions prior to liquidation and, following the implementation of these transactions, the Company's only asset at the date of liquidation was an intercompany receivable balance of £100 due from Admiral Taverns Limited. The Company also acts as the immediate parent of its wholly owned subsidiary, AT Brit Midco 2 Limited, which was also placed into members' voluntary liquidation on 19 October 2019.

On 28 July 2020, the Company received an in-specie distribution from the liquidation of AT Brit Midco 2 Limited of £302. This in-specie distribution represents an intergroup receivable balance of £302 due from Admiral Taverns Limited. Following the receipt of this intergroup receivable, the intergroup receivable due to the Company from Admiral Taverns Limited is £402.

The intercompany receivable balance of £402 was distributed in-specie to At Brit Intermediate Holdings Limited (In Members' Voluntary Liquidation), the sole shareholder of the Company, on 28 July 2020, representing a return of £0.0402 per Ordinary Share in respect of the 10,000 ordinary shares held.

Remaining Assets

The Company has no other assets therefore asset realisations are now complete.

Liabilities

As noted above, the Company's Declaration of Solvency was sworn on 16 October 2018 based on its financial position as at 4 August 2018. The Company undertook certain transactions prior to liquidation and, following the implementation of these transactions, the Company had no known liabilities as at the date of the liquidation.

All pre-liquidation corporation tax computations and returns have been filed with H M Revenue & Customs ("HMRC"). It is customary in a liquidation to seek confirmation from HMRC and the relevant Crown authorities that they have no claim in the liquidation. HMRC have confirmed they have no claim in the liquidation and provided tax clearance to conclude the liquidation.

An advert was placed in the London Gazette and the Times requesting creditors of the Company to prove their claims by 29 November 2018, in accordance with Rule 14.38 of the Rules. No such claims were received.

Joint Liquidators' remuneration

The Joint Liquidators' remuneration was fixed on a time-cost basis by a resolution of member on 19 October 2018.

A contractual arrangement exists with a third party in respect of the Joint Liquidators' remuneration and, as such, there is no recourse to the estate.

Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon request the Joint Liquidators at Atria One, 144 Morrison Street, Edinburgh, EH3 8EX.

Joint liquidators' statement of expenses incurred

A contractual arrangement exists with a third party in respect of the Joint Liquidators' expenses and, as such, there is no recourse to the estate.

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

Upon receipt of the written confirmation from the sole shareholder or on expiry of the eight week's notice period, whichever is sooner, the Joint Liquidators' final return and account will be filed with the Registrar of Companies. The Joint Liquidators will then vacate office and subsequently receive their release.

Approximately three months after the filing of the final return and account, the Company will be dissolved by the Registrar of Companies

Should you wish to discuss any matters arising from this report, please do not hesitate to contact Alana Lytle on the direct line telephone number shown above.

Yours faithfully
for the Company

C F Robertson
For D N Hyslop
Joint Liquidator

Encs

Derek Neil Hyslop is authorised to act as an insolvency practitioner by The Insolvency Practitioners Association and Colin Peter Dempster is authorised to act as an insolvency practitioner by The Institute of Chartered Accountants of Scotland.

The Joint Liquidators may act as data controllers of personal data as defined by the General Data Protection Regulation 2016/679, depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Company may act as a data processor on the instructions of the Joint Liquidators. Personal data will be kept secure and processed only for matters relating to the Joint Liquidators appointment. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy.

AT Brit Midco 1 Limited (In Members' Voluntary Liquidation) ("the Company")

Information about the Company and the Liquidators

Registered office address of the Company: c/o Ernst & Young LLP
1 More London Place
London
SE1 2AF

Registered number: 08305408

Full names of the liquidators: Derek Neil Hyslop & Colin Peter Dempster

Liquidators' address Ernst & Young LLP
Atria One
144 Morrison Street
Edinburgh
EH3 8EX

Telephone number on which the liquidators can be contacted: 0131 240 2598

Date of appointment: 19 October 2018

AT Brit Midco 1 Limited (In Members' Voluntary Liquidation) ("the Company")

Joint Liquidators' receipts and payments account for the period from 19 October 2019 to 28 July 2020

Declaration of Solvency Estimated to Realise Amount £		From 19 Oct 2018 to 18 Oct 2019 £	From 19 Oct 2019 to 28 July 2020 £	Cumulative Total £
	Receipts			
100,000	Investment in group company	-	-	-
284,455,890	Intercompany receivable	-	402	402
284,555,890	Total		402	402
	Payments			
(3,110,000)	Intercompany creditors	-	-	-
(3,110,000)	Total	-	-	-
	Distributions			
	In specie distribution	-	(402)	(402)
	Total	-	(402)	(402)
(281,445,890)	Balance	-	-	-
	Represented by:			
	Balance at bank as at 28 July 2020	-	-	-

Notes

1. Receipts and payments are stated net of VAT.
2. The Joint Liquidators' remuneration was fixed on a time-cost basis by the Members.
3. The Company's Declaration of Solvency was sworn on 16 October 2018 based on its financial position as at 4 August 2018. The Company undertook certain transactions prior to liquidation and, following the implementation of these transactions, the Company's only asset at the date of liquidation was the intercompany receivable balance of £100 and the Company had no liabilities as at the date of liquidation.
4. The intercompany receivable balance of £402 was distributed in-specie to the Company's sole shareholder on 28 July 2020 at the rate of £0.0402 per ordinary share.

Members' rights to request further information about remuneration or expenses or to challenge a liquidators remuneration - Rules 18.9 and 18.34 of the Insolvency (England and Wales) Rules 2016, as amended

18.9 Members' request for further information

18.9.-(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report or account under rule 18.14-

- (a) a secured creditor;
- (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
- (c) 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;
- (d) any unsecured creditor with the permission of the court; or
- (e) any member of the company in a members voluntary winding up with the permission of the court.

(2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report or account by the person, or by the last of them in the case of an application by more than one member or creditor.

(3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by-

- (a) providing all of the information requested;
- (b) providing some of the information requested; or
- (c) declining to provide the information requested.

(4) The office-holder may respond by providing only some of the information requested or decline to provide the information if-

- (a) the time or cost of preparation of the information would be excessive; or
- (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
- (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
- (d) the office-holder is subject to an obligation of confidentiality in relation to the information.

(5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.

(6) A creditor, and a member of the company in a members voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of-

- (a) the office-holder giving reasons for not providing all of the information requested; or
- (b) the expiry of the 14 days within which an office-holder must respond to a request.

(7) The court may make such order as it thinks just on an application under paragraph (6).

18.34 Members' claim that remuneration is excessive

18.34.-(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that-

- (a) the remuneration charged by the office-holder is in all the circumstances excessive;
- (b) the basis fixed for the office-holders remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or
- (c) the expenses incurred by the office-holder are in all the circumstances excessive.

(2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable-

- (a) a secured creditor,
- (b) an unsecured creditor with either-
 - (i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or
 - (ii) the permission of the court, or
- (c) in a members voluntary winding up-

- (i) 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
- (ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question (the relevant report).

Combined notice of draft and final account to members and confirmation

**AT Brit Midco 1 Limited
(In Members' Voluntary Liquidation) ("the Company")**

Other trading names(s) or style(s):	None
Registered number:	08305408
Registered office address of the company:	c/o Ernst & Young LLP 1 More London Place London SE1 2AF
Date of appointment of Joint Liquidators:	19 October 2018
Full names of the liquidators:	Derek Neil Hyslop & Colin Peter Dempster
Liquidators' address:	Ernst & Young LLP Atria One 144 Morrison Street Edinburgh EH3 8EX
Office holder number:	9970 / 8908
Telephone number	0131 240 2598

Date of notice: 28 July 2020

In accordance with Rules 5.9 and 5.10 of the Insolvency (England and Wales) Rules 2016, we give notice that a final account will be made up and delivered to members on 25 September 2020 unless within 2 weeks of 28 July 2020 we receive written confirmation from each member that they do not intend to request further information under Rule 18.9 or to make an application to court to challenge our remuneration or expenses under Rule 18.34.

We also give notice that, on receipt of the above-mentioned written confirmation from each member:

- The affairs of the Company are fully wound up;
- We, the Joint Liquidators, having delivered copies of the account to members must, within 14 days of the date on which the account is made up, deliver a copy of the account to the registrar of companies, and
- We will vacate office and be released under section 171 of the Insolvency Act 1986 on delivering the final account to the registrar of companies.

Signed: 

Name: Derek Neil Hyslop
Joint Liquidator

Please complete and return the confirmation on the next page

AT Brit Midco 1 Limited (In Members' Voluntary Liquidation) (the Company)

Member's confirmation

I have received the liquidators' draft and final account dated 28 July 2020 and confirm that:

1. I do not intend to make a request under Rule 18.9 of the Insolvency (England and Wales) Rules 2016 for further information, and
2. I do not intend to make an application to court under Rule 18.34 of the Insolvency (England and Wales) Rules 2016 to challenge the liquidators' remuneration or expenses

Name of member: At Brit Intermediate Holdings Limited (In Members' Voluntary Liquidation)

Signature:  _____

Date: 6 August 2020

For corporate members

Name of Signatory: Derek Neil Hyslop

Designation: Joint Liquidator of At Brit Intermediate Holdings Limited (In Members' Voluntary Liquidation)

Please return this completed confirmation within the next 7 days