

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

FRIDAY



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20/04/2018

#312

COMPANIES HOUSE

1 Company details

Company number 0 1 9 8 1 1 5 7

Company name in full Thirdco II Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Malcolm

Surname Cohen

3 Liquidator's address

Building name/number 55 Baker Street

Street London

Post town W1U 7EU

County/Region

Postcode

Country

4 Liquidator's name ①

Full forename(s) Shane

Surname Crooks

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 55 Baker Street

Street London

Post town W1U 7EU

County/Region

Postcode

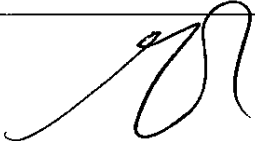
Country

② Other liquidator

Use this section to tell us about
another liquidator.

LIQ13

Notice of final account prior to dissolution in MVL


6	Final account	
	<input checked="" type="checkbox"/> 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	<div>Signature</div> <div>X  X</div>	
Signature date	<div>d 1 d 6 m 0 m 4 y 2 y 0 y 1 y 8</div>	

**Thirdco II Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments**

Declaration of Solvency		From 06/02/2018 To 16/04/2018	From 06/02/2017 To 16/04/2018
	ASSET REALISATIONS		
2,800.00	Intercompany Debtor	NIL	NIL
12,900.00	Investment in Subsidiary	NIL	NIL
		NIL	NIL
15,700.00		NIL	NIL

REPRESENTED BY

NIL



 Malcolm Cohen
 Joint Liquidator



Tel: +44 (0)20 7486 5888
Fax: +44 (0)20 7487 3686
DX 9025 West End W1
www.bdo.co.uk

55 Baker Street
London W1U 7EU

To All Shareholders

16 April 2018

Your Ref
Our Ref 7/SMB/TD

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

Dear Sirs

TD Asset Administration UK Limited ('TDAAUK') - 01959479
Thirdco II Limited ('Thirdco') - 01981157
('the Companies') - Both In Members' Voluntary Liquidation

This is my final progress report on these liquidations, in accordance with Section 94 of the Insolvency Act 1986 ('the Act') for the period 6 February 2018 to 16 April 2018.

The Companies' affairs are fully wound up and my draft final report and accounts were presented to the Companies' members on 14 February 2018. The members have not raised any issues and as such, the report below is my final report.

This report should be read in conjunction with my earlier first annual progress report dated 14 February 2018.

Statutory Information

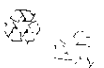
We, Malcolm Cohen (office holder number 6825) and Shane Michael Crooks (office holder number 15110) both of BDO LLP, 55 Baker Street, London, W1U 7EU were appointed Joint Liquidators of the above named Companies following Resolutions passed on 6 February 2017.

The Companies' registered numbers are shown above. Their dates of incorporation and former names are listed below.

Company Name	Date of Incorporation	Former names
TD Asset Administration UK Limited	14/11/1985	Natwest Stockbrokers Limited - 7/1/2015 Fielding, Newson-Smith & Co. - 26/1/1987
Thirdco II Limited	22/1/1986	Natwest Personal Financial Management Limited - 6/1/2015 County Personal Financial Services Limited - 5/6/1987 County Group Nominees Limited - 16/6/1986 Extratronic Limited - 13/5/1986

BDO LLP, a UK limited liability partnership registered in England and Wales under number OC305127, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. A list of members' names is open to inspection at our registered office, 55 Baker Street, London W1U 7EU. BDO LLP is authorised and regulated by the Financial Conduct Authority to conduct investment business.

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



The Companies had both ceased trading prior to liquidation. Their former trading address and registered office was at Exchange Court, Duncombe Street, Leeds, LS1 4AX. Their registered office was changed to 55 Baker Street, London, W1U 7EU following our appointment.

TDAAUK is wholly owned by Thirdco. Thirdco is wholly owned by the Toronto-Dominion Bank ('the Bank').

Receipts and Payments

I enclose receipts and payments accounts for the Companies for the year under review, the contents of which we trust are self-explanatory but see further details below.

TDAAUK owes £2,800 to Thirdco which could have been settled from the funds it holds. However, the Bank confirmed that the funds held by TDAAUK and Thirdco could be used in partial settlement of our time costs.

As such, we have drawn the sum of £8,904.58 plus disbursements of £1,534.30 and VAT.

Creditors

Following my appointment, I advertised in the London Gazette and Times newspaper for creditor claims to be submitted to my office by 10 March 2017.

The only claim received was in respect of corporation tax (see below).

HM Revenue & Customs ('HMRC')

As a matter of course we are required to obtain clearances from the Corporation Tax office, and from HMRC's Enforcement & Insolvency Service ('EIS') which provides VAT and PAYE clearances (as applicable) and which issues HMRC's total claim for all taxes.

Corporation Tax

The corporation tax returns for both Companies for the periods to 31 October 2016 were submitted to HMRC by the Companies' tax agents in early June 2017. There were no liabilities for these periods.

We received notice of a penalty determination for TDAAUK, but the tax agents confirmed this had been issued in error and it has been successfully withdrawn.

The final returns for the period 1 November 2016 to the date of liquidation were submitted to HMRC in late September 2017. Thirdco had no liability for this period, but TDAAUK owed just in excess of £3,000 which was duly settled.

EIS responded to our clearance requests to confirm that statutory interest be paid on this liability before they would issue clearance. Statutory interest accrues at 8% from the date of liquidation to the date of payment of the liability, and accordingly some £172.26 has been paid.

VAT & PAYE

Both Companies were part of a VAT group registration. Following our appointment, we made application to HMRC for the Companies to be removed from this VAT group and we have received confirmation that they have been removed from the group with effect from the date of liquidation.

Neither of the Companies operated a PAYE scheme and clearances were not required in this regard.

We have now received final (nil) proofs of debt from EIS and confirmation of corporation and VAT clearances.

Pension Schemes

As part of the Liquidators' duties we submit s.120 notices following our appointment to the Pension Protection Fund ('the PPF') to notify them of the liquidations.

The results of the PPF's searches confirmed that schemes were associated with former names of the Companies; Fielding Newson-Smith & Co in the case of TDAAUK, and Natwest Personal Financial Management Limited in the case of Thirdco.

Subsequently to this, the PPF confirmed that the Fielding Newson-Smith scheme had been previously wound up, and as both Companies were in members' voluntary liquidation they were ineligible for entry to assessment by the PPF. As such, the PPF could be removed from the list of creditors for both Companies.

We have also discussed the above with the Bank and agree that no further action need be taken in respect of any pension scheme.

Distributions

As the Companies will not have any remaining assets after the payment of our fees, there will be no distributions in the liquidations.

Joint Liquidators' Remuneration

The Insolvency (England and Wales) Rules 2016 ('the Rules') provide that a Liquidator is obliged to have their remuneration approved on one of the following basis:

- (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.

The members have approved our remuneration on a time costs basis. We enclose summaries of the time incurred for the period under review and for the duration of the liquidations.

As can be seen, time costs for the period for TDAAUK total £3,375.65 represented by 7.85 hours of work carried out ourselves and our staff at an average hourly rate of £430.02. Time costs for Thirdco total £2,921.25 represented by 5.25 hours of work at an average hourly rate of £556.43.

Our staff and we have spent time on matters arising in the normal course of the liquidations. The main areas dealt with include:

- liaising with the Companies and the Bank in relation to matters prior to the Liquidator's appointments;
- statutory reporting requirements to members;
- statutory reporting requirements to the Registrar of Companies;
- dealing with statutory advertising requirements;
- liaison with the PPF and the Bank regarding pension schemes;
- correspondence with the Bank, the Companies' tax agents and HMRC in order to obtain the necessary corporation tax clearances to close the liquidation;
- settlement of TDAAUK's corporation tax liability and statutory interest;
- correspondence with HMRC regarding the Companies' removal from the VAT group;
- preparing the annual progress and draft final report and accounts; and
- preparing for the closure of the liquidations.

Total time costs for the two liquidations are £22,411.90. As the Companies do not have any remaining funds, the Bank will settle our outstanding costs.

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.

The sum of £1,534.30 has been incurred in respect of category 1 disbursements for statutory advertising costs and the costs of indemnity bonding.

The disbursements were met from the funds held by the Companies.

Liquidation Closure

To reiterate, we are pleased to report that the Companies' affairs are now fully wound up. This final report and accounts will be sent to Companies House. The liquidations will be concluded on the date that the report and accounts are placed on the Companies' files by the Registrar of Companies. We will obtain our releases and vacate office as Joint Liquidators on this same day.

Members' Rights

Members with the concurrence of at least 5% in value of the members may within 21 days of this report request in writing further information regarding the remuneration and expenses set out in this report. In accordance with Rule 18.9(3) of the Rules within 14 days of a request we will provide further information or explain why further information is not being provided.

A member (who need not be the member who asked for the information) may, with the concurrence of at least 5% or more in value of the members (including the member in question), apply to the Court within 21 days of our response or the expiry for the period of our response and the Court may make such order as it thinks fit (Rule 18.9(6) & (7) of the Rules). Members with the concurrence of at least 10% of the members may apply to the Court if they consider that the

remuneration of the Liquidators, or the basis fixed for the remuneration of the Liquidators or expenses charged by the Liquidators are excessive (Rule 18.34 of the Rules). Such an application must be made within eight (8) weeks of receiving the draft final report. The text of Rules 18.9 and 18.34 are set out at the end of this report.

Release of Joint Liquidators

We, as the Joint Liquidators will be released from office under Section 173 of the Insolvency Act 1986 at the same time as vacating office, per Section 171(6) of the Act, unless any member objects. A member who wishes to object to the release must deliver a notice in writing to the Joint Liquidators within eight weeks of the draft final report being issued or, if members raise other matters under Rules 18.9 or 18.34 as mentioned above, when those matters are finally determined by the Court. As confirmed above, the members have not raised any issues.

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to us but are not satisfied with our response then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

The Liquidators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code is at:
<http://www.icaew.com/en/members/regulations-standards-and-guidance/ethics/code-of-ethics-d>

Creditors may access information setting out creditors' rights in respect of the approval of Liquidators' remuneration at <https://www.r3.org.uk/what-we-do/publications/professional/fees>

Please contact us or our colleague Sharon Bloomfield at sharon.bloomfield@bdo.co.uk if you require further information.

Yours faithfully
for and on behalf of
The Companies



Malcolm Cohen
Joint Liquidator

Authorised by the Institute of Chartered Accountants in England & Wales in the UK
Enc

Statement from the Insolvency (England and Wales) Rules 2016 regarding the rights of members in respect of the Liquidators' fees and expenses:**Creditors' and members' requests for further information in administration, winding up and bankruptcy**

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 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 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).

Remuneration and expenses: application to court by a creditor or member on grounds that remuneration or expenses are 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-holder's 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").

Applications under rules 18.34 and 18.35 where the court has given permission for the application

18.36.—(1) This rule applies to applications made with permission under rules 18.34 and 18.35.

- (2) Where the court has given permission, it must fix a venue for the application to be heard.
- (3) The applicant must, at least 14 days before the hearing, deliver to the office-holder a notice stating the venue and accompanied by a copy of the application and of any evidence on which the applicant intends to rely.
- (4) 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 office-holder is entitled to charge;
 - (b) an order reducing any fixed 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 is not to be treated as expenses of the administration, winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
- (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
- (6) 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 administration, winding up or bankruptcy.

Applications under rule 18.34 where the court's permission is not required for the application

18.37.—(1) On receipt of an application under rule 18.34 for which the court's permission is not required, the court may, if it is satisfied that no sufficient cause is shown for the application, dismiss it without giving notice to any party other than the applicant.

- (2) Unless the application is dismissed, the court must fix a venue for it to be heard.
- (3) The applicant must, at least 14 days before any hearing, deliver to the office-holder a notice stating the venue with a copy of the application and of any evidence on which the applicant intends to rely.
- (4) 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 office-holder is entitled to charge;
 - (b) an order reducing any fixed 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 administration or winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
- (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
- (6) 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 administration or as winding up or bankruptcy.

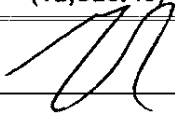
**TD Asset Administration UK Limited
(In Liquidation)**

Joint Liquidators' Summary of Receipts and Payments

RECEIPTS	Declaration of Solvency (£)	From 06/02/2017 To 05/02/2018 (£)	From 06/02/2018 To 16/04/2018 (£)	Total (£)
Cash at Bank	15,700.00	15,700.00	0.00	15,700.00
Bank Interest Gross		10.47	0.55	11.02
		15,710.47	0.55	15,711.02
PAYMENTS				
Liquidator's Fees		0.00	10,992.36	10,992.36
Liquidators Disbursements		0.00	1,534.30	1,534.30
Bank Charges		0.35	0.35	0.70
Unsecured Corporation Tax		3,011.40	0.00	3,011.40
Statutory Interest		172.26	0.00	172.26
Intercompany Creditor	(2,800.00)	0.00	0.00	0.00
		3,184.01	12,527.01	15,711.02
Net Receipts/(Payments)		12,526.46	(12,526.46)	0.00

MADE UP AS FOLLOWS

Bank 2 Current	12,526.46	(12,526.46)	0.00
	12,526.46	(12,526.46)	0.00


Malcolm Cohen
Joint Liquidator

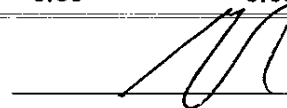
**Thirdco II Limited
(In Liquidation)**

Joint Liquidators' Summary of Receipts and Payments

RECEIPTS	Declaration of Solvency (£)	From 06/02/2017 To 05/02/2018 (£)	From 06/02/2018 To 16/04/2018 (£)	Total (£)
Intercompany Debtor	2,800.00	0.00	0.00	0.00
Investment in Subsidiary	12,900.00	0.00	0.00	0.00
		0.00	0.00	0.00
PAYMENTS				
		0.00	0.00	0.00
Net Receipts/(Payments)		0.00	0.00	0.00

MADE UP AS FOLLOWS

0.00	0.00	0.00
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Malcolm Cohen
Joint Liquidator

Summary of Time Charged and Rates Applicable for the Period From 6 February 2017 (date of appointment) to 16 April 2018

[illegible]

Summary of Time Charged and Rates Applicable for the Period From 6 February 2018 to 16 April 2018

Net Total	7.85	3,375.65	430.02
Other Disbursements			
Billed		(8,126.83)	
Grand Total		<u>-4,751.18</u>	

Summary of Time Charged and Rates Applicable for the Period From 6 February 2017 (date of appointment) to 16 April 2018

[illegible]

Thirdco II Limited - In Members' Voluntary Liquidation

Summary of Time Charged and Rates Applicable for the Period From 6 February 2018 to 16 April 2018

Description	PARTNER		DIRECTOR / SENIOR MANAGER		ASSISTANT MANAGER		ADMINISTRATOR		GRAND TOTAL		AV RATE	
	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	£	£
I. Reporting	1.00	741.00	3.25	1,667.25					4.25	2,408.25	566.65	
J. Distribution and Closure			1.00	513.00					1.00	513.00	513.00	
	1.00	741.00	4.25	2,180.25	-	-	-	-	5.25	2,921.25	556.43	
									Net Total			
									Other Disbursements			
									Billed	(2,313.05)		
									Grand Total	<u>608.20</u>		

LIQ13

Notice of final account prior to dissolution in MVL



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	Malcolm Cohen
Company name	BDO LLP
Address	55 Baker Street
	London
Post town	W1U 7EU
County/Region	
Postcode	
Country	
DX	
Telephone	020 7486 5888



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