

LIQ03

Notice of progress report in voluntary winding up



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 0 2 5 1 2 0 7 5

Company name in full Pearson Books Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Edward Robert

Surname Bines

3 Liquidator's address

Building name/number The Shard

Street 32 London Bridge Street

Post town London SE1 9SG

County/Region

Postcode

Country

4 Liquidator's name ①

Full forename(s) Paul David

Surname Williams

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number The Shard

Street 32 London Bridge Street

Post town London SE1 9SG

County/Region

Postcode


Country

② Other liquidator

Use this section to tell us about
another liquidator.

LIQ03

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6	Period of progress report															
From date	d	1	d	6	m	1	m	2	y	2	y	0	y	2	y	2
To date	d	1	d	5	m	1	m	2	y	2	y	0	y	2	y	3
7	Progress report															
<input checked="" type="checkbox"/> The progress report is attached																
8	Sign and date															
Liquidator's signature	<div>Signature</div> <div>  </div>															
Signature date	d	1	d	5	m	0	m	2	y	2	y	0	y	2	y	4

**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 **Harry Boyd-Walker**

Company name **Kroll Advisory Ltd.**

Address **The Shard**

32 London Bridge Street

Post town **London SE1 9SG**

County/Region

Postcode

Country

DX

Telephone

+44 (0) 20 7089 4700

**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

Progress Report to the Member/(s)

15 February 2024

Edexcel Limited

Major123 Limited

Pearson Books Limited

Pearson Brazil Finance Limited

Pearson Funding Four Limited

Pearson Real Estate Holdings Limited

TQ Catalis Limited

TQ Clapham Limited

(All in Members' Voluntary Liquidation)

Joint Liquidators' Progress Report to the Respective Members
for the period from 16 December 2022 to 15 December 2023

Definitions

Word or Phrase	Definition
the Act	The Insolvency Act 1986 (as amended)
the Appointment Date	16 December 2022, being the date of appointment of the Joint Liquidators
Category 1 Disbursements	The Joint Liquidators' external and incidental costs and expenses in dealing with the Liquidation
Category 2 Disbursements	The Joint Liquidators' internal costs and expenses in dealing with the Liquidation
the Companies	Edexcel Limited ("EL") (Company Number: 04496750) Major123 Limited ("ML") (Company Number: 05333023) Pearson Books Limited ("PBL") (Company Number: 02512075) Pearson Brazil Finance Limited ("PBFL") (Company Number: 08848874) Pearson Funding Four Limited ("PFFL") (Company Number: 07970304) Pearson Real Estate Holdings Limited ("PREHL") (Company Number: 09768242) Tq Catalis Limited ("TCAL") (Company Number: 07307943) Tq Clapham Limited ("TCLL") (Company Number: 07307925) (All In Members' Voluntary Liquidation)
the DoS	Declaration of Solvency, including a statement of assets and liabilities of the Companies as at 16 December 2022, which has been sworn by the Directors on the Appointment Date
the Directors	Andrew Malcolm, Richard Kearton and Martyn Leader, the Directors of Major123 Limited, TQ Catalis Limited and TQ Clapham Limited as at the Appointment Date James Kelly, Lynsey Found and Fiona Muir, the Directors of Pearson Brazil Finance Limited, Pearson Funding Four Limited and Pearson Real Estate Holdings Limited as at the Appointment Date. James Kelly and Lynsey Found, the Directors of Pearson Books Limited as at the Appointment Date. Richard Kearton, the Director of Edexcel Limited as at the Appointment Date.

Kroll	Kroll Advisory Ltd., The Shard, 32 London Bridge Street, London, SE1 9SG
HMRC	HM Revenue and Customs
the Joint Liquidators	Edward Robert Bines and Paul David Williams of Kroll
the Members	Pearson Plc, the member of Edexcel Limited, Pearson Books Limited, Pearson Funding Four Limited and Pearson Real Estate Holdings Limited as at the Appointment Date
	TQ Education and Training Limited, the member of Major123 Limited, TQ Catalis Limited and TQClapham Limited as at the Appointment Date
	Pearson Overseas Holdings Limited, the member of Pearson Brazil Finance Limited as at the Appointment Date
the Reporting Period	16 December 2022 to 15 December 2023
the Rules	The Insolvency (England & Wales) Rules 2016 (as amended)
SIP 9	Statement of Insolvency Practice 9 – Industry Best Practice for Insolvency Practitioners in relation to disclosure of remuneration and disbursements

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5. Statement of Members' Rights
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1. Joint Liquidators' Receipts and Payments Accounts
2. Statement of Members' Rights

1. Introduction

- 1.1 Edward Bines and Paul Williams of Kroll were appointed Joint Liquidators of the Companies on the Appointment Date, by resolution of the Members.
- 1.2 The purpose of this report is to provide the Members with details of the progress of the Liquidations for the Reporting Period.

2. Progress of the Liquidations

- 2.1 The manner in which the affairs and business of the Companies have been managed since the appointment of Joint Liquidators are set out below.

Asset Realisations

EL

- 2.2 The DoS reports cash at bank of £1,000. This amount relates to cash balances held by EL that have been transferred to EL's Member during the Reporting Period. This balance is now categorised as an intercompany receivable due from the Member and will be distributed in specie prior to the conclusion of the liquidation.

ML

- 2.3 The DoS reports cash at bank of £750. This amount relates to cash balances held by ML that have been transferred to ML's Member during the Reporting Period. This balance is now categorised as an intercompany receivable due from the Member and will be distributed in specie prior to the conclusion of the liquidation.

PBL

- 2.4 The DoS reports an intercompany receivable of £1. This amount relates to a balance due from PBL's Member and will be distributed in specie prior to the conclusion of the liquidation.

PBFL

- 2.5 The DoS reports cash at bank of £77. This amount relates to cash balances held by PBFL that have been transferred to PBFL's Member during the Reporting Period. This balance is now categorised as an intercompany receivable due from the Member and will be distributed in specie prior to the conclusion of the liquidation.

PFFL

- 2.6 The DoS reports an intercompany receivable of £1,007. This amount relates to a balance due from PFFL's Member and will be distributed in specie prior to the conclusion of the liquidation.

PREHL

- 2.7 The DoS reports an intercompany receivable of £1,000. This amount relates to a balance due from PREHL's respective shareholder and will be distributed in specie prior to the conclusion of the liquidation. There will be no further realisations.

TCAL

- 2.8 The DoS reports cash at bank of £1. This amount relates to cash balances held by TCAL that have been transferred to TCAL's Member during the Reporting Period. This balance is now categorised as an intercompany receivable due from the Member and will be distributed in specie prior to the conclusion of the liquidation.

TCLL

- 2.9 The DoS reports an intercompany receivable of £1. This amount relates to a balance due from TCLL's Member and will be distributed in specie prior to the conclusion of the liquidation.

Liabilities

Creditors

- 2.10 The DoS reports that the Companies have no creditors.
- 2.11 In accordance with their statutory duty, the Joint Liquidators advertised the Liquidations in the London Gazette and requested that any creditors prove their debts. No creditor claims have been received.

Other Matters

- 2.12 The Joint Liquidators have been liaising with management and the in-house tax team to finalise the Companies' pre-liquidation Corporation Tax matters and filings. It is expected that this will be finalised by the end of March 2024.

Members' Distribution

- 2.13 It is expected that there will be distributions in specie of the intercompany receivable positions in the next reporting period.

3. Joint Liquidators' Costs and Expenses

- 3.1 A written resolution was passed on 16 December 2022 that the remuneration of the Joint Liquidators be fixed at their charging rates accordingly to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Companies.
- 3.2 The Joint Liquidators have been paid directly by another group company and accordingly no detailed analysis is included in this report.
- 3.3 There are no expenses that have been incurred in the Reporting Period.

4. Joint Liquidators' Receipts and Payments Account

- 4.1 A detailed receipts and payments account for the Reporting Period is shown at Appendix 1. There are no Liquidation estate accounts held and as such a nil balance is shown on all receipt and payment account.

5. Statement of Members' Rights

- 5.1 Further information regarding the Respective Members' rights obtaining further information or challenging the Joint Liquidators' fees is attached at Appendix 2.

6. Conclusion

- 6.1. The Joint Liquidators anticipate being in a position to close the Liquidations following the conclusion of the outstanding matters detailed in paragraph 2.12 of this report.
- 6.2. If you have any queries or require any further assistance, please do not hesitate to contact my colleague Harry Boyd-Walker of this office.

Yours faithfully
For and on behalf of
the Companies



Edward Bines
Joint Liquidator

Encs.

Appendix 1

Edexcel Limited (In Members' Voluntary Liquidation)

Joint Liquidators' Final Receipts & Payments Account

Declaration of Solvency (£)	Reporting Period From 16 December 2022 to 15 December 2023 (£)
Asset Realisations	
1,000 Balance at bank	- Nil
Cost of Realisations	- Nil
Unsecured Creditors	- Nil
<hr/> 1,000	
Ordinary Shareholders	- Nil
Balance	<hr/> Nil <hr/>

Major123 Limited (In Members' Voluntary Liquidation)

Joint Liquidators' Final Receipts & Payments Account

Declaration of Solvency (£)	Reporting Period From 16 December 2022 to 15 December 2023 (£)
Asset Realisations	
750 Balance at bank	- Nil
Cost of Realisations	- Nil
Unsecured Creditors	- Nil
750	
Ordinary Shareholders	- Nil
Balance	Nil

Pearson Books Limited (In Members' Voluntary Liquidation)**Joint Liquidators' Final Receipts & Payments Account**

Declaration of Solvency (£)		Reporting Period From 16 December 2022 to 15 December 2023 (£)
Asset Realisations		
1	Intercompany receivable	- Nil
Cost of Realisations		- Nil
Unsecured Creditors		- Nil
1	Ordinary Shareholders	- Nil
Balance		Nil

Pearson Brazil Finance Limited (In Members' Voluntary Liquidation)**Joint Liquidators' Final Receipts & Payments Account**

Declaration of Solvency (£)		Reporting Period From 16 December 2022 to 15 December 2023 (£)
Asset Realisations		
77	Balance at bank	- Nil
Cost of Realisations		- Nil
Unsecured Creditors		- Nil
77		
Ordinary Shareholders		- Nil
Balance		Nil

Pearson Funding Four Limited (In Members' Voluntary Liquidation)**Joint Liquidators' Final Receipts & Payments Account**

Declaration of Solvency (£)		Reporting Period From 16 December 2022 to 15 December 2023 (£)
Asset Realisations		
1,007	Intercompany receivable	- Nil
Cost of Realisations		- Nil
Unsecured Creditors		- Nil
1,007		
Ordinary Shareholders		- Nil
Balance		Nil

Pearson Real Estate Holdings Limited (In Members' Voluntary Liquidation)
Joint Liquidators' Final Receipts & Payments Account

Declaration of Solvency (£)		Reporting Period From 16 December 2022 to 15 December 2023 (£)
Asset Realisations		
1,000	Intercompany receivable	- Nil
Cost of Realisations		- Nil
Unsecured Creditors		- Nil
1,000	Ordinary Shareholders	- Nil
Balance		Nil

TQ Catalis Limited (In Members' Voluntary Liquidation)

Joint Liquidators' Final Receipts & Payments Account

Declaration of Solvency (£)		Reporting Period From 16 December 2022 to 15 December 2023 (£)
Asset Realisations		
1	Balance at bank	- Nil
Cost of Realisations		- Nil
Unsecured Creditors		- Nil
1	Ordinary Shareholders	- Nil
Balance		Nil

TQ Clapham Limited (In Members' Voluntary Liquidation)**Joint Liquidators' Final Receipts & Payments Account**

Declaration of Solvency (£)		Reporting Period From 16 December 2022 to 15 December 2023 (£)
Asset Realisations		
1	Intercompany receivable	- Nil
Cost of Realisations		- Nil
Unsecured Creditors		- Nil
1	Ordinary Shareholders	- Nil
Balance		Nil

Appendix 2

STATEMENT OF MEMBERS' RIGHTS

Rule numbers refer to Insolvency (England & Wales) Rules 2016 (as amended)

Section numbers refer to Insolvency Act 1986

Members have the right to request information from the Liquidator under rule 18.9

Members of the company with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company and any member with the permission of the court may make a written request to the Liquidator for further information concerning remuneration or expenses. Such a request must be made within 21 days of receipt of this report and a response will be provided within 14 days of receipt of the request.

Members have recourse to court, application to be made within 21 days of the Liquidator giving reasons for not providing all the information requested or the expiry of the 14 days within which the Liquidator must respond to a request

Members have the right to challenge the Liquidator's remuneration and expenses under rule 18.34

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 and any member with the permission of the court, may make an application to court on the grounds that the remuneration charged or expenses incurred are excessive and/or that the basis fixed for the Liquidator's remuneration is inappropriate. The application to court must be made no later than eight weeks after receipt of the Progress Report where the charging of the remuneration or the incurring of expenses in question occurs.