

Section 94

Return of Final Meeting in a
Members' Voluntary Winding UpPursuant to Section 94 of the
Insolvency Act 1986

To the Registrar of Companies

S.94

Company Number

03544666

Name of Company

Nord Anglia eLearning Limited

IAWe Sean Croston
No 1 Dorset Street
Southampton
Hampshire
SO15 2DP

Note 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 held on~~/summoned for 19 July 2013 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) 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 that ~~the same was done accordingly~~ / no quorum was present at the meeting

The meeting was held at the offices of Grant Thornton UK LLP, No 1 Dorset Street, Southampton, Hampshire SO15 2DP

The winding up covers the period from 20 July 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

The liquidator's report was presented to the final meeting at which no quorum was present
No objections to the liquidator receiving his release as liquidator of the company have been received
There being no further business conducted the meeting was closed

Signed



Date 19 July 2013

Grant Thornton UK LLP
No 1 Dorset Street
Southampton
Hampshire
SO15 2DP

Ref N00173A/SKC/BWM/DCA

SATURDAY



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A24

20/07/2013

#34

COMPANIES HOUSE

Nord UK Limited
Eduaction Limited
Nord Anglia elearning Limited
Nord Anglia Holdings Limited
Nord Anglia Education Improvement Services Limited
Nord Anglia Recruitment Limited
Lifetime Careers Stockport & High Peak Limited
Inhoco 3227 Limited
Polyglot Business Consulting Limited
- All In Members' Voluntary Liquidation

I refer to my appointment as liquidator of each of the above named companies by their respective shareholders on 20 July 2012

I am now in a position to close the liquidations, to cease to act as liquidator and to report on the conduct of the liquidations to 19 July 2013, the date of the final meetings. I also attach

- Appendix 1, the information prescribed under the Insolvency Act 1986 relating to each company,
- Appendix 2, an account of my receipts and payments in each liquidation,
- Appendix 3, an extract from the Insolvency Rules 1986 relating to the members' rights to request additional information from the liquidator, and
- Appendix 4, an extract from the Insolvency Rules 1986 relating to members' rights to challenge the liquidator's fees if excessive

Realisation and distribution of assets

Nord UK Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company's sole asset was an inter-company loan of £14,918,000 due from Nord Anglia Education Limited, the parent company. On 30 August 2012 the inter-company loan of £14,918,000 was distributed in specie to Nord Anglia Education Limited.

Eduaction Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company did not have any assets or liabilities. As such no transactions have taken place in the liquidation.

Nord Anglia elearning Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company's sole asset was an inter-company loan of £200, due from Nord Anglia Education Limited, the parent company.

By way of this report I acknowledge that this inter-company loan of £200 was distributed in specie to Nord Anglia Education Limited, on 3 June 2013.

Nord Anglia Holdings Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company's sole asset was an inter-company loan of £1, due from Nord Anglia Education Limited, the parent company.

By way of this report I acknowledge that this inter-company loan of £1 was distributed in specie to Nord Anglia Education Limited, on 3 June 2013.

Nord Anglia Education Improvement Services Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company's sole asset was an inter-company loan of £100, due from NA Educational Services Limited, the parent company.

By way of this report I acknowledge that this inter-company loan of £100 was distributed in specie to NA Educational Services Limited, on 3 June 2013

Nord Anglia Recruitment Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company did not have any assets or liabilities. As such no transactions have taken place in the liquidation

Lifetime Careers Stockport & High Peak Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company did not have any assets or liabilities. As such no transactions have taken place in the liquidation

Inhoco 3227 Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company's sole asset was an inter-company loan of £1, due from NA Schools Limited, the parent company

By way of this report I acknowledge that this inter-company loan of £1 was distributed in specie to NA Schools Limited, on 3 June 2013

Polyglot Business Consulting Limited

The directors' statutory declaration of solvency made on 20 July 2012 disclosed that the company did not have any assets or liabilities. As such no transactions have taken place in the liquidation

Corporation tax matters

I entered into correspondence with HM Revenue and Customs (HMRC) to remove penalties and charges applied to Nord Anglia Education Improvement Services Limited for non-filing of returns which were not due

HMRC has provided confirmation that there are no returns or tax liabilities outstanding for any of these nine companies and has provided me with clearance to close the liquidations

Liquidator's fees and disbursements

On 20 July 2012 the shareholders of each company resolved that my fees for acting as liquidator be fixed by reference to my time costs. My fees and disbursements for each of these liquidations are being met by Nord Anglia Education Limited. Disbursements have been incurred in relation to statutory advertising and bonding

I will correspond with Nord Anglia Education Limited separately in regards to my fees and disbursements incurred in dealing with these liquidations

I attach at Appendix 4 a copy of Rule 4.148C of the Insolvency Rules 1986 relating to a liquidator's remuneration, edited for members' voluntary liquidations

DATED THIS 19TH DAY JULY 2013



Sean Croston
Liquidator

Appendix 1 - Prescribed information

Company names	Registered Numbers
Nord UK Limited	04411175
Eduaction Limited	04141418
Nord Anglia elearning Limited	03544666
Nord Anglia Holdings Limited	05122397
Nord Anglia Education Improvement Services Limited	02336898
Nord Anglia Recruitment Limited	02339350
Lifetime Careers Stockport & High Peak Limited	03026785
Inhoco 3227 Limited	05501976
Polyglot Business Consulting Limited	05272570
Registered office	No 1 Dorset Street, Southampton, Hampshire SO15 2DP
Name of liquidator	Sean Croston
Address of liquidator	Grant Thornton UK LLP, No 1 Dorset Street, Southampton, Hampshire SO15 2DP
Liquidator's office-holder number	8930
Date of appointment of liquidator	20 July 2012
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Bruce Maidment on 01865 799900 Email bruce.w.maidment@uk.gt.com

Appendix 2 - Abstract of the liquidator's receipts and payments

Nord UK Limited

Declaration of Solvency		Receipts and payments for the period from 20/07/2012 to 19/07/2013	
	£		£
Assets		Receipts	
Inter-company loan	14,918,000	Inter-company loan, distributed in specie	14,918,000
Liabilities		Payments	
	-	Shareholder capital distribution, distributed in specie	14,918,000
Estimated surplus	<u>14,918,000</u>	Balance in hand	<u>Nil</u>

Eduaction Limited

Declaration of Solvency		Receipts and payments for the period from 20/07/2012 to 19/07/2013	
	£		£
Assets	-	Receipts	-
Liabilities	-	Payments	-
Estimated surplus	<u>-</u>	Balance in hand	<u>-</u>

Nord Anglia Elearning Limited

Declaration of Solvency		Receipts and payments for the period from 20/07/2012 to 19/07/2013	
	£		£
Assets		Receipts	
Inter-company loan	200	Inter-company loan, distributed in specie	200
Liabilities		Payments	
	-	Shareholder capital distribution, distributed in specie	200
Estimated surplus	<u>200</u>	Balance in hand	<u>Nil</u>

Nord Anglia Holdings Limited
Declaration of Solvency

Receipts and payments for the period from
20/07/2012 to 19/07/2013

	£		£
Assets		Receipts	
	1	Inter-company loan, distributed in specie	1
Liabilities	-	Payments	
		Shareholder capital distribution, distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Nord Anglia Education Improvement Services Limited
Declaration of Solvency

Receipts and payments for the period from
20/07/2012 to 19/07/2013

	£		£
Assets		Receipts	
Inter-company loan	100	Inter-company loan, distributed in specie	100
Liabilities	-	Payments	
		Shareholder capital distribution, distributed in specie	100
Estimated surplus	<u>100</u>	Balance in hand	<u>Nil</u>

Nord Anglia Recruitment Limited
Declaration of Solvency

Receipts and payments for the period from
20/07/2012 to 19/07/2013

	£		£
Assets	-	Receipts	-
Liabilities	-	Payments	-
Estimated surplus	<u>-</u>	Balance in hand	<u>-</u>

Lifetime Careers Stockport & High Peak Limited

Declaration of Solvency

Receipts and payments for the period from
20/07/2012 to 19/07/2013

	£		£
Assets	-	Receipts	-
Liabilities	-	Payments	-
Estimated surplus	<u>-</u>	Balance in hand	<u>-</u>

Inhoco 3227 Limited

Declaration of Solvency

Receipts and payments for the period from
20/07/2012 to 19/07/2013

	£		£
Assets		Receipts	
Inter-company loan	1	Inter-company loan, distributed in specie	1
Liabilities	-	Payments	
	-	Shareholder capital distribution, distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Polyglot Business Consulting Limited

Declaration of Solvency

Receipts and payments for the period from
20/07/2012 to 19/07/2013

	£		£
Assets	-	Receipts	-
Liabilities	-	Payments	-
Estimated surplus	<u>-</u>	Balance in hand	<u>-</u>

Note.

The distributions in specie referred to in the above receipts and payments accounts were valued by reference to each company's last filed accounts and the directors' declarations of solvency dated 20 July 2012

Appendix 3 - Rule 4.49E: Members' request for further information (edited for application to a members' voluntary liquidation)

- 1 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, or with the permission of the court upon an application, may make a request in writing to the liquidator for further information about remuneration or expenses set out this report
- 2 The periods in which the request or application should be made are
 - (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the notice and account of his administration of the winding-up where it relates to the resignation of the liquidator under Rule 4 142, 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 must, within 14 days of receipt of the request, either
 - (a) provide 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, give reasons for not providing all of the information
- 4 Any member of the company, who need not be the same as the member(s) who asked for the information, may apply to the court within 21 days of the giving by the liquidator of reasons for not providing all of the information asked for, or the expiry of the 14 days from the date the information was requested, and the court may make such order as it thinks just

Appendix 4 - Rule 4.148C: Members' claim that a liquidator's remuneration is excessive (edited for application to a members' voluntary liquidation)

- 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 An application must 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') The court may extend these periods as it see fit
- 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