

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

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

1 Company details

Company number 03794908

Company name in full Heat Software UK Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Philip

Surname Heddell

3 Liquidator's address

Building name/number 1 More London Place

Street

Post town London

County/Region

Postcode SE12AF

Country United Kingdom

4 Liquidator's name ①

Full forename(s) Samantha

Surname Keen

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 1 More London Place

Street

Post town London

County/Region

Postcode SE12AF

Country United Kingdom

② 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

J. L. M.

X

Signature date

^d

3

^d

0

^m

1

^m

1

^y

2

^y

0

^y

2

^y

2

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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 **Melanie Hellmuth**

Company name **Ernst & Young LLP**

Address **1 More London Place**

Post town **London**

County/Region

Postcode **S E 1 2 A F**

Country **United Kingdom**

DX

Telephone **+44 (0)207 951 6477**



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
1 More London Place
London
SE1 2AF

Tel: + 44 20 7951 2000
Fax: + 44 20 7951 1345
ey.com/parthenon

TO MEMBERS

25 November 2022

Ref: MLP/5W/PJB/SJK/MH
Contact: Melanie Hellmuth
Direct Line: 0207 951 6477
Email:
Solventliquidations@parthenon.ey.com

Dear Sirs

HEAT SOFTWARE UK LIMITED (In Members' Voluntary Liquidation) ("the Company")

As you will be aware, Samantha Keen and Patrick Brazzill were appointed as Joint Liquidators of the Company on 16 December 2019. Please note that in accordance with a Court Order ("the Order") dated 23 March 2022, I replaced Patrick Brazzill as Joint Liquidator of the Company. This report should be read in conjunction with the previous annual progress reports dated 9 February 2021 and 12 January 2022.

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 our remuneration or expenses.

We are yet to receive 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 by email to solventliquidations@parthenon.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 our receipts and payments account for the period from 16 December 2021 to 25 November 2022, and cumulative to date, is at Appendix B.



Progress during the period covered by this account

Assets

As at the date of the liquidation, the Company had an intercompany receivable balance in the sum of £18,865,055 due from Ivanti UK Limited ("Ivanti") and an intercompany payable balance of £12,883,300.07 with Ivanti. In accordance with Rule 14.25 of the Rules, mutual set-off applies to these balances. Accordingly, a residual intercompany receivable balance of £5,981,755.31 was due to the Company.

As at the date of the liquidation, the Company also had a receivable relating to corporate income taxes paid in the sum of £58,142. However, as noted in the previous report, Ivanti received a corporation tax refund of £53,420.03 on behalf of the Company. In addition, there have been two pre liquidation adjustments between the Company and Ivanti in the sum of £284,817.49 and £33,733. These amounts have been taken into consideration when calculating the distribution to the Company's shareholder.

Following the repayment due to the Company from HMRC and taking into account the corporation tax liability and statutory interest paid on behalf of the Company by another group company (as detailed below), the net assets of the Company available to distribute are £6,261,090.97. This amount was distributed in specie to Ivanti, Inc., as the sole shareholder of the Company, on 25 November 2022 and represented a return of £62,610.9097 per ordinary share.

Remaining Assets

There are no remaining assets to be realised.

Liabilities

The Company had no known external creditors at the date of liquidation. As at the date of the liquidation, the Company's only liability was an intercompany payable to Ivanti in the sum of £12,883,300.07.

An advert was placed in the London Gazette requesting creditors of the Company to prove their claims by 27 January 2020, in accordance with Rule 14.38 of the Rules. No such claims were received.

The Joint Liquidators were also informed that Ivanti UK Limited had settled a pre liquidation corporation tax liability on behalf of the Company in the sum of £89,508.43.

In addition, and as previously reported, Ivanti has settled various other tax liabilities on behalf of the Company. These liabilities relate to a PAYE Class 1 NIC liability (with associated interest) in the sum of £791.85 as well as a statutory interest payment in respect of a late payment of corporation tax in the sum of £2,334.58.

As such, both the statutory interest and corporation tax liabilities have been taken into account when calculating the distribution to the Company's shareholder, as noted above.

It is customary in a liquidation to seek confirmation from the relevant Crown authorities that they have no claim in respect of corporation tax, VAT, PAYE and National Insurance Contributions. HMRC have re-confirmed that they have no claims in respect of corporation tax, VAT, PAYE and National Insurance Contributions.

Joint Liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of members on 16 December 2019.

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 to the Liquidators at 1 More London Place, London, SE1 2AF.

Joint Liquidators' statement of outlays incurred

During the period covered by this report, we have incurred expenses relating to postage which will be paid by another group company without recourse to the liquidation estate. Expenses have also been incurred relating to statutory bonding regarding the change of Joint Liquidators and these expenses will not be recovered.

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

As noted above, I, being an Insolvency Practitioner licensed by the Insolvency Practitioners Association, replaced Patrick Brazzill on 23 March 2022 in accordance with the Order. In compliance with the terms of the Order, a block advertisement was advertised in the London Gazette on 7 April 2022.

Pursuant to the Order, each member has the right to apply to vary or discharge the Order within 28 days of receipt of this notification.

Upon receipt of your written confirmation or on expiry of the eight week notice period, whichever is sooner, our final return and account will be filed with the Registrar of Companies. We will then vacate office and subsequently receive our 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 Melanie Hellmuth on the direct line telephone number shown above.

Yours faithfully
for the Company

A handwritten signature in black ink, appearing to read 'P. Heddell', written over a light blue horizontal line.

Philip Heddell
Joint Liquidator

Encs: Combined notice of draft and final account

Philip Heddell is licensed to act as an insolvency practitioner by The Insolvency Practitioners Association.
Samantha Keen is licensed to act as an insolvency practitioner by The Insolvency Practitioners Association.

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.

HEAT SOFTWARE UK LIMITED
(In Members' Voluntary Liquidation) ("the Company")

Information about the Company and the Liquidators

Registered office address of the Company:	1 More London Place, London, SE1 2AF
Registered number:	03794908
Full names of the liquidators:	Philip Heddell Samantha Keen
Liquidators' address	1 More London Place, London, SE1 2AF
Telephone number on which the liquidators can be contacted:	0207 951 6477
Date of appointment:	16 December 2019
Details of any changes of liquidator:	On 23 March 2022, Philip Heddell replaced Patrick Brazzill as Joint Liquidator

HEAT SOFTWARE UK LIMITED
(In Members' Voluntary Liquidation) ("the Company")

Joint Liquidators' receipts and payments account for the period from 16 December 2019 to 25 November 2022

Declaration of Solvency Estimated to Realise Values		Period from 16 December 2019 to 15 December 2020	Period from 16 December 2020 to 15 December 2021	Period from 16 December 2021 to 25 November 2022	Cumulative Total to 25 November 2022
£		£	£	£	£
	Receipts				
18,865,055.38	Inter-company receivable due from Ivanti UK Limited	-	-	-	-
58,142.47	Corporation taxes paid	-	-	-	-
18,923,197.85	Total	-	-	-	-
	Payments				
(12,883,300.07)	Inter-company payable to Ivanti UK Limited	-	-	-	-
(12,883,300.07)	Total	-	-	-	-
6,039,897.78	Balance at bank as at 25 November 2022	-	-	-	-

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 residual net assets of the Company in the sum of £62,610.9097 were distributed in specie to the Company's shareholder on 25 November 2022.

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

HEAT SOFTWARE UK LIMITED

(In Members' Voluntary Liquidation) ("the Company")

Other trading names or styles: None

Any other registered name in the 12 months prior to liquidation: None

Registered number: 03794908

Registered office address: 1 More London Place, London, SE1 2AF

Principal trading address: 5 New Street Square, London, EC4A 3TW, United Kingdom

Date of appointment of Joint Liquidators: 16 December 2019

Philip Heddell
Ernst & Young LLP
1 More London Place, London, SE1 2AF

Samantha Keen
Ernst & Young LLP
1 More London Place, London, SE1 2AF

Office holder number: 27250/ 9250

Telephone number: 0207 951 6477

Name of alternative person to contact about the liquidation: Melanie Hellmuth

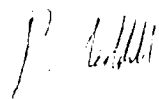
Date of notice: 25 November 2022

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 20 January 2023 unless within 2 weeks of 25 November 2022 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: Philip Heddell
Joint Liquidator

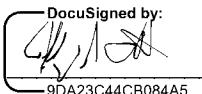
HEAT SOFTWARE UK LIMITED (In Members' Voluntary Liquidation) ("the Company")

Members' confirmation

I have received the Liquidators' draft and final account dated 25 November 2022 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: Ivanti, Inc.

Signature: 

Date: 29 November, 2022

For corporate members

Name of Signatory: Jeff Abbott

Designation (eg director/secretary): Director

Please return this completed confirmation within the next 7 days by post or email to solventliquidations@parthenon.ey.com