

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 04331183

Company name in full FNCG 2019 Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Stephen Roland

Surname Browne

3 Liquidator's address

Building name/number 1

Street New Street Square

Post town London

County/Region

Postcode EC4A 3HQ

Country United Kingdom

4 Liquidator's name ①

Full forename(s) Ian Harvey

Surname Dean

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 1

Street New Street Square

Post town London

County/Region

Postcode EC4A 3HQ

Country United Kingdom

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

☒ 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



X

Signature date

^d

1

^d

8

^m

0

^m

1

^y

2

^y

0

^y

2

^y

1

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 Ravin Thakrar

Company name Deloitte LLP

Address 1 New Street Square

Post town London

County/Region

Postcode E C 4 A 3 H Q

Country United Kingdom

DX

Telephone +44 (0) 20 7303 8655



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

FNC GROUP LIMITED (Company Number: 04168638)
F N CONSULTANCY LIMITED (Company Number: 02588970)
BABCOCK LIFESKILLS LIMITED (Company Number: 02989652)
BABCOCK ENVIRONMENTAL SERVICES LIMITED (Company Number: 06122711)
BABCOCK CAREERS MANAGEMENT LIMITED (Company Number: 02865522)
BABCOCK CAREERS GUIDANCE LIMITED (Company Number: 02961588)
FNCG 2019 LIMITED (Company Number: 04331183)
UKAEA LIMITED (Company Number: 05597709)
(ALL IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Companies")

1 New Street Square
London
EC4A 3HQ

FINAL ACCOUNTS PURSUANT TO RULE 5.9 OF THE INSOLVENCY (ENGLAND & WALES) RULES 2016 ("the Rules") AND SECTION 94 OF THE INSOLVENCY ACT 1986 (AS AMENDED) ("the Act")

18 January 2021

Stephen Roland Browne and Ian Harvey Dean ("the Liquidators") were appointed Joint Liquidators of the Companies further to resolutions of the members of each company dated 31 December 2019. All licensed Insolvency Practitioners of Deloitte LLP ("Deloitte") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purpose of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

This report has been prepared for the sole purpose of updating the members for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the members for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.



S. R. Browne and I. H. Dean
Deloitte LLP
1 New Street Square
London
EC4A 3HQ

Tel: +44 (0) 20 7303 8655
Fax: +44 (0) 20 7007 3442

1. SUMMARY OF EVENTS

Key Messages	Commentary
Conduct of the liquidations	<ul style="list-style-type: none"> The matters completed during the liquidations include mandatory liquidation tasks such as statutory advertising, filings at Companies House, notifications of the liquidations and obtaining clearances/searches from HM Land Registry and the Pension Tracing Service. In addition, a six monthly case review in respect of the Companies was also completed. The Liquidators also liaised with the internal Babcock Group Tax team, the Deloitte Tax team and HM Revenue & Customs ("HMRC") with regard to the submission of outstanding tax returns and the finalisation of all tax matters. Once corporation tax clearance had been received for those companies listed below, on 29 September 2020, the Liquidators provided HMRC with notice of the closure of the following liquidations: <ul style="list-style-type: none"> Babcock Lifeskills Limited Babcock Environmental Services Limited F N Consultancy Limited FNC Group Limited <p>The notice expired on 9 December 2020. No response was received, and we understand the relevant department issuing clearances in respect of PAYE/NIC and VAT have been redeployed to Covid-19 related matters for a prolonged period during the liquidation. This approach was agreed with the client on the basis that the companies had been dormant for some time and had no employees or VAT registration.</p> <ul style="list-style-type: none"> Babcock Careers Guidance Limited Babcock Careers Management Limited FNCG 2019 Limited UKAEA Limited The Liquidators provided HMRC with notice of the closure of the following liquidations where no tax clearance had been received but where nil tax returns to the date of liquidation had been submitted during the course of each liquidation. This notice was served on 16 December 2020 and expires on 6 January 2021. This approach was agreed with the client on the basis that the Companies had been dormant for some time and had no employees or VAT registration. There have been no receipts or payments in respect of the following companies: <ul style="list-style-type: none"> Babcock Lifeskills Limited Babcock Careers Guidance Limited Babcock Careers Management Limited UKAEA Limited F N Consultancy Limited Babcock Environmental Services Limited

	<ul style="list-style-type: none"> The following companies received distributions from subsidiaries in liquidation during the course of their liquidations: <ul style="list-style-type: none"> Babcock Lifeskills Limited Babcock Careers Guidance Limited All costs, including our remuneration, were met by Babcock Holdings Limited ("Babcock"). It was identified in FNCG 2019 Limited that an intercompany payable relating to unpaid share capital was not reflected on the Declaration of Solvency. The investment value of the subsidiary (FNC Group Limited in liquidation) was also not shown on the Declaration of Solvency. As mentioned above, an in specie distribution was received from FNC Group Limited by FNCG 2019 Limited on 16 December 2020 which was set off against the payable. No creditors' claims were notified to the Liquidators in respect of any of the Companies. The only companies with liabilities recorded on their Declaration of Solvency were as follows: <ul style="list-style-type: none"> FNC Group Limited – Intercompany payable in respect of unpaid share capital in F N Consultancy Limited. The payable was set off on receipt of the distribution of the receivable by F N Consultancy Limited. Babcock Careers Guidance Limited – Intercompany payable in relation to a contingent liability. This amount was not claimed during the liquidation.
Costs of the liquidation	<ul style="list-style-type: none"> Our remuneration was fixed by the members of each company on a time-cost basis, and, as there are no funds in any of the liquidation estates, are being met by Babcock. As part of our agreement with Babcock, we have agreed a fee of £4,000 for each liquidation, excluding disbursements and VAT. A final invoice will be raised prior to closure of the liquidations in respect of the entire project, for settlement by Babcock.
Distribution to the members	<ul style="list-style-type: none"> FNC Group Limited: A first and final distribution was made to its sole member on 16 December 2020. A total of £2 was distributed, which equates to a rate of £1 per Ordinary £1 share. F N Consultancy Limited: A first and final distribution was made to its sole member on 16 December 2020. A total of £2 was distributed, which equates to a rate of £1 per Ordinary £1 share. Babcock Lifeskills Limited: No distributions were made to the members as there were no assets available for distribution.

	<ul style="list-style-type: none"> • Babcock Environmental Services Limited: A first and final in specie distribution was made to its sole member on 16 December 2020. A total of £877,184 was distributed, which equates to a rate of £877,184 per Ordinary £1 share. • FNCG 2019 Limited: A first and final in specie distribution was made to its sole member on 16 December 2020. A total of £115,671 was distributed, which equates to a rate of £0.01 per Ordinary A and B shares. • UKAEA Limited: A first and final in specie distribution was made to its sole member on 16 December 2020. A total of £1 was distributed, which equates to a rate of £1 per Ordinary £1 share. • Babcock Careers Management Limited: A first and final in specie distribution was made to its sole member on 16 December 2020. A total of £3 was distributed, which equates to a rate of £1 per Ordinary A, B and C shares. • Babcock Careers Guidance Limited: A first and final in specie distribution was made to its sole member on 16 December 2020. A total of £33,115 was distributed, which equates to a rate of £33,115 per Ordinary £1 share.
--	---

2. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT

All costs have been met by Babcock.

2.1 Receipts and Payments

There have been no transactions during the liquidations, as evidenced in the attached appendix.

2.2 Liquidators' Remuneration

Our fees were fixed by each member of the Companies on a time-cost basis, and as there are no funds in any of the liquidation estates, are being met by Babcock. As part of our agreement with Babcock, in respect of a wider entity elimination project, we agreed a fee of £4,000 plus disbursements and VAT per company for each liquidation. A final invoice will be raised prior to the closure of the liquidations in respect of the entire project.

2.4 Liquidators' Costs and Disbursements

Details of all disbursements incurred during the period of the liquidation are given below, from which it can be seen that we have recovered our disbursements in full. Costs and disbursements have also been met by Babcock.

Category 1 Disbursements

These are payments made by us direct to third parties and for which no approval is required.

The below payments relate to a total of 12 companies, include the 8 Companies detailed in this report. The other 4 companies remain in liquidation.

£ (net)	Total cost for the period of the appointment	Unpaid
Statutory advertising	1701.00	-
HM Land Registry search Fees	363.00	-
Liquidators' statutory insurance bond	230.00	-
Total disbursements	2294.00	-

Category 2 Disbursements

Specific approval is required before these costs and expenses can to be drawn from the liquidation estate.

There were no Category 2 disbursements for the period.

3. INFORMATION FOR THE MEMBERS

3.1 Members' right to request further information

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 18.9 of the Rules.

3.2 Members' right to challenge Remuneration and/or Expenses

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 permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34 of the Rules.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.

"A Creditors' Guide to Liquidators' Remuneration" is available for download <http://www.deloitte-insolvencies.co.uk/documents/uk-insolvencies-e-and-w-creditors-guide-to-liquidators-fees-oct-2015.ashx.pdf>

Should you require a paper copy, please send your request in writing to us at the address on the front of this report and this will be provided to you at no cost.

FNC Group Limited

£	Declaration of Solvency values	Notes	31 December 2019 to 18 January 2021
Receipts			
Investments other than marketable securities	2	1	-
Intercompany receivable	2	2	-
Total receipts	4		Nil
Payments			
Intercompany payable	(2)	1	-
Total payments	(2)		Nil
Balance	2		Nil

Notes

1. An in specie distribution was received from F N Consultancy Limited (in liquidation) during the course of the liquidation in relation to the investment. The distribution was set off against the intercompany payable which was in respect of the unpaid share capital in F N Consultancy Limited (in liquidation).
2. A first and final in specie distribution of the intercompany receivable due from FNCG 2019 Limited was made to the member on 16 December 2020. A total of £2 was distributed, which equates to a rate of £1 per Ordinary £1 share.



F N Consultancy Limited

£	<i>Declaration of Solvency values</i>	<i>Notes</i>	<i>31 December 2019 to 18 January 2021</i>
----------	--	---------------------	---

Receipts

Intercompany receivable	2	1	
-------------------------	---	---	--

Total receipts**2****Nil****Payments****Total payments****Nil****Nil****Balance****2****Nil**

Notes

1. A first and final in specie distribution was made to the member, FNC Group Limited in liquidation, on 16 December 2020. A total of £2 was distributed, which equates to a rate of £1 per Ordinary £1 share.

Babcock Lifeskills Limited

£	<i>Declaration of Solvency values</i>	<i>Notes</i>	<i>31 December 2019 to 18 January 2021</i>
Receipts			
Total receipts	<u>Nil</u>		<u>Nil</u>
Payments			
Total payments	<u>Nil</u>		<u>Nil</u>
Balance	<u>Nil</u>		<u>Nil</u>



Notes

1. No distributions were made to the members as there were no assets available for distribution.

Babcock Environmental Services Limited

£	<i>Declaration of Solvency values</i>	<i>Notes</i>	<i>31 December 2019 to 18 January 2021</i>
Receipts			
Intercompany receivable	877,184	1	
Total receipts	877,184		Nil
Payments			
Total payments	Nil		Nil
Balance	Nil		Nil



Notes

1. A first and final in specie distribution was made to the member on 16 December 2020 A total of £877,184 was distributed, which equates to a rate of £877,184 per Ordinary £1 share.

FNCG 2019 Limited

£	Declaration of Solvency values	Notes	31 December 2019 to 18 January 2021
Receipts			
Intercompany receivable	115,671	1	-
Total receipts	115,671		Nil
Payments			
Total payments	Nil		Nil
Balance	115,671		Nil



Notes

1. A distribution was received from FNC Group Limited (in liquidation) during the course of the liquidation in relation to an investment in that subsidiary. The distribution was set off against an intercompany payable in respect of the unpaid share capital in F N Consultancy Limited (in liquidation). These balances were not captured on the Declaration of Solvency.
2. A first and final in specie distribution was made to the member on 16 December 2020. total of £115,671 was distributed, which equates to a rate of £0.01 per Ordinary A and B shares.

UKAEA Limited

£	Declaration of Solvency values	Notes	31 December 2019 to 18 January 2021
Receipts			
Intercompany receivable	39,999,878	1	-
Total receipts	39,999,878		Nil
Payments			
Total payments	Nil		Nil
Balance	39,999,878		Nil



Notes

1. It should be noted that at the date of liquidation the only remaining asset was an intercompany debt of £1 and not the balance of £39,999,878 shown on the Declaration of Solvency. In the intervening period between the date up to which the Declaration of Solvency was made and the date of liquidation a pre-liquidation dividend was declared.
2. A first and final in specie distribution was made to the member on 16 December 2020. A total of £1 was distributed, which equates to a rate of £1 per Ordinary £1 share.

Babcock Careers Management Limited

£	<i>Declaration of Solvency values</i>	<i>Notes</i>	<i>31 December 2019 to 18 January 2021</i>
Receipts			
Intercompany receivable	4,702,701	1, 2	-
Total receipts	4,702,701		Nil
Payments			
Total payments	Nil		Nil
Balance	4,702,701		Nil



Notes

1. It should be noted that at the date of liquidation the only remaining asset was an intercompany receivable of £3 and not the balance of £4,702,711 as shown on the Declaration of Solvency. In the intervening period between the date up to which the Declaration of Solvency was made and the date of liquidation a pre-liquidation dividend was declared.
2. A first and final in specie distribution was made to the member on 16 December 2020. A total of £3 was distributed, which equates to a rate of £1 per Ordinary A, B and C shares.

Babcock Careers Guidance Limited

£	Declaration of Solvency values	Notes	31 December 2019 to 18 January 2021
Receipts			
Intercompany receivable	5,863,115	1	-
Total receipts	5,863,115		Nil
Payments			
Intercompany payable	(26,629)	2	
Total payments	(26,629)		Nil
Balance	5,863,486		Nil



Notes

1. It should be noted that at the date of liquidation the only remaining asset was an intercompany debt of £33,115. In the intervening period between the date up to which the Declaration of Solvency was made and the date of liquidation a pre-liquidation dividend was declared.
2. A first and final in specie distribution was made to the member on 16 December 2020. A total of £33,115 was distributed, which equates to a rate of £33,115 per Ordinary £1 share.
3. The intercompany payable balance detailed in the Declaration of Solvency was a contingent liability in respect of an amount that was not claimed during the course of the liquidation. It related to a payment made to the company in a prior period for which no information was available.

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 1 New Street Square, London EC4A 3HQ, United Kingdom.

Deloitte LLP is the United Kingdom affiliate of Deloitte NSE LLP, a member firm of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee ("DTTL"). DTTL and each of its member firms are legally separate and independent entities. DTTL and Deloitte NSE LLP do not provide services to clients. Please see www.deloitte.com/about to learn more about our global network of member firms.

© 2021 Deloitte LLP. All rights reserved.