

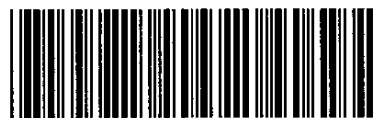
LIQ13

Notice of final account prior to dissolution in MVL



Companies House

FRIDAY



A10 *A7CIB3I0* 17/08/2018 #64
COMPANIES HOUSE

base

use

1 Company details

Company number 0 5 1 8 8 7 7 1

Company name in full Cicero Holdings Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Derek Neil

Surname Hyslop

3 Liquidator's address

Building name/number Atria One

Street 144 Morrison Street

Post town Edinburgh

County/Region

Postcode E H 3 8 E X

Country United Kingdom

4 Liquidator's name ①

Full forename(s) Samantha Jane

Surname Keen

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 1

Street More London Place

Post town London

County/Region

Postcode S E 1 2 A F

Country United Kingdom

② Other liquidator

Use this section to tell us about
another liquidator.

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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 0 9

m 0 8

y 2 0 1 8

TO MEMBERS

2 August 2018

Ref: ML5W/DNH/SJK/SH/LG
Direct line: 012 1535 2195
Lilia Gordon
Email: Lilia.Gordon@uk.ey.com

Dear Sirs

**Cicero Holdings Limited
(In Members' Voluntary Liquidation) ("the Company")**

Samantha Jane Keen and I were appointed as Joint Liquidators of the Company on 19 December 2017. 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 have not so far received any requests for further information, nor have any concerns been raised about our 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 eight 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 seven days** either by email to Lilia.Gordon@uk.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 document. A copy of our receipts and payments account for the period from 19 December 2017 to 2 August 2018 is at Appendix B.

Progress during the period covered by the account

Assets

As at the date of the Liquidation, the Company's only asset was an intercompany receivable balance in the sum of £2. The intercompany receivable balance was distributed in specie to the member on 2 August 2018 and represented a return of £2 per ordinary share.

Liabilities

The Company had no known external creditors at the date of Liquidation. An advert was placed in the London Gazette requesting creditors of the Company to prove their claims by 31 January 2018 in accordance with Rule 4.182A of the Insolvency Rules 1986. No such claims were received.

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. We have received the applicable clearances on this regard.

Joint Liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of the members passed on 19 December 2017. Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon request to me at No.1 Colmore Square, Birmingham, B4 6HQ.

Joint Liquidators' statement of expenses incurred

During the period covered by this report, we have incurred expenses relating to statutory advertising and bonding which have also been paid by another group company. There is no recourse to the estate in respect of our fees as a contractual arrangement exists.

Members' rights to further information about, and challenge, remuneration and expenses

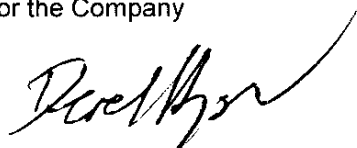
In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix C.

Other matters

Upon expiry of the eight week notice period, 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 Lilia Gordon on the direct line telephone number shown above.

Yours faithfully
for the Company

A handwritten signature in black ink, appearing to read 'D N Hyslop', with a long, sweeping flourish extending to the right.

D N Hyslop
Joint Liquidator

Enc: Notice of final account

D N Hyslop and S J Keen are licensed in the United Kingdom 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 Liquidator's appointment. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy.

**Cicero Holdings Limited
(In Members' Voluntary Liquidation) ("the Company")**

Information about the Company and the Liquidators

Registered office address of the Company:	Ernst & Young LLP No.1 Colmore Square, Birmingham, B4 6HQ
Registered number:	05188771
Full names of the Liquidators:	Derek Neil Hyslop and Samantha Jane Keen
Liquidators' address(es):	Ernst & Young LLP Ernst & Young LLP Atria One, 1 More London Place, 144 Morrison Street, London, SE1 2AF Edinburgh, EH3 8EX
Telephone number through which the Liquidators can be contacted	012 1535 2195
Date of appointment of the Joint Liquidators:	19 December 2017
Details of any changes of Liquidator:	None

Cicero Holdings Limited
(In Members' Voluntary Liquidation) ("the Company")

Joint Liquidators' receipts and payments account for the period from 19 December 2017 to 2 August 2018

Declaration of Solvency Estimated to Realise Values £	In this Report Period 19 December 2017 to 2 August 2018 £
Receipts	
2 Intergroup receivables balance	
Payments	
Balance at bank at 2 August 2018	Nil

Notes

1. Receipts and payments are stated net of VAT.
2. The Joint Liquidators' remuneration was fixed on a time-cost basis by a resolution of the members passed on 19 December 2017.
3. The intercompany receivable of £2 was distributed in specie to the Company's member on 2 August 2018.

Members' rights to request further information about remuneration or expenses or to challenge a liquidator's 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-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").

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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 **Lilia Gordon**

Company name **Ernst & Young LLP**

Address **No.1 Colmore Square**

Post town **Birmingham**

County/Region

Postcode

B 4 6 H Q

Country **United Kingdom**

DX

Telephone **012 1535 2195**



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