

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

THURSDAY



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28/11/2019

COMPANIES HOUSE

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1 Company details

Company number 0 5 1 9 4 6 1 0
Company name in full Odeon and UCI Cinemas Group 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.

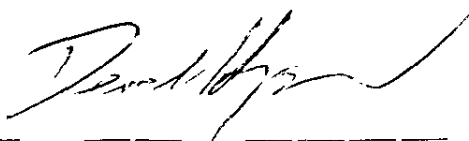
7

Sign and date

Liquidator's signature

Signature

X



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Signature date

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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 1 Colmore Square

Post town Birmingham

County/Region

Postcode B 4 6 H Q

Country United Kingdom

DX

Telephone 0121 535 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



Building a better
working world

TO MEMBERS

11 November 2019

Ref: DNH/SJK/SH/LG
Contact: Lilia Gordon
Direct Line: 0121 535 2195

Email: Lilia.Gordon@uk.ey.com

Dear Sirs

**Odeon and UCI Cinemas Group Limited
(In Members' Voluntary Liquidation) ("the Company")**

Samantha Keen and I were appointed as Joint Liquidators of the Company on 30 July 2018. 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 report. A copy of our receipts and payments account for the period from 30 July 2018 to 11 November 2019 is at Appendix B.

Progress during the period covered by the account

Assets

The Company's assets as at the date of Liquidation were its shareholding of the entire issued share capital in the following companies:

- Lucius Holdings Limited (Formerly in Members' Voluntary Liquidation) ("Holdings")
- Lucius Investments Limited (Formerly in Members' Voluntary Liquidation) (Investments")
- Odeon & UCI Bond Midco Limited (Formerly in Members' Voluntary Liquidation) ("Midco")
- Odeon Weston-Super-Mare Limited (In Members' Voluntary Liquidation) ("Weston-Super- Mare")

On 23 July 2019 the Company received in-specie distributions from Holdings, Investments and Midco in respect of its investments. The distributable assets were intercompany receivable balances in the sum of £8 due from Odeon Cinemas Limited.

On 5 November 2019 the Company received an in-specie distribution from Weston-Super- Mare in respect of its investment. The distributable asset was an intercompany receivable balance in the sum of £2 due from Odeon Cinemas Limited.

The Company also had an intercompany receivable balance in the sum of £2 due from Odeon Cinemas Limited.

The intercompany receivables totalling of £12 were distributed in specie to Odeon and UCI Cinemas Holdings Limited, the sole Company's shareholder, on 11 November 2019 and represented a return of £12 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.

An advert was placed in the London Gazette requesting creditors of the Company to prove their claims by 28 September 2018, in accordance with Rule 14.38 (1) (c) of the Rules. 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. HM Revenue & Customs have confirmed that they have no claims in respect of corporation tax, VAT, PAYE and National Insurance.

Joint Liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of members on 30 July 2018.

Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon request to the Joint Liquidators at No.1 Colmore Square, Birmingham, B4 6HQ.

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.

Joint Liquidators' statement of expenses incurred

During the Liquidation, we have incurred expenses relating to statutory advertising and statutory bonding which have also been paid by another group company without recourse to the Liquidation estate.

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

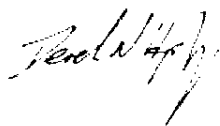
In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix C.

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



D N Hyslop
Joint Liquidator

Enc.

D N Hyslop and S J Keen is authorised 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.

**Odeon and UCI Cinemas Group Limited
(In Members' Voluntary Liquidation) ("the Company")**

Information about the Company and the Liquidators

Registered office address of the Company:	c/o Ernst & Young LLP, No.1 Colmore Square, Birmingham, B4 6HQ
Registered number:	05194610
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
Date of appointment of the Joint Liquidators:	30 July 2018
Details of any changes of Liquidator:	None

Joint Liquidators' receipts and payments account for the period from 30 July 2018 to 11 November 2019

Declaration of Solvency Estimated to Realise Amount		In this report period 30 July 2018 to 11 November 2019	
£	Receipts		£
2	Inter-company debtor	<hr/>	-
	Payments	<hr/>	-
	None	<hr/>	-
	Total	<hr/>	-

Notes

1. Receipts and payments are stated net of VAT.
2. The Liquidators' remuneration was fixed on a time-cost basis by the members.
3. The intercompany receivable amount was distributed in specie to the Company's member on 11 November 2019.

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

Odeon and UCI Cinemas Group Limited (In Members' Voluntary Liquidation) ("the Company")

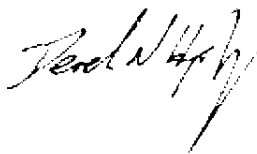
Other trading names(s) or style(s)	N/A
Registered number:	05194610
Registered office address of the Company:	c/o Ernst & Young LLP, No.1 Colmore Square, Birmingham, B4 6HQ
Date of appointment of Joint Liquidators:	30 July 2018
Full names of the Liquidators:	Derek Neil Hyslop and Samantha Jane Keen
Liquidators' address(es):	Ernst & Young LLP Ernst & Young LLP Atria One 1 More London Place 144 Morrison Street London, SE1 2AF Edinburgh, EH3 8EX
Office holder number:	9970 / 9250
Telephone number	0121 535 2195

Date of notice: 11 November 2019

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 8 January 2020 unless within 2 weeks of 11 November 2019 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: D N Hyslop
Joint Liquidator

Please complete and return the confirmation on the next page

Odeon and UCI Cinemas Group Limited
(In Members' Voluntary Liquidation) ("the Company")

Members confirmation

I have received the Liquidators' draft and final account dated 11 November 2019 and confirm that:

I do not intend to make a request under Rule 18.9 of the Insolvency (England and Wales) Rules 2016 for further information, and

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: Odeon and UCI Cinemas Holdings Limited

Signature: 

Date: 13/11/19

For corporate members

Name of Signatory: Andrew Allen

Designation (eg director/secretary): Director

Please return this completed confirmation within the next seven days