

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

TUESDAY



A7KJFWC9
A09 11/12/2018 #136
COMPANIES HOUSE

1 Company details

Company number 0 5 7 0 4 0 6 4
Company name in full Carillion (Aspire Services) Holdings Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Laura May
Surname Waters

3 Liquidator's address

Building name/number PricewaterhouseCoopers LLP
Street 7 More London Riverside
Post town London
County/Region
Postcode S E 1 2 R T
Country England

4 Liquidator's name ①

Full forename(s) Robert Nicholas
Surname Lewis

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number PricewaterhouseCoopers LLP
Street 7 More London Riverside
Post town London
County/Region
Postcode S E 1 2 R T
Country England

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

1

0

m

1

2

y

2

0

y

1

8

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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 Elizabeth Colley

Company name PwC

Address 7 More London Riverside

Post town London

County/Region

Postcode S E 1 2 R T

Country England

DX

Telephone



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

CARILLION (ASPIRE SERVICES) HOLDINGS LIMITED - IN MEMBERS' VOLUNTARY LIQUIDATION (THE COMPANY)

FINAL ACCOUNT TO MEMBERS PURSUANT TO S94 OF THE INSOLVENCY ACT 1986

INTRODUCTION

The Company was placed into members' voluntary liquidation on 30 May 2018, when Laura May Waters and Robert Nicholas Lewis were appointed joint liquidators (the liquidators).

We are required to provide you with a final account on the conduct and outcome of the liquidation. This account is for the period from 30 May 2018 to 12 December 2018.

In addition, the following information can be found in the attached Appendices:

- Appendix A - Certain information about the Company and the liquidators
- Appendix B - Summary receipts and payments for the liquidation

REPORT ON THE LIQUIDATION

Realisation of assets:

The directors' Declaration of Solvency identified an inter-company debtor of £1 as the Company's only asset. We took control of this asset upon our appointment.

On 10 December 2018, the Company's direct subsidiary, Carillion (Aspire Services) Ltd, made a £1 in specie distribution to the Company. The asset distributed to the Company was made up as follows:

- i. An intercompany debtor of £1 due to Carillion (Aspire Services) Ltd from Carillion JM Limited, in compulsory liquidation ("CJM").

No further assets have been identified and no assets remain to be realised.

Settlement of liabilities:

The directors' Declaration of Solvency and the Company's records indicated that the Company had no outstanding liabilities upon entering liquidation. However, prior to our appointment as liquidators, the directors advised that a former employee of a company within the wider Carillion Group may make a claim against the Company in liquidation.

Following our appointment, we published a notice in the London Gazette and The Financial Times inviting any unknown creditors to submit details of claims they may have against the Company. We also wrote directly to the purported former employee identified by the directors and invited that individual to provide details of their claim, if any.

On 6 June 2018, we received a proof of debt from the individual totalling £48,450. The claim was subsequently increased to £85,193 ("the Claim"). As the individual had no previous contractual relationship with the Company, we issued a formal rejection of the Claim on 9 July 2018. The individual had 21 days following service of our rejection within which to apply to Court to formally object to the rejection of the Claim. No such application was made.

No other parties have notified us of any claims against the Company, and we have concluded that there are no outstanding liabilities of the Company. There are no remaining claims to be agreed or settled.

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HMRC:

The directors' Declaration of Solvency and the Company's records showed that the Company had no tax liabilities.

Following our appointment, we wrote to HMRC to inform them of our appointment and to request details of any outstanding liabilities. HMRC have confirmed that the Company has no outstanding liabilities and that they have no objection to the liquidation being closed.

Distributions to shareholders:

At the time of our appointment, the issued share capital of the Company consisted of one £1 Ordinary Share.

A distribution in specie of £2 (representing 200 pence per share) to the sole Ordinary shareholder was made on 10 December 2018. The distribution in specie consisted of the following assets, together with any other assets we may not have received notice of:

- i. The realisation of the Company's investment in its subsidiary upon receipt of a £1 distribution in specie from Carillion (Aspire Services) Ltd of an intercompany balance due from CJM; and
- ii. An intercompany debtor of £1 due to the Company from CJM.

The value attributed to the in specie distribution was based on the value at which the asset was held in the Company's books.

OUR FEES AND EXPENSES

Basis of remuneration:

At the time of our appointment, a resolution was passed for us to be paid by reference to the time properly given by us and our staff in dealing with the liquidation.

Funding of the liquidation:

Although fees have been paid to us on the basis specified above, our fees and expenses have not been paid out of the liquidation estate. Instead CJM has met our fees and expenses for the Company and five connected companies. The liquidations of all six companies are due to close in December 2018.

Remuneration charged:

Our fees for undertaking the liquidation of the Company are £5,500 plus disbursements and VAT, in accordance with our letter of engagement with CJM dated 17 April 2018. Our fees have been invoiced in full.

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Liquidators' expenses:

During the liquidation of the Company and five connected companies, we have incurred expenses of £2,291 plus VAT. These costs consist of the following:

	£	£
Category 1 expenses¹		
Statutory advertising	1,650	
Attendance at Board and Shareholder meetings	204	
Courier	<u>7</u>	
		1,861
Category 2 expenses²		
Printing papers for Board and Shareholder meetings	<u>430</u>	
		430
Total expenses		<u>2,291</u>

All of the above expenses have been settled in full by CJM.

Members' rights re liquidators' remuneration and expenses:

Members 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 permission of the court) are entitled to request further information about our fees and expenses. Such requests need to be made within 21 days of receipt of this report. See Rule 18.9 of the Insolvency (England and Wales) Rules 2016 for further detail.

Members 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 permission of the court) are entitled to claim by way of court application that the liquidators' fees and expenses are excessive. Such applications need to be made within 8 weeks of the receipt of this report. See Rule 18.34 of the Insolvency (England and Wales) Rules 2016 for further detail.

On 6 December 2018, the sole shareholder of the Company confirmed that it i) did not require further information regarding the contents of this report; ii) did not intend to make an application to court in respect of our fees and expenses; and iii) has no objection to the liquidation being fully wound up prior to the expiry of an 8 week notice period.

This concludes our account on the liquidation of the Company.

¹ Category 1 expenses represent specific expenditure incurred directly in respect of this liquidation and payment has been to independent third parties.

² Category 2 expenses represent directly referable costs where payment is not to an independent third party.

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APPENDIX A

INFORMATION ON THE COMPANY AND THE LIQUIDATORS

Company details:	
Company name:	Carillion (Aspire Services) Holdings Limited
Company number:	05704064
Registered office:	Crown House, Birch Street, Wolverhampton, United Kingdom, WV1 4JX

Liquidators' details:	
Liquidators' names:	Laura May Waters and Robert Nicholas Lewis (the liquidators)
Liquidators' address:	PricewaterhouseCoopers, 7 More London Riverside, London, SE1 2RT
Liquidators' email:	laura.m.waters@pwc.com
Date of appointment:	30 May 2018
Nature of appointment:	Members' Voluntary Liquidation

Laura May Waters and Robert Nicholas Lewis have been appointed as joint liquidators of the Company to manage its affairs, business and property as its agents without personal liability. Laura May Waters is licensed in the United Kingdom to act as an Insolvency Practitioner by the Institute of Chartered Accountants in England and Wales. Robert Nicholas Lewis is licensed in the United Kingdom to act as an Insolvency Practitioner by the Institute of Chartered Accountants in England and Wales. The joint liquidators are bound by the Insolvency Code of Ethics which can be found at:

<https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>.

The joint liquidators may act as controllers of personal data as defined by UK data protection law depending upon the specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a 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. Further details are available in the privacy statement on the PwC.co.uk website or by contacting the joint liquidators.

CARILLION (ASPIRE SERVICES) HOLDINGS LIMITED - IN MEMBERS' VOLUNTARY LIQUIDATION (THE COMPANY)

FINAL ACCOUNT TO MEMBERS PURSUANT TO S94 OF THE INSOLVENCY ACT 1986

APPENDIX B

**ABSTRACT OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION DURING THE PERIOD
FROM 30 MAY 2018 TO 12 DECEMBER 2018**

	30/05/2018
	to
	12/12/2018
	£
RECEIPTS	
Inter-company debtor	1
Distribution from subsidiary	1
	<hr/>
	2
PAYMENTS	
Distribution to member	2
	<hr/>
	2
BALANCE OF FUNDS HELD	<hr/>
	-