

# LIQ03

## Notice of progress report in voluntary winding up



Companies House

FRIDAY



A23 \*A7DZUFDN\* #68  
07/09/2018  
COMPANIES HOUSE

### 1 Company details

Company number 0 5 8 0 3 9 3 9

Company name in full ZANTAZ UK 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 7

Street MORE LONDON RIVERSIDE

Post town LONDON

County/Region

Postcode S E 1 2 R T

Country UK

### 4 Liquidator's name ①

Full forename(s) TOBY SCOTT

Surname UNDERWOOD

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

### 5 Liquidator's address ②

Building name/number Central Square

Street 29 Wellington Street

Post town LEEDS

County/Region

Postcode L S 1 4 D L

Country UK

② Other liquidator  
Use this section to tell us about  
another liquidator.

# LIQ03

## Notice of progress report in voluntary winding up

### 6 Period of progress report

From date 

d	2	8
m	0	6
y	2	0
y	1	7

To date 

d	2	2
m	6	6
y	2	0
y	1	8

### 7 Progress report

☒ The progress report is attached

### 8 Sign and date

Liquidator's signature

Signature

X



X

Signature date

d	2	4
m	0	7
y	2	0
y	1	8

LIQ03

## Notice of progress report in voluntary winding up

**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	LISA O'CONNOR
Company name	PWC
Address	
NO 1 SPINNINGFIELDS	
1 HARDMAN SQUARE	
Post town	
MANCHESTER	
County/Region	
Postcode	M3 3EB
Country	
DX	
Telephone	0780803587

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)



Seattle Spinco Inc  
c/o Micro Focus  
88 Wood Street  
London  
EC2V 7QT

24 August 2018

Our reference: LMW/LOC/MVL450B

Dear Sirs

**Zantaz UK Limited- in members' voluntary liquidation (the Company)**

Tim Walsh and Karen Dukes were appointed joint liquidators (the liquidators) of the Company on 28 June 2016. Following their retirement, they were replaced by Laura Waters and Toby Underwood on 3 July 2017.

Further to our previous report, covering the period from 28 June 2016 to 27 June 2017 (the Previous Report), we're required to provide:

- you with a report on the conduct and progress of the liquidation for the period 28 June 2017 to 27 June 2018 (the Period); and
- certain information concerning the Company and the liquidators; this information is attached as appendix A.

A summary of receipts and payments for the Period is attached as appendix B.

**PROGRESS REPORT ON THE LIQUIDATION**

**Change of Shareholder**

On 18 July 2017 a change in the company's shareholder from Hewlett Packard Enterprises Limited to Seattle Spinco Inc was completed.

During the liquidation period the ultimate shareholder changed to Micro Focus following the spin-off and merger of Hewlett Packard Enterprise with Micro Focus.

**Realisation of assets:**

The directors' Declaration of Solvency showed the Company's assets consisted of:

Inter group debtors

£  
2,369

*PricewaterhouseCoopers LLP, 1 Hardman Square, Manchester, M3 3EB*  
*T: +44 (0) 1612 452 000, F: +44 (0) 1612 452 910, [www.pwc.co.uk](http://www.pwc.co.uk)*

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The Previous Report noted that after our appointment, we took the Company's inter group debt under our control until distribution.

The Previous Report noted that we hadn't identified any additional assets and that there were no assets still to be realised.

**Settlement of liabilities:**

This section covers all liabilities except any claims of HM Revenue & Customs (HMRC) which are dealt with separately below under HMRC.

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

In our Previous Report we noted there were no liabilities still to be settled. There are no remaining claims to be agreed and settled.

**HMRC:**

In our previous report we noted HMRC had confirmed their agreement to us closing the liquidation without further reference to them.

**Distributions to shareholders:**

No distributions have been made to shareholders during the Period.

**LIQUIDATORS' REMUNERATION 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:**

Hewlett Packard Limited has met our remuneration on the above basis. No fees or expenses have been paid out of the liquidation estate.

**Remuneration charged:**

The liquidation is part of a wider entity rationalisation assignment involving the liquidation of 4 other UK entities. Our fees for undertaking this assignment and the 4 other liquidations consist of time costs incurred for the period covering the formal liquidation. Our time costs for this period were:



	Previously reported £	During the Period £	Total £
Liquidation – the Period	21,570	39,217	60,787
	21,570	39,217	60,787

#### **Liquidators' expenses:**

During the Period we have incurred expenses of £1,035 plus VAT. These costs, which will be or have been re-charged, consist of:

	Previously reported £	During the Period £	Total £
<b>Category 1 expenses</b> [see Note 1 below]:			
Statutory advertising	632	0	
Statutory bonding	378	0	
Land registry and company searches	25	0	
			<b>1,035</b>

Notes:

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

#### **Members' rights re liquidators' remuneration and expenses:**

Members 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 4.49E of the Insolvency Rules 1986 for further detail.

In certain circumstances, members 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 receipt of this report. See Rule 4.148C of the Insolvency Rules 1986 (as amended) for further detail.



If you have any queries, please contact my colleague Lisa O'Connor on 07808035857.

Yours faithfully  
For and on behalf of

A handwritten signature in black ink, appearing to be 'LW' or similar, written over a horizontal line.

Joint liquidator

Enclosures

*Laura Waters and Toby Underwood have been appointed as joint liquidators of the Company to manage its affairs, business and property as its agents without personal liability. Both are licensed in the United Kingdom to act as an Insolvency Practitioner by Institute of Chartered Accounts 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](http://PwC.co.uk) website or by contacting the joint liquidators.*



## Appendix A

### Information on the Company and the liquidators

<b>Company details:</b>	
<b>Company name:</b>	Zantaz UK Limited
<b>Trading name(s)</b>	
<b>Company number:</b>	05803939
<b>Registered office:</b>	Autonomy House Cambridge, Business Park Cowley Road, Cambridge, Cambridgeshire, CB4 0WZ
<b>Liquidators' details:</b>	
<b>Liquidators' names:</b>	Laura Waters and Toby Scott Underwood (the liquidators)
<b>Liquidators' address:</b>	c/o PricewaterhouseCoopers, Central Square, 29 Wellington Street, Leeds, West Yorkshire, LS1 4DL
<b>Date of appointment:</b>	28 June 2016
<b>Nature of appointment:</b>	Members' Voluntary Liquidation





## **Appendix B**

### **Zantaz UK Limited - in members' voluntary liquidation**

#### **Summary of Receipts and Payments in the liquidation during the period from 28 JUNE 2017 to 27 JUNE 2018**

	£
<b>RECEIPTS</b>	<b>NIL</b>
	£
<b>PAYMENTS</b>	<b>NIL</b>
<b>BALANCE OF FUNDS HELD</b>	<b>NIL</b>



## STATEMENT OF MEMBERS' RIGHTS - EXTRACTS FROM INSOLVENCY RULES 1986

### Rule 4.49E Creditors' and members' request for further information

- (1) If—
  - (a) within the period mentioned in paragraph (2)—
    - (i) a secured creditor, or
    - (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
    - (iii) 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, or
  - (b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—
    - (i) any unsecured creditor, or
    - (ii) any member of the company in a members' voluntary winding up, makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4.49B(1)(e) or (f) (including by virtue of Rule 4.49C(5)) or in a draft report under Rule 4.49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4.49D or a progress report required by Rule 4.108 which (in either case) was previously included in a progress report not required by Rule 4.108.
- (2) The period referred to in paragraph (1)(a) and (b) is—
  - (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4.108, and
  - (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case.
- (3) The liquidator complies with this paragraph by either—
  - (a) providing all of the information asked for, or
  - (b) so far as the liquidator considers that—
    - (i) the time or cost of preparation of the information would be excessive, or
    - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
    - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information, giving reasons for not providing all of the information.
- (4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—
  - (a) the giving by the liquidator of reasons for not providing all of the information asked for, or
  - (b) the expiry of the 14 days provided for in paragraph (1),
 and the court may make such order as it thinks just.
- (5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4.131(1B) or 4.148C(2) by such further period as the court thinks just.
- (6) This Rule does not apply where the liquidator is the official receiver.

### Rule 4.148C Members' claim that remuneration is excessive

- (1) 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 the permission of the court, may apply to the court for one or more of the orders in paragraph (6) on the grounds that—
  - (a) the remuneration charged by the liquidator,
  - (b) the basis fixed for the liquidator's remuneration under Rule 4.148A, or
  - (c) expenses incurred by the liquidator, is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate.
- (2) Application must, subject to any order of the court under Rule 4.49E(5), be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4.142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").
- (3) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application; but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party.
- (4) If the application is not dismissed under paragraph (3), the court must fix a venue for it to be heard and give notice to the applicant accordingly.
- (5) The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it.
- (6) If the court considers the application to be well-founded, it must make one or more of the following orders—
  - (a) an order reducing the amount of remuneration which the liquidator was entitled to charge;
  - (b) an order fixing the basis of remuneration at a reduced rate or amount;
  - (c) an order changing the basis of remuneration;
  - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation;
  - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify; and may make any other order that it thinks just; but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report.
- (7) Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation.