

Section 94

Form 4.71

**Return of Final Meeting in a
Members' Voluntary Winding Up**

**Pursuant to Section 94 of the
Insolvency Act 1986**

To the Registrar of Companies

S.94

Company Number

06590836

Name of Company

Premier Education (UK) Midco Limited

I / We

Sean K Croston, No 1 Dorset Street, Southampton, Hampshire, SO15 2DP

Note The copy account must be
authenticated by the written
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was ~~duly held on~~/summoned for 22 July 2014 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and that ~~the same was done accordingly~~ / no quorum was present at the meeting

The meeting was held at the offices of Grant Thornton UK LLP, No 1 Dorset Street, Southampton, Hampshire, SO15 2DP

The winding up covers the period from 28 May 2013 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

The Liquidator's final report was presented to the final meeting, at which no quorum was present
No objections had been received to the liquidator obtaining his release
There being no further business the meeting was closed

Signed



Date 22 July 2014

Grant Thornton UK LLP
No 1 Dorset Street
Southampton
Hampshire
SO15 2DP

Ref N00256A/SKC/BWM/DCA/9



Premier Education (UK) Bidco Limited
Premier Education (UK) Midco Limited
Abet International Limited
Nord Anglia Lifetime Development South West Limited
Nord International Nurseries Limited
- All In Member's Voluntary Liquidation

I refer to my appointment as liquidator of each of the above named companies by their respective shareholders on 28 May 2013

I am now in a position to close the liquidations, to cease to act as liquidator and to report on the conduct of the liquidations to 22 July 2014, the date of the final meetings I also attach

- Appendix 1, the information prescribed under the Insolvency Act 1986 relating to each company,
- Appendix 2, an account of my receipts and payments in each liquidation,
- Appendix 3, an extract from the Insolvency Rules 1986 relating to the members' rights to request additional information from the liquidator, and
- Appendix 4, an extract from the Insolvency Rules 1986 relating to members' rights to challenge the liquidator's fees if excessive

Realisation and distribution of assets

Premier Education (UK) Bidco Limited

The directors' statutory declaration of solvency made on 24 May 2013 disclosed that the company's sole asset was an inter-company receivable of £1, converted from US \$1 6281, due from Premier Education (UK) Midco Limited, its parent company

By way of this report, the inter-company balance of US \$1 6281 was distributed in specie to Premier Education (UK) Midco Limited, on 27 June 2014 The value placed upon this distribution is based upon the company's management accounts for the period ended 30 April 2013 and the declaration of solvency dated 24 May 2013

I attach at Appendix 2 an abstract of my receipts and payments for the periods 28 May 2013 to 27 May 2014 and 28 May 2014 to 22 July 2014

Premier Education (UK) Midco Limited

The directors' statutory declaration of solvency made on 24 May 2013 disclosed that the company's sole asset was an inter-company receivable of £1, converted from US \$1 6281, due from Premier Education Holdings Limited, its parent company

On 27 June 2014 an amount of US \$1 6281 was received from its subsidiary company, Premier Education (UK) Bidco Limited, in respect of its investment This receipt was off-set against the creditor balance due from the company to the subsidiary

By way of this report, the inter-company receivable balance of US \$1 6281 was distributed in specie to Premier Education Holdings Limited, on 27 June 2014 The value placed upon this distribution is based upon the company's management accounts for the period ended 30 April 2013 and the declaration of solvency dated 24 May 2013

I attach at Appendix 2 an abstract of my receipts and payments for the periods 28 May 2013 to 27 May 2014 and 28 May 2014 to 22 July 2014

Abet International Limited

The directors' statutory declaration of solvency made on 24 May 2013 disclosed that the company's sole asset was an inter-company receivable of £1 due from Premier Education Holdings Limited, its parent company

By way of this report, the inter-company receivable balance of £1 was distributed in specie to Premier Education Holdings Limited, on 27 June 2014. The value placed upon this distribution is based upon the company's management accounts for the period ended 30 April 2013 and the declaration of solvency dated 24 May 2013.

I attach at Appendix 2 an abstract of my receipts and payments for the periods 28 May 2013 to 27 May 2014 and 28 May 2014 to 22 July 2014.

Nord Anglia Lifetime Development South West Limited

The directors' statutory declaration of solvency made on 24 May 2013 disclosed that the company's sole asset was an inter-company receivable of £1 due from Premier Education Holdings Limited, its parent company.

By way of this report, the inter-company receivable balance of £1 was distributed in specie to Premier Education Holdings Limited, on 27 June 2014. The value placed upon this distribution is based upon the company's management accounts for the period ended 30 April 2013 and the declaration of solvency dated 24 May 2013.

I attach at Appendix 2 an abstract of my receipts and payments for the periods 28 May 2013 to 27 May 2014 and 28 May 2014 to 22 July 2014.

Nord International Nurseries Limited

The directors' statutory declaration of solvency made on 24 May 2013 disclosed that the company did not have any assets or liabilities.

I attach at Appendix 2 an abstract of my receipts and payments account for the liquidation, confirming that there have been no receipt or payment transactions.

Pension schemes

Upon liquidation it was established that Nord Anglia Lifetime Development South West Limited was a party to two pension schemes. Following my appointment as liquidator of the company all statutory notifications were made to the Pensions Regulator and the Pension Protection Fund of my appointment. Notifications of my ceasing to act as liquidator will be issued, as required, on closure of the liquidation.

During the course of the liquidation I entered into a deed of substitution and cessation of participation documenting the company's withdrawal from the 'Lifetime Pension Scheme' and a payment of £1 was made to the scheme's Trustees by way of consideration.

Tax

During the course of the liquidations I have been in correspondence with HM Revenue and Customs (HMRC) who has provided clearance to close these liquidations.

Liquidator's fees and disbursements

On 28 May 2013 the respective sole shareholders of each company resolved that my fees for acting as liquidator be fixed by reference to my time costs. Disbursements for all five liquidations have been incurred in relation to statutory advertising and bonding costs.

My fees and disbursements for each of these liquidations are being met by Nord Anglia Education (UK) Holdings Plc, in accordance with my firm's letter of engagement. I will correspond separately with Nord Anglia Education (UK) Holdings Plc in regards to my fees and disbursements incurred in dealing with these liquidations.

I attach at Appendix 4 a copy of Rule 4.148C of the Insolvency Rules 1986 relating to a liquidator's remuneration, edited for members' voluntary liquidations.

DATED THIS 22ND DAY OF JULY 2014



Sean Croston
Liquidator

Appendix 1 - Prescribed information

Company names	Registered Numbers
Premier Education (UK) Bidco Limited	06590933
Premier Education (UK) Midco Limited	06590836
Abet International Limited	03354186
Nord Anglia Lifetime Development South West Limited	03164408
Nord International Nurseries Limited	05404941
Registered office	No 1 Dorset Street Southampton Hampshire SO15 2DP
Name of liquidator	Sean Croston
Address of liquidator	Grant Thornton UK LLP No 1 Dorset Street Southampton Hampshire SO15 2DP
Liquidator's office-holder number	8930
Date of appointment of liquidator	28 May 2013
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Bruce Maidment on 01865 799900 Email bruce.w.maidment@uk.gt.com

Appendix 2 - Abstract of the liquidator's receipts and payments

Premier Education (UK) Bidco Limited

Declaration of Solvency		Receipts and payments for the periods	
		28/05/2013 to 27/05/2014	28/05/2014 to 22/07/2014
	£	US\$	US\$
Assets		Receipts	
Inter-company loan	1	Inter-company loan, distributed in specie	Nil 1 6281
Liabilities	-	Payments	
		Shareholder capital distribution, distributed in specie	Nil 1 6281
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil Nil</u>

Premier Education (UK) Midco Limited

Declaration of Solvency		Receipts and payments for the periods	
		28/05/2013 to 27/05/2014	28/05/2014 to 22/07/2014
	£	US\$	US\$
Assets		Receipts	
Inter-company loan	1	Inter-company loan, distributed in specie	Nil 1 6281
		Investment in subsidiary	Nil 1 6281
Liabilities	-	Payments	
		Inter-company creditor	Nil 1 6281
		Shareholder capital distribution, distributed in specie	Nil 1 6281
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil Nil</u>

Abet International Limited

Declaration of Solvency		Receipts and payments for the periods	
		28/05/2013 to 27/05/2014	28/05/2014 to 22/07/2014
	£	£	£
Assets		Receipts	
Inter-company loan	1	Inter-company loan, distributed in specie	Nil 1
Liabilities	-	Payments	
		Shareholder capital distribution, distributed in specie	Nil 1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil Nil</u>

Nord Anglia Lifetime Development South West Limited

Declaration of Solvency		Receipts and payments for the periods	
		28/05/2013 to 27/05/2014	28/05/2014 to 22/07/2014
	£	£	£
Assets		Receipts	
Inter-company loan	1	Inter-company loan, distributed in specie	Nil 1
Liabilities	-	Payments	
		Shareholder capital distribution, distributed in specie	Nil 1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil Nil</u>

Nord International Nurseries Limited

Declaration of Solvency		Receipts and payments for the periods	
		28/05/2013 to 27/05/2014	28/05/2014 to 22/07/2014
	£	£	£
Assets	-	Receipts	-
Liabilities	-	Payments	-
Estimated surplus	<u>-</u>	Balance in hand	<u>Nil Nil</u>

Appendix 3 - Rule 4.49E: Members' request for further information (edited for application to a members' voluntary liquidation)

- 1 Members of the company 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 with the permission of the court upon an application, may make a request in writing to the liquidator for further information about remuneration or expenses set out this report
- 2 The periods in which the request or application should be made are
 - (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the notice and account of his administration of the winding-up where it relates to the resignation of the liquidator under Rule 4 142, 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 must, within 14 days of receipt of the request, either
 - (a) provide 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, give reasons for not providing all of the information
- 4 Any member of the company, who need not be the same as the member(s) who asked for the information, may apply to the court within 21 days of the giving by the liquidator of reasons for not providing all of the information asked for, or the expiry of the 14 days from the date the information was requested, and the court may make such order as it thinks just

Appendix 4 - Rule 4.148C: Members' claim that a liquidator's remuneration is excessive (edited for application to a members' voluntary liquidation)

- 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 An application must 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') The court may extend these periods as it see fit
- 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.