

Article 80

The Insolvency (Northern Ireland) Order 1989
**Return of Final Meeting in a
 Members' Voluntary Winding Up
 Pursuant to Article 80 of the
 Insolvency (Northern Ireland) Order 1989**

To the Registrar of Companies

A.80

For official use

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Company Number

NI043825

Name of Company

(a) Insert full name of company

(a) Learnserve Limited

(b) Insert full name(s) and address(es)

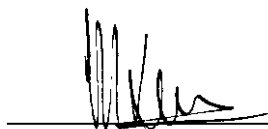
I / We, (b) Samantha Keen of Ernst & Young LLP, 1 More London Place, London, SE1 2AF
 and Andrew Dolliver of Ernst & Young LLP, Bedford House 16 Bedford Street, Belfast, BT2 7DT

(c) Delete as applicable
(d) Insert date

(e) 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 (c) summoned for (d) 21 December 2018 pursuant to Article 80 of the Insolvency (Northern Ireland) Order 1989, for the purpose of having an account (of which a copy is attached) (e) 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 no quorum was present at the meeting.

Signed



Dated 21 December 2018

Presenter's name,
 address and reference (if any)

For Official Use

Public Office

Liquidation Section

FRIDAY



A16 *A7LR7E0A* #378
 28/12/2018
 COMPANIES HOUSE

Article 80

Liquidator's statement of account: members' voluntary winding up

Statement showing how winding up has been conducted and the property of the company has been disposed of

Name of company Learnserve Limited

From 19 March 2018 (commencement of winding up) to 21 December 2018 (close of winding up)

	Statement of assets and liabilities	Receipts		Payments
Receipts	£	£		£
Cash at Bank			Costs of Solicitor to Liquidator	
Cash in Hand			Other Law Costs	
Marketable Securities			Liquidator's remuneration	£
Sundry Debtors			Where (% on £ realized)	
Stock in Trade			applicable (% on £ distributed)	
Work in Progress			By whom fixed	Nil
Freehold Property			Auctioneer's and Valuer's charges	
Leasehold Property			Costs of possession and maintenance of estate	
Plant and Machinery			Costs of notices in Gazette and Newspaper	
Furniture, Fittings, Utensils etc			Incidental outlay	
Patents, Trademarks etc			Total Costs and Charges	£
Investments other than marketable securities			(i) Debenture holders:	£
Surplus from securities			Payment of £ per £ debenture	
Unpaid calls at commencement of winding up			Payment of £ per £ debenture	
Amount received from calls on contributories made in the winding up			Payment of £ per £ debenture	
Receipts per trading account				
Other property viz	2			
£	2			
Less:	£		(ii) Creditors:	
Payments to redeem securities			*Preferential	
Costs of Execution			*Unsecured	
Payments per Trading Account			Dividends of p in £ on £	
			(The estimate of amount expected to rank for dividend was £)	
Net realisations	£		(iii) Returns to Contributors:	£
			per £1	
			Ordinary share	2
			per £	
			† share	
			per £	
			† share	
			BALANCE	£
				Nil

- (1) Assets, including N/A shown in the statement of assets and liabilities and estimated to be of the value of £ N/A have proved to be unrealisable.

- (2) State amount paid into the Insolvency Services Account in respect of:

- | | |
|--|-------|
| (a) unclaimed dividends payable to creditors in the winding up | £ Nil |
| (b) other unclaimed dividends in the winding up | £ Nil |
| (c) monies held by the company in trust in respect of dividends or other sums due before commencement of the winding up to any person as a member of the company | £ Nil |

- (3) Add here any special remarks the Liquidator thinks desirable:

The intercompany receivable balance in the sum of £2 due from Capita Managed IT Solutions Limited ("the Shareholder") was distributed in specie to the Shareholder on 19 November 2018 and represented a return of £1 per ordinary share.

Dated: 21 December 2018 _____

Signed (by the Liquidator) _____ 

Name and address of Liquidator (IN BLOCK LETTERS)

SAMANTHA KEEN, Ernst & Young LLP, 1 More London Place, London, SE1 2AF

ANDREW DOLLIVER, Ernst & Young LLP, Bedford House 16 Bedford Street, Belfast, BT2 7DT

Notes

* State number. Preferential creditors need not be separately shown if all creditors have been paid in full.

† State nominal value and class of share.

TO MEMBERS

21 December 2018

Ref ML5W/RB/SJK/MH/MR
Direct line 020 7760 9293 – Robert
Forster

Email: lcatley@uk.ey.com
Luke Catley

Dear Sirs

Learnserve Limited (In Members' Voluntary Liquidation) ("the Company")

I write further to my appointment as Joint Liquidator of the Company on 19 March 2018 to present my first and final report on the conduct of the liquidation.

In accordance with Article 80 of the Insolvency (Northern Ireland) Order 1989, a final meeting of members has been called for 21 December 2018 at 11 30am. The purpose of the meeting is to receive an account of the Joint Liquidators' acts and dealings and of the conduct of the liquidation (which is contained in this report) since the commencement of the liquidation. Formal notice of the meeting and a form of proxy are enclosed with this report

Information regarding the Company and the Liquidators can be found in Appendix A of this report. A copy of our receipts and payments account for the period from 19 March 2018 to 21 December 2018 and cumulative to date is at Appendix B.

Progress during the period of this report

Assets

As at the date of the liquidation, the Company's only asset was intercompany receivable balance in the sum of £2. The intercompany receivable balance was distributed in specie to the sole shareholder, Capita Managed IT Solutions Limited "the Shareholder" on 19 November 2018 and represented a return of £1 per ordinary share.

Liabilities

The Company had no known external creditors at the date of liquidation. An advert was placed in the Belfast Gazette requesting creditors of the Company to prove their claims by 10 April 2018. 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 and Customs have confirmed that they have no claims in respect of corporation tax, PAYE and National Insurance.

Joint Liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of the members on 19 March 2018.

Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon request to me at 1 More London Place, London, SE1 2AF. A contractual arrangement



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

Final meeting of members and conclusion of the liquidation

There is no necessity for members to attend the final meeting or to be represented by proxy. However, should you wish to attend the meeting I should be grateful if you would complete and return the enclosed proxy form and if you would also contact Marion Ryan on 0207 951 5899.

Once the final meeting has been held and the Joint Liquidators' final return and receipts and payments account have been filed at Companies House, the Joint Liquidators will vacate office and will be deemed to have received their release. Approximately three months after the filing of the final return, the Company will be dissolved automatically by the Registrar of Companies.

Should you wish to discuss any matters arising from this report, please do not hesitate to contact Marion Ryan on the direct line telephone number shown above.

Yours faithfully
for the Company

Samantha Keen
Joint Liquidator

Enc: Notice of final meeting
Proxy form

Samantha Jane Keen and Andrew Dolliver are licensed in the United Kingdom to act as insolvency practitioners 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

Learnserve Limited (In Members' Voluntary Liquidation) ("the Company")

Information about the company and the liquidators

Registered office address of the company:	1 More London Place, London, SE1 2AF
Registered number:	NI043825
Full names of the liquidators:	Andrew Dolliver and Samantha Jane Keen
Liquidators' address(es):	Ernst & Young LLP 1 More London Place, London, SE1 2AF
Telephone number through which the liquidators can be contacted	020 7951 5899
Date of appointment of the joint liquidators:	19 March 2018
Details of any changes of liquidator:	None

Learnserve Limited (In Members' Voluntary Liquidation) ("the Company")

Joint liquidators' receipts and payments account for the period from 19 March 2018 to 21 December 2018

Declaration of Solvency Estimated to Realise Values £		In this Report Period 19 March 2018 to 21 December 2018 £
	Receipts	
2	Intercompany Receivable	-
		-
	Payments	-
		-
2	Balance at bank at 20 November 2018	-

Notes

- Receipts and payments are stated net of VAT.
- The Joint Liquidators' remuneration was fixed on a time-cost basis by a resolution of the members passed on 19 March 2018.
- The intercompany receivable amount was distributed in specie to the Company's shareholder on 19 November 2018.

Notice of Final General Meeting

Learnserve Limited (In Members' Voluntary Liquidation)

NOTICE IS HEREBY GIVEN that a Final General Meeting of the company will be held at Ernst and Young LLP, 1 More London Place, London, SE1 2AF on 21 December 2018 at 11.30am for the purposes mentioned in Article 80 of the Insolvency (Northern Ireland) Order 1989.

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies, who need not be members of the company, to attend and vote instead of him/her.

A form of proxy, for use at the meeting if desired, is enclosed herewith. Proxies for use at the meeting must be lodged at the offices of Ernst and Young LLP, 1 More London Place, London, SE1 2A by no later than noon on the business day before the meeting.

Date

20 November 2018

Signed



Samantha Jane Keen
Joint Liquidator

**INSOLVENCY (NORTHERN IRELAND) ORDER 1989
PROXY-MEMBERS' VOLUNTARY WINDING UP**

Notes to help completion of the form

Please give full name and address for communication

**Learnserve Limited
(In Members' Voluntary Liquidation)**

Name of member _____

Address _____

Name of proxy-holder _____

Please insert name of person (who must be 18 or over) or the "chairman of the meeting". If you wish to provide for alternative proxy-holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

I appoint the above-named person to be my/the member's proxy-holder at the meeting of members to be held on 21 December 2018, or at any adjournment of that meeting. The proxy-holder is to propose or vote as instructed below [and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion].

Voting Instructions For Resolutions

- (1) That the Joint Liquidators' report and account for the period 19 March 2018 to 20 November 2018 be approved.

FOR ☐ AGAINST ☐

- (2) That the Joint Liquidators' books and records be held for the period defined in the Joint Liquidators' policy statements.

FOR ☐ AGAINST ☐

[in the event of the amendment of the Resolutions 1 or 2 as set out above the proxy holder may vote or abstain in any further ballot at his/her discretion.]

Please mark with X as desired

Please mark with X as desired

Please delete words in brackets if the proxy-holder is only to vote as directed i.e. he has no discretion

Any other resolutions which the proxy holder is to propose or vote in favour of or against should be set out in numbered paragraphs in the space provided below

This form must be signed

Only to be completed if the member has not signed in person

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Please note that if you nominate the chairman of the meeting to be your proxy-holder it will either be one of the Joint Liquidators or a Licensed Insolvency Practitioner instructed to act on their behalf.