

LIQ13 (Scot)

Notice of final account prior to dissolution in MVL



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number S C 3 0 8 5 3 5

Company name in full TOWER BRIDGE HOMES CARE (CENTRAL CARE) LIMITED

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) DEREK

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 SCOTLAND

4 Liquidator's name ①

Full forename(s) COLIN

Surname DEMPSTER

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number ATRIA ONE

Street 144 MORRISON STREET

Post town EDINBURGH

County/Region

Postcode E H 3 8 E X

Country SCOTLAND

② Other liquidator

Use this section to tell us about
another liquidator.

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Final account

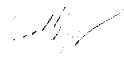
☒ I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.

7

Sign and date

Liquidator's signature

Signature

X**X**

Signature date

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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 RHIANNON LEIGHTON

Company name ERNST & YOUNG LLP

Address ATRIA ONE

144 MORRISON STREET

Post town EDINBURGH

County/Region

Postcode E H 3 8 E X

Country

DX

Telephone 0131 460 2310



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,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh.



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

TO THE MEMBER

22 December 2021

Ref: DNH/CPD/LM/RL
Rhiannon Leighton
Direct Line: 0131 460 2310
Craig Robertson
Email: Crobertson3@parthenon.ey.com

Dear Sirs

Tower Bridge Homes Care (Central Care) Limited (In Members' Voluntary Liquidation) ("the Company")

C P Dempster and I were appointed as Joint Liquidators' of the Company on 31 December 2020. 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 the member.

I enclose formal notice of our intention to deliver a final account. Under Rule 3.11(3) of the Insolvency (Scotland) Rules 2018 (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 they do not intend to make any request for further information and that they are content for the liquidation to be brought to a close.

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 8 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 7 days either by email to crobertson3@parthenon.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 31 December 2020 to 22 December 2021 is at Appendix B.

Progress during the period covered by the account

Assets

The Declaration of Solvency noted assets of £3,667,400 as at 31 March 2019, being the latest practicable date. The assets consisted of an intercompany debtor balance of £5,636 and investments of £3,667,400. In the period between 31 March 2019 and the date of liquidation, the Company underwent a balance sheet re-organisation following its acquisition by parent group on 28 August 2020, with the result that the investments were revalued at nil due to a transfer of all business and assets to a related group entity. All intercompany debtors were cleared as part of this exercise, leaving a £3 intercompany debtor balance to be distributed. The intercompany receivable balance was distributed in specie to The Holmes Care Group GB Limited (In Members' Voluntary Liquidation) on 17 December 2021 and represented a return of £1 per ordinary share.

Remaining Assets

There are no remaining assets to be realised.

Liabilities

The Company had liabilities of £3,490,635 as 31 March 2019, being the latest practicable date as stated on the Declaration of Solvency. This sum was a single intercompany creditor balance that was waived in full as part of the balance sheet re-organisation that took place in the period between 31 March 2019 and the date of liquidation. The Company therefore had no liabilities at the point of liquidation.. An advert was placed in the London Gazette requesting creditors of the Company to prove their claims by 28 February 2021, in accordance with Rule 14.38 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 Contributions.

Joint Liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of members on 31 December 2020.

Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon request to the Liquidators at Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX.

A contractual arrangement exists with a third party within the group 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 the same group entity without recourse to the liquidation estate.

Other matters

Upon receipt of your written confirmation or on expiry of the eight-week notice period, whichever is sooner, 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 Rhiannon Leighton on the direct line telephone number shown above.

Yours faithfully
for the Company



D N Hyslop
Joint Liquidator

D N Hyslop and C P Dempster are licensed in the United Kingdom to act as Insolvency Practitioners by the Insolvency Practitioners Association and The Institute of Chartered Accountants of Scotland respectively.

The Joint Liquidators may act as data controllers of personal data as defined by the UK General Data Protection Regulation (as incorporated in the Data Protection Act 2018), 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.

Tower Bridge Homes Care (central Care) Limited (In Members' Voluntary Liquidation) ("the Company")

Information about the Company and the Liquidators

Registered office address of the Company:	Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX
Registered number:	SC308535
Full names of the liquidators:	Derek Neil Hyslop Colin Peter Dempster
Liquidators' address	Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX
Telephone number on which the liquidators can be contacted:	0131 777 2430
Date of appointment:	31 December 2020

Tower Bridge Homes Care (central Care) Limited (In Members' Voluntary Liquidation) ("the Company")

Joint Liquidators' receipts and payments account for the period from 31 December 2020 to 22 December 2021

Declaration of Solvency Estimated to Realise Amount		In this report period 31 December 2020 to 22 December 2021	
£	£		£
	Receipts		
5,636	Inter-company debtor		3
3,667,400	Investments		-
			-
	Payments		
(3,490,635)	Other Liabilities		-
	Distribution to Shareholder		(3)
			-
182,401	Total		-

Notes

1. Receipts and payments are stated net of VAT.
2. The Joint Liquidators' remuneration was fixed on a time-cost basis by the Member.
3. The intercompany receivable amount was distributed in specie to the Company's shareholder on 17 December 2021. Please refer to the 'Assets' section for a detailed explanation of the difference.

Combined notice of draft and final account to members and confirmation

Tower Bridge Homes Care (Central Care) Limited (In Members' Voluntary Liquidation) ("the Company")

Other trading names(s) or style(s)	None
Registered number:	SC308535
Registered office address of the company:	Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX
Date of appointment of Joint Liquidators:	31 December 2020
Full names of the liquidators:	Derek Neil Hyslop Colin Peter Dempster
Liquidators' address	Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX
Office holder number:	9970 / 8908
Telephone number	0131 460 2310

Date of notice: 22 December 2021

In accordance with Rules 3.11 and 3.12 of the Insolvency (Scotland) (Receivership and Winding up) Rules 2018, we give notice that a final account will be made up and delivered to members on 16 February 2022 unless within 2 weeks of 22 December 2021 we receive written confirmation from each member that they do not intend to request further information and are content for the liquidation to be brought to a close.

We also give notice that, on receipt of the above-mentioned written confirmation from each member:

- The company's affairs will be fully wound up
- The attached account will become the final account and, having been delivered to members, will be delivered to the registrar of companies and the Accountant in Bankruptcy within 14 days of the date to which the account is made up; and
- We will vacate office under Section 171(6) of the Insolvency Act 1986 and be released under section 173(2)(d) on delivering the final account to the registrar of companies and Accountant in Bankruptcy.



Signed: _____

Name: Derek Neil Hyslop
Joint Liquidator

Please complete and return the confirmation on the next page

Tower Bridge Homes Care (Central Care) Limited (In Members' Voluntary Liquidation) ("the Company")

Members' confirmation

I have received the Liquidators' draft and final account dated 22 December 2021 and confirm that:

1. I do not intend to make a request for further information, and
2. I am content for the liquidation to be brought to a close.

Name of member: The Holmes Care Group GB Limited (In Members' Voluntary Liquidation)



Signature: _____

22 December 2021

Date: _____

Name of Signatory: Derek Hyslop

Designation (eg director/secretary): Joint Liquidator of The Holmes Care Group GB Limited (In Members' Voluntary Liquidation)

Please return this completed confirmation within the next 7 days by email to crobertson3@parthenon.ey.com