

LIQ13

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	06760542	→ Filling in this form Please complete in typescript or in bold black capitals.
Company name in full	Xchanging (Rebus) Pension Trustees Limited	

2 Liquidator's name

Full forename(s)	Edward Robert	
Surname	Bines	

3 Liquidator's address

Building name/number	The Shard	
Street	32 London Bridge Street	
Post town	London SE1 9SG	
County/Region		
Postcode		
Country		

4 Liquidator's name ①

Full forename(s)	Paul David	① Other liquidator Use this section to tell us about another liquidator.
Surname	Williams	

5 Liquidator's address ②

Building name/number	The Shard	② Other liquidator Use this section to tell us about another liquidator.
Street	32 London Bridge Street	
Post town	London SE1 9SG	
County/Region		
Postcode		
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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

E. Bice

X

Signature date

1

0

1

0

2

0

2

2

Final Account

11 October 2022

VICOS Ltd
Xchanging Software Europe (Regional Hub) Limited
Xchanging (Rebus) Pension Trustees Limited
I Soft Limited

(All in Members' Voluntary Liquidation)

Joint Liquidators' Final Account to the Members

Kroll Advisory Ltd.
The Shard
32 London Bridge Street
London
SE1 9SG

Definitions

Word or Phrase	Definition
the Act	The Insolvency Act 1986 (as amended)
the Appointment Date(s)	18 August 2021 for VICOS 29 September 2021 for XSERHL 1 November 2021 for XRPTL 30 November 2021 for ISL being the dates of appointment of the Joint Liquidators
Category 1 Disbursements	The Joint Liquidators' external and incidental costs and expenses in dealing with the Liquidations
Category 2 Disbursements	The Joint Liquidators' internal costs and expenses in dealing with the Liquidations
the Companies	VICOS, XSERHL, XRPTL & ISL
the Directors	Shailesh Murali, Steven Peskin and Michael Woodfine, the Directors of VICOS as at the Appointment Date Christopher Halbard, Steven Turpie and Michael Woodfine the Directors of XSERHL and ISL as at the Appointment Date Mark Greenhalgh and Robert Locke the Directors of XRPTL as at the Appointment Date
the DoS	Declaration of Solvency, including a statement of assets and liabilities of VICOS as at 10 August 2021, which has been sworn by the Directors on the 10 August 2021 Declaration of Solvency, including a statement of assets and liabilities of XSERHL as at 27 September 2021, which has been sworn by the Directors on the 27 September 2021 Declaration of Solvency, including a statement of assets and liabilities of XRPTL as at 28 October 2021, which has been sworn by the Directors on the 1 November 2021 Declaration of Solvency, including a statement of assets and liabilities of ISL as at 22 November 2021, which has been sworn by the Directors on the 22 November 2021

ISL	I Soft Limited (Company Number: 03437137) (In Members' Voluntary Liquidation)
Kroll	Kroll Advisory Ltd., The Shard, 32 London Bridge Street, London, SE1 9SG
HMRC	HM Revenue and Customs
the Joint Liquidators	Edward Robert Bines and Paul David Williams of Kroll
the Member(s)	Virtual Clarity Limited, the sole member of VICOS as at the Appointment Date Xchanging Holdings Limited, the sole member of XSERHL as at the Appointment Date Xpanse Limited, the sole member of XRPTL as at the Appointment Date CSC Computer Sciences Limited, the sole member of ISL as at the Appointment Date
the Reporting Period(s)	18 August 2021 to 11 October 2022 for VICOS 29 September 2021 to 11 October 2022 for XSERHL 1 November 2021 to 11 October 2022 for XRPTL 30 November 2021 to 11 October 2022 for ISL
the Rules	The Insolvency (England & Wales) Rules 2016 (as amended)
SIP 9	Statement of Insolvency Practice 9 – Industry Best Practice for Insolvency Practitioners in relation to disclosure of remuneration and disbursements
VICOS	VICOS Ltd (Company Number: 05597997) (In Members' Voluntary Liquidation)
XSERHL	Xchanging Software Europe (Regional Hub) Limited (Company Number: 06382952) (In Members' Voluntary Liquidation)
XRPTL	Xchanging (Rebus) Pension Trustees Limited (Company Number: 06760542) (In Members' Voluntary Liquidation)

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1. Introduction
2. Progress of the Liquidations
3. Joint Liquidators' Costs and Expenses
4. Joint Liquidators' Final Receipts and Payments Accounts
5. Conclusion

Appendices

1. Joint Liquidators' Final Receipts and Payments Accounts
2. Notice to Members

1. Introduction

- 1.1 The Companies' affairs are now concluded and this is the Joint Liquidators' account of the winding-up of the Companies, showing how they have been conducted.
- 1.2 The purpose of this report is to detail the Joint Liquidators' acts and dealings, together with the conduct of the Joint Liquidators during the Liquidations, since the Appointment Dates.

2. Progress of the Liquidations

- 2.1 The manner in which the affairs and business of the Companies have been managed since the appointment of Joint Liquidators are set out below.

Asset Realisations

VICOS

Intercompany Receivable

- 2.2 The DoS reports an intercompany receivable balance of £870,968 due from Virtual Clarity Limited. In the intervening period between the date up to which the DoS was made and the Appointment Date, a pre-liquidation in specie dividend of £870,868 was declared leaving a residual intercompany receivable balance of £100. As noted in 2.10, this amount was distributed in specie to the Member in the Reporting Period.

XSERHL

- 2.3 According to the DoS this entity did not have any assets.

XRPTL

Balance at Bank

- 2.4 The DoS reports a balance at bank of £1. In the intervening period between the date up to which the DoS was made and the Appointment Date, the bank account balance was received by Xpanse Limited, a related group entity, which resulted in the creation of a £1 intercompany receivable balance. As noted in 2.11, this amount was distributed in specie to the Member in the Reporting Period.

ISL

Intercompany Receivable

- 2.5 The DoS reports an intercompany receivable balance of £1 due from CSC Computer Sciences Limited. As noted in 2.12, this amount was distributed in specie to the Member in the Reporting Period.
- 2.6 There are no other known matters or assets to be dealt with for the Companies.
-

Creditors

- 2.7 The DoS reports that the Companies have no creditors.
- 2.8 In accordance with their statutory duty, the Joint Liquidators advertised the Liquidations in the London Gazette and requested that any creditors prove their debts. No creditor claims have been received.

Other Matters

- 2.9 The Joint Liquidators working together with the in-house tax team have now finalised the Companies' pre-liquidation tax position and obtained VAT, PAYE/NIC and Corporation Tax clearances from HMRC to close the Liquidations in the Reporting Period.

Members' Distribution

VICOS

- 2.10 A first and final in specie distribution the intercompany receivable balance of £100 due from Virtual Clarity Limited was made to the Member on 17 August 2022. This represents a total distribution of £1 per ordinary share, based on a holding of 100 £1 ordinary shares.

XRPTL

- 2.11 A first and final in specie distribution of the intercompany receivable balance of £1 due from Xpanse Limited was made to the Member on 17 August 2022. This represents a total distribution of £1 per ordinary share, based on a total of 1 £1 ordinary shares.

ISL

- 2.12 A first and final in specie distribution of the intercompany receivable balance of £1 due from CSC Computer Sciences Limited was made to the member of this entity on 17 August 2022. This represents a total distribution of £0.01 per ordinary share, based on a holding of 100 £0.01 ordinary shares.
- 2.13 There will be no further distributions to the Members.

3. Joint Liquidators' Costs and Expenses

- 3.1 Written resolutions were passed on the Appointment Dates that the remuneration of the Joint Liquidators be fixed at their charging rates accordingly to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Companies.
- 3.2 The Joint Liquidators have been paid directly by another group company and accordingly no detailed analysis is included in this report.
- 3.3 There are no expenses that have been incurred in the Reporting Periods.

4. Joint Liquidators Final Receipts and Payments Accounts

- 4.1 Detailed receipts and payments accounts for the Reporting Periods are shown at Appendix 1.
There is no cash held in the liquidation estates.

5. Conclusion

- 5.1 The Joint Liquidators have completed their administration of the Liquidations. The Joint Liquidators' vacation of office and release from liability will follow. The Companies will be dissolved by the Registrar of Companies approximately three months from the date of filing of this report.
- 5.2 If you have any queries or require any further assistance, please do not hesitate to contact my colleague Marcus Bassett of this office.

Yours faithfully
For and on behalf of
The Companies



Edward Bines
Joint Liquidator

Encs.

Appendix 1

VICOS Ltd (In Members' Voluntary Liquidation)

Joint Liquidators' Final Receipts & Payments Account

Declaration of Solvency (£)		Reporting Period From 18 August 2021 to 7 October 2022 (£)
Asset Realisations		
870,968	Intercompany Receivable	-
		-
Cost of Realisations		
		-
		-
<hr/> 870,968		
Balance		-
		<hr/> <hr/>

Xchanging Software Europe (Regional Hub) Limited (In Members' Voluntary Liquidation)

Joint Liquidators' Final Receipts & Payments Account

Declaration of Solvency	Reporting Period
(£)	From 29 September 2021 to 7 October 2022 (£)
Asset Realisations	-
	-
Cost of Realisations	-
	-
Balance	-

Xchanging (Rebus) Pension Trustees Limited (In Members' Voluntary Liquidation)**Joint Liquidators' Final Receipts & Payments Account**

Declaration of Solvency		Reporting Period
(£)		From 1 November 2021 to 7 October 2022 (£)
Asset Realisations		
1	Balance at bank	-
		-
Cost of Realisations		
		-
		-
<hr/> 1		
Balance		-
		-

I Soft Limited (In Members' Voluntary Liquidation)**Joint Liquidators' Final Receipts & Payments Account**

Declaration of
Solvency
(£)

Reporting Period
From 30 November 2021
to 7 October 2022
(£)

Asset Realisations

1 Intercompany Receivable

-

-

Cost of Realisations

-

-

1

Balance

-

Appendix 2

NOTICE TO MEMBERS

Rule numbers refer to Insolvency (England & Wales) Rules 2016 (as amended)

Section numbers refer to Insolvency Act 1986

If you require a copy of any relevant rule or section, please contact Marcus Bassett at Kroll

This notice under r.5.10 is accompanied by the Joint Liquidators' Final Account, showing how the Liquidations have been conducted and how the Companies' property's have been disposed.

Notice is given to the members of the Companies that:

- the Companies' affairs are fully wound up
- the Joint Liquidators having delivered a copy of the Final Account to the members must, within 14 days of the date on which the Final account is made up, deliver a copy of the Final account to the Registrar of Companies; and
- the Joint Liquidators will vacate office and be released under section 171 on delivering the final account to the Registrar of Companies.

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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 **Marcus Bassett**

Company name **Kroll Advisory Ltd.**

Address
The Shard
32 London Bridge Street

Post town **London SE1 9SG**

County/Region

Postcode

Country

DX

Telephone **+44 (0) 20 7089 4700**



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