

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 1 0 8 9 1 4 5 1

Company name in full Jester Debtco Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Georgina Marie

Surname Eason

3 Liquidator's address

Building name/number 6th Floor

Street 2 London Wall Place

Post town London

County/Region

Postcode E C 2 Y 5 A U

Country

4 Liquidator's name ①

Full forename(s) Michael Colin John

Surname Sanders

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 6th Floor

Street 2 London Wall Place

Post town London

County/Region

Postcode E C 2 Y 5 A U

Country

② Other liquidator

Use this section to tell us about
another liquidator.

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6

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

Rey

X

Signature date

^d
2

^d
9

^m
1

^m
2

^y
2

^y
0

^y
2

^y
3

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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 Harford, Kyra

Company name Macintyre Hudson LLP

Address 6th Floor

2 London Wall Place

Post town London

County/Region

Postcode E C 2 Y 5 A U

Country

DX

Telephone 0207 429 4100



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

Jester Debtco Limited – In Member’s Voluntary Liquidation (“the Company”)

LIQUIDATORS’ FINAL ACCOUNT TO THE SOLE MEMBER TO 28 DECEMBER 2023

EXECUTIVE SUMMARY

As previously reported, the Liquidation commenced on 10 December 2021, following the passing of a winding up resolution by the Company’s sole member. Michael Colin John Sanders and I were appointed Joint Liquidators. On 10 December 2021, as part of a reorganisation process within the Company’s wider group, Mr. Sanders and I were also appointed as Joint Liquidators of the Jester Entities:

- Martello Bidco Limited
- Martello Topco Limited
- Jester Bidco Limited
- Jester Midco Limited
- Jester Topco Limited

This report should be read in conjunction with my annual progress reports of the liquidations of the Jester Entities.

According to the Directors’ Declaration of Solvency (“DofS”) and at the time of our appointment, the Company had no assets. However, as previously reported, following our appointment, receivable assets were identified in two indirect subsidiaries of the Company. These have been received from the liquidation of Jester Midco Limited and distributed in specie to the sole member of the Company. The Company’s liabilities to HM Revenue & Customs (“HMRC”) were settled by its sole member and are shown as member contributions.

STATUTORY INFORMATION

Company name:	Jester Debtco Limited
Registered office:	MHA MacIntyre Hudson 6th Floor, 2 London Wall Place London EC2Y 5AU
Former registered office:	The Adelphi 1-11 John Adam Street London WC2N 6HT
Registered number:	10891451
Joint Liquidators' names:	Georgina Marie Eason and Michael Colin John Sanders
Joint Liquidators' address:	6th Floor, 2 London Wall Place London EC2Y 5AU
Joint Liquidators' date of appointment:	10 December 2021
Actions of Joint Liquidators:	Any act required or authorised under any enactment to be done by a Liquidator may be done by either or both of the Liquidators acting jointly or alone.

LIQUIDATORS' ACTIONS SINCE THE COMMENCEMENT OF THE LIQUIDATION

As previously reported, I corresponded with HMRC to ascertain whether they had a claim in the Liquidation. Assisted by Ernst & Young LLP and the Company's group, I ensured the Company's final pre-liquidation tax filings were completed; and liaised with the Company's group to ensure payment of HMRC's claim of £200 in relation to late filing penalties in respect of the final pre-liquidation Corporation Tax returns and HMRC's claim to statutory interest thereon. I also distributed in specie the assets received from the liquidation of Jester Midco Limited to the Company's sole member.

Following a recent change in HMRC procedure with regard to no longer issuing formal clearance, notified on 7 December, I am content that the Company's tax compliance is complete and all sums due to HMRC have been settled.

There is certain work that I am required by the insolvency legislation to undertake in connection with the liquidation that provides no financial benefit for the member. A description of the routine work undertaken since my last progress report is contained in Appendix 1.

RECEIPTS AND PAYMENTS ACCOUNT

My Receipts & Payments Account for the period from 10 December 2021 to 28 December 2023 and for the period since 10 December 2023 is attached at Appendix 2. I have reconciled the account against the financial records that I am required to maintain.

ASSET REALISATIONS

The DofS showed the Company had no assets on liquidation. As previously reported, following our appointment, historic receivable assets were identified in two indirect subsidiaries of the Company. These have been received from the liquidation of Jester Midco Limited and distributed in specie to the sole member of the Company.

LIABILITIES

Secured Creditors

An examination of the Company's records held by the Registrar of Companies, which are available to the public, showed that the Company has no charges over its assets.

Preferential Creditors

The DofS anticipated no preferential creditors. After advertising my appointment in the 'London Gazette' and allowing potential creditors until 25 February 2022 to prove their debts by delivering a proof to me, no claims were received.

Crown Creditors

The DofS anticipated no Crown creditors. HMRC advised me that they had a claim in the Liquidation for £200, arising from the late submission of the final pre-liquidation Company Tax Returns. The claim and the statutory interest that arose were settled by a connected company outside of the Liquidation. I do not anticipate there being any further claim.

Non-Preferential Unsecured Creditors

The DofS anticipated no unsecured creditors. After advertising my appointment in the 'London Gazette' and allowing potential creditors until 25 February 2022 to prove their debts by delivering a proof to me, no claims were received.

Share Capital

The following distribution-in-specie was made to the sole member with 3 ordinary £1 shares:

Date	Amount of distribution	Rate of distribution per share
1 May 2023	£351,132,410.41	£117,044,136.80

LIQUIDATORS' REMUNERATION

As previously reported, the Board authorised the payment of a fixed fee of £5,000 plus expenses and VAT, which was approved by written resolution of the Company's sole member on 10 December 2021, for preparing the Declaration of Solvency; producing and circulating the appointment documents; and carrying out the winding up of the Company. This fee was paid by Kroll International (UK) Limited, a connected company.

A copy of 'A Members' Guide to Liquidators' Fees', together with an explanatory note which shows MHA's fee policy are available at the link <http://www.mha.co.uk/guide-to-fees>.

LIQUIDATORS' EXPENSES

Expenses are any payments from the estate which are neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also includes disbursements. Disbursements are payments which are first met by the office holder and then reimbursed to the office holder from the estate. Expenses are split into:

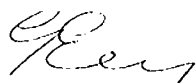
- category 1 expenses, which are payments to persons providing the service to which the expense relates who are not an associate of the office holder; and
- category 2 expenses, which are payments to associates or which have an element of shared costs. Before being paid category 2 expenses require approval in the same manner as an office holder's remuneration.

I incurred total expenses of £126.09 during the Liquidation, which have been reimbursed in full.

Type of expense	Amount incurred in the Liquidation
Statutory Advertising	106.09
Statutory Bonding	20.00

I have not incurred any category 2 expenses.

If the member has any queries regarding the conduct of the Liquidation, or if they want hard copies of any of the documents made available on-line, they should contact Kyra Harford, on 020-7429 4100, or by email at Kyra.Harford@mha.co.uk.



Georgina Marie Eason
JOINT LIQUIDATOR

AUTHORISED TO ACT IN THE UK BY THE INSOLVENCY PRACTITIONERS ASSOCIATION

Appendix 1

1. Administration and Planning

This represents the work involved in the routine administrative functions of the case by the office holder and their staff, together with the control and supervision of the work done on the case by the office holder and their managers. It does not give direct financial benefit to the member but has to be undertaken by the office holder to meet their requirements under the insolvency legislation and the Statements of Insolvency Practice, which set out required practice that office holders must follow.

- Dealing with all routine correspondence and emails relating to the case.
- Maintaining and managing the office holders' cashbook.
- Overseeing and controlling the work done by the case administrator.
- Filing a return at Companies House.
- Preparing, reviewing and issuing a draft final account of the liquidation to the member.

2. Creditors

Claims of creditors - the office holder needs to maintain up to date records of the names and addresses of creditors, together with the amounts of their claims as part of the management of the case. The office holder also needs to deal with correspondence and queries received from creditors regarding their claims and dividend prospects as they are received, including calculating statutory interest. The office holder is required to undertake this work as part of their statutory functions.

Appendix 2

Jester Debtco Limited - in Liquidation Joint Liquidators' Summary of Reciepts & Payments

Declaration of Solvency £		From 10/12/2023 To 28/12/2023	From 10/12/2021 To 28/12/2023
Receipts			
NIL	Distribution from Jester Midco Limited	0.00	351,132,410.41
NIL	Member Contributions	232.13	232.12
		232.13	351,132,642.53
Payments			
NIL	Shareholder Distribution-in-specie	0.00	351,132,410.41
NIL	HMRC - penalty for late CT filings	200.00	200.00
NIL	HMRC - statutory interest	32.13	32.13
		232.13	351,132,642.54
REPRESENTED BY			
Bank - Barclays			0

Notice to accompany Final Account

Jester Debtco Limited - In Member's Voluntary Liquidation ("the Company")

Company Number 10891451

NOTICE IS GIVEN to the sole member of the Company by Georgina Marie Eason and Michael Colin John Sanders under rule 5.10 of The Insolvency (England and Wales) Rules 2016 that:

1. the Company's affairs have been fully wound up;
2. the Joint Liquidators' having delivered a copy of the final account to the sole member must, within 14 days of the date on which the final account is made up, deliver a copy of the account to the Registrar of Companies;
3. the Joint Liquidators' will vacate office under section 171(6) of The Insolvency Act 1986 and be released under section 173(2)(d) on delivery of the final account to the Registrar of Companies.

If the sole member requires further information regarding the above, they should either contact me at 6th Floor, 2 London Wall Place, London, EC2Y 5AU, or Kyra Harford, by telephone on 020-7429 4100, or by email at Kyra.Harford@mha.co.uk.

Signed 
Georgina Marie Eason, Joint Liquidator

Dated 28 December 2023