In accordance with Rule 5.10 of the Insolvency (England & Wales) Rules 2016 & Section 94(3) of the Insolvency Act 1986.

LIQ13

Notice of final account prior to dissolution in MVL

Companies House

THURSDAY

A6WXA7OR

A15 04/01/2018 #262

COMPANIES HOUSE

1 Company details

Company number	0 2 6 4 5 6 4 1
Company name in full	Eagle Ottawa UK Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

2 Liquidator's name

Full forename(s)	Edward
Surname	Kerr

3 Liquidator's address

Building name/number	BDO LLP
Street	Two Snowhill
Post town	Birmingham
County/Region	West Midlands
Postcode	B 4 6 G A
Country	

4 Liquidator's name ❶

Full forename(s)	Malcolm
Surname	Cohen

❶ **Other liquidator**
Use this section to tell us about another liquidator.

5 Liquidator's address ❷

Building name/number	BDO LLP
Street	55 Baker Street
Post town	London
County/Region	
Postcode	W 1 U 7 E U
Country	

❷ **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 [signature] X
Signature date	d0 d3 m0 m1 y2 y0 y1 y8

LIQ13
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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	Ann Moore
Company name	BDO LLP
Address	BDO LLP
	Two Snowhill
Post town	Birmingham
County/Region	West Midlands
Postcode	B4 6GA
Country	
DX	
Telephone	0121 352 6200

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

Eagle Ottawa UK Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments

Declaration of Solvency		From 09/02/2016 To 03/01/2018	From 09/02/2016 To 03/01/2018
	ASSET REALISATIONS		
	Group Funds	25,000.00	25,000.00
	Repayment of Group Funds	(25,000.00)	(25,000.00)
	PAYE Refund	8,544.66	8,544.66
2,089,148.00	Loans and Advances	NIL	NIL
	Bank Interest Gross	2.64	2.64
		8,547.30	8,547.30
	COST OF REALISATIONS		
	Bank Charges - Citibank plc	736.56	736.56
		(736.56)	(736.56)
	UNSECURED CREDITORS		
(38,849.00)	Other Liabilities	NIL	NIL
		NIL	NIL
	DISTRIBUTIONS		
	Ordinary Shareholders	7,810.74	7,810.74
		(7,810.74)	(7,810.74)
2,050,299.00		**NIL**	**NIL**
	REPRESENTED BY		
			NIL

Note:

A revised final balance sheet to the date of liquidation stated that the Company had Loans and Advances due to it of £1,073,354.00 and Other Liabilities of £38,849.00, leaving a surplus of £1,034,505.00 due to the member.

On 24 August 2017 a distribution in specie of £1,046,882.53 was declared, and this was calculated by way of deducting £26,471.47 (being the diference between the £38,849.00 included on the declaration of solvency as Other Liabilities less the refund of £12,377.53) from the Loans and Advances £1,073,354.00. In addition, the solicitors paid Lear Corporation (UK) Limited ("Lear") an amount of £1,159.60 direct in April 2016, in respect of monies held on their client account. And, finally, a cash distribution of £7,810.74 was paid to Lear (as requested by the member) on 19 December 2017. The total of the distribution in specie, the monies paid by the solicitors and the cash distribution is £1,055,852.87, which equates to a return of capital of 70p per share.

Edward Kerr
Joint Liquidator

BDO

Tel: +44 (0)121 352 6200
Fax: +44 (0)121 352 6222
www.bdo.co.uk

TWO SNOWHILL
Birmingham
B4 6GA
UNITED KINGDOM

3 January 2018

Your Ref
Our Ref 00264802/C/Closure of Liquidation/MVL460 - S94 report to Registrar

Please ask for
Ann Moore
Tel: 0121 352 6399
E-mail: Ann.Moore@bdo.co.uk

To All Shareholders

Dear Sirs

Eagle Ottawa UK Limited - In Members' Voluntary Liquidation ("the Company")
Registered Number: 02645641

This is my final report on this liquidation, in accordance with Section 94 of the Insolvency Act 1986 ("the Act"). This finalises my draft final report and accounts which was dated 20 December 2017 and issued to the Company's member on 22 December 2017. The member raised no queries on the report. The Company's affairs are, therefore, fully wound up.

Statutory Information

As advised previously, the member passed a resolution placing the Company into Members' Voluntary Liquidation on 9 February 2016, and appointed Christopher Kim Rayment (insolvency practitioner number 6775) as Liquidator. Following Mr Rayment's retirement from the firm, he was replaced by Edward Kerr (office holder number: 9021) and Malcolm Cohen (office holder number: 6825) of BDO LLP, Two Snowhill, Birmingham, B4 6GA, who were appointed Joint Liquidators on 25 August 2016.

The Company's registered number is 02645641. The Company was incorporated on 13 September 1991. The Company had no former names in the 12 months before liquidation.

The Company's principal trading address and registered office was 2 Coventry Innovation Village, Coventry University, Technology P, Coventry, CV1 2TL. The registered office was changed to Two Snowhill, Birmingham, B4 6GA after the member passed the winding up resolution.

Receipts and Payments

The enclosed receipts and payments account includes the amounts entered onto the declaration of solvency as well as the actual amounts received and paid out. On 25 October 2017 the Company received a PAYE refund of £8,544.66. In addition, the Company received £25,000.00 from an associated company and this has been repaid in full. The account also details the distribution in specie made to the member.

Please be advised that all assets have been dealt with. Whilst the amounts vary from those on the declaration of solvency, the accounts were updated subsequently. In April 2016, the solicitors Squire Patton Boggs UK LLP made a payment of £1,159.60, in respect of funds held in their client account, direct to Lear Corporation (UK) Limited. I do not consider there to be any further assets that have not been distributed.

Creditors

An advertisement for claims was placed in the London Gazette on 15 February 2016. The only claim received in the liquidation was for the £25,000.00 advanced to the Company and this has been repaid in full.

HM Revenue & Customs

As advised previously, the pre-appointment tax returns covering the periods to 31 December 2015 were completed and submitted to HMRC by the Company's tax advisors. The tax liability was paid prior to the date of liquidation. HMRC was advised that there had been no activity in the Company in the period after 31 December 2015. I advised HMRC that I did not intend to submit any further corporation tax returns unless specifically requested by HMRC to do so. There was no request for any further tax returns, and corporation tax clearance was subsequently received.

Distributions

At the date of appointment, the issued share capital of the Company was 1,500,000 Cumulative Redeemable Preference £1 Shares and 9,200 Ordinary £1 Shares, which rank pari passu for distribution purposes.

Other distributions to members in specie but not under S.110 arrangement (Rule 18.12)

There has been a distribution of property to members in its existing form other than pursuant to a Section 110 arrangement under the Act, in accordance with Rule 18.12(2) of the Insolvency (England and Wales) Rules 2016 ("the Rules"), and I include in this report and in the receipts and payments account relevant information:

(i) the estimated value of the property distributed amongst the members of the Company during the period to which the account or report relates to is £1,046,882.53, and

(ii) this was represented by Loans and Advances due to the Company.

There has also been a cash distribution of £7,810.74, and this, together with the £1,159.60 received from the solicitors and the distribution in specie of £1,046,882.53 totalled £1,055,852.87, which equated to a return of capital of 70p per share.

Joint Liquidators' Remuneration

The insolvency legislation provides that Liquidators are obliged to have their remuneration approved on one of the following bases:

(1) as a percentage of the assets realised and distributed; and/or
(2) by reference to the time the Joint Liquidators and their staff have spent attending to matters in the liquidation; and/or
(3) as a set amount; and/or
(4) as a combination of the above.

The members approved the Joint Liquidators' remuneration on a fixed fee basis of £5,000.00 plus disbursements and VAT, and this amount was invoiced to and paid by an associated company.

Due to additional unforeseen work, a further fee of £1,400.00 was agreed with the client, and an invoice for this amount will be raised and sent out.

Disbursements

Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements. The total disbursements amounted to £437.00, and this was in respect of statutory advertising of £237.00 and statutory insurance of £200.00.

Members' Rights

Members with the concurrence of at least 5% in value of the members may within 21 days of this report request in writing further information regarding the remuneration and expenses set out in this report. In accordance with Rule 18.9(3) of the Rules within 14 days of a request we will provide further information or explain why further information is not being provided.

If my response explains why further information is not being provided, a member (who need not be the member who asked for the information) may, with the concurrence of at least 5% or more in value of the members (including the member in question), apply to the court within 21 days of my response or the expiry of the period for my response and the court may make such order as it thinks fit (Rule 18.9(6) and (7) of the Rules). Members with the concurrence of at least 10% of the members may apply to the court if they consider that the remuneration of the liquidators or expenses charged by the liquidators are excessive, or the basis fixed for the remuneration of the liquidators is inappropriate (Rule 18.34 of the Rules). Such an application must be made within 8 weeks of receiving this draft report. The text of Rules 18.9 and 18.34 are set out at the end of this report.

Release of Joint Liquidators

The Joint Liquidators will be released from office under Section 173 of the Act at the same time as vacating office, per Section 171(6) of the Act, unless any member objects. A member who wishes to object to the release must deliver a notice in writing to the Joint Liquidators within eight weeks of this report or, if members raise other matters under Rules 18.9 or 18.34 as mentioned above, when those matters are finally determined by the court.

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency practitioners. In the event that you make a complaint to me but are not satisfied with the response from me then you should visit https://www.gov.uk/complain-about-insolvency-practitioner where you will find further information on how you may pursue the complaint.

The Joint Liquidators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code is at http://www.icaew.com/en/members/regulations-standards-and-guidance/ethics/code-of-ethics-d.

Please contact me or my colleague Ann Moore should you require further information.

Yours faithfully
for and on behalf of
Eagle Ottawa UK Limited

Edward T Kerr
Joint Liquidator

Edward T Kerr is authorised by the Institute of Chartered Accountants in England and Wales in the UK to act as an Insolvency Practitioner

Enc

BDO

Statement from the Insolvency (England and Wales) Rules 2016 regarding the rights of creditors in respect of the Joint Liquidators' fees and expenses:

Creditors' and members' requests for further information in administration, winding up and bankruptcy

18.9(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report under rule 18.14—

(a) a secured creditor;

(b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);

(c) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company;

(d) any unsecured creditor with the permission of the court; or

(e) any member of the company in a members' voluntary winding up with the permission of the court.

(2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report by the person, or by the last of them in the case of an application by more than one member or creditor.

(3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—

(a) providing all of the information requested;

(b) providing some of the information requested; or

(c) declining to provide the information requested.

(4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—

(a) the time or cost of preparation of the information would be excessive; or

(b) disclosure of the information would be prejudicial to the conduct of the proceedings;

(c) disclosure of the information might reasonably be expected to lead to violence against any person; or

(d) the office-holder is subject to an obligation of confidentiality in relation to the information.

(5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.

(6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—

(a) the office-holder giving reasons for not providing all of the information requested; or

(b) the expiry of the 14 days within which an office-holder must respond to a request.

(7) The court may make such order as it thinks just on an application under paragraph (6).

Remuneration and expenses: application to court by a creditor or member on grounds that remuneration or expenses are excessive

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

(a) the remuneration charged by the office-holder is in all the circumstances excessive;

(b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or

(c) the expenses incurred by the office-holder are in all the circumstances excessive.

(2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—

(a) a secured creditor,

(b) an unsecured creditor with either—

(i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or

(ii) the permission of the court, or

(c) in a members' voluntary winding up—

(i) 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

(ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

Applications under rules 18.34 and 18.35 where the court has given permission for the application

18.36.– (1) This rule applies to applications made with permission under rules 18.34 and 18.35.

(2) Where the court has given permission, it must fix a venue for the application to be heard.

(3) The applicant must, at least 14 days before the hearing, deliver to the office-holder a notice stating the venue and accompanied by a copy of the application and of any evidence on which the applicant intends to rely.

(4) 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 office-holder is entitled to charge;

(b) an order reducing any fixed 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 is not to be treated as expenses of the administration, winding up or bankruptcy;

(e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by –

(i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or

(ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;

(f) any other order that it thinks just.

(5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.

(6) 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 administration, winding up or bankruptcy.

Applications under rule 18.34 where the court's permission is not required for the application

18.37.–(1) On receipt of an application under rule 18.34 for which the court's permission is not required, the court may, if it is satisfied that no sufficient cause is shown for the application, dismiss it without giving notice to any party other than the applicant.

(2) Unless the application is dismissed, the court must fix a venue for it to be heard.

(3) The applicant must, at least 14 days before any hearing, deliver to the office-holder a notice stating the venue with a copy of the application and of any evidence on which the applicant intends to rely.

(4) 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 office-holder is entitled to charge;

(b) an order reducing any fixed 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 administration or winding up or bankruptcy;

(e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by –

(i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or

(ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;

(f) any other order that it thinks just.

(5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.

(6) 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 administration or as winding up or bankruptcy.