

LIQ03

Notice of progress report in voluntary winding up



Companies House

FRIDAY



A04 *A72CA57U* 23/03/2018 #190
COMPANIES HOUSE

1 Company details

Company number 0 2 6 5 0 9 8 6
Company name in full Vortoil Separation Systems Limited

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

2 Liquidator's name

Full forename(s) Emma
Surname Cray

3 Liquidator's address

Building name/number Cornwall Court
Street 19 Cornwall Street
Post town Birmingham
County/Region
Postcode B 3 2 D T
Country

4 Liquidator's name ①

Full forename(s) Toby
Surname Underwood

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Central Square
Street 29 Wellington Street
Post town Leeds
County/Region
Postcode L S 1 4 D L
Country

② Other liquidator
Use this section to tell us about
another liquidator.

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6 Period of progress report

| | | | | | | | | | |
|-----------|-----|-----|-----|-----|-----|-----|-----|-----|--|
| From date | d 1 | d 6 | m 1 | m 2 | y 2 | y 0 | y 1 | y 6 | |
| To date | d 1 | d 5 | m 1 | m 2 | y 2 | y 0 | y 1 | y 7 | |

7 Progress report

☐ The progress report is attached

8 Sign and date

| | | |
|------------------------|-----------|---|
| Liquidator's signature | Signature | |
| | X |  |
| | | X |
| Signature date | d 1 | d 4 |
| | m 0 | m 2 |
| | y 2 | y 0 |
| | y 1 | y 8 |

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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 PricewaterhouseCoopers LLP

Address Atria One, 144 Morrison Street

Post town Edinburgh

County/Region

Postcode E H 3 8 D X

Country

DX

Telephone 0131 260 4305



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



TO ALL MEMBERS

14 February 2018

Our reference: EC/RL/AG/MVL450A

Dear Sirs,

Vortoil Separation Systems Limited - in members' voluntary liquidation (the Company)

The Company was placed into members' voluntary liquidation on 16 December 2016 when Karen Lesley Dukes and Timothy Gerard Walsh were appointed joint liquidators (the liquidators). Following the retirement of both liquidators, Emma Cray and Toby Underwood were appointed joint liquidators on 30 May 2017.

As required by current legislation, we are required to provide:

- you with a report on the conduct and progress of the liquidation for the period 16 December 2016 to 15 December 2017; and
- certain information concerning the Company and the liquidators; this information is attached as appendix A.

A summary of receipts and payments for the Period is attached as appendix B.

PROGRESS REPORT ON THE LIQUIDATION

Realisation of assets:

The directors' Declaration of Solvency showed that the Company's assets were:

| | |
|--------------------|----------|
| | £ |
| Inter group debtor | 1 |
| Total | <u>1</u> |

After our appointment, the Company's inter group debt was taken under control until distribution.

Realisations from the Company's assets are as detailed in the above summary and totalled £1.

No additional assets have been identified. There are no assets still to be realised.

Settlement of liabilities:

This section covers all liabilities except any claims of HM Revenue & Customs (HMRC) which are dealt with separately below under HMRC.

The directors' Declaration of Solvency and the Company's records showed the Company had no liabilities.

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After our appointment we published a notice in the Gazette inviting any unknown creditors to send in their claims.

There are no remaining claims to be agreed or settled.

HMRC:

The directors' Declaration of Solvency and the Company's records showed that the Company had no tax liabilities.

During the Period, we have cleared all matters outstanding with HMRC and HMRC have confirmed their agreement to the liquidation being closed.

Distributions to shareholders:

At the time of our appointment, the issued share capital of the Company consisted of a sole member, Baker Hughes Limited, holding 1 ordinary £1 share.

On 13 December 2017 we made a distribution in specie of £1 to the sole shareholder.

The distribution in specie consisted of an inter-group debtor balance together with any other assets held by the Company. The value attributed to the in specie distribution was based on the value at which the asset was held in the Company's books.

LIQUIDATORS' REMUNERATION AND EXPENSES

Basis of remuneration:

At the time of our appointment, a resolution was passed for us to be paid by reference to the time properly given by us and our staff in dealing with the liquidation.

Remuneration charged:

Our fees for undertaking this assignment, consisting of 19 liquidations in total, relate to time costs incurred for both (i) the period up to the day of our appointment and (ii) the period covering the formal liquidation. Our time costs for these periods were:

| | £ |
|-------------------------|---------------|
| Pre-liquidation period | 34,787 |
| Post-liquidation period | 14,524 |
| | <u>49,311</u> |

Time costs of £34,787 have been settled by Baker Hughes Limited, a connected company, in respect of the liquidation work to date. Further fees are to be agreed between the joint liquidators and PwC Legal, who invoiced Baker Hughes Limited for the combined legal support and liquidations costs at the request of the company.

Liquidators' expenses:

Across the 19 liquidations, we have incurred expenses of £3,761 plus VAT. These costs, which will be or have been re-charged, consist of:

| | £ |
|---------------------------------------|--------------|
| Category 1 expenses [see Note below]: | |
| Statutory advertising | 2,470 |
| Statutory bonding | 406 |
| Professional Fees | 833 |
| Postage | 52 |
| Total expenses | <u>3,761</u> |



Notes:

Category 1 expenses represent specific expenditure incurred directly in respect of this liquidation and payment has been to independent third parties.

Members' rights re liquidators' remuneration and expenses:

Members are entitled to request further information about our fees and expenses. Such requests need to be made within 21 days of receipt of this report. See Rule 4.49E of the Insolvency Rules 1986 for further detail.

In certain circumstances, members are entitled to claim by way of court application that the liquidators' fees and expenses are excessive. Such applications need to be made within 8 weeks of receipt of this report. See Rule 4.148C of the Insolvency Rules 1986 (as amended) for further detail.

If you have any queries, please contact my colleague Amy Goodman on 07730599455.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Emma Cray', is positioned below the 'Yours faithfully' text.

Emma Cray
Joint liquidator

Emma Cray and Toby Underwood have been appointed as joint liquidators of the Company to manage its affairs, business and property as its agents without personal liability. Both licensed in the United Kingdom to act as an Insolvency Practitioner by the Institute of Chartered Accountants of England and Wales, is licensed in the United Kingdom to act as an Insolvency Practitioner by . The joint liquidators are bound by the Insolvency Code of Ethics which can be found at: <https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>.

The joint liquidators are Data Controllers of personal data as defined by the Data Protection Act 1998.

PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the liquidators.

Appendix A

Information on the Company and the liquidators

| Company details: | |
|-------------------------------|--|
| Company name: | Vortoil Separation Systems Limited |
| Company number: | 02650986 |
| Registered office: | The Ark, <u>201 Talgarth Road, Hammersmith, London, W6 8BJ</u> |
| Liquidators' details: | |
| Liquidators' names: | Emma Cray and Toby Scott Underwood (the liquidators) |
| Liquidators' address: | c/o PricewaterhouseCoopers, Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT |
| Date of appointment: | 16 December 2016 |
| Nature of appointment: | Members' Voluntary Liquidation |



Appendix B

SUMMARY OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION DURING THE PERIOD FROM 16 DECEMBER 2016 TO 15 DECEMBER 2017

| | |
|------------------------------|-------------------|
| | £ |
| RECEIPTS | |
| Inter-group debtor | <u>1</u> |
| | <u>1</u> |
| | £ |
| PAYMENTS | |
| Distribution to members | <u>(1)</u> |
| | <u>(1)</u> |
| BALANCE OF FUNDS HELD | <u>NIL</u> |

STATEMENT OF MEMBERS' RIGHTS**EXTRACTS FROM INSOLVENCY RULES 1986****Rule 4.49E Creditors' and members' request for further information**

- (1) If—
- (a) within the period mentioned in paragraph (2)—
 - (i) a secured creditor, or
 - (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
 - (iii) 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, or
 - (b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—
 - (i) any unsecured creditor, or
 - (ii) any member of the company in a members' voluntary winding up, makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4.49B(1)(e) or (f) (including by virtue of Rule 4.49C(5)) or in a draft report under Rule 4.49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4.49D or a progress report required by Rule 4.108 which (in either case) was previously included in a progress report not required by Rule 4.108.
- (2) The period referred to in paragraph (1)(a) and (b) is—
- (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4.108, and
 - (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case.
- (3) The liquidator complies with this paragraph by either—
- (a) providing all of the information asked for, or
 - (b) so far as the liquidator considers that—
 - (i) the time or cost of preparation of the information would be excessive, or
 - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
 - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information, giving reasons for not providing all of the information.
- (4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—
- (a) the giving by the liquidator of reasons for not providing all of the information asked for, or
 - (b) the expiry of the 14 days provided for in paragraph (1), and the court may make such order as it thinks just.
- (5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4.131(1B) or 4.148C(2) by such further period as the court thinks just.
- (6) This Rule does not apply where the liquidator is the official receiver.

Rule 4.148C Members' claim that remuneration is excessive

- (1) 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 any member with the permission of the court, may apply to the court for one or more of the orders in paragraph (6) on the grounds that—
- (a) the remuneration charged by the liquidator,
 - (b) the basis fixed for the liquidator's remuneration under Rule 4.148A, or
 - (c) expenses incurred by the liquidator, is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate.
- (2) Application must, subject to any order of the court under Rule 4.49E(5), be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4.142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").
- (3) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application; but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party.
- (4) If the application is not dismissed under paragraph (3), the court must fix a venue for it to be heard and give notice to the applicant accordingly.
- (5) The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it.
- (6) 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 liquidator was entitled to charge;
 - (b) an order fixing the basis of remuneration at a reduced 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 liquidation;
 - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify; and may make any other order that it thinks just;



but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report.
(7) 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 liquidation.