

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 07646174

Company name in full CLOF II (No 3 GP) Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Ian Harvey

Surname Dean

3 Liquidator's address

Building name/number Teneo Financial Advisory Limited

Street 156 Great Charles Street

Queensway

Post town Birmingham

County/Region West Midlands

Postcode B3 3HN

Country United Kingdom

4 Liquidator's name ①

Full forename(s) Stephen Roland

Surname Browne

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Teneo Financial Advisory Limited

Street 156 Great Charles Street

Queensway

Post town Birmingham

County/Region West Midlands

Postcode B3 3HN


Country United Kingdom

② Other liquidator

Use this section to tell us about
another liquidator.

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6	Final account	
	<input checked="" type="checkbox"/> 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	<div>Signature</div> <div>X</div> <div>X</div>	
Signature date	<div><div><div><div>d</div><div>1</div></div><div><div>d</div><div>8</div></div></div><div><div>m</div><div>0</div></div><div><div>m</div><div>8</div></div><div><div>y</div><div>2</div></div><div><div>y</div><div>0</div></div><div><div>y</div><div>2</div></div><div><div>y</div><div>2</div></div></div>	

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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	Louise Bennett
Company name	Teneo Financial Advisory Limited
Address	156
Great Charles Street	
Queensway	
Post town	Birmingham
County/Region	West Midlands
Postcode	B 3 3 H N
Country	United Kingdom
DX	
Telephone	+44 (0) 20 8052 2374



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

**CLOF II (NO 1 GP) LIMITED (CRN: 07307366)
CLOF II (NO 2 GP) LIMITED (CRN: 07307365)
CLOF II (NO 3 GP) LIMITED (CRN: 07646174)
CLOF II (NO 1 NOMINEE) LIMITED (CRN: 08198591)
(ALL IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Companies")**

**156 Great Charles Street
Queensway
Birmingham
West Midlands
B3 3HN**

**FINAL ACCOUNTS PURSUANT TO RULE 5.9 OF THE INSOLVENCY (ENGLAND & WALES)
RULES 2016 ("the Rules") AND SECTION 94 OF THE INSOLVENCY ACT 1986 (AS AMENDED)
("the Act")**

18 August 2022

Stephen Roland Browne and Ian Harvey Dean ("the Liquidators") were appointed Joint Liquidators of the Companies further to resolutions of the members of each company dated 9 September 2021. All licensed Insolvency Practitioners of Teneo Financial Advisory Limited ("Teneo") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purpose of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

This report has been prepared for the sole purpose of updating the members for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the members for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.

**S. R. Browne and I. H. Dean
Teneo Financial Advisory Limited
156 Great Charles Street
Queensway
Birmingham
West Midlands
B3 3HN**

Tel: +44 (0) 20 8052 2374

1. SUMMARY OF EVENTS

Key Messages	Commentary										
Important notice re: Liquidators' contact details	<p>Teneo Restructuring Limited changed its name to Teneo Financial Advisory Limited ("Teneo"), on 21 December 2021. Our Teneo contact details are provided on the bottom left hand of the cover page.</p>										
Conduct of the liquidations	<p>The matters completed during the liquidations include mandatory liquidation tasks such as statutory advertising, filings at Companies House, notifications of the liquidations and obtaining clearances/searches from HM Land Registry and the Pension Tracing Service. In addition, six monthly case reviews have also been carried out.</p> <p>The Liquidators also liaised with the Companies, their tax advisors and HM Revenue & Customs ("HMRC") with regard to the submission of outstanding tax returns and the finalisation of all tax matters.</p> <p>Corporation tax clearances were obtained for the Companies as follows:</p> <table border="1"> <thead> <tr> <th>Company</th><th>Date</th></tr> </thead> <tbody> <tr> <td>CLOF II (No 1 GP) Limited</td><td>13 April 2022</td></tr> <tr> <td>CLOF II (No 2 GP) Limited</td><td>3 May 2022</td></tr> <tr> <td>CLOF II (No 3 GP) Limited</td><td>10 February 2022</td></tr> <tr> <td>CLOF II (No 1 Nominee) Limited</td><td>10 February 2022</td></tr> </tbody> </table> <p>Clearances from HMRC's Enforcement and Insolvency Services Team have not been received in respect of VAT or PAYE/NI, following several clearance requests. The Companies were however never registered for PAYE/NI or VAT, and therefore no such issues or claims were anticipated. On the basis on this and the fact that the Liquidators have given notice to all potential creditors to submit claims, the Liquidators consider that any potential claims in respect of VAT and PAYE/NI have been dealt with via the provable claims rule. The matter is therefore considered closed.</p> <p>There have been no receipts or payments in any of the Companies. All costs, including our remuneration, are to be met by CLOF II (GP) Limited.</p> <p>No creditors' claims were notified to the Liquidators in respect of any of the Companies.</p>	Company	Date	CLOF II (No 1 GP) Limited	13 April 2022	CLOF II (No 2 GP) Limited	3 May 2022	CLOF II (No 3 GP) Limited	10 February 2022	CLOF II (No 1 Nominee) Limited	10 February 2022
Company	Date										
CLOF II (No 1 GP) Limited	13 April 2022										
CLOF II (No 2 GP) Limited	3 May 2022										
CLOF II (No 3 GP) Limited	10 February 2022										
CLOF II (No 1 Nominee) Limited	10 February 2022										

Costs of the liquidations	We have raised an invoice for £20,000 in total excluding expenses, disbursements and VAT. Please see sections 2.2 to 2.3 for further details.
Distributions to the members	<p><u>CLOF II (No 1 GP) Limited</u> A total of £1 was distributed to the member. Please see section 2.1 for further details.</p> <p><u>CLOF II (No 2 GP) Limited</u> A total of £1 was distributed to the member. Please see section 2.1 for further details.</p> <p><u>CLOF II (No 3 GP) Limited</u> A total of £1 was distributed to the member. Please see section 2.1 for further details.</p> <p><u>CLOF II (No 1 Nominee) Limited</u> A total of £1 was distributed to the member. Please see section 2.1 for further details.</p>

2. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNTS AND COSTS

All costs are to be met by CLOF II (GP) Limited, an associated company.

2.1 Receipts and Payments

There have been no transactions during the liquidations, as evidenced at Appendix 1.

2.2 Liquidators' Remuneration

The basis of our remuneration was fixed on a time costs basis by the members of each of the respective Companies on 9 September 2021 however, as there were no funds in the estates, our fees are to be met by CLOF II (GP) Limited, an associated company.

We have raised an invoice for £20,000 in total excluding expenses, disbursements and VAT.

2.3 Liquidators' Expenses (including disbursements)

Expenses are divided into those that do not need advance approval before they are charged (category 1 expenses) and those that do (category 2 expenses).

Category 1 expenses: These are payments made by us direct to third parties and for which no approval is required.

Category 2 expenses: Specific approval is required before these costs and expenses can be drawn from the liquidation estate and was given by the members of the respective Companies on 9 September 2021.

Summary of Expenses (including disbursements) incurred in the report period and during the period of the liquidations

No third party Category 1 expenses were incurred in the report period or during the period of the liquidations.

Details of all expenses (including disbursements) incurred during the report period and for the period of the liquidation are given below, and from which it can be seen that we have not yet recovered our expenses in full. All expenses have been met by CLOF II (GP) Limited, an associated company.

£ (net)	Incurred in report period	Total cost for the period of the appointment	Unpaid
Statutory advertising	716.04	716.04	716.04
Liquidators' statutory insurance bond	20.00	20.00	20.00
HMLR Search fees	77.00	77.00	77.00
Total expenses	813.04	813.04	813.04

Category 2 Expenses

No Category 2 expenses were incurred in the report period or during the period of the liquidations.

3. INFORMATION FOR THE MEMBERS

3.1 Members' right to request further information

Members of the Companies with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Companies, or, any member with permission of the Court, may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 18.9 of the Rules.

3.2 Members' right to challenge Remuneration and/or Expenses

Members of the Companies with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the Companies, or, any member with permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34 of the Rules.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.

"A Creditors' Guide to Liquidators' Remuneration" is available for download at [R3 | Technical Library | England & Wales | Guidance | Fees](#)

Should you require a paper copy, please send your request in writing to us at the address on the front of this report and this will be provided to you at no cost.

This document is confidential and prepared solely for your information. Therefore you should not, without our prior written consent, refer to or use our name or this document for any other purpose, disclose them or refer to them in any prospectus or other document, or make them available or communicate them to any other party. No other party is entitled to rely on our document for any purpose whatsoever and thus we accept no liability to any other party who is shown or gains access to this document.

Teneo Financial Advisory Limited is registered in England & Wales with registered number 13192953 and its registered office at 5th Floor, 6 More London Place, London, SE1 2DA, United Kingdom.

CLOF II (No 1 GP) Limited: Joint Liquidators' final receipts and payments account for the period from 9 September 2021 to 18 August 2022 and for the period of appointment

£	<i>Declaration of Solvency values</i>	<i>Notes</i>	9 September 2021 to 18 August 2022
Receipts			
Intercompany debtor	1	1	-
Investment in subsidiary	1	2	-
Total receipts	2		Nil
Payments			
Intercompany payable	1	1	-
Total payments	Nil		Nil
Balance	1		Nil

Notes

1. The company received a distribution from its subsidiary, CLOF II (No 1 Nominee) Limited (in Liquidation), in respect of the intercompany balance owed of £1. The amount received in respect of this distribution has the effect of setting off the intercompany payable (being the value of the unpaid share capital) and also brought the investment in subsidiary balance to zero. This left a single intercompany balance of £1 available for a distribution to its parent company as detailed below.
2. A first and final in specie distribution was made to the member, Nuveen Group Holdings Limited, on 27 June 2022. A total of £1 was distributed in respect of the intercompany receivable balance due to the Company from Nuveen Group Holdings Limited, which equates to a rate of £1 per ordinary share of £1.

CLOF II (No 2 GP) Limited: Joint Liquidators' final receipts and payments account for the period from 9 September 2021 to 18 August 2022 and for the period of appointment

£	<i>Declaration of Solvency values</i>	<i>Notes</i>	9 September 2021 to 18 August 2022
Receipts			
Intercompany debtor	1	1	-
Total receipts	1		Nil
Payments			
	-		-
Total payments	Nil		Nil
Balance	1		Nil

Notes

1. A first and final in specie distribution was made to the member, Nuveen Group Holdings Limited on 27 June 2022. A total of £1 was distributed in respect of the intercompany receivable balance due to the Company from Nuveen Group Holdings Limited, which equates to a rate of £1 per ordinary share of £1.

CLOF II (No 3 GP) Limited: Joint Liquidators' final receipts and payments account for the period from 9 September 2021 to 18 August 2022 and for the period of appointment

£	<i>Declaration of Solvency values</i>	<i>Notes</i>	9 September 2021 to 18 August 2022
Receipts			
Intercompany debtor	1	1	-
Total receipts	1		Nil
Payments			
	-		-
Total payments	Nil		Nil
Balance	1		Nil

Notes

1. A first and final in specie distribution was made to the member, Nuveen Group Holdings Limited on 27 June 2022. A total of £1 was distributed in respect of the intercompany receivable balance due to the Company from Nuveen Group Holdings Limited, which equates to a rate of £1 per ordinary share of £1.

CLOF II (No 1 Nominee) Limited: Joint Liquidators' final receipts and payments account for the period from 9 September 2021 to 18 August 2022 and for the period of appointment

£	<i>Declaration of Solvency values</i>	<i>Notes</i>	9 September 2021 to 18 August 2022
Receipts			
Intercompany debtor	1	1	-
Total receipts	1		Nil
Payments			
	-		-
Total payments	Nil		Nil
Balance	1		Nil

Notes

1. A first and final in specie distribution was made to the member, CLOF II (No 1 GP) Limited (in Liquidation) on 27 June 2022. A total of £1 was distributed in respect of the intercompany receivable balance due to the Company from CLOF II (No 1 GP) Limited (in Liquidation), which equates to a rate of £1 per ordinary share of £1.