

# 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](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 07942904

Company name in full TRELLIS HOLDCO LIMITED

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

### 2 Liquidator's name

Full forename(s) STEPHEN ROLAND

Surname BROWNE

### 3 Liquidator's address

Building name/number TENEO FINANCIAL ADVISORY LTD

Street The Colmore Building

20 Colmore Circus, Queensway

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B46AT

Country UNITED KINGDOM

### 4 Liquidator's name ①

Full forename(s) CLARE

Surname BOARDMAN

#### ① Other liquidator

Use this section to tell us about  
another liquidator.

### 5 Liquidator's address ②

Building name/number TENEO FINANCIAL ADVISORY LTD

Street The Colmore Building

20 Colmore Circus, Queensway

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B46AT

Country UNITED KINGDOM

#### 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



X

Signature date

<sup>d</sup> 0

<sup>d</sup> 2

<sup>m</sup> 0

<sup>m</sup> 6

<sup>y</sup> 2

<sup>y</sup> 0

<sup>y</sup> 2

<sup>y</sup> 3

# 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 TIA ELKINGTON

Company name TENEO FINANCIAL ADVISORY LTD

Address The Colmore Building

20 Colmore Circus, Queensway

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B 4 6 A T

Country UNITED KINGDOM

DX

Telephone +44 11 3396 0147



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

**WYEVALE GARDEN CENTRES CAPITAL LIMITED (Company Number: 07942713)  
TRELLIS HOLDCO LIMITED (Company Number: 07942904)  
TRELLIS MANAGEMENT LIMITED (Company Number: 07942884)  
(ALL IN MEMBERS' VOLUNTARY LIQUIDATION)  
("the Companies")**

**C/O Teneo Financial Advisory Limited  
The Colmore Building  
20 Colmore Circus  
Queensway  
Birmingham  
B4 6AT**

**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")**

26 May 2023

**Stephen Roland Browne and Clare Boardman ("the Liquidators") were appointed Joint Liquidators of the Companies further to resolutions of the members of each company dated 30 July 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 C. Boardman  
Teneo Financial Advisory Limited  
The Colmore Building  
20 Colmore Circus  
Queensway  
Birmingham  
B4 6AT**

**Tel: +44 (0) 113 396 0147**

## 1. SUMMARY OF EVENTS

Key Messages	Commentary
<b>Conduct of the liquidations</b>	<ul style="list-style-type: none"> <li>The matters completed during the liquidations include mandatory liquidation tasks such as statutory advertising, filings at Companies House, and notifications of the liquidations. In addition, six monthly case reviews have also been carried out.</li> <li>Additionally, annual progress reports have been prepared with the necessary filings at Companies House. Work has also been undertaken to declare distributions to the members.</li> <li>The Liquidators also liaised with the Companies, their tax advisors and HM Revenue &amp; Customs ("HMRC") with regard to the submission of outstanding tax returns and the finalisation of all tax matters.</li> <li>Corporation tax clearance was obtained in respect of the Companies on 22 July 2022.</li> <li>Clearance from HMRC's Enforcement and Insolvency Services Team has not been received in respect of VAT or PAYE/NI for any of the Companies, despite several clearance requests.</li> </ul> <p>The Companies were not registered for PAYE. All Companies were previously members of a VAT group registration, however they were removed from the VAT group prior to the liquidations commencing. It is understood that there was no outstanding liability in this regard as all pre liquidation VAT refunds have now been received.</p> <p>The Liquidators gave further notice to HMRC to submit claims by no later than 28 March 2023 on 6 March 2023. No claims have been received from HMRC in respect of any of the Companies to date.</p> <p>In light of the above, the Liquidators consider that any potential claim in respect of VAT and PAYE/NI has been dealt with via the provable claims rules. These matters are therefore considered closed.</p> <ul style="list-style-type: none"> <li>There have been no receipts or payments in any of the Companies. All costs, including our remuneration, were met from the liquidation estate of another group company, Wyevale Garden Centres Limited ("WGCL").</li> <li>No creditors' claims were notified to the Liquidators in respect of any of the Companies.</li> </ul>
<b>Costs of the liquidations</b>	<ul style="list-style-type: none"> <li>Please note all fees, costs and expenses, unless otherwise stated, are reported net of VAT.</li> <li>The liquidations form part of a wider managed exit project for the Group for which we have been paid £703,521 in total excluding expenses and disbursements. Please see sections 2.2 to 2.3 for further details.</li> </ul>

<b>Distributions to the members</b>	<ul style="list-style-type: none"> <li>• <b>Wyevale Garden Centres Capital Limited</b> (“WGCC”) – A total of £3,668,786 was distributed, which equates to a rate of £3,668,786 per ordinary share of £1. Please see section 2.1 for further details</li> <li>• <b>Trellis Holdco Limited</b> (“THL”) - A total of £168,786 was distributed, which equates to a rate of £168,786 per ordinary share of £1. Please see section 2.1 for further details</li> <li>• <b>Trellis Management Limited</b> (“TML”) – No distributions were made as there were no assets available for distribution.</li> </ul>
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## 2. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNTS

All costs have been met by the liquidation estate of WGCL, a group company.

### 2.1 Receipts and Payments

There have been no transactions during the liquidations, as evidenced below and on the following pages:

#### Wyevale Garden Centres Capital Limited

**Joint Liquidators' final receipts and payments account for the period from 30 July 2021 to 26 May 2023 and for the period of appointment**

£	Declaration of Solvency values	Notes	Report Period 30/07/2022 to 26/05/2023	To Date 30/07/2021 to 26/05/2023
<b>Receipts</b>				
Amounts receivable from Subsidiary	3,500,000	1,2		
<b>Total receipts</b>	3,500,000		<b>Nil</b>	<b>Nil</b>
<b>Payments</b>				
<b>Total payments</b>	Nil		<b>Nil</b>	<b>Nil</b>
<b>Balance</b>	<b>3,500,000</b>		<b>Nil</b>	<b>Nil</b>

#### Notes

1. An interim distribution of £2m was received from Trellis Holdco Limited, a subsidiary of Wyevale Garden Centres Capital Limited, on 6 October 2021. Immediately following this, an interim cash distribution of £2m was then made from Wyevale Garden Centres Capital Limited to its member, Carmel Capital VII S.a.r.L, ("CCVS"), on 6 October 2021 at a rate of £2m per ordinary share of £1.

As Wyevale Garden Centres Capital Limited does not operate a bank account, the funds were directed from Trellis Holdco Limited to CCVS in line with their instructions.

2. A final distribution of £1,668,786 was made to Wyevale Garden Centres Capital Limited from its subsidiary, Trellis Holdco Limited, on 5 December 2022. Immediately following this, a final distribution of £1,668,786 was made from Wyevale Garden Centres Capital Limited to its member, CCVS, on December 2022 at a rate of £1,668,786 per ordinary share of £1.

As Wyevale Garden Centres Capital Limited does not operate a bank account, the funds were directed from Trellis Holdco Limited to CCVS in line with their instructions.

## Trellis Holdco Limited

### Joint Liquidators' final receipts and payments account for the period from 30 July 2021 to 26 May 2023 and for the period of appointment

£	Declaration of Solvency values	Notes	Report Period 30/07/2022 to 26/05/2023	To Date 30/07/2021 to 26/05/2023
<b>Receipts</b>				
Investments	3,500,000	2,3		
<b>Total receipts</b>			<b>Nil</b>	<b>Nil</b>
<b>Payments</b>				
Other liabilities	3,500,000	1		
<b>Total payments</b>	<b>Nil</b>		<b>Nil</b>	<b>Nil</b>
<b>Balance</b>	<b>Nil</b>		<b>Nil</b>	<b>Nil</b>

## Notes

1. The Other liabilities balance relates to an intercompany payable balance owed by the Trellis Holdco Limited's immediate parent, WGCC.
2. An interim distribution of £2m was received from Wyevale Garden Centres Limited, a subsidiary of Trellis Holdco Limited, on 6 October 2021. Immediately following this, an interim cash distribution of £2m was then made from Trellis Holdco Limited to its member, Wyevale Garden Centres Capital Limited, on 6 October 2021 at a rate of £2m per ordinary share of £1. The interim cash distribution had the effect of reducing the liability owed by the member which is shown and discussed at note 1 above.

As Wyevale Garden Centres Capital Limited does not operate a bank account, the funds were directed from Trellis Holdco Limited to C CVS in line with their instructions.

3. A final distribution of £1,668,786 was made to Trellis Holdco Limited from its subsidiary, Wyevale Garden Centres Holdings Limited, on 5 December 2022. £1.5m of this distribution had the effect of settling the outstanding liability due from the company to WGCC.

Immediately on receipt of the distribution referenced above a final distribution of £168,786, being the net balance following settlement of the liability referenced above, was made from Trellis Holdco Limited to its member, WGCC, at a rate of £168,786 per ordinary share of £1.

As Trellis Holdco Limited does not operate a bank account, the funds were directed from Trellis Holdco to C CVS in line with their instructions.



## Trellis Management Limited

Joint Liquidators' final receipts and payments account for the period from 30 July 2021 to 26 May 2023 and for the period of appointment

£	Declaration of Solvency values	Notes	Report Period 30/07/2022 to 26/05/2023	To Date 30/07/2021 to 26/05/2023
<b>Receipts</b>				
1				
<b>Total receipts</b>	Nil		Nil	Nil
<b>Payments</b>				
<b>Total payments</b>	Nil		Nil	Nil
<b>Balance</b>	Nil		Nil	Nil

### Notes

1. There have been no transactions during the course of the liquidation of Trellis Management Limited as this company has no assets.

## 2.2 Liquidators' Remuneration

The basis of our remuneration was fixed on a time cost basis by the members on 30 July 2021, however, as there were no funds in the estates, our fees were met from the liquidation estate of WGCL, with whom we agreed our fees plus expenses and disbursements, which has been paid in full and are being billed as part of a wider managed exit project by agreement with parent company, Carmel Capital VII SARL by reference to the time properly given by the Liquidators and their staff in attending to matters arising in the winding-up together with VAT thereon.

We have been paid £703,521 in total, excluding 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 on 30 July 2021.

**Expenses (including disbursements) incurred in the report period****Category 1 Expenses**

No Category 1 expenses were incurred in the report period.

**Category 2 Expenses**

No Category 2 expenses were incurred in the report period.

**Summary of Expenses (including disbursements) incurred during the period of the liquidations****Category 1 Expenses**

Details of all expenses (including disbursements) incurred during the period of the liquidation are given below, and from which it can be seen that we have recovered our expenses and disbursements in full. All expenses have been met from the liquidation estate of WGCL.

**Category 1 Expenses (disbursements)**

<b>£ (net)</b>	<b>Incurred in report period</b>	<b>Total cost for the period of the appointment</b>	<b>Unpaid</b>
Statutory advertising		596.70	
Liquidators' statutory insurance bond		230.00	
<b>Total disbursements</b>		<b>826.70</b>	

**Category 2 Expenses**

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

### **3. INFORMATION FOR THE MEMBERS**

#### **3.1 Members' right to request further information**

Members of the Company 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 Company, 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 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 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.