

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 O C 3 7 3 3 0 7
Company name in full Ecosphere Capital Partners LLP

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

2 Liquidator's name

Full forename(s) Samantha
Surname Keen

3 Liquidator's address

Building name/number 1 More London Place
Street
Post town
County/Region London
Postcode S E 1 2 A F
Country United Kingdom

4 Liquidator's name ①

Full forename(s) Richard
Surname Barker

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

5 Liquidator's address ②

Building name/number 1 More London Place
Street
Post town London
County/Region
Postcode S E 1 2 A F
Country United Kingdom

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

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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

[Handwritten Signature]

X

Signature date

^d

0

^d

2

^m

1

^m

0

^y

2

^y

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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 Alana Lyttle

Company name Ernst & Young LLP

Address Atria One, 144 Morrison Street

Post town Edinburgh

County/Region

Postcode E H 3 8 E X

Country United Kingdom

DX

Telephone +44 131 240 2598



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 THE MEMBER

1 October 2020

Ref: RB/SJK/CFR/AL
Contact: Alana Lyttle
Direct Line: +44 131 240 2598
Email: crobertson3@uk.ey.com

Dear Sirs

Ecosphere Capital Partners LLP (In Members' Voluntary Liquidation) ("the LLP")

As you are aware, Samantha Keen and I were appointed as Joint Liquidators of the LLP on 7 June 2018. I write to advise you that we are now in a position to conclude the liquidation.

This letter and its appendices constitutes our final account to members. We also enclose notice in accordance with Rule 5.10 of the Insolvency (England and Wales) Rules 2016 ("the Rules").

Information about the LLP and the Liquidators

The Rules require us to provide certain information about the LLP and the Liquidators. The information can be found in Appendix A of this report. A copy of our receipts and payments account for the period from 7 June 2020 to 1 October 2020 is at Appendix B.

Progress during the period covered by the account

Assets and Distributions to Members

The LLP's only asset as at the date of liquidation was an intergroup receivable balance in the sum of £5,741.86 due from Mirova Natural Capital Limited (formerly known as Ecosphere Capital Limited) ("MNCL"). Prior to liquidation, the LLP had included a VAT liability on its balance sheet of £1,825.89. MNCL advised us during the course of the liquidation that this balance was settled in full by MNCL prior to the liquidation, which was confirmed by HM Revenue & Customs, and the Joint Liquidators have adjusted the intergroup receivable accordingly from £5,741.86 to £3,915.97.

This intergroup receivable balance was distributed in specie to MNCL, as the sole remaining member of the LLP and to the Retired Founding Partner, who both hold 100 capital shares in the LLP, on 3 August 2020.

Remaining Assets

All assets have been realised therefore asset realisations are now complete.

Liabilities

As detailed above, a creditor balance was recorded in the Declaration of Solvency in the amount of £1,826 which related to a VAT liability. This balance was paid prior to the appointment of the Joint Liquidators by MNCL therefore the LLP has no outstanding liabilities.

It is customary in a liquidation to seek confirmation from the relevant Crown authorities that they have no claim in respect of corporation tax, VAT, PAYE and National Insurance Contributions. H M Revenue & Customs have now confirmed that they have no claims in respect of Corporation Tax, VAT, PAYE and National Insurance Contributions.

The LLP had no known external creditors at the date of liquidation over than the VAT liability referred to above, which was settled prior to the liquidation. An advert was placed in the London Gazette requesting creditors of the LLP to prove their claims by 13 July 2018, in accordance with Rule 14.38 of the Rules. No such claims were received.

Agreement of the LLP's tax affairs

During the period, the LLP's tax advisors were instructed to file the LLP's final Self-Assessment tax return up to the date of liquidation.

Following a review of the LLP's tax position, the LLP's tax advisors sought guidance from their specialist Tax Risk Management colleagues to confirm the type of return required, and the period which this return should cover. Following this consultation, it was concluded that a corporation tax return should be prepared and submitted as opposed to the traditional income tax return previously completed by the LLP.

The LLP's tax advisors have submitted the final computation and return up to the date of liquidation, therefore all pre-liquidation tax filing requirements have now been completed.

On 13 May 2020, HM Revenue & Customs provided the Joint Liquidators with tax clearance to conclude the liquidation.

Joint Liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a determination of the Member passed on 7 June 2018.

Details of amounts paid, name of the payor and the relationship between the payor and the LLP, are available upon request to the Liquidators at EY, 1 More London Place, London, SE1 2AF.

A contractual arrangement exists with a third party in respect of the Joint Liquidators' remuneration and as such there is no recourse to the estate.

Joint Liquidators' statement of expenses incurred

During the liquidation, we have incurred expenses relating to statutory advertising and statutory bonding which have also been paid by another group company without recourse to the liquidation estate.

Members rights to further information about, and challenge, remuneration and expenses

In certain circumstances, the Members are entitled to request further information about our remuneration or expenses, or to apply to court if the Members consider the costs to be excessive. Further information is provided in Appendix C.

Other matters

We will now take steps to file our final return and account with the Registrar of Companies. We will then vacate office and subsequently receive our release. Approximately three months after the filing of the final return and account, the LLP will be dissolved by the Registrar of Companies.

Should you wish to discuss any matters arising from this report, please do not hesitate to contact Alana Lyttle on the direct line telephone number shown above.

Yours faithfully
for the LLP



R Barker
Joint Liquidator

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Richard Barker and Samantha Keen are authorised to act as Insolvency Practitioners by The Insolvency Practitioners Association.

The Joint Liquidators may act as data controllers of personal data as defined by the General Data Protection Regulation 2016/679, depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Company may act as a data processor on the instructions of the Joint Liquidators. Personal data will be kept secure and processed only for matters relating to the Joint Liquidators appointment. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy.

Ecosphere Capital Partners LLP (In Members' Voluntary Liquidation) ("the LLP")

Information about the LLP and the Liquidators

Registered office address of the Partnership:	c/o Ernst & Young LLP 1 More London Place London SE1 2AF
Registered number:	OC373307
Full names of the liquidators:	Samantha Keen & Richard Barker
Liquidators' address	Ernst & Young LLP 1 More London Place London SE1 2AF
Telephone number on which the liquidators can be contacted:	+44 131 240 2598
Date of appointment of the Joint Liquidators:	7 June 2018
Details of any changes of Liquidator:	None

Ecosphere Capital Partners LLP (In Members' Voluntary Liquidation) ("the LLP")

Joint Liquidators' receipts and payments account for the period from 7 June 2020 to 1 October 2020

Declaration of Solvency Estimated to Realise Values		From 7 June 2018 to 6 June 2019	From 7 June 2019 to 6 June 2020	From 7 June 2020 to 1 October 2020	Cumulative Total
£		£	£	£	£
	Receipts				
5,742	Intergroup receivable balance due from MNCL	-	-	3,915.97	3,915.97
	Total	-	-	3,915.97	3,915.97
	Payments				
1,826	Other liabilities	-	-	-	-
	Total	-	-	-	-
	Distributions				
	In specie distribution to the member and Retired Founding Partner	-	-	(3,915.97)	(3,915.97)
	Total	-	-	(3,915.97)	(3,915.97)
3,916	Balance	-	-	-	-
	Represented by:				
	Balance at bank as at 1 October 2020				-

Notes

1. Receipts and payments are stated net of VAT.
2. The Joint Liquidators' remuneration was fixed on a time-cost basis by the Member.
3. The intergroup receivable balance was distributed in specie to MNCL, as the sole remaining member of the LLP and to the Retired Founding Partner, who both hold 100 capital shares in the LLP, on 3 August 2020.
4. A creditor balance was recorded in the Declaration of Solvency in the amount of £1,826 in relation to a VAT liability. The balance was paid prior to the appointment of the Joint Liquidators.

Members' rights to request further information about remuneration or expenses or to challenge a Liquidators' remuneration - Rules 18.9 and 18.34 of the Insolvency (England and Wales) Rules 2016, as amended

18.9 Members' request for further information

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 or account 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 or account 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).

18.34 Members' claim that remuneration is 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-holders 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).

Notice of final account to members

Ecosphere Capital Partners LLP (In Members' Voluntary Liquidation) ("the LLP")

Other trading names(s) or style(s)	None
Registered number:	OC373307
Registered office address of the Partnership:	c/o Ernst & Young LLP 1 More London Place London SE1 2AF
Date of appointment of Joint Liquidators:	7 June 2018
Full names of the liquidators:	Samantha Keen & Richard Barker
Liquidators' address	1 More London Place, London, SE1 2AF
Office holder number:	9250 / 17150
Telephone number	0131 240 2598

Date of notice: 1 October 2020

In accordance with Rule 5.10 of the Insolvency (England and Wales) Rules 2016 we give notice of the following:

- The affairs of the company are fully wound up;
- We the liquidators having delivered copies of the account to members must, within 14 days of the date on which the account is made up, deliver a copy of the account to the registrar of companies; and
- We will vacate office and be released under section 171 of the Insolvency Act 1986 on delivering the final account to the registrar of companies.

Signed:  _____

Name: Richard Barker _____
Joint Liquidator