

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 | 0 | 4 | 8 | 8 | 7 | 1 | 3 | 3 |
| Company name in full | Nobel Education Network Limited | | | | | | | |

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

2 Liquidator's name

| | |
|------------------|------------|
| Full forename(s) | Ben |
| Surname | Woodthorpe |

3 Liquidator's address

| | |
|----------------------|-------------------|
| Building name/number | 22 York Buildings |
| Street | John Adam Street |
| Post town | London |
| County/Region | |
| Postcode | W C 2 N 6 J U |
| Country | |

4 Liquidator's name

| | |
|------------------|--------|
| Full forename(s) | Simon |
| Surname | Jagger |

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


5 Liquidator's address

| | |
|----------------------|-------------------|
| Building name/number | 22 York Buildings |
| Street | John Adam Street |
| Post town | London |
| County/Region | |
| Postcode | W C 2 N 6 J U |
| Country | |

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 | <table><tr><td>D</td><td>D</td><td>M</td><td>M</td><td>Y</td><td>Y</td><td>Y</td><td>Y</td></tr><tr><td>0</td><td>5</td><td>1</td><td>0</td><td>2</td><td>0</td><td>2</td><td>0</td></tr></table> | D | D | M | M | Y | Y | Y | Y | 0 | 5 | 1 | 0 | 2 | 0 | 2 | 0 | |
| D | D | M | M | Y | Y | Y | Y | | | | | | | | | | | |
| 0 | 5 | 1 | 0 | 2 | 0 | 2 | 0 | | | | | | | | | | | |

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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.

Ayomide Bada

ReSolve Advisory Limited

22 York Buildings

John Adam Street

London

Postcode

W C 2 N 6 J U

DX

020 7702 9775



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

Nobel Education Network Limited

In Member's Voluntary Liquidation

Joint Liquidators' Final Account to the Member
For the period 24 September 2019 to 28 September 2020

CONTENTS

1. Introduction
2. Liquidators' actions since appointment
3. Receipts and payments
4. Assets
5. Liabilities
6. Distribution to the member
7. Liquidators' remuneration and expenses
8. Further information

APPENDICES

- I. Details of Joint Liquidators' appointment
- II. Receipts and payments account
- III. Notice to Accompany Final Account

1. INTRODUCTION

I refer to the appointment of Simon Jagger and I as Joint Liquidators of Nobel Education Network Limited (the Company) on 24 September 2019.

This is my final account to the member as all matters have now been concluded and the Liquidation can now be finalised.

The Company's statutory information is detailed at Appendix I.

2. LIQUIDATORS' ACTIONS SINCE APPOINTMENT

The following actions have been undertaken since my appointment:

- Upon appointment I arranged for the formal notices to be issued to the relevant parties,
- Opened and maintained bank accounts for the purpose of receiving funds in the Liquidation,
- Dealt with the Company's pre-appointment bankers, HSBC Bank plc (HSBC) and requested the funds held to be transferred to the Company's Liquidation bank accounts,
- Liaised with the Company's accountants, Rawlinson & Hunter LLP (Rawlinson & Hunter) in relation to preparing the Company's final management accounts and providing relevant accounting information,
- Liaised with the Company's solicitors, LCN Legal Limited (LCN Legal) in relation to the review of the draft Novation Deed in relation to the Company and the provision of related advice,
- Undertook a cash distribution which was declared to the member of the Company on 21 September 2020,
- Liaised with HM Revenue & Customs (HMRC) for pre-appointment taxation clearances,
- Prepared this final account, and
- Finalised the Liquidation.

The matters undertaken during the course of the solvent liquidation process have been statutory in nature and whilst there is no direct benefit to the member, the work has been completed under a fixed fee agreement.

3. RECEIPTS AND PAYMENTS

Attached at Appendix II is the receipts and payments account for the period 24 September 2019 to 28 September 2020.

Receipts

Cash at bank

The Company's pre appointment bank accounts have been closed and the balances of £3,681, €45,826 and US\$3,586 were transferred into the Liquidation bank accounts.

The funds held on the GBP and Euro bank accounts were transferred to the US dollar account for distribution to the shareholder's US dollar account.

Bank interest

The sums of £1 and US\$18 were received in relation to bank interest earned on the Liquidation bank accounts.

Payments

Accountancy fees

The sum of £2,000 was paid to the Company's accountants, Rawlinson & Hunter for the preparation of the Company's final management accounts and submission of its final tax returns.

Office Holders fees and expenses

The amounts of €8,453.56 and €557.34 have been paid from the Company's Euro liquidation bank account in settlement of the Joint Liquidators fees and expenses of £7,000 and £462 respectively.

Further details can be found in Section 7, below.

Professional fees

The sum of £1,000 was paid to LCN Legal for the provision of legal advice in relation to the Company's draft Novation Deed.

VAT irrecoverable

The Company is not VAT registered, so the VAT on costs incurred during the Liquidation is not recoverable.

Transfer to USD account

The balances of £81 and €35,063 held on the Sterling and EURO Liquidation bank accounts respectively, were transferred to the USD Liquidation bank account to facilitate the cash distribution to the member.

Cash distribution

On 21 September 2020, I declared a first and final cash distribution to the member of the Company of US\$44,269. Further details can be found in Section 6, below.

There were no further payments made during the Liquidation.

4. ASSETS

The following asset was detailed on the Declaration of Solvency (DOS):

Cash at Bank

The DoS listed Cash at Bank at £3,818, €41,985, and US\$2,963.

Upon appointment, we wrote to the Company's pre appointment bank, HSBC, to advise of the Liquidation.

As the Company held bank accounts in Sterling, Euro and US dollars, respective Liquidation bank accounts were opened on behalf of the Company.

The Company's pre-appointment bank accounts were closed and the balances of £3,681, €45,826 and US\$3,586 transferred into the Liquidation bank accounts.

Bank interest

Although not detailed in the DoS, sums of £1 and US\$18 were received in relation to interest generated on the Company's Sterling and USD Liquidation bank accounts.

No other assets have been identified during the Liquidation to date and no further asset realisations are expected.

5. LIABILITIES

The following liabilities were detailed on the DOS:

Estimated costs and disbursements of Joint Liquidators

The sum of £9,000 was estimated in relation to the costs and disbursements of the Liquidation. As detailed above, payments of €8,453.56 and €557.34 were made in this regard.

No other liabilities have been identified during the course of the liquidation. HMRC has submitted a nil claim in the liquidation and provided tax clearance enabling the liquidation to be finalised.

6. DISTRIBUTION TO THE MEMBER

On 21 September 2020, I distributed USD\$44,269 in cash to the member of the Company by way of a final distribution of capital at a rate of US\$0.47 per ordinary share.

There will be no further distributions to the member.

7. LIQUIDATORS' REMUNERATION AND EXPENSES

Written resolutions of the member dated 24 September 2019 resolved that the Joint Liquidators' remuneration should be fixed at £7,000 plus disbursements and VAT for assisting with the preparation of the Declaration of Solvency and the winding up of the Company. The Liquidators' fees have been paid from the Company's EURO Liquidation bank account.

The following disbursements have been incurred and paid from the Company's Euro liquidation bank account:

| | £ |
|-----------------------|---------------|
| Bonding | 98.00 |
| Statutory Advertising | 253.50 |
| IT Support | 110.00 |
| Total | <u>461.50</u> |

There will be no further disbursements incurred.

A Creditors' Guide to Liquidator's Fees can be made available free of charge on request, or copies are also available at <http://www.resolvegroupuk.com/resources/>. Please note there are different versions of the guides, and in this case you should refer to the version for insolvencies after 1 October 2015.

8. FURTHER INFORMATION

At ReSolve we always strive to provide a professional and efficient service, however we recognise that it is in the nature of insolvency proceedings for disputes to arise from time to time. If you should have cause to complain about the way that we are acting, you should, in the first instance, put details of your complaint in writing to our complaints officer Cameron Gunn. This will formally invoke our complaints procedure and we will endeavour to deal with your complaint under the supervision of a senior partner unconnected with the appointment.

Most disputes can be resolved amicably either through the provision of further information or following negotiations. However, in the event that you have exhausted our complaints procedure and you are not satisfied that your complaint has been resolved or dealt with appropriately, you may complain to the regulatory body that licences the insolvency practitioner concerned. Any such complaints should be addressed to The Insolvency Service, IP Complaints, 3rd Floor, 1 City Walk, Leeds, LS11 9DA; or you may email ip.complaints@insolvency.gsi.gov.uk or you may phone 0300 6780015. The Complaints Gateway will in turn determine if such complaint should be addressed by Mr Woodthorpe's and Mr Jagger's regulatory body. Details of the relevant call charges and opening hours can be found here: <http://www.resolvegroupuk.com/policies2/>.

Should you have any further queries in respect of this Liquidation, please do not hesitate to contact Ayomide Bada of this office.

Yours faithfully



Ben Woodthorpe
Joint Liquidator

For enquiries regarding this correspondence please contact:

Contact name: Ayomide Bada
Phone number: 020 3411 8102
Email: ayomide.bada@resolvegroupuk.com

Cameron Gunn, Mark Supperstone, Lee Manning, Chris Farrington, Ben Woodthorpe and Simon Jagger are licensed to act as Insolvency Practitioners in the United Kingdom by the Institute of Chartered Accountants in England and Wales
Please refer to the firm's privacy notice setting out your rights and explaining how your data will be used. The notice can be found on our website here www.resolvegroupuk.com/policies2/.

APPENDIX I

Details of Liquidators' Appointment

| | |
|------------------------|--|
| Company name: | Nobel Education Network Limited |
| Former company name: | Themes School Network Limited |
| Registered number: | 04887133 |
| Date of incorporation: | 4 September 2003 |
| Nature of Business: | 82990 - Other business support service activities not elsewhere classified |
| Registered office: | c/o ReSolve Advisory Limited 22 York Buildings London WC2N 6JU |
| Date of appointment: | 24 September 2019 |
| Appointed by: | The Member |
| Liquidators: | Ben Woodthorpe and Simon Jagger ReSolve Advisory Limited 22 York Buildings London WC2N 6JU |

APPENDIX II

Receipts and payments account

NOBEL EDUCATION NETWORK LIMITED - IN LIQUIDATION
SUMMARY OF JOINT LIQUIDATORS' RECEIPTS AND PAYMENTS
FROM 24 SEPTEMBER 2019 TO 28 SEPTEMBER 2020

| | Declaration of Note Solvency | For the period 24-Sep-19 to 28-Sep-20 | Total Receipts/ Payments To Date | For the period 24-Sep-19 to 28-Sep-20 | Total Receipts/ Payments To Date | For the period 24-Sep-19 to 28-Sep-20 | Total Receipts/ Payments To Date |
|----------------------------|---------------------------------------|--|---|--|---|--|---|
| | | £ | £ | € | € | \$ | \$ |
| RECEIPTS | | | | | | | |
| Cash at Bank - GBP | 3,817.65 | 3,680.83 | 3,680.83 | - | - | - | - |
| Cash at Bank - EURO | 41,984.89 | - | - | 45,825.77 | 45,825.77 | - | - |
| Cash at Bank - USD | 2,962.60 | - | - | - | - | 3,586.15 | 3,586.15 |
| Bank interest | - | 0.49 | 0.49 | - | - | 18.16 | 18.16 |
| Transfer from GBP account | - | - | - | - | - | 105.98 | 105.98 |
| Transfer from EURO account | - | - | - | - | - | 40,558.89 | 40,558.89 |
| | <u>48,765.14</u> | <u>3,681.32</u> | <u>3,681.32</u> | <u>45,825.77</u> | <u>45,825.77</u> | <u>44,269.18</u> | <u>44,269.18</u> |

| | | | | | | | |
|---|-----------------|-----------------|-----------------|------------------|------------------|------------------|------------------|
| PAYMENTS | | | | | | | |
| Accountancy fees | - | 2,000.00 | 2,000.00 | - | - | - | - |
| Office Holders Fees | - | - | - | 8,453.56 | 8,453.56 | - | - |
| Office Holders Expenses | 9,000.00 | - | - | 557.34 | 557.34 | - | - |
| Professional fees | - | 1,000.00 | 1,000.00 | - | - | - | - |
| Transfer to USD account | - | 81.32 | 81.32 | 35,062.93 | 35,062.93 | - | - |
| VAT irrecoverable | - | 600.00 | 600.00 | 1,751.94 | 1,751.94 | - | - |
| First and final distribution to member on 21 September 2020 | - | - | - | - | - | 44,269.18 | 44,269.18 |
| | <u>9,000.00</u> | <u>3,681.32</u> | <u>3,681.32</u> | <u>45,825.77</u> | <u>45,825.77</u> | <u>44,269.18</u> | <u>44,269.18</u> |
| Receipts less payments | | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |

| | |
|--|----------|
| REPRESENTED BY | |
| Bank account (current, non-interest bearing) | - |
| VAT receivable / (payable) | - |
| Total | <u>-</u> |

NOTE:

- The balances held on the EURO and GBP bank accounts were transferred to the company's USD bank account for the distribution to the member
- On 21 September 2020, a first and final cash distribution was declared to the member in the sum of USD\$44,269 at a rate of USD\$0.47 per share

APPENDIX III

Notice to Accompany Final Account

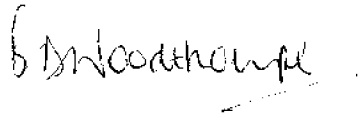
Nobel Education Network Limited - In Member's Voluntary Liquidation

Company number: 04887133

NOTICE IS GIVEN to the member of the above-named Company by Ben Woodthorpe and Simon Jagger under rule 5.10 of The Insolvency (England and Wales) Rules 2016 that:

1. the Company's affairs have been fully wound up;
2. the Joint Liquidators' having delivered copies of the final account to the member must, within 14 days of the date on which the final account is made up, deliver a copy of the account to the Registrar of Companies;
3. the Joint Liquidators' will vacate office under section 171(6) of The Insolvency Act 1986, and be released under section 173(2)(d) on delivery of the final account to the Registrar of Companies.

Should the member require further information regarding the above, please contact Ayomide Bada of this office on 020 7702 9775.



Signed:

Ben Woodthorpe
Joint Liquidator

Dated: 28 September 2020