

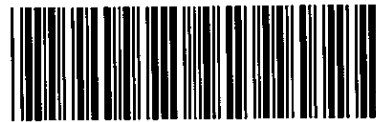
LIQ13

Notice of final account prior to dissolution in MVL



Companies House

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COMPANIES HOUSE

on, please
at
ieshouse

1 Company details

Company number 0 5 7 0 2 8 6 6

Company name in full GS European Investment Group II

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

2 Liquidator's name

Full forename(s) Anne Clare

Surname O'Keefe

3 Liquidator's address

Building name/number AlixPartners Services UK LLP, The Zenith Building

Street 26 Spring Gardens

Post town Manchester

County/Region

Postcode M 2 1 A B

Country United Kingdom

4 Liquidator's name

Full forename(s) Alastair Paul

Surname Beveridge

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

5 Liquidator's address

Building name/number AlixPartners Services UK LLP

Street 6 New Street Square

Post town London

County/Region

Postcode E C 4 A 3 B F

Country United Kingdom

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

LIQ13

Notice of final account prior to dissolution in MVL

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

Al Keeke

X

Signature date

d	d	m	m	y	y	y	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 T McDermott

Company name AlixPartners Services UK LLP

Address The Zenith Building

26 Spring Gardens

Post town Manchester

County/Region

Postcode M 2 1 A B

Country United Kingdom

DX

Telephone 0161 838 4542

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

Liquidators' Final Account to Members 30 September 2015 to 5 July 2017

GS European Investment Group II
In Liquidation

5 July 2017

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1. Why this report has been prepared

- 1.1 As you will be aware Anne Clare O’Keefe and Alastair Paul Beveridge (the **Liquidators**) were appointed on 30 September 2015.
- 1.2 In accordance with UK Insolvency Legislation, before a liquidation may be concluded, a liquidator must prepare and deliver a notice and draft final account of the liquidation to the company’s members.
- 1.3 Pursuant to rules 18.9 and 18.34 respectively of the Insolvency (England and Wales) Rules 2016 (**IR2016**), a company’s members may make a written request for further information about remuneration and/or expenses shown in a liquidator’s proposed final account or make an application to court on the grounds that remuneration or expenses are excessive. Further information in this regard is provided at section 6 of this report.
- 1.4 This report covers the period 30 September 2016 to 5 July 2017 (the **Period**), and should be read in conjunction with the Liquidators’ previous report.
- 1.5 This report has been prepared in accordance with rules 1.6 and 18.14 of IR2016.
- 1.6 All matters in the Liquidation have now been finalised and the purpose of this report is to provide a final update on the outcome of the Liquidation, including details of assets realised, details regarding the Liquidators’ fees and the outcome for members.
- 1.7 Details of the Liquidators’ fees and costs incurred are detailed at Appendix C.
- 1.8 If you require a hard copy of this report or have any queries in relation to its contents, or the Liquidation generally, please contact Tom McDermott on 0161 838 4542, by email at creditorreports@alixpartners.com or in writing to the offices of AlixPartners at The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB.

2. Summary of information for members

Dividend distributions

Member	Shares held	Shareholding	Total distributed £	Dividend rate
Mont Blanc Acquisitions Limited - in Liquidation	359,014 ordinary €1 shares	99.18%	262,776	73 pence per €1 share or 99%
ELQ Investors Limited re GS European Opportunities Fund II GP Limited	2,962 ordinary €1 shares	0.82%	2,168	73 pence per €1 share or 99%

Notes:

On 29 September 2015, the Company passed a special resolution to reduce its shares in issue, as there had previously been shares issued in a number of different currencies. As at the date of appointment, total shares in the Company were therefore 361,976 shares at par value of €1 each.

The Company's shareholders are Mont Blanc Acquisitions Limited - in Liquidation (**MBAL**) and ELQ Investors Limited (**ELQ**) on behalf of GS European Opportunities Fund II GP Limited (**GSEOFL**). Further information in relation to the shareholdings is detailed in section 3.

The Liquidators declared a dividend to members on 16 May 2017. Funds distributed totalled £264,944, as outlined above.

The Euro/Pounds Sterling exchange rate as at the date of Liquidators' appointment was 0.74 £/€. The dividend shown above therefore represents a return to members of 73 pence per €1 share, or 99%.

For further information please refer to section 5 of this report.

3. Progress of the Liquidation

- 3.1 The Liquidation has now been completed, all realisable assets have been realised, and the proceeds distributed in accordance with the Insolvency Act 1986.
- 3.2 Attached at Appendix B is the Liquidators' Receipts and Payments Account for the Period, together with a Cumulative Account for the period since appointment.

Debtors

- 3.3 In the Liquidators' annual report dated 15 November 2016, the only remaining unrealised asset was the debtor as shown on the Declaration of Solvency (**DofS**) in the sum of €120.
- 3.4 In the Period, the Liquidators made enquiries with the Company's members to establish the position and the balance has been written-off.

Category 2 disbursements

- 3.5 The Liquidators completed a review of their receipts and payments in the Period, including the category 2 disbursements incurred on the assignment. It was deemed prudent by the Liquidators to refund the category 2 disbursements to the Company as the original resolution of members did not include specific reference to the amounts charged.
- 3.6 The sum of £10 has therefore been refunded to the Company in this regard.

VAT and tax clearance

- 3.7 In the Period, the Liquidators recovered the final amounts of VAT due to the Company from HM Revenue and Customs (**HMRC**) and filed the Company's final corporation tax return. No tax was payable. HMRC previously provided clearance to close the Liquidation on 9 September 2016.

Clarification of members' shareholdings

- 3.8 Companies House filings show that the Company's two shareholders at the date of appointment were MBAL and GSEOFL.
- 3.9 Enquiries with the members following the Liquidators' appointment showed that GSEOFL held its shares in the Company on behalf of GS European Opportunities Fund L.P. (**LP**), a limited partnership in the Goldman Sachs group.
- 3.10 LP was dissolved on 15 December 2016 and as at that date, transferred its shares in the Company to ELQ, therefore the distribution from the Company that ordinarily would have been made to GSEOFL, was made to ELQ.
- 3.11 In the Period, the Liquidators also obtained confirmation from the members as to the number of the Company's shares in issue, as there were some share redemptions in the period immediately prior to the winding-up.
- 3.12 The correct shareholdings are detailed in section 2 of this report.

Distribution to members

- 3.13 Following the realisation of all of the Company's assets on the DofS, and as there were no creditor claims in the Liquidation, a distribution to members was declared on 16 May 2017.
- 3.14 Funds distributed to members totalled £264,944. This represents a distribution of 73 pence per €1 share, or 99%.
- 3.15 The Company has no further assets.

4. Unrealised assets

- 4.1 All assets have now been realised and the Receipts and Payments Account at Appendix B reflects the final position on both realisations achieved and payments discharged during the course of the Liquidation.
- 4.2 All costs and expenses of the Liquidation have been paid and surplus funds in the Company were distributed to MBAL and ELQ in the Period.

5. Outcome for members

- 5.1 The Company's two members were owed a total of €361,976. They received a total dividend of £264,944 which represented a dividend rate of 73 pence per €1 share, or 99%.

6. What happens next

Final account

- 6.1 Each of the Company's members have confirmed to the Liquidators in writing that they should deliver the Liquidators' final account to the members.
- 6.2 Members should therefore consider this report as the Liquidators' final account, as the Liquidators consider that Company's affairs are fully wound-up.
- 6.3 Each of the Company's members have also confirmed to the Liquidators in writing that they do not intend to make a written request or an application to court pursuant to rules 18.9 and 18.34 of the IR2016 respectively.
- 6.4 Upon delivery of the final account to the Registrar of Companies, the Liquidators will be released as Liquidators in accordance with section 171(6) of the Insolvency Act 1986.
- 6.5 The Company will be dissolved in approximately three months time.

Yours faithfully



Anne O'Keefe
Liquidator

Encs

Appendix A. Statutory information

Company information

Company name	GS European Investment Group II
Registered number	05702866
Registered office	c/o AlixPartners Services UK LLP, The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB
Former registered office	Peterborough Court, 133 Fleet Street, London, EC4A 2BB
Trading address	Peterborough Court, 133 Fleet Street, London, EC4A 2BB
Trading names	GS European Investment Group II

Liquidators' information

Name	Address	IP number	Name of authorising body
Anne Clare O'Keefe	AlixPartners Services UK LLP, The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB	008375	Insolvency Practitioners Association
Alastair Paul Beveridge	AlixPartners Services UK LLP, 6 New Street Square, London, EC4A 3BF	008991	Insolvency Practitioners Association

Other relevant information

As stated in the resolution passed by the members appointing the Liquidators, any act required or authorised to be done by the Liquidators may be done by all or any one or more of them. All references to the Liquidators should be read as the Joint Liquidators.

Appendix B. Receipts and Payments Account for the period 30 September 2016 to 5 July 2017 and a Cumulative Account for the period since appointment

Declaration of Solvency €	Period £	Cumulative £
361,856		
120		
Receipts		
Balance at bank and cash in hand	-	281,304
Debtors	-	-
Bank interest	-	56
	-	281,360
Payments		
Pre-appointment legal fees	-	10,000
Liquidators' fees	-	5,780
Category 1 disbursements:		
Specific penalty bond	-	225
Storage costs	-	40
Statutory advertising	-	338
Category 2 disbursements repaid:		
Photocopying and printing	(10)	-
Bank charges	32	33
	(22)	(16,416)
Distributions 16/05/2017 73p per €1 share / 99%		
Members:		
Mont Blanc Acquisitions Limited- in Liquidation	262,776	262,776
ELQ Investors Limited re GSEOFL	2,168	2,168
	(264,966)	(264,944)
Total balance		-

Note: The DoFS was denominated in Euros, whilst the above account is denominated in Pounds Sterling.

Appendix C. Liquidators' fees and disbursements

The basis of the Liquidators' fees were approved by a resolution passed by the members on 30 September 2015 as being a set amount of £5,780 plus disbursements.

Liquidators' fees totalling £5,780 have been drawn during the course of the Liquidation.

Disbursements

Category 1 disbursements of £603 have been drawn on account. The Company has not charged any category 2 disbursements as outlined at section 3.

Appendix D. Additional information in relation to the Liquidators' fees pursuant to Statement of Insolvency Practice 9

Policy

Detailed below is AlixPartners' policy in relation to:

- staff allocation and the use of sub-contractors;
- professional advisors; and
- disbursements.

Staff allocation and the use of sub-contractors

The Liquidators' general approach to resourcing their assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The case team will usually consist of a managing director, a vice president or senior associate, an associate and an analyst. The exact case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. On larger, more complex cases, several staff at all grades may be allocated to meet the demands of the case.

With regard to support staff, time spent by cashiers in relation to specific tasks such as recording transactions and dealing with bank accounts on an assignment is charged but secretarial time is only recovered if a large block of time is incurred, eg report compilation and distribution.

The Liquidators have not utilised the services of any sub-contractors or external professional advisors in this case.

Disbursements

Category 1 disbursements do not require approval by creditors. Category 1 disbursements may include external supplies of incidental services specifically identifiable to the case eg postage, case advertising, invoiced travel and external printing, room hire and document storage. Any properly reimbursed expenses incurred by the Liquidators and their staff will also be chargeable.