

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

TUESDAY



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A21

22/08/2017

#318

COMPANIES HOUSE

1 Company details

Company number 0 1 1 6 5 3 2 5

Company name in full Marnlev Limited

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

2 Liquidator's name

Full forename(s) Michael

Surname Finch

3 Liquidator's address

Building name/number Suite 17, Building 6

Street Croxley Park

Post town Hatters Lane

County/Region Watford

Postcode W D 1 8 8 Y H

Country

4 Liquidator's name ①

Full forename(s) James

Surname Eldridge

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

5 Liquidator's address ②

Building name/number Suite 17, Building 6

Street Croxley Park

Post town Hatters Lane

County/Region Watford

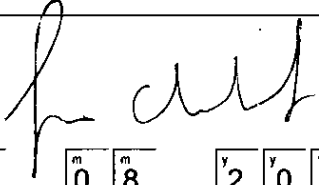
Postcode W D 1 8 8 Y H

Country

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

LIQ13

Notice of final account prior to dissolution in MVL

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	Signature <input checked="" type="checkbox"/>  <input checked="" type="checkbox"/>	
Signature date	<div> <div>d</div> <div>2</div> <div>d</div> <div>1</div> <div>m</div> <div>0</div> <div>m</div> <div>8</div> <div>y</div> <div>2</div> <div>y</div> <div>0</div> <div>y</div> <div>1</div> <div>y</div> <div>7</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

Pieris Lysandrou

Company name

Moore Stephens LLP

Address

Suite 17, Building 6

Croxley Park

Post town

Hatters Lane

County/Region

Watford

Postcode

W D 1 8 8 Y H

Country

DX

Telephone

+44 (0)1923 236622



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

Marnlev Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Declaration of Solvency £		From 08/03/2017 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
	ASSET REALISATIONS		
16,000.00	Inter-company receivable (In specie)	16,000.00	16,000.00
		16,000.00	16,000.00
	CONTRIBUTORIES		
	Ordinary shareholders (In specie)	16,000.00	16,000.00
		(16,000.00)	(16,000.00)
16,000.00		NIL	NIL
	REPRESENTED BY		
			NIL

Note:

James Eldridge
Joint Liquidator

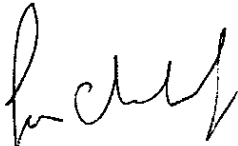
Notice of the final account under R5.10 of the Insolvency (England and Wales) Rules 2016

MAJESTIC WINE CARD SERVICES LIMITED (04184279)
MAJESTIC WINE QUEST TRUSTEES LIMITED (04383839)
WINE AND BEER WORLD LIMITED (02816502)
WHARFSIDE WINE PLC (02109914)
MARNLEV LIMITED (01165325)
WIZARD WINE LIMITED (02009180)
MERLIN WINE LIMITED (01880811)
WBI HOLDCO LIMITED (06466731)
WBI LIMITED (05218793)

(ALL IN MEMBERS' VOLUNTARY LIQUIDATION) ("THE COMPANIES")

NOTICE IS HEREBY GIVEN:

- 1 The affairs of the Companies are fully wound up;
- 2 The joint liquidators having delivered copies of the account to the members, must within 14 days of which the account is made up, deliver a copy of the account to the registrar of companies; and
- 3 The joint liquidators will vacate office and be released under s171 of the Insolvency Act 1986 on delivering the final account to the registrar of companies.



James Eldridge
Joint Liquidator

Date: 21 August 2017

Contact: Pieris Lysandrou
Moore Stephens LLP
Suite 17, Building 6
Croxley Park
Hatters Lane
Watford
WD18 8YH

Tel: +44 (0)1923 236622
Email: Pieris.Lysandrou@moorestephens.com

**MAJESTIC WINE CARD SERVICES LIMITED
MAJESTIC WINE QUEST TRUSTEES LIMITED
WINE AND BEER WORLD LIMITED
WHARFSIDE WINE PLC
MARNLEV LIMITED
WIZARD WINE LIMITED
MERLIN WINE LIMITED
WBI HOLDCO LIMITED
WBI LIMITED**

(ALL IN MEMBERS' VOLUNTARY LIQUIDATION) (TOGETHER "THE COMPANIES")

FINAL ACCOUNT TO THE MEMBERS

21 August 2017

Moore Stephens LLP
Suite 17, Building 6
Croxley Park
Hatters Lane
Watford
WD18 8YH

Tel: +44 (0)1923 236622
Fax: +44 (0)1923 245660

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1. Statutory information
2. Conduct of the liquidation
3. Joint liquidators' remuneration
4. Joint liquidators' expenses
5. Members' rights
6. Liabilities
7. Return on capital

Appendices

- | | |
|-------------|--------------------------------|
| Appendix I | Receipts and payments accounts |
| Appendix II | Schedule of expenses incurred |

This report is intended for use by those parties entitled to a copy thereof under the Insolvency Rules 1986. It may contain information that is privileged, confidential or exempt from disclosure and any dissemination, distribution or copying of it and its attachments is strictly prohibited.

Any estimated outcomes for members are for illustration only and cannot be relied upon as guidance as to the actual outcome for members.

Michael Finch and James Eldridge are authorised in the UK to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales. All of our work is conducted in accordance with the Insolvency Code of Ethics.

1. Statutory information

Company names and numbers: Majestic Wine Card Services Limited (04184279)
Majestic Wine Quest Trustees Limited (04383839)
Wine and Beer World Limited (02816502)
Wharfside Wine Plc (02109914)
Marnlev Limited (01165325)
Wizard Wine Limited (02009180)
Merlin Wine Limited (01880811)
WBI Holdco Limited (06466731)
WBI Limited (05218793)

Registered office: Suite 17, Building 6, Croxley Park, Hatters Lane, Watford, WD18 8YH

Date of appointment: 8 March 2016

Joint liquidators: Michael Finch
James Eldridge

Joint liquidators' address: Suite 17, Building 6, Croxley Park, Hatters Lane, Watford, WD18 8YH

2. Conduct of the liquidation

- 2.1. The receipts and payments accounts attached in Appendix I detail the assets realised during the liquidation together with the receipts and payments since my previous progress report.
- 2.2. The sole assets of each of the Companies were intercompany receivables due from other group companies and/or investments in subsidiary companies which are also in liquidation.
- 2.3. The sole liabilities of the Companies, if any, were intercompany payables due to other group companies which are also in liquidation.
- 2.4. The liabilities of the Companies were settled by assignment of intercompany receivable and the remaining intercompany receivable balances were distributed in specie to each company's shareholder on 19 June 2017. I set out below the amounts distributed and the distribution per Ordinary shares held in each company:

Company	Shareholder	Intercompany receivable £	Distribution per share
Majestic Wine Card Services Limited	Majestic Wine PLC	100	£1
Majestic Wine Quest Trustees Limited	Majestic Wine PLC	100	£1
Wine and Beer World Limited	Majestic Wine PLC	2	£1
Wharfside Wine Plc	Majestic Wine PLC	2	0.000005 pence
Marnlev Limited	Wharfside Wine plc	16,000	£1
Wizard Wine Limited	Wharfside Wine plc	2	£2
Merlin Wine Limited	Wizard Wine plc	2	£1
WBI Holdco Limited	Majestic Wine Warehouses Limited	32,933	1.25003796 pence
WBI Limited	WBI Holdco Limited	2,630,354	99.840315 pence

- 2.5. The intercompany receivables were valued for the purposes of the distributions by reference to the Companies' management accounts and the directors' declarations of solvency.
- 2.6. No assets have proved to be unrealisable.
3. Joint liquidators' remuneration
- 3.1. The remuneration of the joint liquidators has been fixed as follows:
 - That the remuneration of the joint liquidators be fixed by reference to the time properly given by the joint liquidators and their staff in attending to matters arising in the winding up (pre and post appointment) in accordance with Rule 4.148A(2)(b) of the Insolvency Rules 1986, without further resolution from the members.
- 3.2. Since by previous progress report, time costs of £21,548 have been incurred over 85.95 hours at an average rate of 250.70 per hour.
- 3.3. During the period of the liquidations, total time costs of £41,279 have been incurred over 148.85 hours at an average rate of £277.32 per hour.
- 3.4. Remuneration of £27,247 has been drawn in respect of these time costs and paid by the ultimate parent company.
- 3.5. The time costs incurred to date have arisen primarily as a result of liaising with the Companies' ultimate parent company in respect of the reconciliation of the intercompany balances and Corporation Tax compliance and seeking the required

clearances from HM Revenue & Customs ("HMRC"). In addition we have dealt with the statutory functions required under the Insolvency Act and Rules.

- 3.6. If you wish to receive a copy of "A Creditors' Guide to Liquidators' Fees" this is available on the Moore Stephens website <http://www.moorestephens.co.uk/corporaterecovery.aspx> or by requesting a copy from this office in writing or by telephone.

4. Joint liquidators' expenses

- 4.1. A schedule of all expenses incurred in the liquidation have been attached in Appendix II.

5. Members' rights

- 5.1. Within 21 days of receipt of this report, members with at least 5% in value of the total voting rights of all members having the right to vote at general meetings of a company or any member with the permission of the Court may request in writing that the joint liquidators provide further information about their remuneration or expenses which have been itemised in the progress report.
- 5.2. Within 14 days of receipt of the request, we must provide all of the information asked for, except so far as we consider that:
- the time or cost of preparation of the information would be excessive, or
 - disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
 - we are subject to an obligation of confidentiality in respect of the information.

We are also required to give reasons for not providing all of the requested information.

- 5.3. Members with at least 10% in value of the total voting rights of all members having the right to vote at general meetings of a company may, within 8 weeks of receipt of the draft final account make an application to court on the grounds that the basis fixed for the joint liquidators' remuneration, the remuneration charged, or the expenses incurred by the joint liquidators as set out in the draft final account are excessive.
- 5.4. The joint liquidators may conclude that the affairs of a company are fully wound up before the final account is delivered to members if every member confirms in writing to the joint liquidators that they do not intend to make any such request or application.

6. Liabilities

- 6.1. A notice to creditors to claim in respect of the Companies was advertised in the London Gazette on 14 March 2016. No claims were received in response to this advertisement.
- 6.2. Accordingly, the sole known liabilities of the Companies, if any, were intercompany payables due to other group companies which were settled by assignment of intercompany receivable.
- 6.3. Following the completion of the submission of the Companies' final pre-liquidation Corporation Tax returns, confirmation been received from HMRC that no tax liabilities are outstanding on the Companies, it does not intend to open any enquiries into the Companies' Corporation Tax returns and it has no objection to the closure of the liquidations.

7. Return on capital

- 7.1. As detailed in section 2 above, distributions in specie of the intercompany receivables due to the Companies have been made to each Companies' shareholder.

James Eldridge
Joint Liquidator

Joint Liquidators' receipts and payments account

Majestic Wine Card Services Limited (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Inter-company receivable	100.00	100.00	100.00
		<u>100.00</u>	<u>100.00</u>
PAYMENTS			
Ordinary shareholders (In specie)		100.00	100.00
		<u>100.00</u>	<u>100.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
			<u>0.00</u>

Joint Liquidators' receipts and payments account

Majestic Wine Quest Trustees Limited (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Inter-company receivable	100.00	100.00	100.00
		<u>100.00</u>	<u>100.00</u>
PAYMENTS			
Ordinary shareholders (In specie)		100.00	100.00
		<u>100.00</u>	<u>100.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			<u>0.00</u>

Joint Liquidators' receipts and payments account

Wine and Beer World Limited (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Inter-company receivable	2.00	2.00	2.00
		<u>2.00</u>	<u>2.00</u>
PAYMENTS			
Ordinary shareholders (In specie)		2.00	2.00
		<u>2.00</u>	<u>2.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
			<u>0.00</u>

Joint Liquidators' receipts and payments account

Wharfside Wine plc (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Investment in Marnlev Limited	16,000.00	16,000.00	16,000.00
Investment in Wizard Wine Limited	2.00	2.00	2.00
		<u>16,002.00</u>	<u>16,002.00</u>
PAYMENTS			
Inter-company payable		16,000.00	16,000.00
Ordinary shareholders (In specie)		2.00	2.00
		<u>16,002.00</u>	<u>16,002.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
			<u>0.00</u>

Joint Liquidators' receipts and payments account

Marnlev Limited (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Inter-company receivable (In specie)	16,000.00	16,000.00	16,000.00
		<u>16,000.00</u>	<u>16,000.00</u>
PAYMENTS			
Ordinary shareholders (In specie)		16,000.00	16,000.00
		<u>16,000.00</u>	<u>16,000.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
			<u>0.00</u>

Joint Liquidators' receipts and payments account

Wizard Wine Limited (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Investment in Merlin Wine Limited	2.00	2.00	2.00
		<u>2.00</u>	<u>2.00</u>
PAYMENTS			
Ordinary shareholders (In specie)		2.00	2.00
		<u>2.00</u>	<u>2.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
			<u>0.00</u>

Joint Liquidators' receipts and payments account

Merlin Wine Limited (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Inter-company receivable (In specie)	2.00	2.00	2.00
		<u>2.00</u>	<u>2.00</u>
PAYMENTS			
Ordinary shareholders (In specie)		2.00	2.00
		<u>2.00</u>	<u>2.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
			<u>0.00</u>

Joint Liquidators' receipts and payments account

WBI Holdco Limited (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Investment in WBI Limited	32,933.00	32,933.00	32,933.00
		<u>32,933.00</u>	<u>32,933.00</u>
PAYMENTS			
Ordinary shareholders (In specie)		32,933.00	32,933.00
		<u>32,933.00</u>	<u>32,933.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
			<u>0.00</u>

Joint Liquidators' receipts and payments account

WBI Limited (In Liquidation)

	Declaration of Solvency £	From 08/03/2016 To 21/08/2017 £	From 08/03/2016 To 21/08/2017 £
RECEIPTS			
Inter-company receivable	2,630,354.00	2,630,354.00	2,630,354.00
		<u>2,630,354.00</u>	<u>2,630,354.00</u>
PAYMENTS			
Inter- Company payable		2,597,421.00	2,597,421.00
Ordinary shareholders (In specie)		32,933.00	32,933.00
		<u>2,630,354.00</u>	<u>2,630,354.00</u>
Net Receipts/(Payments)		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
			<u>0.00</u>

Breakdown of expenses

For the period of: 08/03/2016 to 21/08/2017:

Cost description	Cost incurred £	Cost drawn £
Bonding:		
Majestic Wine Card Services Limited	185.00	185.00
Majestic Wine Quest Trustees Limited	185.00	185.00
Wine and Beer World Limited	185.00	185.00
Wharfside Wine Plc	185.00	185.00
Marnlev Limited	185.00	185.00
Wizard Wine Limited	185.00	185.00
Merlin Wine Limited	185.00	185.00
WBI Holdco Limited	185.00	185.00
WBI Limited	185.00	185.00
Statutory advertising:		
Majestic Wine Card Services Limited	77.00	77.00
Majestic Wine Quest Trustees Limited	77.00	77.00
Wine and Beer World Limited	77.00	77.00
Wharfside Wine Plc	77.00	77.00
Marnlev Limited	77.00	77.00
Wizard Wine Limited	77.00	77.00
Merlin Wine Limited	77.00	77.00
WBI Holdco Limited	77.00	77.00
WBI Limited	77.00	77.00
Travel	44.60	44.60
Total	2,402.60	2,402.60
Total undrawn costs carried forward		Nil