

Return of Final Meeting in a Members' Voluntary Winding Up

S.94**Pursuant to Section 94 of the Insolvency Act 1986**

To the Registrar of Companies

Company Number

01937360

Name of Company

(a) Insert full name of
company

(a) Castrol Overseas Investments Limited

(b) Insert full name(s) and
address(es)We, (b) Elizabeth Anne Bingham & Patrick Joseph BrazzillErnst & Young LLP, 1 More London Place, London, SE1 2AF(c) Delete as applicable
(d) Insert date(e) The copy account must
be authenticated by the
written signature(s) of the
liquidator(s)

give notice that a general meeting of the company was duly (c) [held on] ~~summoned for~~ (d) 7
December 2012 pursuant to Section 94 of the Insolvency Act 1986, for the purpose of having
an account (of which a copy is attached) (e) laid before it showing how the winding up of the
company has been conducted and the property of the company has been disposed of and (c)
~~[that the same was done accordingly]~~ [no quorum was present at the meeting]

(f) Insert venue of the
meetingThe meeting was held at (f) 1 More London Place, London, SE1 2AF

(d) Insert date

The winding up covers the period from (d) 22 December 2011 (opening of
winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as
follows

The meeting was summoned and no quorum was present. There were no resolutions passed
during the meeting

Signed

Date

7 December 2012Presenter's name,
address and reference (if
any)

Sam Taylor
Ernst & Young LLP
1 More London Place
London, SE1 2AF

Ref ML7E/DP/AS/PJB/EAB/LO-5499

FRIDAY



A06 14/12/2012 #353
COMPANIES HOUSE

Registrar of Companies
Companies House
Liquidation Section
Crown Way
Cardiff
CF14 3UZ

7 December 2012

Ref ML7E/DPIAS/EAB/LO-5495/PCF9 6/LE32

Direct line 020 7951 6775
Tania Kallis

astones@uk.ey.com

Dear Sirs

Castrol Overseas Investments Limited (In Members' Voluntary Liquidation)

E A Bingham and I were appointed as Joint Liquidators of the Company on 22 December 2011. I write to advise you that we are now in a position to conclude the liquidation and accordingly, to provide you with my final report on the conduct of the liquidation.

Given that all matters with regards to the liquidation of the Company have been concluded, and in accordance with Section 94 of the Insolvency Act 1986, a final meeting of members was held on 7 December 2012. The purpose of the meeting was to receive an account of the Joint Liquidators' acts and dealings and of the conduct of the liquidation (which is contained in this report) since its commencement on 22 December 2011.

I confirm that the following report was laid at the final meeting of the Company.

We are required to provide certain information about the Company and the liquidators in accordance with the provisions of the Insolvency Rules 1986. The information can be found in Appendix A of this report. A copy of our receipts and payments account for the period from 22 December 2011 to 7 December 2012 is at Appendix B.

Progress during the period of the report

The Declaration of Solvency sworn by the Directors indicated that the company's only asset at the date of liquidation was an intercompany receivable of £2. This receivable was distributed in specie to the shareholder on 19 April 2012.

The company was dormant for Corporation Tax purposes and as such, was not required to submit final returns to HM Revenue & Customs. It is customary to seek confirmation from the tax authorities that they have no objection to the closure of the liquidation. HM Revenue & Customs have confirmed that they have no objection to the closure of the liquidation.

Joint liquidators' remuneration

The Joint Liquidators' remuneration is to be paid by BP International Limited.



INVESTOR IN PEOPLE

COMPANIES HOUSE

Ernst & Young LLP is a limited liability partnership registered in England and Wales with registered number OC300001 and is a member firm of Ernst & Young Global Limited. A list of members' names is available for inspection at 1 More London Place, London SE1 2AF, the firm's principal place of business and registered office.

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

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

Other matters

Once the final meeting has been held and our final return and account has been filed at Companies House, we will vacate office and receive our release. Approximately three months after the filing of the final return and account, the company will be dissolved by the Registrar of Companies.

Yours faithfully
for Castrol Overseas Investments Limited

A handwritten signature in black ink, appearing to read 'P J Brazzill'.

P J Brazzill
Joint Liquidator

E A Bingham and P J Brazzill are licensed in the United Kingdom to act as Insolvency Practitioners by the Insolvency Practitioners Association under Section 390(2)(a) of the Insolvency Act 1986.

We may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998.

Castrol Overseas Investments Limited (In Members' Voluntary Liquidation)

Information about the company and the liquidators

Registered office address of the company	Chertsey Road, Sunbury On Thames, Middlesex
Registered number	01937360
Full names of the liquidators	E A Bingham and P J Brazzill
Liquidators' address(es)	Ernst & Young LLP 1 More London Place, London, SE1 2AF
Date of appointment of the joint liquidators	22 December 2011
Details of any changes of liquidator	None

Castrol Overseas Investments Limited

Joint liquidators' receipts and payments account for the period from 22 December 2011 to 7 December 2012

Declaration of Solvency Estimated to Realise Values £		Total £
	Receipts	
-	Estimated value of property paid to creditors 'in specie'	-
2.00	Estimated value of property distributed to members 'in specie'	2 00
		<hr/> 2.00 <hr/>
	Payments	
	Liquidators' remuneration ¹	-
	Liquidators' disbursements ¹	-
	Dividends to creditors	-
	Distributions to shareholders 'in specie'	2 00
	Total amount paid to holders of debentures, creditors, shareholders and contributories	<hr/> 2 00 <hr/>
		<hr/> 2.00 <hr/>
	Balance at bank at 7 December 2012	<hr/> - <hr/>

¹ The Joint Liquidators' remuneration and disbursements were paid by another group company and consequently do not appear in this receipts and payments account

Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 4.49E and 4.148C of the Insolvency Rules 1986, as amended

4.49E Creditors' and members' request for further information

(1) If—

- (a) within the period mentioned in paragraph (2)—
 - (i) a secured creditor, or
 - (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
 - (iii) 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, or
- (b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—
 - (i) any unsecured creditor, or
 - (ii) any member of the company in a members' voluntary winding up,

makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4 49B(1)(e) or (f) (including by virtue of Rule 4 49C(5)) or in a draft report under Rule 4 49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4 49D or a progress report required by Rule 4 108 which (in either case) was previously included in a progress report not required by Rule 4 108

(2) The period referred to in paragraph (1)(a) and (b) is—

- (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4 108, and
- (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case

(3) The liquidator complies with this paragraph by either—

- (a) providing all of the information asked for, or
- (b) so far as the liquidator considers that—
 - (i) the time or cost of preparation of the information would be excessive, or
 - (ii) 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
 - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information,

giving reasons for not providing all of the information

(4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—

- (a) the giving by the liquidator of reasons for not providing all of the information asked for, or
- (b) the expiry of the 14 days provided for in paragraph (1),

and the court may make such order as it thinks just

(5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4 131(1B) or 4 148C(2) by such further period as the court thinks just

(6) This Rule does not apply where the liquidator is the official receiver

4.148C Members' claim that remuneration is excessive

- (1) 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 the permission of the court, may apply to the court for one or more of the orders in paragraph (6) on the grounds that—
 - (a) the remuneration charged by the liquidator,
 - (b) the basis fixed for the liquidator's remuneration under Rule 4 148A, or
 - (c) expenses incurred by the liquidator,
 is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate
- (2) Application must, subject to any order of the court under Rule 4 49E(5), be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4 142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report")
- (3) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party
- (4) If the application is not dismissed under paragraph (3), the court must fix a venue for it to be heard and give notice to the applicant accordingly
- (5) The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it
- (6) If the court considers the application to be well-founded, it must make one or more of the following orders—
 - (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
 - (b) an order fixing the basis of remuneration at a reduced rate or amount,
 - (c) an order changing the basis of remuneration,
 - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
 - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,
 and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report
- (7) Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation

Rules 4 49E and 4 148C are reproduced from the Insolvency (Amendment) Rules 2010 under the terms of Crown Copyright Guidance issued by HMSO