

Section 94

Return of Final Meeting in a
Members' Voluntary Winding UpPursuant to Section 94 of the
Insolvency Act 1986

To the Registrar of Companies

S.94

Company Number

03470600

Name of Company

Poundsbridge (Moorgate) Limited

~~I/We~~ Sean K Croston
No 1 Dorset Street
Southampton
SO15 2DP

Note 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 ~~held on~~ summoned for 08 April 2013 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) 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 that ~~the same was done accordingly~~ no quorum was present at the meeting

The meeting was held at No 1 Dorset Street, Southampton, Hampshire, SO15 2DP

The winding up covers the period from 25 September 2012 (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 liquidator's final report was presented to the meeting No quorum was present and no objections had been received to the liquidator receiving his release as liquidator of the company There being no further business conducted the meeting was closed

Signed



Date 08 April 2013

Grant Thornton UK LLP
No 1 Dorset Street
Southampton
SO15 2DP

Ref P00451E/SKC/SMB/DCA/EZF

WEDNESDAY

*A2613HH6*
A22 10/04/2013 #112
COMPANIES HOUSE

Poundsbridge (Moorgate) Limited
CL Moorgate Limited
Moorgate B Limited
Moorgate A Limited
Moorgate GP Limited
25 Moorgate (GP) Limited
Grosvenor Strategic Developments Limited
Moorgate Investments Limited
- All In Member's Voluntary Liquidation

I refer to my appointment as liquidator of all the above named companies by their respective shareholders on 25 September 2012

I am now in a position to close the liquidations, to cease to act as liquidator and to report on the conduct of the liquidations to 8 April 2013, the date of the final meetings. I also attach

- Appendix 1, the information prescribed under the Insolvency Act 1986 relating to each company,
- Appendix 2, an account of my receipts and payments in each liquidation,
- Appendix 3, an extract from the Insolvency Rules 1986 relating to the members' rights to request additional information from the liquidator, and
- Appendix 4, an extract from the Insolvency Rules 1986 relating to members' rights to challenge the liquidator's fees if excessive

Realisation and distribution of assets

Poundsbridge (Moorgate) Limited

The directors' statutory declaration of solvency made on 25 September 2012 disclosed that the company's sole asset was an inter-company balance of £1, due from Grosvenor Strategic Developments Limited, the parent company

On 25 September 2012 the inter-company balance of £1 was distributed in specie to Grosvenor Strategic Developments Limited, representing a distribution of 100 pence per ordinary £1 share against the one share held

I attach at Appendix 2 an abstract of my receipts and payments for the period to 8 April 2013, which shows this distribution. There have been no other receipts or payments in the liquidation

CL Moorgate Limited

The directors' statutory declaration of solvency made on 25 September 2012 disclosed that the company's sole asset was an inter-company balance of £2, due from Moorgate Investments Limited, the parent company

On 25 September 2012 the inter-company balance of £2 was distributed in specie to Moorgate Investments Limited, representing a distribution of 100 pence per ordinary £1 share against the two shares held

I attach at Appendix 2 an abstract of my receipts and payments for the period to 8 April 2013, which shows this distribution. There have been no other receipts or payments in the liquidation

Moorgate B Limited

The directors' statutory declaration of solvency made on 25 September 2012 disclosed that the company's sole asset was an inter-company balance of £2, due from 25 Moorgate (GP) Limited, the parent company

On 25 September 2012 the inter-company balance of £2 was distributed in specie to 25 Moorgate (GP) Limited, representing a distribution of 100 pence per ordinary £1 share against the two shares held

I attach at Appendix 2 an abstract of my receipts and payments for the period to 8 April 2013, which shows this distribution. There have been no other receipts or payments in the liquidation

Moorgate A Limited

The directors' statutory declaration of solvency made on 25 September 2012 disclosed that the company's sole asset was an inter-company balance of £2, due from 25 Moorgate (GP) Limited, the parent company

On 25 September 2012 the inter-company balance of £2 was distributed in specie to 25 Moorgate (GP) Limited, representing a distribution of 100 pence per ordinary £1 share against the two shares held

I attach at Appendix 2 an abstract of my receipts and payments for the period to 8 April 2013, which shows this distribution. There have been no other receipts or payments in the liquidation

Moorgate GP Limited

The directors' statutory declaration of solvency made on 25 September 2012 disclosed that the company's sole asset was an inter-company balance of £4, due from Grosvenor Strategic Developments Limited, the parent company

On 25 September 2012 the inter-company balance of £4 was distributed in specie to Grosvenor Strategic Developments Limited, representing a distribution of 100 pence per £1 A and £1 B share against the two A shares and two B shares held

I attach at Appendix 2 an abstract of my receipts and payments for the period to 8 April 2013, which shows this distribution. There have been no other receipts or payments in the liquidation

25 Moorgate (GP) Limited

The directors' statutory declaration of solvency made on 25 September 2012 disclosed that the company's sole asset was an inter-company loan of £20, due from Grosvenor Management Limited

On 25 September 2012 the inter-company loan of £20 was distributed in specie to Grosvenor Management Limited as general partner of Grosvenor London Office Fund, as the sole shareholder of the company. The distribution equates to 100 pence per ordinary £1 share against the 20 shares held

I attach at Appendix 2 an abstract of my receipts and payments for the period to 8 April 2013, which shows this distribution. There have been no other receipts or payments in the liquidation

Grosvenor Strategic Developments Limited

The directors' statutory declaration of solvency made on 25 September 2012 disclosed that the company's sole asset was an inter-company loan of £3,500,100 due from Grosvenor Management Limited, by way of a promissory note

On 25 September 2012 the inter-company loan of £3,500,100 was distributed in specie, by way of a deed of assignment, to the parent company Moorgate Investments Limited, representing a distribution of 100 pence per ordinary £1 share against the 3,500,100 shares held

I attach at Appendix 2 an abstract of my receipts and payments for the period to 8 April 2013, which shows this distribution. There have been no other receipts or payments in the liquidation

Moorgate Investments Limited

The directors' statutory declaration of solvency made on 25 September 2012 disclosed that the company's sole asset was an inter-company loan of £100, due from Grosvenor Management Limited

On 25 September 2012 the inter-company loan of £100 was distributed in specie to Grosvenor Management Limited as general partner of Grosvenor London Office Fund, as the sole shareholder of the company. The distribution equates to 100 pence per ordinary £1 share against the 100 shares held

I attach at Appendix 2 an abstract of my receipts and payments for the period to 8 April 2013, which shows this distribution. There have been no other receipts or payments in the liquidation

Distributions In Specie

The distributions in specie referred to above were valued by reference to the last filed accounts, management accounts and the declarations of solvency dated 25 September 2012, for each company

Corporation Tax Matters**25 Moorgate (GP) Limited****Grosvenor Strategic Developments Limited****Moorgate Investments Limited**

Corporation tax returns for the period 1 January 2012 to 25 September 2012 were due for the three above named companies. These returns were duly completed and submitted to HM Revenue and Customs (HMRC), along with the required computations and accounts

From these returns 25 Moorgate (GP) Limited was the only company which incurred a corporation tax liability in the pre liquidation period of £390.40. This was paid directly by Grosvenor Management Limited, the parent company

The other five companies in the group were registered as dormant for corporation tax purposes as at the date of liquidation. There have been no taxable transactions in any of the companies in the liquidation period

Following submission of the corporation tax returns as detailed above, HMRC have provided me with confirmation that there are no outstanding tax liabilities or returns for any of the companies in liquidation and have provided me with clearance to close the liquidations of all eight companies

Liquidator's fees and disbursements

On 25 September 2012 the shareholders of each company resolved that my fees for acting as liquidator of each company be fixed by reference to my time costs. My fees and disbursements for each of these liquidations are being met by Grosvenor London Office Fund, in accordance with my firm's letter of engagement dated 28 March 2012. I will correspond with Grosvenor London Office Fund separately in regards to my fees for dealing with these liquidations

Disbursements have been incurred in the liquidations for statutory advertising and bonding, which will also be invoiced to Grosvenor London Office Fund

I attach at Appendix 4 a copy of Rule 4.148C of the Insolvency Rules 1986 relating to a liquidator's remuneration, edited for members' voluntary liquidations

DATED THIS 8TH DAY OF APRIL 2013

A handwritten signature in black ink, appearing to be 'SC' followed by a horizontal stroke.

Sean Croston
Liquidator

Appendix 1 - Prescribed information**Company names****Registered Numbers**

Poundsbridge (Moorgate) Limited	03470600
CL Moorgate Limited	03916614
Moorgate B Limited	03940766
Moorgate A Limited	03940539
Moorgate GP Limited	03940536
25 Moorgate (GP) Limited	06240931
Grosvenor Strategic Developments Limited	03219994
Moorgate Investments Limited	05306586

Registered office

No 1 Dorset Street,
Southampton,
Hampshire
SO15 2DP

Name of liquidator

Sean Croston

Address of liquidator

Grant Thornton UK LLP,
No 1 Dorset Street,
Southampton,
Hampshire
SO15 2DP

Liquidator's office-holder number

8930

Date of appointment of liquidator

25 September 2012

Details of any changes of liquidator

None

Telephone and email contact details for the liquidator

Bruce Maidment on 01865 799900
Email bruce.w.maidment@uk.gt.com

Appendix 2 - Abstract of the liquidator's receipts and payments

Poundsbridge (Moorgate) Limited

Declaration of Solvency

Receipts and payments for the period from 25/09/2012 to 08/04/2013

	£		£
Assets		Receipts	
Inter-company loan	1	Inter-company loan, distributed in specie	1
Liabilities		Payments	
	Nil	Shareholder capital distribution, distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

CL Moorgate Limited

Declaration of Solvency

Receipts and payments for the period from 25/09/2012 to 08/04/2013

	£		£
Assets		Receipts	
Inter-company loan	2	Inter-company loan, distributed in specie	2
Liabilities		Payments	
	Nil	Shareholder capital distribution, distributed in specie	2
Estimated surplus	<u>2</u>	Balance in hand	<u>Nil</u>

Moorgate B Limited

Declaration of Solvency

Receipts and payments for the period from 25/09/2012 to 08/04/2013

	£		£
Assets		Receipts	
Inter-company loan	2	Inter-company loan, distributed in specie	2
Liabilities		Payments	
	Nil	Shareholder capital distribution, distributed in specie	2
Estimated surplus	<u>2</u>	Balance in hand	<u>Nil</u>

Moorgate A Limited

Declaration of Solvency

	£
Assets	
Inter-company loan	2
Liabilities	
	Nil
Estimated surplus	<u>2</u>

Receipts and payments for the period from
25/09/2012 to 08/04/2013

	£
Receipts	
Inter-company loan, distributed in specie	2
Payments	
Shareholder capital distribution, distributed in specie	2
Balance in hand	<u>Nil</u>

Moorgate GP Limited

Declaration of Solvency

	£
Assets	
Inter-company loan	4
Liabilities	
	Nil
Estimated surplus	<u>4</u>

Receipts and payments for the period from
25/09/2012 to 08/04/2013

	£
Receipts	
Inter-company loan, distributed in specie	4
Payments	
Shareholder capital distribution, distributed in specie	4
Balance in hand	<u>Nil</u>

25 Moorgate (GP) Limited

Declaration of Solvency

	£
Assets	
Inter-company loan	20
Liabilities	
	Nil
Estimated surplus	<u>20</u>

Receipts and payments for the period from
25/09/2012 to 08/04/2013

	£
Receipts	
Inter-company loan, distributed in specie	20
Payments	
Shareholder capital distribution, distributed in specie	20
Balance in hand	<u>Nil</u>

Grosvenor Strategic Developments Limited

Declaration of Solvency

Receipts and payments for the period from
25/09/2012 to 08/04/2013

	£		£
Assets		Receipts	
Inter-company loan	3,500,100	Inter-company loan, distributed in specie	3,500,100
Liabilities		Payments	
	Nil	Shareholder capital distribution, distributed in specie	3,500,100
Estimated surplus	<u>3,500,100</u>	Balance in hand	<u>Nil</u>

Moorgate Investments Limited

Declaration of Solvency

Receipts and payments for the period from
25/09/2012 to 08/04/2013

	£		£
Assets		Receipts	
Inter-company loan	100	Inter-company loan, distributed in specie	100
Liabilities		Payments	
	Nil	Shareholder capital distribution, distributed in specie	100
Estimated surplus	<u>100</u>	Balance in hand	<u>Nil</u>

Note

The distributions in specie referred to in the above receipts and payments accounts were valued by reference to the last filed accounts, management accounts and the declarations of solvency dated 25 September 2012, for each company

Appendix 3 - Rule 4.49E: Members' request for further information (edited for application to a members' voluntary liquidation)

- 1 Members of the company 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 with the permission of the court upon an application, may make a request in writing to the liquidator for further information about remuneration or expenses set out this report
- 2 The periods in which the request or application should be made are
 - (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the notice and account of his administration of the winding-up where it relates to the resignation of the liquidator under Rule 4 142, 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 must, within 14 days of receipt of the request, either
 - (a) provide 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, give reasons for not providing all of the information
- 4 Any member of the company, who need not be the same as the member(s) who asked for the information, may apply to the court within 21 days of the giving by the liquidator of reasons for not providing all of the information asked for, or the expiry of the 14 days from the date the information was requested, and the court may make such order as it thinks just

Appendix 4 - Rule 4.148C: Members' claim that a liquidator's remuneration is excessive (edited for application to a members' voluntary liquidation)

- 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 An application must 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') The court may extend these periods as it see fit
- 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