

Section 94

The Insolvency Act 1986
**Return of Final Meeting in a
 Members' Voluntary Winding Up
 Pursuant to Section 94 of the
 Insolvency Act 1986**

S.94

To the Registrar of Companies

For official use

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Company Number

03604324

Name of Company

(a) Insert full name of company

(a) BP Investments Eastern Europe Limited

(b) Insert full name(s) and address(es)

We, (b) E A Bingham and P J Brazzill

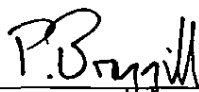
Ernst & Young LLP, 1 More London Place, London, SE1 2AF

(c) Delete as applicable
(d) Insert date

give notice that a general meeting of the company was duly (c) summoned for (d) 11 November 2011 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) no quorum was present at the meeting

(e) The copy account must be authenticated by the written signature(s) of the liquidator(s)

Signed



Date 17 November 2011

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

Monica Mirchandani
 Ernst & Young LLP
 1 More London Place
 London, SE1 2AF

Ref ML7E/MM/AS/PJB/LO-5087/PCF/D12 09

For Official Use

Liquidation Section

Post Room

FRIDAY



LD3

18/11/2011

97

COMPANIES HOUSE

TO THE SHAREHOLDER

17 November 2011

Ref ML7E/DPI/AS/EAB/LO-5122/PCF/D12 4

Direct line 020 7951 6843

Dan Panas

Dear Sir or Madam

BP Investments Eastern Europe Limited (In Members' Voluntary Liquidation)

E A Bingham and I were appointed as Joint Liquidators of the company on 21 April 2011. I write to advise you that we are now in a position to conclude the liquidation.

In accordance with Section 94 of the Insolvency Act 1986, a final meeting of members has been called for 11 November 2011. The purpose of the meeting is to receive our account of the winding up. I enclose formal notice of the meeting and a proxy form.

This letter also constitutes our final progress report to members, which will be presented to the meeting.

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.

Progress during the period of the report

The Declaration of Solvency sworn at the date of the liquidation indicated that the company had liabilities totalling £3,932. These were satisfied by way of assignment of intercompany assets.

The Declaration of Solvency sworn by the Director indicated that the company's only asset at the date of liquidation was an intercompany receivable of £362,525,899 due from the sole shareholder. This receivable was distributed in specie to the shareholder on 09 September 2011.

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.



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 B.

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 BP Investments Eastern Europe Limited

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

P J Brazzill
Joint Liquidator

Enc Notice of final meeting
 Proxy form

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.

BP Investments Eastern Europe 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	03604324
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	21 April 2011
Details of any changes of liquidator	None

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

Notice of Final General Meeting of Company

BP Investments Eastern Europe Limited

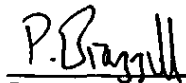
(In Members' Voluntary Liquidation)

NOTICE IS HEREBY GIVEN that the Final General Meeting of the company will be held at 1 More London Place, London, SE1 2AF on 11 November 2011 at 12 00 pm for the purposes mentioned in Section 94 of the Insolvency Act 1986

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies, who need not be members of the company, to attend and vote instead of him/her

A form of proxy, for use at the meeting if desired, is enclosed herewith. Proxies for use at the meeting must be lodged at the offices of Ernst & Young LLP at 1 More London Place, London, SE1 2AF no later than noon on the business day before the meeting

Signed



P J Brazzill
Joint Liquidator

Date

6 October 2011

Rule 8.1 Insolvency Act 1986
Proxy (Members' Voluntary Winding Up)

BP Investments Eastern Europe Limited

Please give full name and address
for communication

Name of member _____

Address _____

Please insert name of person (who
must be 18 or over) or the
"chairman of the meeting" (see
note below) If you wish to provide
for alternative proxy-holders in the
circumstances that your first choice
is unable to attend please state the
name(s) of the alternatives as well

Name of proxy-holder

1

2

3

Please delete words in brackets if
the proxy-holder is only to vote as
directed i.e. he has no discretion

I appoint the above person to be my/the member's proxy-holder at the meeting of
members to be held on 11 November 2011, or at any adjournment of that meeting. The
proxy-holder is to propose or vote as instructed below [and in respect of any resolution
for which no specific instruction is given, may vote or abstain at his/her discretion]

Voting instructions for resolutions

NO RESOLUTIONS PROPOSED

This form must be signed

Signature _____

Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the
member has not signed in person

Position with member or relationship to member or other authority for signature

Notes

- 1 Please insert the name of the person (who must be 18 or over) or the "Chairman of the meeting"
- 2 Please indicate how you wish your proxy to vote on the resolutions by inserting a tick in the appropriate boxes. If no indication is given, your proxy will vote as he thinks fit or may abstain from voting
- 3 In the case of a corporation, the proxy should be executed under its common seal (if any) or the hand of its duly authorised officer or attorney. In the case of an individual, the proxy must be signed by the appointer or his attorney, duly authorised in writing
- 4 In the case of joint holders, the signature of any one holder will be sufficient but the names of all joint holders should be stated and the vote of the senior who tenders a vote will be accepted to the exclusion of other joint holders, seniority being determined by the order in which the names of the holders stand in the register of members
- 5 To be valid, this form of proxy, duly completed and signed (together with any power of attorney or other authority under which it is signed or a notarially certified copy of it), must be deposited at the offices of Ernst & Young LLP at 1 More London Place, London, SE1 2AF, marked for the attention of Dan Panas, not later than 12 noon on the business day before the meeting