

## 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

05077668

Name of Company

(a) Insert full name  
of companyInsert full name of  
company

(a) Elliott Garden Limited

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

We (b) T G Walsh &amp; J B Cartwright

Of PricewaterhouseCoopers LLP  
7 More London, Riverside  
London SE1 2RT

Give notice

(c) Delete as  
applicable  
(d) Insert date  
(e) The copy  
account must be  
authenticated by  
the written  
signature(s) of the  
liquidator(s)

that a general meeting of the company was duly held on 1 August 2011  
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 no quorum was present at the meeting.

Signed

*T. Walsh*

Date

*5 Aug 2011*

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

Lynsey Clark  
PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

For Official Use

Liquidation section

Post room

THURSDAY



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A23

11/08/2011

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COMPANIES HOUSE

**ELLIOTT GARDEN LIMITED – IN MEMBERS VOLUNTARY LIQUIDATION ("THE COMPANY")**  
**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986**  
**PREPARED FOR THE FINAL MEETING OF MEMBERS TO BE HELD ON 1 AUGUST 2011 (see Note 1 below)**

<b>Company details:</b>	
<b>Former names:</b>	N/A
<b>Company number:</b>	05077668
<b>Registered office:</b>	Birchin Court, 3 <sup>rd</sup> Floor, 20 Birchin Lane, London, EC3Y 9DU
<b>Liquidator details:</b>	
<b>Liquidators' names:</b>	Tim G Walsh and J Bruce Cartwright ("The Liquidators")
<b>Liquidators' address:</b>	c/o PricewaterhouseCoopers, 141 Bothwell Street, Glasgow, G2 7EQ
<b>Date of appointment:</b>	18 June 2010
<b>Nature of appointment:</b>	Members Voluntary Liquidation
<b>The liquidation:</b>	
<b>Report on conduct:</b>	A report on the conduct of the liquidation is provided at Appendix 1
<b>Liquidators' remuneration and expenses:</b>	Information about the Liquidators' remuneration and expenses is provided at Appendix 2
<b>Receipts &amp; payments:</b>	A summary of the Liquidators' receipts and payments in the liquidation is attached at Appendix 3

**Notes**

- 1 This report also serves as a final progress report in respect of the period from 18 June 2010 to 1 August 2011 to the extent required by Section 92A of the Insolvency Act 1986
- 2 In certain circumstances, members are entitled to claim by way of court application that the liquidators' remuneration and expenses are excessive. Such applications need to be made within 8 weeks of receipt of this report. See Rule 4.148C of the Insolvency Rules 1986 for further detail.

**ELLIOTT GARDEN LIMITED – IN MEMBERS VOLUNTARY LIQUIDATION ("THE COMPANY")**  
**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986**  
**PREPARED FOR THE FINAL MEETING OF MEMBERS TO BE HELD ON 1 AUGUST 2011**

**APPENDIX 1**  
**REPORT ON CONDUCT OF THE LIQUIDATION**

**ELLIOTT GARDEN LIMITED – IN MEMBERS VOLUNTARY LIQUIDATION ("THE COMPANY")**  
**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986**  
**PREPARED FOR THE FINAL MEETING OF MEMBERS TO BE HELD ON 1 AUGUST 2011**

**REPORT ON CONDUCT OF THE LIQUIDATION**

**Realisation of assets:**

The directors' Declaration of Solvency disclosed that the Company's assets comprised the following

	£
Intercompany debt	163,000
Total	163,000

Following the liquidators' appointment, the Company's intercompany debt was taken under control pending distribution

Realisations from the Company's other assets have amounted to £238 46, which was a tax refund from HM Revenue & Customs and £8,321 49, which was cash held in a bank account with Barclays Bank plc

No additional assets have been identified and there are no assets still to be realised

**Settlement of liabilities:**

This section covers all liabilities except any claims of Her Majesty's Revenue & Customs ("HMRC") which are dealt with separately below under HMRC

The directors' Declaration of Solvency and the Company's records disclosed that the Company had no liabilities. Following their appointment, the Liquidators published a notice in the Gazette inviting any unknown creditors to submit their claims

**Dilapidations claim**

In December 2010, we were notified that the Landlord of a property previously occupied by the Company had a claim against it for dilapidations and other associated property costs. Following negotiations between the Liquidators and the Landlord, the matter was settled in early May 2011. The costs of this settlement were met by Giles Insurance Brokers Limited and as such do not appear on the attached receipts and payments account.

There are no residual claims to be agreed or settled

**HMRC.**

Subsequent to their appointment, the Liquidators sought to confirm the steps needing to be taken in order to obtain HMRC's agreement to the Company's liquidation being closed.

All matters outstanding with HMRC have now been cleared and HMRC have confirmed their agreement to the liquidation being closed without further reference to them.

**ELLIOTT GARDEN LIMITED – IN MEMBERS VOLUNTARY LIQUIDATION ("THE COMPANY")  
FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986  
PREPARED FOR THE FINAL MEETING OF MEMBERS TO BE HELD ON 1 AUGUST 2011**

**Distributions to shareholders:**

At the time of the Liquidators' appointment, the issued share capital of the Company comprised

- 180,000 £1 Ordinary Shares and 100,000 £1 Preference shares

The following distribution has been made to shareholders

On 20 June 2011, a distribution in specie of £171,559.95 (representing 61p pence per share) was paid to the sole member

The distribution comprised an inter-company debtor balance, a distribution from HM Revenue & Customs and the funds held at Barclays Bank plc, together with any other assets held by the Company. Where the inter-company debt is owed by the shareholder, the distribution has the effect of extinguishing, by way of set-off, the existing balance on the inter-company account between the two companies.

**ELLIOTT GARDEN LIMITED – IN MEMBERS VOLUNTARY LIQUIDATION ("THE COMPANY")**  
**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986**  
**PREPARED FOR THE FINAL MEETING OF MEMBERS TO BE HELD ON 1 AUGUST 2011**

**APPENDIX 2**  
**LIQUIDATORS' REMUNERATION AND EXPENSES**

**ELLIOTT GARDEN LIMITED – IN MEMBERS VOLUNTARY LIQUIDATION ("THE COMPANY")**  
**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986**  
**PREPARED FOR THE FINAL MEETING OF MEMBERS TO BE HELD ON 1 AUGUST 2011**

**LIQUIDATORS REMUNERATION AND EXPENSES**

**Basis of remuneration**

At the time of the Liquidators' appointment by the members of the Company, a resolution was passed making provision for the Liquidators to be remunerated by reference to the time properly given by them and their staff in attending to the matters arising in the winding up

**Funding of the liquidation**

Although fees have been paid to the Liquidators on the basis specified above, neither the Liquidators' fees nor their expenses have been paid out of the liquidation estate. Instead, the Liquidators' remuneration and expenses in relation to the Company and 8 connected companies have been met by Giles Insurance Brokers Limited

**Remuneration charged / expenses incurred**

The amounts shown below relate to the Company and the 8 connected companies referred to above

In the period 18 June 2010 to 6 July 2011, the Joint Liquidators have incurred time costs of £40,618. This represents 159.99 hours at an average hourly rate of £253.88. Against this, £17,244.40 has been invoiced, £19,274 of the total time costs incurred, and £6,115.52 of amount billed relates specifically to a claim made against a connected company, Elliott Garden Limited. Our final fee, together with an estimate of costs to close will be invoiced in due course.

We have incurred disbursements of £19,967 plus VAT (in relation to this Company and the 8 connected companies). These costs, which have been re-charged as incurred, comprise

	£
Statutory bonding	132
Statutory advertising	663
Travel	84
Company searches	24
Legal fees in respect of Elliott Garden Limited	19,064
Total	<u>19,967</u>

**ELLIOTT GARDEN LIMITED – IN MEMBERS VOLUNTARY LIQUIDATION ("THE COMPANY")  
FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986  
PREPARED FOR THE FINAL MEETING OF MEMBERS TO BE HELD ON 1 AUGUST 2011**

**APPENDIX 3  
SUMMARY OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION**



**ELLIOTT GARDEN LIMITED (IN MEMBERS' VOLUNTARY LIQUIDATION) ("THE COMPANY")**  
**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986**  
**PREPARED FOR THE FINAL MEETING OF MEMBERS TO BE HELD ON 1 AUGUST 2011**

**Appendix 3**

**SUMMARY OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION**

	See notes below	Period from 18/06/2010 to 01/08/2011 £	Total from 18/06/2010 to 01/08/2011 £
<b>Receipts</b>			
Cash at Bank		8,321 49	8,321 49
Intercompany debtors		163,000 00	163,000 00
Tax refunds / repayments		238 46	238 46
		<u>171,559 95</u>	<u>171,559 95</u>
<b>Payments:</b>			
Distributions to shareholders (for details see Appendix 1)		171,559 95	171,559 95
		<u>171,559 95</u>	<u>171,559 95</u>
<b>Net Receipts / Payments</b>		<u>0 00</u>	<u>0 00</u>

## Rule 8.1

## Insolvency Act 1986

## Proxy (Members' Voluntary Winding Up)

Notes to help completion of  
the form

Please give full name and  
address for communication

In the matter of  
and the Insolvency Act 1986

Name of member \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Name of proxy holder \_\_\_\_\_

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

1 \_\_\_\_\_

2 \_\_\_\_\_

3 \_\_\_\_\_

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

I appoint the above person to be my/the member's proxy-holder at the final meeting of  
members to be held on 1 August 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)

Please complete paragraph 1 if  
you wish to vote for a specific  
resolution

Voting instructions for resolutions

1 \_\_\_\_\_

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

[the proxy-holder may vote or abstain in any further ballot at his/her discretion]

Any other resolutions which the  
proxy-holder is to propose or  
vote in favour of or against  
should be set out in numbered  
paragraphs in the space  
provided. If more room is  
required please use the other  
side of this form

2 \_\_\_\_\_

3 \_\_\_\_\_

4 \_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_

Please note that if you nominate the chairman of the meeting to be your proxy-holder  
he/she will be one of the current liquidators or a member of the liquidators' staff.

Remember: there may be resolutions on the other side of this form

**ARNOTT MARINE LIMITED**  
Company number: 05815301

**ARNOTT MARINE (HOLDINGS) LIMITED**  
Company number: 06400747

**BJK INSURANCE BROKERS LIMITED**  
Company number: 01206029  
(Formerly known as BERNARD J. KNIBBS LIMITED & BERNARD J. KNIBBS (INSURANCE BROKERS) LIMITED)

**ELLIOTT GARDEN LIMITED**  
Company number: 05077668

**NG INSURANCE SERVICES LIMITED**  
Company number: 04535420

**SBP GROUP LIMITED**  
Company number: 03955571  
(Formerly known as: OVAL (1529) LIMITED)

**SHEPHARD HERRIOT LIMITED**  
Company number: 00867735  
(Formerly known as: RD & PE SHEPHARD (LIFE & PENSIONS) LIMITED & SHEPHARD & CO LIMITED)

**SIMON BROOKE & PARTNERS LIMITED**  
Company number: 03319967  
(Formerly known as: OVAL (1171) LIMITED)

Tim G Walsh and J Bruce Cartwright were appointed liquidators of the above companies on 18 June 2010

Notice is hereby given, as required by Section 94 of the Insolvency Act 1986, that the final meeting of members of the above named companies will be held at the offices of PricewaterhouseCoopers LLP, 141 Bothwell Street, Glasgow, G2 7EQ on 1 August 2011 commencing at 10 00 am and thereafter at 15 minute intervals for the purpose of having accounts laid before the members showing how each winding-up has been conducted and the property of each company disposed of, and hearing any explanation that may be given by the Liquidator

A member entitled to attend and vote at the meetings may appoint a proxy, who need not be a member, to attend and vote instead of him/her Proxies must be lodged with us at the meeting address given above by no later than 4 00pm on 29 July 2011

**Further information:**

<b>Re Office holders:</b>	
Office holder licence numbers	Tim G Walsh 8371 J Bruce Cartwright 9167
<b>Re company in liquidation:</b>	
Registered office address	Birchin Court, 3 <sup>rd</sup> Floor, 20 Birchin Lane, London, EC3V 9DU
Further information about these cases is available from Nicola Browne at the above office of PricewaterhouseCoopers LLP on 0141 355 4034	