

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

05593236

Name of Company

Apia Nominee 1 Limited

I / We

Sean K Croston, 30 Finsbury Square, London, EC2P 2YU

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 25 February 2016 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 20 November 2015 (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

No quorum was present at the meeting. The liquidator's final report was presented to the meeting and no objections had been received to the liquidator receiving his release as liquidator of the company. There being no further business the meeting was closed.

Signed



Date 25 February 2016

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

Ref P01416U/SKC/CMC/KNG/EZF

FRIDAY



A05 26/02/2016 #72
COMPANIES HOUSE

Apia Nominee 1 Limited
Apia Nominee 2 Limited
Apia Regional Office Fund (No 1) Limited
Bluecycle.com Limited
The Galleries Bristol Nominee No 2 Limited
- In Member's Voluntary Liquidation (the Companies)

I refer to my appointment as liquidator of the Companies by their shareholders on 20 November 2015

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 25 February 2016, the date of the final meetings. I also attach

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

Realisation and distribution of assets

Apia Nominee 1 Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 20 November 2015 the company's sole asset was an inter-company receivable in the sum of £1 due from Apia Regional Office Fund (General Partner) Limited. By this report, I acknowledge that this amount has been distributed to Apia Regional Office Fund (General Partner) Limited, its parent company.

Apia Nominee 2 Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 20 November 2015 the company's sole asset was an inter-company receivable in the sum of £1 due from Apia Regional Office Fund (General Partner) Limited. By this report, I acknowledge that this amount has been distributed to Apia Regional Office Fund (General Partner) Limited, its parent company.

Apia Regional Office Fund (No.1) Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 20 November 2015 the company's sole asset was an inter-company receivable in the sum of £1 due from Apia Regional Office Fund (General Partner) Limited. By this report, I acknowledge that this amount has been distributed to Apia Regional Office Fund (General Partner) Limited, its parent company.

Bluecycle com Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 20 November 2015 the company's sole asset was an inter-company receivable in the sum of £1 due from Undershaft Limited. By this report, I acknowledge that this amount has been distributed to Undershaft Limited, its parent company.

The Galleries Bristol Nominee No 2 Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 20 November 2015 the company's sole asset was an inter-company receivable in the sum of £1 due from Aviva Life & Pensions UK Limited. By this report, I acknowledge that this amount has been distributed to Aviva Life & Pensions UK Limited, its parent company

I attach at Appendix 3 an abstract of my receipts and payments for the period to 25 February 2016. The values placed upon the distributions were based upon the last management accounts for the period ended 19 November 2015 and the declarations of solvency dated 20 November 2015.

HM Revenue and Customs has provided me with confirmation that the Companies have no outstanding tax liabilities and clearance to close the liquidations.

Liquidator's fees and disbursements

It was agreed that the costs of executing the liquidations are to be met by Aviva Central Services UK Limited. I will write to Aviva Central Services UK Limited under a separate cover, with my final invoice for acting as liquidator of the Companies.

Disbursements have been incurred in relation to statutory advertising and bonding and these will be invoiced to Aviva Central Services UK Limited.

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 25TH DAY OF FEBRUARY 2016



Sean K Croston
Liquidator

Appendix 1 - Prescribed information

Company name	Registered number
Apia Nominee 1 Limited	05593236
Apia Nominee 2 Limited	05593237
Apia Regional Office Fund (No 1) Limited	06863235
Bluecycle com Limited	03884920
The Galleries Bristol Nominee No 2 Limited	04376748
Registered office	No 1 Dorset Street, Southampton, SO15 2DP
Names of liquidator	Sean K Croston
Address of liquidator	Grant Thornton UK LLP, No 1 Dorset Street, Southampton, SO15 2DP
Liquidators' office-holder number	8930
Date of appointment of liquidator	20 November 2015
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Cara Cox on 023 8038 1137 Email cara.cox@uk.gt.com

Appendix 2 - 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 3 - Abstract of the liquidator's receipts and payments

Apia Nominee 1 Limited

Declaration of Solvency		Receipts and payments for the period from 20/11/2015 to 25/02/2016	
	£		£
Assets		Receipts	
Inter-company book debt	1	Inter-company book debt, distributed in specie	1
	<u>1</u>		<u>1</u>
Liabilities		Payments	
	Nil	Shareholder capital distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Apia Nominee 2 Limited

Declaration of Solvency		Receipts and payments for the period from 20/11/2015 to 25/02/2016	
	£		£
Assets		Receipts	
Inter-company book debt	1	Inter-company book debt, distributed in specie	1
	<u>1</u>		<u>1</u>
Liabilities		Payments	
	Nil	Shareholder capital distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Apia Regional Office Fund (No.1) Limited

Declaration of Solvency

	£
Assets	
Inter-company book debt	1
	<u>1</u>
Liabilities	
	Nil
Estimated surplus	<u>1</u>

Bluecylce.com Limited

Declaration of Solvency

	£
Assets	
Inter-company book debt	1
	<u>1</u>
Liabilities	
	Nil
Estimated surplus	<u>1</u>

**Receipts and payments for the
period from 20/11/2015 to
25/02/2016**

	£
Receipts	
Inter-company book debt, distributed in specie	1
	<u>1</u>
Payments	
Shareholder capital distributed in specie	1
Balance in hand	<u>Nil</u>

**Receipts and payments for the
period from 20/11/2015 to
25/02/2016**

	£
Receipts	
Inter-company book debt, distributed in specie	1
	<u>1</u>
Payments	
Shareholder capital distributed in specie	1
Balance in hand	<u>Nil</u>

The Galleries Bristol Nominees No 2 Limited

Declaration of Solvency		Receipts and payments for the period from 20/11/2015 to 25/02/2016	
	£		£
Assets		Receipts	
Inter-company book debt	1	Inter-company book debt, distributed in specie	1
	<u>1</u>		<u>1</u>
Liabilities		Payments	
	Nil	Shareholder capital distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Note

The distributions in specie referred to above were valued by reference to the last management accounts for the period ended 19 November 2015 and the declarations of solvency dated 20 November 2015

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