

The Insolvency Act 1986

Administrator's progress report

Name of Company

Merchant Inns Group Limited

Company number

6244330

In the
High Court of Justice, Companies Court

(full name of court)

Court case number
19502 of 2009(a) Insert full
name(s) and
address(es) of
administrator(s)I/We (a)
Neville Barry Kahn
Deloitte LLP
PO Box 810
66 Shoe Lane
London
EC4A 3WANicholas Guy Edwards
Deloitte LLP
PO Box 810
66 Shoe Lane
London
EC4A 3WA

administrator(s) of the above company attach a progress report for the period

From

To

(b) Insert date

(b) 12 October 2009

(b) 11 April 2010

Signed

Joint Administrator

Dated

7/5/10

SATURDAY



A1GOTJTK

A12

08/05/2010

49

COMPANIES HOUSE

**Merchant Inns Group Limited
Merchant Inns Limited**

**Case No. 19502 of 2009
Case No. 19529 of 2009**

(Both In Administration) ("the Companies")

**SIX MONTHLY PROGRESS REPORT TO CREDITORS
PURSUANT TO RULE 2.47 OF THE INSOLVENCY RULES 1986**

7 May 2010

This report has been prepared for the sole purpose of advising the Creditors. The report is private and confidential and may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by Creditors for any purpose other than advising them, or by any other person for any purpose whatsoever.

The Administrators act as agents of the Companies and without personal liability

**Neville Barry Kahn and Nicholas Guy Edwards
Deloitte LLP
Athene Place
66 Shoe Lane
London
EC4A 3BQ**

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ABBREVIATIONS

For the purpose of this report the following abbreviations shall be used

| | |
|-----------------------|--|
| "The Act" | Insolvency Act 1986 (as amended) |
| "The Rules" | Insolvency Rules 1986 (as amended) |
| "the Administrators" | Refers to the Administrators, N B Kahn and N G Edwards |
| "Deloitte" | Deloitte LLP |
| "MIGL" | Merchant Inns Group Limited |
| "MIL" | Merchant Inns Limited |
| "the Group" | Merchant Inns Group comprising MIGL and MIL |
| "the Companies" | Merchant Inns Group Limited and Merchant Inns Limited |
| "Coutts" / "the Bank" | Coutts & Co |
| "Wallace" | Wallace Estates Limited |
| "the Secured Lenders" | The Bank and Wallace |

1 INTRODUCTION

1.1 Introduction

This report has been prepared in accordance with Rule 2.47 of The Rules to provide creditors with an update on the progress of the administrations of the Companies during the six month period from 12 October 2009 to 11 April 2010

Given the information previously provided to creditors in our first report to creditors, we have not included detailed background information and we would refer you to our first report, copies of which can be obtained free of charge by writing to the Administrators at the address at the front of this report

A schedule of statutory information in respect of the Companies is attached at Appendix 1.

1.2 Details of the appointment of the administrators

Neville Barry Kahn and Nicholas Guy Edwards, partners of Deloitte LLP were appointed Administrators of the Companies on 12 October 2009. The appointments were made by the High Court in London, following the filing of a Notice of Appointment of Administrators by Qualifying Floating Charge Holder, Coutts & Co, 440 Strand, London, WC2R 0QS.

For the purposes of Paragraph 100 of Schedule B1 of the Act the Administrators are authorised to carry out all functions, duties and powers either jointly or severally

2. THE ADMINISTRATORS' PROPOSALS

2.1 Introduction

As previously reported to creditors, the Administrators concluded that the first prescribed objective under Rule 3(1)(a) namely "rescuing the companies (the legal entity) as a going concern" will not be achievable in respect of the Companies

Consequently the Administrators intend to perform their functions in relation to the companies with the objective set out in Paragraph 3(1)(b) of Schedule B1 of the Act which is "to achieve a better result for the companies' creditors as a whole than would be likely if the companies were wound up"

The Administrators' proposals in order to achieve this objective, which were deemed approved by the creditors of the Companies on 19 December 2009 are as follows

| Proposal Number | Proposal |
|-----------------|---|
| 1 | The Administrators continue to manage the affairs and any remaining assets of the Companies and the settlement of all administration expenses, |
| 2 | the Administrators continue with their enquiries into the conduct of the directors of the Companies and continue to assist any regulatory authorities with their investigation into the affairs of the Companies, |
| 3 | the Administrators be authorised to agree the claims of the secured, preferential and unsecured creditors against each of the Companies unless the Administrators conclude, in their reasonable opinion, that a Company will have no assets available for distribution; |
| 4 | the Administrators be authorised to distribute funds to the secured and preferential creditors as and when claims are agreed and funds permit and, in relation to distributions to unsecured creditors, if the Court gives permission following an appropriate application, |
| 5 | that, in the event the creditors of each Company so determine, at meetings of creditors, a Creditors Committee be appointed in respect of each or any Company comprising of not more than five and not less than three creditors of that Company or Companies |
| 6 | that, in respect of each Company, the Creditors' Committee, if one is appointed, shall be asked to agree that the Administrators' fees be fixed by reference to the time given in attending to matters arising in the administrations and asked to agree the Administrators' expenses |
| 7 | in the absence of a Creditors' Committee, the secured creditors of the Companies shall be asked to agree the Administrators' fees, in accordance with Rule 2 106(5A)(a), by reference to the time given in attending to matters arising in the administration and that the Administrators' expenses for mileage be calculated by reference to mileage properly incurred by the Administrators and their staff in attending to matters arising in the Administrations, at the prevailing standard mileage rate used by Deloitte LLP at the time when the mileage is incurred (presently up to 40p per mile), |
| 8 | that, following the realisation of assets and resolution of all matters in the administrations, and as quickly and efficiently as is reasonably practicable, the Administrators implement the most cost effective |

| | |
|----|---|
| | steps to formally conclude the administrations. This may include the distribution of funds to unsecured creditors (provided Court permission is obtained) and then the dissolution of the Companies or alternatively, seeking to put each or any of the Companies into Creditors' Voluntary Liquidation ("CVL") or Compulsory Liquidation, depending on which option will result in a better realisation for creditors, |
| 9 | that, if each or any of the Companies were to be placed into CVL, the Administrators propose to be appointed Liquidators and any Creditors' Committees appointed will become Liquidation Committees pursuant to R4 174 of the Rules. As per paragraph 83(7) of Schedule B1 of the Act and R2.117 (3) of the Rules, the creditors may nominate a different person to be Liquidator(s) provided the nomination is made before the proposals are approved by creditors. For the purposes of s231 of the Act the Liquidators will each be authorised to carry out all functions, duties and powers either jointly or severally. |
| 10 | in the absence of Creditors' Committees, the secured creditors of the Companies shall be asked to agree that the Administrators be discharged from liability per paragraphs 98 and 99 of Schedule B1 of the Act immediately upon the Administrators' filing their final report to creditors. |

2.2 Progress on and achievement of the approved proposals

We have summarised below the progress and current status in respect of each of the approved proposals

| Proposal | Current status |
|----------|---|
| 1 | The business continues to trade whilst a purchaser is sought for the business and assets of the Companies |
| 2 | As required by the regulatory authorities, the Administrators have submitted their report on the conduct of the directors (see section 6.1) |
| 3 | We believe there will be insufficient realisations to enable a distribution to unsecured creditors, other than under the Prescribed part (see section 4.3) |
| 4 | No distributions made to date |
| 5 | No Creditors' Committee appointed |
| 6 | No Creditors' Committee appointed |
| 7 | Details of Administrators' fees and disbursements will be sent to the Secured Lenders and preferential creditors for approval |
| 8 - 10 | The Administrators on conclusion of their obligations will take steps to finalise the administrations in the most expedient and cost effective manner. It is envisaged that immediately following the sale of the business and assets that the Companies will be placed in liquidation. |

3. ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT

3.1 Introduction

Attached at Appendix 2 is a Receipts and Payments account covering the six month period from 12 October 2009 to 11 April 2010 for the Companies

The statement has been prepared on the basis that

- 1 All trading income and expenditure has been recognised in MIL only and therefore no Receipts and Payments account is shown for MIGL (nil balances only)
- 2 Distress payments were made to suppliers in respect of pre- appointment balances where there was no alternative in order to realise the trading strategy of the business
- 3 The Companies are registered for VAT and the net amount payable will be paid in due course
- 4 All funds are held in interest bearing bank accounts and corporation tax payable on interest will be paid in due course

In this section, we have summarised the main asset realisations during the 6 month period and an estimation of those assets yet to be realised

3.2 Asset realisations

At the date of the Administrators' appointment, trade debtors were £121k, of which approximately £101k has been collected. We are actively pursuing the remaining debtor balances.

3.3 Estimated future realisations

The Administrators are continuing to market the business and assets of the Companies, and have entered into negotiations with a number of interested parties over the last six months which are continuing.

4. DISTRIBUTIONS TO CREDITORS

4.1 Secured creditors

The Companies' secured debt due to Coutts and Wallace at the date of the appointment of the Administrators was approximately £21.8m

In addition, Coutts has a cross-guarantee in place for any debt between MIL and MIGL and Wallace have a second ranking charge for MIL debt only. To date, the Administrators have made no distribution to the Secured Lenders

4.2 Preferential creditors

There are preferential claims in the administration of MIL in relation to arrears of wages and holiday pay

4.3 Prescribed Part

The Prescribed Part (section 176A of the Insolvency Act 1986 (Prescribed Part) Order 2003) applies where there are floating charge realisations, net of costs to be set aside for unsecured creditors. This equates to

- 50% of net property up to £10,000
- 20% of net property in excess of £10,000
- Subject to a maximum of £600,000

Whether or not any monies will become available for unsecured creditors under the Prescribed Part is subject to future asset realisations

4.4 Unsecured creditors

The Administrators do not anticipate that there will be any dividend payable to the unsecured creditors of the Companies other than by way of the Prescribed Part.

4.5 Claims Process

Due to the possible distribution to unsecured creditors under the Prescribed Part you are requested to submit claims to the Administrators, Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ, marked for the attention of Edd Castledine. Please find attached a proof of debt form at Appendix 3

5 ADMINISTRATORS' FEES AND EXPENSES

5.1 Administrators' Fees

There will be no funds available to the unsecured creditors other than by virtue of Section 176A(2)(a) of the Act, the Prescribed Part. Fixing of Administrators' remuneration and disbursements was approved in accordance with Rule 2.106(5A) of the Rules, which is outlined as follows

- Where the Administrators have made a statement under Paragraph 52(1)(b), and in the absence of a Creditors' Committee, the Administrators' remuneration may be fixed (in accordance with paragraph (2)) by the approval of

(a) each secured creditor of the company or

(b) if the administrator has made or intends to make a distribution to preferential creditors

(i) each secured creditor of the company, and

(ii) preferential creditors whose debts amount to more than 50% of the preferential debts of the company, disregarding debts of any creditor who does not respond to an invitation to give or withhold approval

In line with paragraph 52(1)(b) of Schedule B1 of the Act outlined above there is no requirement for unsecured creditors to pass a resolution in respect of Administrators' remuneration

To date the Administrators have not drawn any fees or disbursements

5.2 Other professional costs

Farrer & Co ("Farrer") were instructed by the Administrators to advise on appropriate legal matters. To date no invoices have been received from Farrer

Michael Conn Goldsobel Solicitors ("MCG") were instructed by the Administrators to advise on appropriate legal matters. Fees of £18,960 (plus VAT) have been paid to MCG to date

Joelson Wilson LLP, a firm of solicitors that specialise in the licensed sector, were instructed by the Administrators to arrange the novation of the premises licenses for all of the units following our appointment. Fees of £4,578.72 (plus VAT) have been paid to Joelson Wilson LLP to date

To advise on the valuation of the freehold units and to run the sales process of all the units, the Administrators instructed Colliers Robert Barry ("Colliers"), a firm of agents with appropriate expertise and experience in dealing with businesses of this size and nature. To date no invoices have been received from Colliers

Christie & Co ("Christies"), a firm of valuers, were instructed to comment on the sales and marketing process undertaken by Colliers. Fees of £7,500 (plus VAT) have been paid to Christies to date

Licensed Solutions, a firm of consultants specialising in the licensed trade were engaged. Fees of £11,333.79 (plus VAT) have been paid to Licensed Solutions to date

All professional costs are reviewed and analysed before payment is approved

6. OTHER MATTERS AND INFORMATION TO ASSIST CREDITORS

6.1 Investigations

As required by legislation, reports on the Directors' conduct in the three years prior to the Administrators' appointment have been submitted to the Department for Business, Innovation and Skills

The reports and their contents are confidential and cannot be discussed with creditors

6.2 Exit

Pursuant to the Insolvency Act, all administrations automatically come to an end after one year, unless an extension is granted by the court or with the consent of the creditors

Unless it is proposed that the Companies be placed into Compulsory Liquidation or Creditors' Voluntary Liquidation, the appointment of the Administrators ceases on the following

- An application to court,
- Filing a notice in Court with the registrar of companies confirming that the purpose of the administrations has been sufficiently achieved, or
- In the event that the Companies have no property the Administrators may notify the registrar of companies to the effect at which time the appointment of the Administrators ceases and three months following that date the Company is deemed to be dissolved

The exit route chosen in relation to the Companies will largely depend on the circumstances and the approval of the creditors

The exit provisions contained in the schedule B1 of the Act provide an informal and cost effective way for the appointments of Administrators to cease and reference is made to this in the Administrators' proposals

The Administrators' will continue to review these matters and will report further in the next six monthly report to creditors

6.3 SIP 13 – Transactions with connected parties

The Companies trade with certain entities that are connected by virtue of common shareholders Transactions included the provision of staff services to the Companies

6.4 EC Regulations

As stated in the appointment documentation in respect of the Companies, Council Regulation (EU) No 1346/2000 applies and these are the main proceedings as defined in Article 3(1) of that regulation

| | | |
|--|--|---|
| Company Name | Merchant Inns Group Limited (In Administration) | Merchant Inns Limited (In Administration) |
| Company Number | 06244330 | 03872646 |
| Date of Incorporation | 11 May 2007 | 3 November 1999 |
| Trading Names | Carnarvon Arms, Lambert Arms, Talbot Inn, Horse & Groom Black Boy, Saracens Head and The Mermaid Inn | |
| Directors | Colin Barry Wagman and Gareth Wilson Jones | Colin Barry Wagman |
| Company Secretary | Howard Goldsobel | Howard Goldsobel |
| Ordinary issued and called up share capital | 1,000,000 A Ordinary Shares of £1 each 1 000,000 B Ordinary Shares of £1 each 1 Preference Share of £1 | 15,030 207 Deferred Shares of £0 05 each 5,352,880 Ordinary Shares of £0 05 each |
| Shareholders | Sir John Henry Ritblat – 1,000,000 Ordinary shares Robert Roddick Acknill Breare – 1 000,000 Ordinary shares Creditincome Limited – 1 Preference share | Merchant Inns Group Limited – 100% |
| Bankers | Coutts & Co HSBC Bank PLC | |
| Auditors | Baker Tilly UK Audit LLP | |
| Registered Office | Hill House 1 Little New Street, London EC4A 3TR | |
| Court Ref (High Court, Chancery Division, Companies Court) | 19502 of 2009 | 19529 of 2009 |
| Administrators | N B Kahn and N G Edwards | |
| Date of Appointment | 12 October 2009 | |
| Person who made the application | Coutts & Co | |
| Joint appointment provisions pursuant to paragraph 100(2) of Schedule B1 of IA86 | Joint appointment provisions pursuant to paragraph 100(2) of schedule B1 of the Insolvency Act 1986 | |

MERCHANT INNS LIMITED (IN ADMINISTRATION) RECEIPTS AND PAYMENTS FOR THE PERIOD 12 OCTOBER 2009 TO 11 APRIL 2010

| RECEIPTS | (£) |
|------------------------------|----------------------------|
| Trading Sales | 2,734,297 51 |
| Drawdown on funding | 100,000 00 |
| Bank Interest Gross | 917 34 |
| Pre-appointment realisations | 12,556 49 |
| VAT Payable | 441,325 22 |
| | <u>3,289,096 56</u> |
| PAYMENTS | |
| Booking Agency Payments | 10,725 66 |
| Sales & Marketing | 23,224 14 |
| Utilities | 63,523 63 |
| F&B Suppliers | 579,698 49 |
| Telecommunications | 53,762 61 |
| Payroll | 1,100,973.75 |
| Events | 21,713 92 |
| Other Suppliers | 203,807 81 |
| Distress Payments | 39,030.48 |
| Lease/HP Payments | 1,229 01 |
| Hire of Equipment | 40,880 40 |
| Repairs & Maintenance | 33,546 11 |
| Sundry Expenses | 240 66 |
| Sales Commission | 8,980 55 |
| Insurance | 2,546 47 |
| Advertising | 3,323 90 |
| Stationery | 5,666 25 |
| Postage | 2,353 25 |
| Licence Fees | 1,006 06 |
| Rent | 9,354 16 |
| Rates | 68,313 82 |
| Bank Charges | 16,721 56 |
| Heat and Light | 5,977.60 |
| Interest | 7,416 65 |
| Consultancy | 30,867 64 |
| Legal & Professional | 23,538 72 |
| PAYE & NI Payable | 289,824 17 |
| VAT Receivable | 120,436 99 |
| VAT Control Account | 93,247 72 |
| | <u>2,861,932 18</u> |
| Balances in Hand | 427,164 38 |
| | <u><u>3,289,096 56</u></u> |

MERCHANT INNS GROUP LIMITED (IN ADMINISTRATION) RECEIPTS AND PAYMENTS FOR THE PERIOD 12 OCTOBER 2009 TO 11 APRIL 2010

| RECEIPTS | (£) |
|---------------------|------------------|
| Transfer from MIL | 18,121 83 |
| Bank Interest Gross | 80 58 |
| | <u>18,202 41</u> |
| PAYMENTS | |
| Bank Charges | 14,239 74 |
| | <u>14,239.74</u> |
| Balances in Hand | <u>3,962 67</u> |
| | <u>18,202 41</u> |

Notes

- 1 Bank charges for the use of credit card terminals in the units are charged to MIGL, however these are funded by the trading in MIL
- 2 All other trading income and expenditure is recognised in MIL only

Rule 4.73

Form 4.25

PROOF OF DEBT - GENERAL FORM

In the matter of **Merchant Inns Limited**

and in the matter of **The Insolvency Act 1986**

Date of Administration **12 October 2009**

| | | |
|----|--|---|
| 1 | Name of Creditor | |
| 2 | Address of Creditor | |
| 3 | Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into liquidation (see note) | £ |
| 4 | Details of any document by reference to which the debt can be substantiated (Note the liquidator may call for any document or evidence to substantiate the claim at his discretion) | |
| 5 | If the total amount shown above includes Value Added Tax, please show:- (a) amount of Value Added Tax (b) amount of claim NET of Value Added Tax | £ £ |
| 6 | If total amount above includes outstanding uncapitalised interest please state amount | £ |
| 7 | If you have filled in both box 3 and box 5, please state whether you are claiming the amount shown in box 3 or the amount shown in box 5(b) | |
| 8 | Give details of whether the whole or any part of the debt falls within any (and if so which) of the categories of preferential debts under section 386 of, and schedule 6 to, the Insolvency Act 1986 (as read with schedule 3 to the Social Security Pensions Act 1975) | Category Amount(s) claimed as preferential £ |
| 9 | Particulars of how and when debt incurred. | |
| 10 | Particulars of any security held, the value of the security, and the date it was given | £ |
| 11 | Particulars of any reservation of title claimed, including details of goods supplied, their value and when supplied. | |
| 12 | Signature of creditor or person authorised to act on his behalf | |
| | Name in BLOCK LETTERS | |
| | Position with or relation to creditor | |

Rule 4.73

PROOF OF DEBT - GENERAL FORM (CONTD.)

Form 4.25

Admitted to Vote for

£

Date

Liquidator

Admitted preferentially for

£

Date

Liquidator

Admitted non-preferentially for

£

Date

Liquidator

NOTE: A company goes into liquidation if it passes a resolution for voluntary winding up or an order for its winding up is made by the court at a time when it has not already gone into liquidation by passing such a resolution

Rule 4.73

Form 4.25

PROOF OF DEBT - GENERAL FORM

In the matter of Merchant Inns Group Limited

and in the matter of The Insolvency Act 1986

Date of Administration 12 October 2009

| | | |
|----|--|---|
| 1 | Name of Creditor | |
| 2 | Address of Creditor | |
| 3 | Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into liquidation (see note) | £ |
| 4 | Details of any document by reference to which the debt can be substantiated. [Note the liquidator may call for any document or evidence to substantiate the claim at his discretion] | |
| 5 | If the total amount shown above includes Value Added Tax, please show:- (a) amount of Value Added Tax (b) amount of claim NET of Value Added Tax | £ £ |
| 6 | If total amount above includes outstanding uncapitalised interest please state amount | £ |
| 7 | If you have filled in both box 3 and box 5, please state whether you are claiming the amount shown in box 3 or the amount shown in box 5(b) | |
| 8 | Give details of whether the whole or any part of the debt falls within any (and if so which) of the categories of preferential debts under section 386 of, and schedule 6 to, the Insolvency Act 1986 (as read with schedule 3 to the Social Security Pensions Act 1975) | Category Amount(s) claimed as preferential £ |
| 9 | Particulars of how and when debt incurred | |
| 10 | Particulars of any security held, the value of the security, and the date it was given | £ |
| 11 | Particulars of any reservation of title claimed, including details of goods supplied, their value and when supplied | |
| 12 | Signature of creditor or person authorised to act on his behalf | |
| | Name in BLOCK LETTERS | |
| | Position with or relation to creditor | |

Rule 4.73

PROOF OF DEBT - GENERAL FORM (CONTD..)

Form 4.25

Admitted to Vote for

£

Date

Liquidator

Admitted preferentially for

£

Date

Liquidator

Admitted non-preferentially for

£

Date

Liquidator

NOTE: A company goes into liquidation if it passes a resolution for voluntary winding up or an order for its winding up is made by the court at a time when it has not already gone into liquidation by passing such a resolution.

Heading required by Article 42(1) of Council Regulation (EC) No 1346/2000 of 29.5.2000, OJ L 160, p12

(EC Regulation on Insolvency Proceedings 2000)

« Convocatoria para la presentación de créditos Plazos aplicables ».

» Opfordring til anmeldelse af fordringer. Vær opmærksom på fristerne «

„ Aufforderung zur Anmeldung einer Forderung Etwaige Fristen beachten! "

« Προ' σκληση για αναγγελι' α απαιτη' σεως. Προσοχη' στις προθεσμίες »

' Invitation to lodge a claim. Time limits to be observed '

« Invitation à produire une créance. Délais à respecter »

« Invito all'insinuazione di un credito. Termine da osservare »

„ Oproep tot indiening van schuldvorderingen. In acht te nemen termijnen "

« Aviso de reclamação de créditos. Prazos legais a observar »

" Kehotus saatavan ilmoittamiseen. Noudatettavat määräajat "

" Anmodan att anmäla fordran. Tidsfrister att iaktta "

Pozvání až k bydlti jeden činit si nárok na něco. Čas hranice až k být konat

Zaproszenie do wniesienia wniosku o odszkodowanie. Termin wniesienia wniosku jest obarczony obostrzeniami.

Invitáció követelés benyújtására. Idő határok betartandók.

vabilo v spraviti v zapor a trditi čas višek v obstati držati se postav

Приглашение к подаче иска. Соблюдайте установленные сроки.

Pasiūlymas paduoti skunda. Reikia atsižvelgti į terminus

Stedina biex taghmel talba It-termini taz-zmien ghandhom jigu mharsa

Uzaicinājums prasības pieteikšanai. Prasības pieteikšanas laiks stingri ierobežots.

Palve esitada nõue. Palun jälgige aja piiranguid.

Покана за предявяване на иск. Да бъде направена в обявления срок

Invitația de a prezenta pretenția în limite de timp agreeate.