

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

TUESDAY



A29 *A71MPRSH* 13/03/2018 #159
COMPANIES HOUSE

1 Company details

Company number 0 6 4 6 2 8 5 4

Company name in full P1 St Martins Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Malcolm

Surname Cohen

3 Liquidator's address

Building name/number 55 Baker Street

Street London

Post town W1U 7EU

County/Region

Postcode

Country

4 Liquidator's name ①

Full forename(s)

Surname

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number

Street

Post town

County/Region

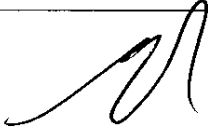
Postcode

Country

② Other liquidator
Use this section to tell us about
another liquidator.

LIQ13

Notice of final account prior to dissolution in MVL

6	Final account	
	☒ I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.	
7	Sign and date	
Liquidator's signature	Signature X  X	
Signature date	^d0^d8 ^m0^m3 ^y2^y0^y1^y8	

LIQ13

Notice of final account prior to dissolution in MVL



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Malcolm Cohen
Company name	BDO LLP
Address	55 Baker Street London
Post town	W1U 7EU
County/Region	
Postcode	
Country	
DX	
Telephone	020 7486 5888



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You have attached the required documents.
- ☒ You have signed the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

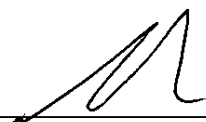
This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

**P1 St Martins Limited
(In Liquidation)
Liquidator's Abstract of Receipts & Payments**

Declaration of Solvency		From 30/03/2017 To 08/03/2018	From 30/03/2017 To 08/03/2018
ASSET REALISATIONS			
1.00	Amount due from Group Company	NIL NIL	NIL NIL
1.00		NIL	NIL
REPRESENTED BY			
			NIL

Note:

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



 Malcolm Cohen
 Liquidator



Tel: +44 (0)20 7486 5888
Fax: +44 (0)20 7487 3686
DX 9025 West End W1
www.bdo.co.uk

55 Baker Street
London W1U 7EU

8 March 2018

To All Shareholders

Our Ref 7/SMB/P1 Prime

Please ask for Sharon Bloomfield
Direct line: 020 7893 2905
Email: sharon.bloomfield@bdo.co.uk

Dear Sir/Madam

P1 Cornhill Limited - 06462853
P1 Dover Limited - 06462856
P1 Duke Street Limited - 06463493
P1 Golden Limited - 06462852
P1 Kensington Limited - 06462846
P1 Newman Limited - 06462849
P1 Parkshot Limited - 06462855
P1 St Martins Limited - 06462854
P1 Hedge End Limited - 06064209
P1 Hedge End Subco Limited - 05939760
(together 'the Companies') - All in Members' Voluntary Liquidation

The Companies' affairs are fully wound up and, in accordance with Sections 92A and 94 of the Insolvency Act 1986 ('the Act'), this is my final progress report on the above liquidations for the period 30 March 2017 to 8 March 2018.

My draft final report and accounts were issued to the Companies' members on 8 January 2018. No queries have been received and therefore the liquidations can proceed to closure.

Statutory Information

The Liquidator ('Liquidator') is Malcolm Cohen (officeholder number: 6825) of BDO LLP, 55 Baker Street, London, W1U 7EU. The Liquidator was appointed on 30 March 2017.

The Companies' registered numbers and dates of incorporation are detailed in Appendix A of this report. The Companies had no former names in the 12 months before the commencement of the liquidations.

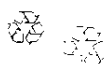
The Companies' principal trading address and former registered office was Cavendish House, 18 Cavendish Square, London, W1G 0PJ. The registered office was changed to 55 Baker Street, London, W1U 7EU after the members passed the winding up resolutions.

Receipts and Payments

There have been no receipts and payments for the periods under review.

BDO LLP, a UK limited liability partnership registered in England and Wales under number OC305127, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. A list of members' names is open to inspection at our registered office, 55 Baker Street, London W1U 7EU. BDO LLP is authorised and regulated by the Financial Conduct Authority to conduct investment business.

Details of the authorising bodies of the insolvency appointment takers of BDO LLP are available at www.bdo.co.uk/services/business-restructuring/authorising-bodies-of-insolvency-appointment-takers



Creditors

No claims have been received in the liquidations.

HM Revenue & Customs ('HMRC')

I am required to obtain pre- and post-liquidation tax clearances from the Corporation Tax Inspector and HMRC's Enforcement & Insolvency Service ('EIS') who provide HMRC's total claim in the liquidations, which includes PAYE and VAT clearance.

I have now received confirmation from HMRC that there are no outstanding claims and there are no objections to the liquidations being closed.

Distributions

With the exception of P1 Hedge End Limited, the declarations of solvency sworn by the Companies' directors showed that each company was owed £1 by a group company in respect of unpaid share capital.

First and final distributions in specie were declared by these Companies on 8 January 2018 of these £1 balances representing a return of 100p per £1 share.

P1 Hedge End Limited was also owed £1 in respect of unpaid share capital. In addition it held a £1 investment in P1 Hedge End Subco Limited, and owed £1 to P1 Hedge End Subco Limited for the share capital. The distribution from P1 Hedge End Subco Limited effectively discharged the debt and reduced the investment to nil.

P1 Hedge End Limited then also on 8 January 2018 declared a first and final distribution in specie of the £1 owed to it, representing a 100p return per £1 share.

Liquidation Closure

I am pleased to advise that the Companies' affairs are fully wound up and no matters remain outstanding. Accordingly, the liquidations can be brought to a close.

As eight weeks from the date of my draft report and accounts was issued to the Companies' members have elapsed with no queries arising, I am sending my final report and accounts to Companies House. The Liquidator will vacate office and obtain his release as detailed in the enclosed notice, and the Companies will be automatically dissolved three months thereafter.

Liquidator's Remuneration

The Insolvency (England & Wales) Rules 2016 ('the Rules') provide that a Liquidator is obliged to have his remuneration approved on one of the following basis:

- (1) as a percentage of the assets realised and distributed; and/or
- (2) by reference to the time the Liquidator and the staff have spent attending to matters in the liquidation; and/or
- (3) as a set amount; and/or
- (4) as a combination of the above.

The members approved my remuneration on a time costs basis on the date of my appointments. Time costs for the liquidations to date total £10,648.65 represented by 25.3 hours of work carried

out by me and my staff at an average hourly rate of £420.90. I enclose a summary for your information. The costs incurred for any one company do not exceed £2,500.

As the Companies do not hold any cash assets, the costs of liquidation, including disbursements will be met by a group company.

My staff and I have spent time on matters arising in the normal course of the liquidations. The main areas dealt with include:

- liaising with the Companies in relation to matters prior to the Liquidator's appointments;
- convening of the general meeting of members to commence the liquidations;
- statutory reporting requirements to the members;
- statutory reporting requirements to the Registrar of Companies;
- dealing with statutory advertising requirements;
- liaising with the Companies regarding corporation tax returns for the pre-liquidation periods;
- correspondence with HMRC in order to obtain the necessary clearances for pre and post liquidation periods to close the liquidations;
- dealing with distributions in specie to the members;
- corresponding with the members and providing updates of the progress of the liquidations;
- preparing the draft final report and accounts in the liquidations; and
- preparing the final report and compliance regarding the closure of the liquidations.

Disbursements

Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements.

The sum of £100.00 plus VAT has been incurred in respect of category 1 disbursements for statutory advertising costs and the costs of the indemnity bonding.

Members' Rights

Members with the concurrence of at least 5% in value of the members may within 21 days of the draft report and accounts request in writing further information regarding the remuneration and expenses set out in this report. In accordance with Rule 18.9(3) of the Rules within 14 days of a request I will provide further information or explain why further information is not being provided.

A member (who need not be the member who asked for the information) may, with the concurrence of at least 5% or more in value of the members (including the member in question), apply to the court within 21 days of my response or the expiry for the period of my response and the court may make such order as it thinks fit (Rule 18.9(6) & (7) of the Rules). Members with the concurrence of at least 10% of the members may apply to the court if they consider that the remuneration of the Liquidator, or the basis fixed for the remuneration of the Liquidator or expenses charged by the Liquidator are excessive (Rule 18.34 of the Rules). Such an application

must be made within eight weeks of receiving the draft report. The text of Rules 18.9 and 18.34 are set out at the end of this report.

Release of Liquidator

The Liquidator will be released from office under Section 173 of the Act at the same time as vacating office, per Section 171(6) of the Act, unless any member objects. A member who wishes to object to the release must deliver a notice in writing to the Liquidator within eight weeks of the draft final report or, if members raise other matters under Rules 18.9 or 18.34 as mentioned above, when those matters are finally determined by the Court. As confirmed above, the members have not raised any such objection or other matters.

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to me but are not satisfied with my response then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

The Liquidator is bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code is at <http://www.icaew.com/en/members/regulations-standards-and-guidance/ethics/code-of-ethics-d>

Creditors may access information setting out creditors' rights in respect of the approval of Liquidators' remuneration at <https://www.r3.org.uk/what-we-do/publications/professional/fees>

Please contact my colleague Sharon Bloomfield as detailed above if you require any further information.

Yours faithfully
for and on behalf of
The Companies



M Cohen
Liquidator

Authorised by the Institute of Chartered Accountants in England and Wales in the UK

APPENDIX A

COMPANY NAME	COMPANY NUMBER	DATE OF INCORPORATION
P1 Cornhill Limited	06462853	3/1/2008
P1 Dover Limited	06462856	3/1/2008
P1 Duke Street Limited	06463493	3/1/2008
P1 Golden Limited	06462852	3/1/2008
P1 Kensington Limited	06462846	3/1/2008
P1 Newman Limited	06462849	3/1/2008
P1 Parkshot Limited	06462855	3/1/2008
P1 St Martins Limited	06462854	3/1/2008
P1 Hedge End Limited	06064209	24/1/2007
P1 Hedge End Subco Limited	05939760	19/9/2006

Statement from the Insolvency (England and Wales) Rules 2016 regarding the rights of creditors in respect of the Liquidators' fees and expenses:**Creditors' and members' requests for further information in administration, winding up and bankruptcy**

18.9.—(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report under rule 18.14—

- (a) a secured creditor;
- (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
- (c) 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;
- (d) any unsecured creditor with the permission of the court; or
- (e) any member of the company in a members' voluntary winding up with the permission of the court.

(2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report by the person, or by the last of them in the case of an application by more than one member or creditor.

(3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—

- (a) providing all of the information requested;
- (b) providing some of the information requested; or
- (c) declining to provide the information requested.

(4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—

- (a) the time or cost of preparation of the information would be excessive; or
- (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
- (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
- (d) the office-holder is subject to an obligation of confidentiality in relation to the information.

(5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.

(6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—

- (a) the office-holder giving reasons for not providing all of the information requested; or
- (b) the expiry of the 14 days within which an office-holder must respond to a request.

(7) The court may make such order as it thinks just on an application under paragraph (6).

Remuneration and expenses: application to court by a creditor or member on grounds that remuneration or expenses are excessive

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

- (a) the remuneration charged by the office-holder is in all the circumstances excessive;
- (b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or
- (c) the expenses incurred by the office-holder are in all the circumstances excessive.

(2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—

- (a) a secured creditor,
- (b) an unsecured creditor with either—
 - (i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or
 - (ii) the permission of the court, or
- (c) in a members' voluntary winding up—
 - (i) 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
 - (ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

Applications under rules 18.34 and 18.35 where the court has given permission for the application

18.36.—(1) This rule applies to applications made with permission under rules 18.34 and 18.35.

- (2) Where the court has given permission, it must fix a venue for the application to be heard.
- (3) The applicant must, at least 14 days before the hearing, deliver to the office-holder a notice stating the venue and accompanied by a copy of the application and of any evidence on which the applicant intends to rely.
- (4) 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 office-holder is entitled to charge;
 - (b) an order reducing any fixed 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 is not to be treated as expenses of the administration, winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
- (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
- (6) 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 administration, winding up or bankruptcy.

Applications under rule 18.34 where the court's permission is not required for the application

18.37.—(1) On receipt of an application under rule 18.34 for which the court's permission is not required, the court may, if it is satisfied that no sufficient cause is shown for the application, dismiss it without giving notice to any party other than the applicant.

- (2) Unless the application is dismissed, the court must fix a venue for it to be heard.
- (3) The applicant must, at least 14 days before any hearing, deliver to the office-holder a notice stating the venue with a copy of the application and of any evidence on which the applicant intends to rely.
- (4) 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 office-holder is entitled to charge;
 - (b) an order reducing any fixed 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 administration or winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
- (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
- (6) 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 administration or as winding up or bankruptcy.

Summary of Time Charged and Rates Applicable for the Period From 30 March 2017 (date of appointment) to 8 March 2018

[illegible]

**P1 Cornhill Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 Dover Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 Duke Street Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 Golden Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 Hedge End Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
Shares & Investments	1.00	0.00
		0.00
PAYMENTS		
Amount due to Group Company	(1.00)	0.00
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company received a first and final distribution in specie from its subsidiary, P1 Hedge End Subco Limited (also in members' voluntary liquidation) which effectively cancelled out the debt owed to this subsidiary.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 Hedge End Subco Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 Kensington Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note:

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 Newman Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 Parkshot Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator

**P1 St Martins Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 08 March 2018**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amount due from Group Company	1.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

0.00

Note - VAT is not recoverable.

On 8 January 2018 the Company declared a first and final distribution in specie of the £1 owed by a group company to its sole member.



Malcolm Cohen
Liquidator