

## 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

06482931

Name of Company

Capco Empress State LP Limited

I / We

Malcolm Cohen, 55 Baker Street, London, W1U 7EU

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 09 December 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 55 Baker Street, London, W1U 7EU

The winding up covers the period from 17 December 2014 (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

The following resolutions were approved

- 1) That the Liquidator's report and accounts to 9 December 2016 be and are hereby approved
- 2) That the Liquidator is authorised to dispose of the Company's books and records one year after the dissolution of the Company
- 3) The Liquidator is released

Signed



Date 09 December 2016

BDO LLP  
55 Baker Street  
London  
W1U 7EU

Ref 00248449/MAC/SMB/RAF

WEDNESDAY



A13

14/12/2016

#14

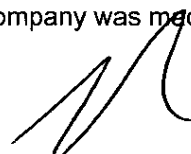
COMPANIES HOUSE

**Capco Empress State LP Limited**  
**(In Liquidation)**  
**Liquidator's Abstract of Receipts & Payments**  
**From 17 December 2014 To 9 December 2016**

S of A £	£	£
		<u>NIL</u>
REPRESENTED BY		<u>NIL</u>

**Note**

A distribution in specie of the £1 intercompany debtor balance owed to the Company was made on 9 December 2016

  
\_\_\_\_\_  
Malcolm Cohen  
Liquidator



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DX 9025 West End W1  
www.bdo.co.uk

55 Baker Street  
London W1U 7EU

TO ALL SHAREHOLDERS

9 December 2016

Our Ref 7/SMB/capco

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

Dear Sirs

**A & P Bolding Limited  
Capco CG 2010 Limited  
Capco CG 2010 Nominee Limited  
Capco Empress State LP Limited  
Changeopen Residents Management Limited  
Martineau Properties Limited  
Sanderling Enterprises Limited  
(together "the Companies") - All in Members' Voluntary Liquidation**

In accordance with the provisions of Section 94 of the Insolvency Act 1986, I present, for your information, my final progress report on the liquidation for the period 17 December 2015 to 9 December 2016

This report should be read in conjunction with my annual progress report dated 6 January 2016

#### Statutory Information

I, Malcolm Cohen, of BDO LLP, 55 Baker Street, London, W1U 7EU was appointed as Liquidator of the Companies on 17 December 2014

The Companies' registered numbers and former names are detailed in the attached Schedule A. They do not have any other trading styles.

Prior to liquidation, the Companies' trading address and registered office was 15 Grosvenor Street, London, W1K 4QZ. The registered office was changed to 55 Baker Street, London, W1U 7EU following my appointment.

#### Receipts and Payments

There have been no receipts or payments in the liquidation period.

The Companies' sole assets are intercompany debtor balance owed by group companies as detailed in the attached Schedule B. These amounts were distributed in specie to the Companies' respective shareholders prior to the final meetings of members being held.

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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](http://www.bdo.co.uk/services/business_restructuring/authorising_bodies_of_insolvency_appointment_takers)



**HM Revenue & Customs ("HMRC")**

I am required to obtain clearances that there are no outstanding matters and no objections to the closure of the liquidations from both the Corporation Tax Inspector, and HMRC's Enforcement & Insolvency Service which provides VAT and PAYE clearances and issues HMRC's proof of debt for all taxes

**Corporation Tax**

As previously reported I received clearances for Capco Empress State LP Limited, Changeopen Residents Management Limited and Sanderling Enterprises Limited in 2015.

A & P Bolding Limited, Capco CG 2010 Limited and Martineau Properties Limited were all required to submit corporation tax returns for the period to the date of liquidation. These were submitted to HMRC in December 2015.

Further to this I received notification of claims in respect of both A & P Bolding Limited and Capco CG 2010 Limited together with penalty notices. The liabilities were settled by the Companies' parent group in January 2016, and the penalties were successfully challenged.

In April 2016 I was advised that both the above two Companies still had residual debts outstanding in respect of interest that had accrued. These amounts were also settled by the parent group.

I have now received all corporation tax clearances required.

**VAT**

Sanderling Enterprises Limited and Capco CG 2010 Limited were registered for VAT but application was made to de-register them for VAT purposes prior to my appointment. The other five companies were not registered for VAT.

No matters were expected to arise in respect of VAT, but I received a final VAT return for Capco CG 2010 Limited for the one day period 1 December 2014. The Companies' parent group confirmed this was a nil return and it was submitted to HMRC in January 2016.

EIS has now provided all PAYE and VAT clearances required and issued final nil proof of debt claims for all of the Companies.

**Sundry Receipt**

In July 2016 I received notice that a business rates refund of some £10,000 was due to Capco CG 2010 Limited. The costs of opening a bank account for this company and dealing with its administration would not have been cost effective. Accordingly I requested that the refund be paid direct to the company's ultimate shareholder as this company would be the ultimate beneficiary of the funds. The payment was duly made.

**Distributions**

As previously stated, distribution in specie of the intercompany balances owed to the Companies were made prior to the final meetings of members being held.

**Liquidator's Remuneration**

Pursuant to the Insolvency Rules 1986, the Liquidator is obliged to fix his remuneration in accordance with Rule 4.148A(2) of the Insolvency Rules 1986. This permits remuneration to be fixed either

- (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

My remuneration was approved on a time costs basis on the date of my appointment. 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 appointment,
- statutory reporting requirements to members,
- statutory reporting requirements to the Registrar of Companies,
- dealing with statutory advertising requirements;
- regular updates to the Companies' parent group,
- correspondence with HMRC in order to obtain the necessary clearances to close the liquidations, including ensuring payments of liabilities and challenging penalties,
- dealing with creditor claims,
- preparing the annual progress reports;
- dealing with the business rates refund,
- considering the distribution of assets, and
- convening of the final meetings of members

Time costs for the entire duration of the liquidations to date total £24,172.7 represented by 63.25 hours of work carried out by myself and my staff at an average hourly rate of £382.18 as detailed by the enclosed time costs summaries. Time costs for the period under review total £10,873.70 represented by 21.75 hours of work at an average hourly rate of £499.94.

As agreed with the ultimate shareholder of the Companies, I have invoiced the sum of £23,750 plus disbursements and VAT to an appropriate associated company as none of the Companies held or holds any funds. No further costs will be drawn.

**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 £1,507.45 has been incurred in respect of category 1 disbursements for statutory advertising costs and the costs of the indemnity bonding, and have been invoiced as detailed above.

**Members' rights**

I provide at the end of this report an extract from the Insolvency Rules 1986 setting out the rights of members to request further information and/or challenge the remuneration or expenses within the liquidations.

**Liquidation Closure**

The shareholders were invited to consider the following resolutions

- 1 That the Liquidator's report and accounts to 9 December 2016 be and are hereby approved
- 2 That the Liquidator is authorised to dispose of the Companies' books and records one year after the dissolution of the Companies
- 3 The Liquidator is released

The resolutions were all duly approved

**Further Information**

If you have a complaint you should address it in the first instance to the Senior Partner, BDO LLP, 55 Baker Street, London W1U 7EU. If you are still dis-satisfied, complaints to the office holder's regulatory body should be made via the Insolvency Service Complaints Gateway

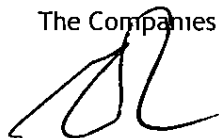
Complaints to the single Complaints Gateway may be made either by

- calling the Insolvency Service Enquiry Line on 0845 602 9848 (Monday to Friday 8am to 5pm), or
- completing and emailing the online complaints form on the Insolvency Service website <http://www.insolvencydirect.bis.gov.uk/contactus/ipcomplaint/complaintform.htm>, or
- completing the online complaints form and posting it to IP Complaints, Insolvency Service, 3rd Floor, 1 City Walk, Leeds, LS11 9DA

For more details, please visit <https://www.gov.uk/complain-about-insolvency-practitioner>

If you have any queries please contact Sharon Bloomfield as detailed above.

Yours faithfully  
For and on behalf of  
The Companies



Malcolm Cohen  
Liquidator  
Enc

#### SCHEDULE A

Company Name	Company Number	Former names
A & P Bolding Limited	00554049	None
Capco CG 2010 Limited	07385608	None
Capco CG 2010 Nominee Limited	07386010	None
Capco Empress State LP Limited	06482931	Hackremco (No 2554) Limited - (13/05/2008)
Changeopen Residents Management Limited	02300562	None
Martineau Properties Limited	07291160	Earls Court Real Estate Limited - (09/07/2010)
Sanderling Enterprises Limited	03881160	Earls Court & Olympia Holdings Limited - (12/12/2013) De Facto 814 Limited - (16/05/2000)

#### SCHEDULE B

Company Name	Intercompany Debtor Balances (£)
A & P Bolding Limited	12,000
Capco CG 2010 Limited	1
Capco CG 2010 Nominee Limited	1
Capco Empress State LP Limited	1
Changeopen Residents Management Limited	1,677
Martineau Properties Limited	Nil
Sanderling Enterprises Limited	240,000

**Statement from the Insolvency Rules 1986 (as amended) regarding the rights of members in respect of the Liquidators' fees and expenses:****Rule 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[s] 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

**Rule 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

A & P Bolding Limited - in Members Voluntary Liquidation

Summary of Time Charged and Rates Applicable for the Period From 17 December 2015 to 9 December 2016

Description	PARTNER		DIRECTOR		ASSISTANT MANAGER		SENIOR EXECUTIVE		EXECUTIVE		OTHER STAFF		GRAND TOTAL		AV RATE	
	Hours	£	Hours	£	Hours	£							Hours	£		£
D General Administration	0 50	363 00	3 20	1 529 60									3 70	1 892 60		511 51
Reporting	0 50	363 00	3 50	1 745 00									4 00	2 108 00		527 00
	1 00	726 00	6 70	3 274 60									7 70	4,000 60		519 56
													Net Total			
													Disbursements		1 033 47	
													Billed		3,626 99	
													Grand Total		<u>659 86</u>	



Summary of Time Charged and Rates Applicable for the Period From 19/12/2015 to 09/12/2016

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AVRT
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
D General Administration			0 50	239 00									0 50	239 00	478 00
I Reporting			1 50	717 00									1 50	717 00	478 00
J Distribution and Closure			0 90	451 80									0 90	451 80	502 00
	0 00	0 00	2 90	1,407 80	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00	2 90	1,407 80	
Net Total															
Secretarial Expense															0 00
Other Disbursements Billed															-2,113 05
Grand Total															-705 25

## Summary of Time Charged and Rates Applicable for the Period From 19/12/2015 to 09/12/2016

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AVRI
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
D General Administration			0 80	389 60									0 80	389 60	487 00
I Reporting			2 20	1,051 60									2 20	1,051 60	478 00
J Distribution and Closure			1 50	753 00									1 50	753 00	502 00
	0 00	0 00	4 50	2,194 20	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00	4 50	2,194 20	

Net Total

Secretarial Expense

Other Disbursements

Billed

Grand Total

4 50	2,194 20
	0 00
	0 00
	-2,544 10
	-349 90

## Summary of Time Charged and Rates Applicable for the Period From 19/12/2015 to 09/12/2016

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AV RT £
	Hours	Total	Hours	Total	Hours	Total	Hours	Total	Hours	Total	Hours	Total	Hours	Total	
		£		£		£		£		£		£		£	
D General Administration	0 00	0 00	0 60	289 20	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 60	289 20	482 00
Net Total															
Secretarial Expense															0 60 289 20
Other Disbursements															0 00
Billed															-3,606 70
Grand Total															-3,317 50

Name of Assignment
Sanderling Enterprises Limited
00248452

Summary of Time Charged and Rates Applicable for the Period From 19/12/2015 to 09/12/2016

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AVRI
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
J Distribution and Closure			1 15	573 70									1 15	573 70	£ 498 87
	0 00	0 00	1 15	573 70	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00	1 15	573 70	

Net Total	1 15	573 70
Secretarial Expense		0 00
Other Disbursements Billed		0 00
		-2,706 00
Grand Total		-2,132 30

Summary of Time Charged and Rates Applicable for the Period From 17 December 2014 to 9 December 2016

[illegible]



## Summary of Time Charged and Rates Applicable for the Period From 15/11/2014 to 09/12/2016

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AVRT
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
A Pre Appointment Matters			2 10	955 50									2 10	955 50	455 00
D General Administration			3 75	1,838 10					0 25	44 75			4 00	1,882 85	470 71
L Assets Realisation/Dealing			0 85	426 70									0 85	426 70	502 00
Reporting			0 50	239 00									0 50	239 00	478 00
	0 00	0 00	7 20	3,459 30	0 00	0 00	0 00	0 00	0 25	44 75	0 00	0 00			

Net Total	7 45	3,504 05
Secretarial Expense		0 00
Other Disbursements		1,270 46
Billed		-7,736 76
Grand Total		-2,962 25

00248447

Capco CG 2010 Nominee Limited

Name of Assignment

Summary of Time Charged and Rates Applicable for the Period From 11/10/2014 to 09/12/2016

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AV RT
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
A Pre Appointment Matters			1 75	775 85					12 00	2,148 00			1 75	775 85	443 34
B Steps on Appointment													12 00	2,148 00	179 00
	0 00	0 00	1 75	775 85	0 00	0 00	0 00	0 00	12 00	2,148 00	0 00	0 00	13 75	2,923 85	
Net Total															
Secretarial Expense															0 00
Other Disbursements Billed															0 00
															-2,923 85
Grand Total															0 00

Name of Assignment

Capco Empress State LP Limited

00248449

## Summary of Time Charged and Rates Applicable for the Period From 22/11/2014 to 09/12/2016

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AVR
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
A Pre Appointment Matters			0 75	341 25									0 75	341 25	455 00
D General Administration			0 80	375 50									0 80	375 50	469 38
I Reporting			1 50	717 00									1 50	717 00	478 00
J Distribution and Closure			1 40	679 30									1 40	679 30	485 21
	0 00	0 00	4 45	2,113 05	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00	4 45	2,113 05	
Net Total															
Secretarial Expense															0 00
Other Disbursements Billed															0 00
Grand Total															-2,113 05
															0 00

Name of Assignment

Changeopen Residents Management

00248450

Summary of Time Charged and Rates Applicable for the Period From 29/11/2014 to 09/12/2016

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AVRT
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
A Pre Appointment Matters			1 05	503 35									1 05	503 35	479 38
D General Administration			0 35	159 25									0 35	159 25	455 00
E Assets Realisation/Dealing			2 70	1,279 10									2 70	1,279 10	473 74
F Reporting															
J Distribution and Closure			1 50	753 00									1 50	753 00	502 00
	0 00	0 00	5 60	2,694 70	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00	5 60	2,694 70	
Net Total															
Secretarial Expense															0 00
Other Disbursements															0 00
Billed															-2,544 10
Grand Total															150 60



Name of Assignment

Sanderling Enterprises Limited

00248452

## Summary of Time Charged and Rates Applicable for the Period From 06/12/2014 to 09/12/2016

Description	PARTNLR		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AVR1
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
A Pre Appointment Matters			1 50	682 50	0 50	145 00							2 00	827 50	413 75
B Steps on Appointment			2 50	1,137 50									2 50	1,137 50	455 00
f Reporting			0 35	167 30									0 35	167 30	478 00
J Distribution and Closure			1 15	573 70									1 15	573 70	498 87
	0 00	0 00	5 50	2,561 00	0 50	145 00	0 00	0 00	0 00	0 00	0 00	0 00			

Net Total

6 00

2,706 00

Secretarial Expense

0 00

Other Disbursements

0 00

Billed

-2,706 00

Grand Total

0 00