

LIQ03

Notice of progress report in voluntary winding up



Companies House

THURSDAY



A09 *A8ØPFUUI* #230
07/03/2019
COMPANIES HOUSE

1 Company details

Company number 0 8 0 4 2 0 6 6

Company name in full Topland (No. 13) 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.

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6

Period of progress report

From date	^d 2	^d 7	^m 0	^m 2	^y 2	^y 0	^y 1	^y 8
To date	^d 2	^d 6	^m 0	^m 2	^y 2	^y 0	^y 1	^y 9

7

Progress report

☒ The progress report is attached

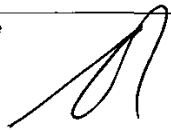
8

Sign and date

Liquidator's signature

Signature

X



X

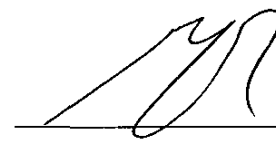
Signature date

^d 0	^d 4	^m 0	^m 3	^y 2	^y 0	^y 1	^y 9
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Topland (No. 13) Limited
(In Liquidation)
Liquidator's Summary of Receipts & Payments

Declaration of Solvency £		From 27/02/2018 To 26/02/2019 £	From 27/02/2018 To 26/02/2019 £
1,000.00	ASSET REALISATIONS		
	Amounts due from Group Companies	NIL	NIL
		NIL	NIL
1,000.00		NIL	NIL
	REPRESENTED BY		
			NIL

Note:



Malcolm Cohen
Liquidator

LIQ03

Notice of progress report in voluntary winding up



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



Tel: +44 (0)20 7486 5888 BDO Services Limited
Fax: +44 (0)20 7487 3686 55 Baker Street
www.bdo.co.uk London W1U 7EU

To All Shareholders

4 March 2019

Your Ref <CREF>
Our Ref 7/SMB/topland

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

Dear Madams/Sirs

Topland (No. 13) Limited - 08042066
Top Markets (Midlands) Limited - 03787473
(together 'the Companies') - Both In Members' Voluntary Liquidation

This is my annual progress report under Section 92A of the Insolvency Act 1986 (the 'Act') and I am pleased to report on the progress of the liquidations for the period 27 February 2018 to 26 February 2019.

This is also my final report on the liquidations, in accordance with Section 94 of the Act for the period 27 February 2019 to 4 March 2019. The Companies' affairs are fully wound up and unless any substantive issues are raised by members no further report will be issued and this report will be presented as the final report. The draft final report is below.

Statutory Information

I, Malcolm Cohen (officeholder number: 6825) of BDO LLP, 55 Baker Street, London, W1U 7EU was appointed Liquidator of the Companies on 27 February 2018.

Topland (No.13) Limited was incorporated on 23 April 2012 with the registered number 08042066 and its nature of business being other business support service activities not elsewhere classified.

Top Markets (Midlands) Limited was incorporated on 7 June 1999 with the registered number 03787473 and its nature of business being the development of building projects. Neither Company has any former name or trading style.

The Companies' principal trading address was 105 Wigmore Street, London, W1U 1QY. Their registered office is 55 Baker Street, London, W1U 7EU.

The Companies are both wholly owned subsidiaries of the Topland Group.

Receipts and Payments

I enclose receipts and payments accounts for the year under review.

As will be noted, there have been no cash transactions in the period. The Companies' sole assets as per the declarations of solvency are intercompany debtor balances of £1,000 owed to each Company.

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

As per the declarations of solvency, the Companies had no liabilities.

Following my appointment as Liquidator, I arranged for statutory advertising to be placed in the London Gazette and Times newspaper, inviting creditors to submit their claims by 2 April 2018.

No claims have been received.

HM Revenue & Customs ('HMRC')

As a matter of course clearances are required from both the Corporation Tax office, and the Enforcement & Insolvency Service ('EIS') which provides VAT and PAYE clearances, and which also issues HMRC's claim in respect of all taxes.

Neither Company was registered for VAT or operated a PAYE scheme.

The corporation tax returns for the pre-liquidation periods have been submitted by the Companies' tax advisors, and I have now received all necessary clearances from HMRC.

Distributions

First and final distributions in specie of the £1,000 debtor balances owed to each of the Companies were made on 4 March 2019.

Liquidator's Remuneration

The Insolvency Rules (England and Wales) 2016 (the 'Rules') provide that a Liquidator is obliged to have their 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 his 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 the Liquidator's remuneration on a time costs basis and my time costs for the year to 26 February 2019 for PCAL total £5,426.45 represented by 10.8 hours of work carried out by myself and my staff at an average hourly rate of £502.45.

Please note that further costs will be incurred until the liquidations are closed. As the Companies do not have any cash assets, the costs of liquidation are being borne by Topland.

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 £1,076.67 has been incurred in respect of category 1 disbursements for statutory advertising costs and the cost of indemnity bonding. These costs will also be met by Topland.

Liquidation Closure

As outlined above, the Companies' affairs are wound up and unless the members have any objections to my release as below, this draft report and accounts will be treated as final and filed at Companies House eight weeks after this report has been delivered to members.

The liquidations will be closed and I will receive my release from office when the report and accounts are placed on the Companies' file. The Companies will be automatically dissolved three months thereafter.

Members' Rights

Members with the concurrence of at least 5% in value of the members may within 21 days of this report 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 Liquidators are excessive (Rule 18.34 of the Rules). Such an application must be made within eight weeks of receiving the draft final 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.

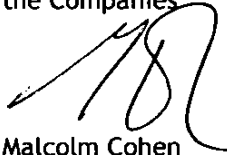
The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to me but are not satisfied with my response then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will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

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

Please contact me or my colleague Sharon Bloomfield if you require further information.

Yours faithfully
for and on behalf of
the Companies

A handwritten signature in black ink, appearing to read 'MC', with a long horizontal stroke extending to the left.

Malcolm Cohen

Liquidator

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

Enc

Statement from the Insolvency (England and Wales) Rules 2016 regarding the rights of members and 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.

NOTICE OF FINAL ACCOUNT UNDER SECTION 94 OF THE INSOLVENCY ACT 1986 & RULE 5.10 OF THE INSOLVENCY (ENGLAND AND WALES) RULES 2016 ('the Rules')

Topland (No. 13) Limited - 08042066
Top Markets (Midlands) Limited - 03787473
(together 'the Companies') - Both In Members' Voluntary Liquidation

NOTICE THAT:

The Companies' affairs are fully wound up.

Members, with the concurrence of at least 5% in value of the members, may within 21 days of this notice request in writing further information regarding the remuneration and expenses set out in the attached report (Rule 18.9).

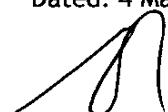
Members may apply to the Court under Rule 18.34 if they consider that the remuneration of the Liquidator, or the basis fixed for the remuneration of the Liquidator or expenses charged by the Liquidator are excessive.

A member may object to the release of the Liquidator within eight weeks of this notice or, if members raise other matters under Rules 18.9 or 18.34, such time as those matters are finally determined by the Court.

The Liquidator will vacate office under Section 171 of the Insolvency Act 1986 when he delivers the attached accounts and report to the Registrar of Companies, stating whether any member has objected to his release. The Liquidator will be released under Section 173 of the Insolvency Act 1986 at the same time as vacating office, unless any of the Companies' members or creditors objected to the Liquidator's release.

The Liquidator is Malcolm Cohen (Officeholder No: 6825) of BDO LLP, 55 Baker Street, London, W1U 7EU. The Liquidator was appointed on 27 February 2018. The Liquidator may also be contacted via Sharon Bloomfield at sharon.bloomfield@bdo.co.uk.

Dated: 4 March 2019



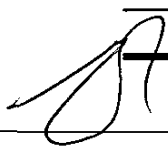
Malcolm Cohen
Liquidator
of BDO LLP, 55 Baker Street, London, W1U 7EU

**Topland (No. 13) Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 26 February 2019**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amounts due from Group Companies	1,000.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

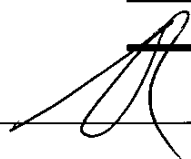
	0.00
	
Malcolm Cohen	
Liquidator	

**Top Markets (Midlands) Limited
(In Liquidation)**

**Liquidator's Summary of Receipts and Payments
To 26 February 2019**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Amounts due from Group Companies	1,000.00	0.00
		0.00
PAYMENTS		
		0.00
Net Receipts/(Payments)		0.00

MADE UP AS FOLLOWS

	0.00
	
Malcolm Cohen	
Liquidator	