

Return of Final Meeting in a
Voluntary Winding Up

Pursuant to Section 94 and 106 of the
Insolvency Act 1986

**S.94/
106**

To the Registrar of Companies

To the Accountant in Bankruptcy

For official use

--	--	--

Company Number

SC016676

Name of Company

(a) Insert name of company

(a) Shell and BP Scotland Limited

(b) Insert full name(s) and
address(es)

I/We (b) Kerry Lynne Trigg and Elizabeth Anne Bingham

*Delete as applicable

give notice:

(c) Insert date

1. that a general meeting of the company was duly summoned for
(c) 2 December 2011

(d) The copy account must
be authenticated by the
written signature(s) of the
liquidator(s)

pursuant to Section 94/106 of the Insolvency Act 1986, for the purpose of having an account
(of which a copy is attached (d)) laid before it showing how the winding-up of the company
has been disposed of and no quorum was present at the meeting.

(e) Delete in members'
voluntary winding up

Signed

Kerry Trigg

Date

8-12-11

Presenter's name,
address and reference (if
any):

For Official Use

Liquidation Section

Post Room



SPBZYZY

SCT

10/12/2011

1035

COMPANIES HOUSE

SATURDAY

Liquidator's Statement Of Account in a Voluntary Winding Up

Statement showing how winding up has been conducted and the property of the company has been disposed of

Name of company Shell and BP Scotland Limited

From 13 April 2011 (commencement of winding up) to 2 December 2011 (close of winding up)

	Statement of assets and liabilities	Receipts		Payments
	£			£
Receipts				
Cash at Bank			Expenses of Solicitor to Liquidator	
Cash in Hand			Other Legal Expenses	
Marketable Securities			Liquidator's remuneration	
Sundry Debtors			By whom fixed	
Stock in Trade				
Work in Progress				
Heritable Property			Auctioneer's and Valuer's charges	
Leasehold Property			Expenses of Management and Maintenance of Assets of the Company	
Plant and Machinery			Expenses of Notices in Gazette and Local paper	
Furniture, Fittings, Utensils etc			Incidental outlays	
Patents, Trademarks etc			Total Expenses and Outlays	£
Investments other than marketable securities				
Surplus from securities			(i) Debenture holders:	£
Unpaid calls at commencement of winding up			Payment of £ per	
Amount received from calls on Members/Contributories			£ debenture	
made in the winding up			Payment of £ per	
Receipts per trading account			per £ debenture	
Other property viz:			Payment of £ per	
Inter-company receivable	£100		£ debenture	
				£
			(ii) Creditors:	
	£		*Preferential	
	100		*Unsecured	
			Dividends of	p in £ on £
Less			(The estimate of amount expected to rank for dividend was £)	
Payments to redeem securities			(iii) Returns to Contributories:	£
Expense of Diligence			per £	
Payments per Trading Account			† share	
			per £	
			† share	
			per £	
			† share	
Net realisations	£	100		
			BALANCE	
				£
Note *State number. Preferential creditors need not be separately shown if all creditors have been paid in full. † State nominal value and class of share.				

- (1) Assets, including _____ shown in the statement of assets and liabilities and estimated to be of the value of £_____ have proved to be unrealisable.
-

- (2) State amount in respect of:

- | | |
|---|---|
| (a) unclaimed dividends payable to creditors in the winding up | £ |
| (b) other unclaimed dividends in the winding up | £ |
| (c) monies held by the company in respect of dividends or other sums due before the commencement of the winding up to any person as a member of the company | £ |

- (3) Add here any special remarks the Liquidators think desirable:

The inter-company debt of £100 was distributed in specie to the sole member of the Company on 28 September 2011 representing a return of £1 per ordinary share.

Dated

Kerry Trigg 8-12-11

Signed (by the Liquidator(s))

Names and addresses of Liquidators (IN BLOCK LETTERS): KERRY LYNNE TRIGG AND ELIZABETH ANNE BINGHAM, 1 MORE LONDON PLACE, LONDON, SE1 2AF

THE MEMBERS

Shell – Mex and BP Limited
Shell Centre
London
SE1 7NA

ber 2011

E/AS/KLT

0 7951 4081 – Alex Slade
07 951 9232
@uk.ey.com



SCT

"SPBZZZYN"

10/12/2011

1034

COMPANIES HOUSE

Dear Sirs

Shell and BP Scotland Limited (In Members' Voluntary Liquidation) ("the Company")

Further to the appointment of Elizabeth Anne Bingham and I as Joint Liquidators of the Company on 13 April 2011, I present my first and final written progress report on the conduct of the liquidation.

As per the notice issued to you on 10 October 2011 in accordance with Section 94 of the Insolvency Act 1986, a final meeting of members was called for 17 November 2011 at 10:15am. This was subsequently adjourned to 2 December 2011 at 10:15am. The purpose of the meeting is to receive an account of the Joint Liquidators' acts and dealings and of the conduct of the liquidation (which is contained in this report).

We are required to provide certain information about the Company and the liquidators in accordance with the provisions of the Insolvency Rules 1986. The information can be found in Appendix A of this report. A copy of our receipts and payments for the period from 13 April 2011 to 2 December 2011 is at Appendix B.

The members should note that the meetings are purely formal to comply with the provisions of the Insolvency Act 1986. Consequently, there is no necessity for members to attend the meeting or be represented by proxy.

Assets

The Declaration of Solvency, sworn by the directors, showed that the Company's only asset at the date of liquidation was an inter-company receivable balance of £100 due from Shell-Mex & BP Limited.

The inter-company receivable balance was distributed in specie to the Company's shareholder, Shell-Mex and BP Limited on 28 September 2011.

Liabilities

The Company had no known creditors at the date of liquidation. However, Notice was advertised in The Times for creditors of the Company to submit claims by 17 May 2011, in accordance with Rule 4.182A of the Insolvency Rules 1986. No claims were received.

It is customary in a liquidation to seek confirmation from the relevant Crown bodies that they have no claim in respect of corporation tax, VAT, PAYE and National Insurance Contributions.

The appropriate clearances have been received from HM Revenue & Customs that they have no claim, there are no outstanding corporation tax matters and that there is no objection to the closure of the liquidation.



INVESTOR IN PEOPLE

The UK firm Ernst & Young LLP is a limited liability partnership registered in England and Wales with registered number OC300001 and is a member firm of Ernst & Young Global Limited. A list of members' names is available for inspection at 1 More London Place, London SE1 2AF, the firm's principal place of business and registered office.

Conclusion of the Liquidation

Once the final meeting has been held and the Liquidators' final return and receipts and payments account have been submitted to Companies House, the Joint Liquidators are deemed to have ceased to act and are released from office. Approximately three months after the filing of the final return, the Company will be dissolved automatically by the Registrar of Companies.

Should you wish to discuss any matters arising from this report, please do not hesitate to contact Natasha Reeves on the above direct line.

Yours faithfully
for Shell and BP Scotland Limited



KL Trigg
Joint Liquidator

EA Bingham and KL Trigg are licensed in the United Kingdom to act as insolvency practitioners by the Insolvency Practitioners Association

**Shell and BP Scotland Limited
(In Members' Voluntary Liquidation)**

Information about the company and the liquidators

Registered office address of the company: 10 George Street, Edinburgh, EH2 2DZ

Registered number: SC016676

Full names of the liquidators: Elizabeth Anne Bingham and Kerry Lynne Trigg

Liquidators' addresses: Ernst & Young LLP
1 More London Place
London
SE1 2AF

Date of appointment of joint Liquidators: 13 April 2011

Details of any changes of liquidator: None

Shell and BP Scotland Limited (In Members' Voluntary Liquidation)

Joint liquidators' receipts and payments account for the period 13 April 2011 to 2 December 2011

Declaration of Solvency Estimated to Realise Values £		In this Report Period £	Cumulative Total £
	Receipts		
100	Intercompany Balance	-	-
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
	Payments		
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
	Balance at bank at 2 December 2011	-	-
		<hr/>	<hr/>

Note

The intercompany balance was distributed in specie to the Company's shareholder on 28 September 2011 and represented a return of £1 per ordinary share.

Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 4.49E and 4.148C of the Insolvency Rules 1986, as amended

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 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.

(4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—

(a) the giving by the liquidator of reasons for not providing all of the information asked for, or

(b) the expiry of the 14 days provided for in paragraph (1),

and the court may make such order as it thinks just.

(5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4.131(1B) or 4.148C(2) by such further period as the court thinks just.

(6) This Rule does not apply where the liquidator is the official receiver.

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.

Rules 4.49E and 4.148C are reproduced from the Insolvency (Amendment) Rules 2010 under the terms of Crown Copyright Guidance issued by HMSO.