

WU15 (Scot)

Notice of final account prior to dissolution in a winding up by the court



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number	S	C	2	9	4	6	2	1
Company name in full	Terra Mare Resources Limited							

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s)	Gordon Malcolm
Surname	MacLure

3 Liquidator's address

Building name/number	Bishops Court
Street	29 Albyn Place
Post town	Aberdeen
County/Region	
Postcode	A B 1 0 1 Y L
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 Liquidator's release

Did any of the creditors object to the liquidator's release?

☐ Yes

☒ No

7 Date of final account

Date

d	2	d	0	m	1	m	0	y	2	y	0	y	2	y	2
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

8 Final account

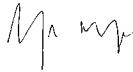
☒ The final account is attached

9 Sign and date

Liquidator's signature

Signature

X



X

Signature date

d	1	d	8	m	1	m	1	y	2	y	0	y	2	y	2
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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 **Lynda Mason**

Company name **Johnston Carmichael LLP**

Address **Bishop's Court**

29 Albyn Place

Post town **Aberdeen**

County/Region

Postcode **A B 1 0 1 Y L**

Country

DX

Telephone **01224 212222**



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,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh.



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



JOHNSTON
CARMICHAEL

Terra Mare Resources Limited (In Liquidation)

**Liquidator's final account and report
for the period 9 October 2021 to 13 October 2022**

Delivered on 20 October 2022

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Important Notice

This Final Account and Report has been prepared for the sole purpose of updating creditors and contributories pursuant to the Insolvency Act 1986 (as amended) in accordance with section 146 of The Insolvency Act 1986 and Rule 7.9 of The Insolvency (Scotland) (Receivership and Winding Up) Rules 2018.

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 or contributories for any purpose other than informing them, or by any other person for any purpose whatsoever.

1. Purpose of this report

This is the Liquidator's Final Account and Report to the creditors and contributories of Terra Mare Resources Limited (In Liquidation) ("the Company"), in accordance with Rule 7.9 of The Insolvency (Scotland) (Receivership and Winding Up) Rules 2018 ("the Rules") and is to provide creditors and contributories of the Company with:

- details of progress during the period from 9 October 2021 to 8 October 2022 ("the Period"); and
- summary Receipts and Payments account for the Period;
- any other information of relevance to the Company's creditors.

This Final Account and Report should be read in conjunction with the Liquidator's previous correspondence and progress reports issued to creditors.

Statutory identification information for these insolvency proceedings is set out Appendix I in accordance with Rule 1.7 of the ISRWU18.

2. Actions throughout the whole Liquidation

Director Loan Account Balance

As previously reported, in July 2017 the Liquidator took a successful court action against the former director, Michael Banks, for recovery of an outstanding loan account balance due to the Company at the date of liquidation. As a result of the court action the Court subsequently issued a decree in May 2017 requiring Mr Banks to repay the Company the principal amount of £71,476.16 together with interest at 8% per annum from 26 April 2017 until the date of payment. The Court also found Mr Banks liable for the expenses of the legal action and, also as part of the action, obtained an Inhibition against Mr Banks to prevent him selling any heritable properties which he personally owned.

The Liquidator wrote to Mr Banks seeking his proposals for repaying the amounts due to the Company but received no response and, therefore, at one stage the Liquidator was considering presenting a petition for the sequestration of Mr Banks in order his properties could be sold to allow funds to become available to settle the amounts he was due to the Company. The Liquidator, however, deferred any action to sequester Mr Banks but in January 2021 the Liquidator was contacted by legal agents acting for Mr Banks who at that time was seeking to sell his property at 20 North Deeside Road, Bieldside Road, Aberdeen. The Liquidator subsequently corresponded with Mr Banks legal agents regarding the proposed sale with the result that on 29 January 2021 the property was sold and an amount of £100,616.07 was paid to the Liquidator's legal agents in full settlement of the principal sum due together with statutory interest and the legal expenses of the court action.

The Liquidator's legal agents subsequently deducted the amounts they were still due in respect of their legal fees relating to the court action, and also their fee for assistance they provided

the Liquidator in liaising with Mr Banks' legal agents as regards the sale and the discharge of the inhibition, with the net amount of £93,001.25 paid to the liquidation.

All assets of the Company have now been realised and there will be no further asset realisations.

Creditors

After the director loan account balance due the Company had been realised, the Liquidator progressed the adjudication of unsecured creditor claims against the Company. The admitted unsecured creditor claims were received from the petitioning creditor, HMRC, and a claim of £725.00 from the Company's former accountants. The formal adjudication of creditor claims was issued to the creditors on 16 November 2021 and, after receipt of the final VAT repayment from HMRC, a first and final dividend totalling £55,324.15 was paid to creditors on 12 October 2022.

Statutory duties

The Liquidator has dealt with the following statutory matters during the course of the liquidation:

- correspondence with former director with notification of the Interim Liquidator's appointment and requesting completion of a statutory Statement of Affairs and Director Questionnaire;
- correspondence and meeting with the former director to discuss the Company's financial position, causes of insolvency and delivery of accounting records;
- correspondence and discussions with Company's former accountant regarding accounting records held and other relevant information;
- arranging for notification of the Interim Liquidator and Liquidator appointment to the Accountant in Bankruptcy and arranging statutory advertising in the Edinburgh Gazette and Press & Journal newspaper;
- setting up case and subsequent maintenance of working paper files and a sederunt book (both in paper form and electronic), including the secure retention of emails, letters, filenotes and other documentation to maintain an appropriate record of the liquidation process;
- cashiering functions including making payments, recording receipts, processing journal vouchers and periodic bank reconciliations;
- periodic case reviews, bordereau reviews and AML reviews and updating documentation as required;
- maintaining a computer-based diary system to facilitate completion of statutory tasks;
- completion and submission of CT600 and VAT returns to HMRC, where required, and Forms 4.5 (Scot and 4.6 (Scot) to the Accountant in Bankruptcy;
- preparation and submission of VAT returns and CT600 returns to HMRC;
- correspondence and discussions with legal agents regarding a Note to Court seeking to defer the appointment of a Court Reporter for the accounting periods from 9 April 2011 to 8 April 2018;
- preparation of progress report to creditors for the period to 8 October 2021;

- correspondence and discussions with legal agents regarding a Note to Court seeking the appointment of a Court Reporter to audit the Liquidator's intromissions for all accounting periods from 9 April 2011 to 8 October 2021 and to make a recommendation on the Liquidator's remuneration for the whole period from 9 April 2011 to conclusion; and
- preparation of documentation for the Court Reporter to review and dealing with any queries arising.

3. Receipts and Payments Account

A Receipts and Payments Account for the Period is shown at Appendix II and this shows that there were no material receipts during the period.

The principal payments during the Periods were as follows:

- Court reporter fee of £1,695.00 paid to Meston Reid & Co;
- legal fees of £514.00 paid to Ledingham Chalmers LLP in relation to the appointment of the Court Reporter;
- the Liquidator's approved remuneration and expenses of £33,921.00;
- Settlement of petitioning costs of £537.00 paid to HMRC; and
- Dividend to ordinary unsecured creditors of £55,324.15.

The receipts and payments account also reflects the cumulative amounts received and paid during the whole period of the liquidation including the amount of £93,001.25 in relation to the settlement of director loan account balance due to the Company.

The principal payments made during the whole liquidation period principally comprised those made during the Period, as detailed above, together with legal fees of £7,949.71 paid to Burness Paull LLP relating to the legal action raised for recovery of the director loan account balance due to Company.

4. Investigations and director conduct

As previously reported the Liquidator examined the conduct of the sole director of the Company in the three years prior to date of the winding up order on 6 May 2011 in accordance with the provisions of the Company Directors Disqualification Act 1986. The report and other information submitted by the Liquidator to the Insolvency Service in accordance with the Company Directors Disqualification Act 1986 resulted in the Company's director, Michael Banks, being disqualified from acting as a director, or being involved in the management, of a limited company for five years with effect from 8 May 2013.

Also, in accordance with Statement of Insolvency Practice 2, Investigations by Office Holders in Administrations and Insolvent Liquidations, the Liquidator considered whether there were any potential recoveries that might be available for the Company's creditors from any prior

transactions of the Company or the conduct of any person involved with the Company that could give rise to an action for recovery under relevant legislation. These investigations resulted in the identification of the director loan account balance due to the Company at the date of liquidation and the subsequent action taken by the Liquidator which resulted in the recovery of an amount of £93,001.25 for the creditors.

5. Liquidator's remuneration and expenses

During the Period the Liquidator and his staff incurred time costs of £14,583.50, exclusive of VAT. An analysis of these time costs is shown at Appendix III and this shows that the costs of £14,583.50 represents 61.2 hours of time spent at an average hourly rate of £238.29.

The above time costs of £14,583.50 includes an amount of £9,500.00 in respect of the period from 9 October 2021 to conclusion of the liquidation and these time costs were included the the Liquidator's claim for remuneration of £33,921 (exclusive of VAT) in respect of the whole period of the liquidation from 9 April 2011 to conclusion.

As advised in the letter to creditors on 15 February 2022, the Liquidator's remuneration for the whole period of the liquidation to conclusion was fixed by the Court in accordance with Rule 4.32 of the Insolvency (Scotland) Rules 1986 and Rules 7.11 and 7.12 of the Insolvency (Scotland) (Receivership and Winding up) Rules. The amount of the Liquidator's remuneration fixed for the whole period from 9 April 2011 to conclusion of the liquidation was £33,921, exclusive of VAT, and this amount was subsequently settled from liquidation funds held on 4 March 2022.

Further information on creditors' rights under insolvency legislation and an explanatory note about the costs of the liquidation process can be found in a "Creditor's Guide to a Liquidator's Remuneration" which can be downloaded from <https://www.icas.com/professional-resources/insolvency/support-and-guidance/creditor-guides-to-office-holder-remuneration>

If any creditor would prefer to receive a hard copy of the above guide, please contact a member of my staff who will arrange for a copy to be issued by post free of charge.

6. Final outcome for creditors

As previously advised, there are no preferential creditor claims in this case and there is also no floating charge creditor.

The prescribed part is a percentage of the Company's assets that a Liquidator must set aside from floating charge asset realisations for the benefit of the Company's unsecured creditors pursuant to s.176A of The Insolvency Act 1986. The prescribed part only applies if the Company granted a qualifying floating charge over its assets on or after 15 September 2003. The Company's net property is the amount available for floating charge creditors after paying preferential creditors and the costs and expenses of the liquidation. In this case, however, the



Company did not grant any floating charge and, therefore, the provisions of the prescribed part do not apply.

The formal adjudication of unsecured creditor claims was issued to the creditors on 16 November 2021 and a first and final dividend totalling £55,324.15, which represented a dividend of 50.21p in the £ on admitted unsecured creditor claims of £109,454.62, was paid to creditors on 12 October 2022.

7. Conclusion of the Liquidation

As assets realisations are now complete, and the first and final dividend to creditors paid, the Liquidator considers that the affairs of the Company are now fully wound up and a formal notice confirming that the liquidation is concluded, and also explaining the process for the Liquidator to obtain his release from office and the right and the process for any creditor to object to the Liquidator's release, is published with this report.

If there are no objections to the Liquidator's release within 28 days from the date of delivery of the Final Account and Report to creditors then the Liquidator will deliver a copy of the Final Account and Report to the Registrar of Companies and the Accountant in Bankruptcy and then immediately vacate office as Liquidator. At that time the Liquidator will also be released from office and the Company will then be dissolved three months after the date of his release as Liquidator.

If you have any questions in relation to any matter in this report, please contact my colleague, Lynda Mason, (lynda.mason@jcca.co.uk).

Gordon MacLure
Liquidator

Gordon Malcolm MacLure has been appointed as Liquidator of Terra Mare Resources Limited. Gordon Malcolm MacLure is licensed in the United Kingdom to act as an insolvency practitioner by the Institute of Chartered Accountants of Scotland. The Liquidator may be considered a Data Controller of personal data as defined by GDPR. Personal data may be processed to meet legal and regulatory obligations. Johnston Carmichael LLP will act as Data Processor on the Liquidator's instructions. Personal data will be kept secure and processed only for matters relating to the liquidation. Terra Mare Resources Limited remains the data controller for personal data processed for purposes that are not related to legal and regulatory obligations. The Liquidator is bound by the Insolvency Code of Ethics when carrying out all work in relation to their appointment. Our Privacy Notice can be found <https://johnstoncarmichael.com/our-privacy-policy#Restructuring>

Appendix I: Identification details for the proceedings

Company name:	Terra Mare Resources Limited
Company number:	SC294621
Trading name:	As above
Former names:	N/A
Date of incorporation:	16 December 2005
Trading address:	20 North Deeside Road, Aberdeen AB15 9AB
Registered office address:	Bishop's Court, 29 Albyn Place, Aberdeen, AB10 1YL
Former registered office addresses:	20 North Deeside Road, Aberdeen AB15 9AB
Principal trading activity:	Oil and Gas Consultancy
Directors in the three years prior to the liquidation	Michael Stewart Banks
Company secretary:	John Geddes
Office-holder:	Gordon MacLure
Nature of office-holder's appointment:	Liquidator
Contact details for office-holder:	Johnston Carmichael LLP Bishops Court, 29 Albyn Place, Aberdeen, AB10 1YL Telephone: 01224 212222
Basis of office-holder's remuneration:	By reference to the work reasonably undertaken by the Liquidator and the Liquidator's staff in attending to matters arising in the winding up
Court:	Aberdeen Sheriff Court
Court reference:	L24/11

Appendix II: Receipts and Payments Account

**Terra Mare Resources Limited
(In Liquidation)
Liquidator's Summary of Receipts & Payments**

Statement of Affairs £	From 09/10/2021 To 13/10/2022 £	From 09/04/2011 To 13/10/2022 £
71,476.00		
ASSET REALISATIONS		
Directors Loan Account	NIL	93,001.25
Recovered Legal Fees and Outlays	NIL	7,614.82
Bank Interest Gross	3.27	4.29
	3.27	100,620.36
COST OF REALISATIONS		
Petitioners Costs	537.00	537.00
Specific Bond	NIL	295.00
Office Holders Fees	33,921.00	33,921.00
Office Holders Expenses	NIL	10.80
Searchers Fees	2.40	14.40
Court Reporter's Costs	1,695.00	1,695.00
Legal Fees and Outlays	514.00	8,463.71
Scottish Court Fee	NIL	109.00
Statutory Advertising	NIL	209.25
Bank Charges	NIL	41.05
	(36,669.40)	(45,296.21)
UNSECURED CREDITORS		
Trade & Expense Creditors	55,324.15	55,324.15
H M Revenue & Customs	NIL	NIL
	(55,324.15)	(55,324.15)
(38,703.60)	(91,990.28)	NIL
REPRESENTED BY		
		NIL

Notes

1. All figures are exclusive of VAT where appropriate.
2. The Receipts and Payments account above shows actual realisations and costs received or paid in the period. It does not account for estimated future realisations or costs.

APPENDIX III: SIP 9 Statement

Terra Mare Resources Limited (In Liquidation)
SIP9 Time Analysis for the period 9 October 2021 to 13 October 2022

Classification of work function	Hours				Time Cost (£)	Average Hourly Rate (£)
	Partner	Manager	Case Administrator	Total Hours		
Administration and planning	9.8	16.3	28.7	54.8	12,912.25	235.63
Creditors	1.7	0.6	4.1	6.4	1,671.25	261.13
Totals	11.5	16.9	32.8	61.2	14,583.50	238.29

Average hourly rate (£) 497.61 198.93 167.65 238.29

Overview

The principal matters dealt with during the period related to the adjudication and subsequent payment of the dividend of 50.21p in the £ to unsecured creditors together with all matters relating to the appointment of a Court Reporter to review the liquidation accounts, and to make a recommendation as regards the Liquidator's remuneration, for the whole period of the liquidation.

The work undertaken by the Liquidator during the Period included:

Administration and Planning

- maintenance of working paper files and a sederunt book, including the secure retention of emails, letters, file notes and other documentation to maintain an appropriate record of the liquidation process;
- cashiering functions including making payments, recording receipts, processing journal vouchers and periodic bank reconciliations;
- maintaining a computer-based diary system to facilitate completion of all statutory tasks pursuant to the Insolvency Act 1986 and The Insolvency (Scotland) (Receivership and Winding up) Rules 2018;
- preparation of a Statement of Time and Trouble and other documentation for the whole period from 9 April 2011 to conclusion for review by the Court Reporter and dealing with any queries arising;
- Preparation of letter to creditors advising of the Liquidator's remuneration as approved by the Court and uploading to the creditor portal.
- liaising with legal agents regarding the appointment of Court Reporter in respect of the period from 9 April 2011 to conclusion;
- periodic case reviews and AML reviews to ensure case progression;

- submission of VAT returns and CT600 returns to HMRC;
- preparation of progress report to creditors for the period to 8 October 2021.

Creditors

- Finalising, and issuing, the adjudication of unsecured creditor claims; and
- Paying first and final dividend of 50.21p in the £ to unsecured creditors.

Office holder's time and expenses policy

In accordance with Statement of Insolvency Practice 9, detailed below is Johnston Carmichael LLP's policy in relation to:

- staff allocation and the use of sub-contractors;
- professional advisors;
- disbursements; and
- charge-out rates.

Staff allocation and the use of sub-contractors

Our general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of a case.

The constitution of case team will depend on the anticipated size and complexity of the assignment and its various requirements. In relation to support staff, time spent by cashiers and administrative staff on specific tasks relating to an assignment is charged.

Professional Advisors

On this assignment we have engaged the professional advisors listed below.

Our choice of professional advisor was based on our perception on their experience and ability to perform the required type of work, the location and nature of the assignment and the basis of the fee arrangement with them.

Professional Advisor	Services Provided
Ledingham Chalmers	Legal Services

Expenses

Expenses are any payments from the estate which are neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also include

disbursements. Disbursements are payments which are first met by the office holder and then reimbursed to the office holder from the estate.

All payments from an estate should be fair, reasonable and proportionate to the insolvency appointment.

Category 1 expenses

Category 1 expenses are payments to persons providing the service to which the expense relates who are not an associate of the office holder.

Category 1 expenses can be paid without prior approval and may include, for example, advertising, room hire, storage, postage, telephone charges, travel expenses and equivalent costs reimbursed to the office holder or his or her staff.

Category 2 expenses

Category 2 expenses are payments to associates of the office holder or which have an element of shared costs. Before being paid, category 2 expenses require approval in the same manner as an office holder's remuneration. Category 2 expenses require approval whether paid directly from the estate or as a disbursement.

When seeking approval of category 2 expenses, an office holder should explain for each expense the basis on which the expense is being charged to the estate.

Charge-Out Rates

The hourly charge-out rates for our grades of staff, exclusive of VAT, are:

Grade	From 01.10.21 (£/hr)	From 01.06.22 (£/hr)
Partner	495	545
Director	400 – 440	440 – 485
Senior Manager	275	300
Manager	230	255
Assistant Manager	190	210
Senior Case Administrator	165	180
Case Administrator	120	130
Support Staff	65	70

Time is charged for work carried out on an insolvency case or appointment using a minimum time unit of six minutes.

