

# Liquidator's Progress Report

# S.192

Pursuant to Sections 92A and 104A and 192  
of the Insolvency Act 1986

To the Registrar of Companies

Company Number

04346502

Name of Company

Topland Hotels (Edinburgh) Limited

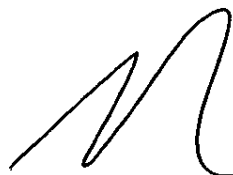
I / ~~We~~

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

the liquidator~~(s)~~ of the company attach a copy of my/~~our~~ Progress Report  
under section 192 of the Insolvency Act 1986

The Progress Report covers the period from 04/11/2015 to 03/11/2016

Signed



Date

23.11.16

BDO LLP  
55 Baker Street  
London  
W1U 7EU

Ref 00258811/MAC/SMB/RAF

FRIDAY



A12 25/11/2016 #2  
COMPANIES HOUSE

**Topland Hotels (Edinburgh) Limited  
(In Liquidation)  
Liquidator's Abstract of Receipts & Payments**

**Statement  
of Affairs**

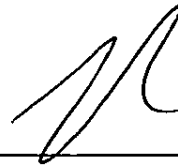
**From 04/11/2015  
To 03/11/2016**

**NIL**

REPRESENTED BY

**NIL**

Note



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

23 November 2016

Our Ref 7/SMB/topland

Please ask for Sharon Bloomfield  
Direct line 020 7893 2905  
Email [sharon.bloomfield@bdo.co.uk](mailto:sharon.bloomfield@bdo.co.uk)

Dear Sirs

### **Topland Hotels (Edinburgh) Limited ("the Company") - in Members' Voluntary Liquidation Company Number: 04346502**

I enclose for your information an annual progress report in accordance with Section 92A of the Insolvency Act 1986 and Rule 4.49C of the Insolvency Rules 1986 for the period 4 November 2015 to 3 November 2016.

#### **Statutory Information**

I, Malcolm Cohen, of BDO LLP, 55 Baker Street, London, W1U 7EU was initially appointed as Liquidator of the Company on 4 March 2013. My administration of the liquidation concluded, and the final meeting of members was held on 11 September 2014. The Company was dissolved on 23 December 2014.

The Company is a wholly owned subsidiary of the Topland Group ("Topland"). In 2015 I was contacted by Topland who wished to restore the Company to the Register (further details below). Application was made to Court and an order was granted to restore the Company with effect from 4 November 2015, and I was re-appointed as its Liquidator on that date.

The Company's registered number is detailed above. The Company was previously known as Thistle Edinburgh Limited (until 7/6/2005) and Petertrail Limited (until 12/3/2002). It does not have any other trading styles.

The Company's former trading address was 105 Wigmore Road, London, W1U 1QY, and its registered office is 55 Baker Street, London, W1U 7EU.

#### **Receipts and Payments**

There have been no cash receipts or payments in the period under review.

#### **Restoration**

I was approached by Topland in April 2015 as it transpired a pre-liquidation property transfer had been imperfectly dealt with, and the Company held the benefit of a lease which was subject to a compulsory purchase order. The Company held a right to use a certain portion of a car park.

Topland had received advice from Scottish Counsel that the Company may be due compensation and the decision regarding this was to be handed down in the first quarter of 2016.

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Accordingly Topland intended to apply to Court to restore the Company to the Register, and reappoint myself as Liquidator so that the benefit of any compensation due to the Company could be recovered

As detailed above, application was made by Topland's legal advisors and I was duly re-appointed as Liquidator upon the Company's restoration

In April 2016 I was asked to sign a Form 9 to preserve the Company's position regarding possible compensation. Discussions then continued via Topland's legal advisors in relation to this matter over the following months.

On 24 October 2016 I received confirmation the a general vesting declaration had been made in relation to the property subject to the compulsory purchase order, and the vesting date was to be 17 November 2016. The vesting order has now duly been completed

As the Company did not derive any income from the property the compensation claim is nil, and accordingly I am now in a position to convene the final meeting of members to close the liquidation.

#### **Creditors**

For the avoidance of doubt, all creditors were dealt with in the initial period of liquidation

#### **Distributions**

There will be no distributions in the liquidation

#### **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. Time costs to date total £3,124.50 represented by 6.5 hours of work carried out by myself and my staff at an average hourly rate of £480.69. Please note that further costs will be incurred to the closure of the liquidation

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

- liaising with Topland and their legal advisors in relation to matters regarding the restoration of the Company and the Liquidator's re-appointment,
- statutory reporting requirements to the Registrar of Companies,

- liaising with Topland and their legal advisors regarding the compulsory purchase order, level of compensation and the general vesting declaration, and
- convening the final meeting of members

**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 £10.00 has been incurred in respect of the indemnity bonding.

Advertising costs of c £79.00 will be incurred shortly in relation to the final meeting of members.

**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**

All matters in the liquidation have, therefore, been completed and I am now in a position to convene a final meeting of the members, notice of which is given below.

Notice is hereby given pursuant to Section 94 of the Insolvency Act 1986 that a meeting of members will be held at the offices of BDO LLP, 55 Baker Street, London, W1U 7EU on 6 January 2017 at 10.00 hrs for the purposes of having an account laid before the meeting and to receive the Liquidator's report showing how the winding-up of the Company has been conducted, and of hearing any explanation that might be given by the Liquidator. A form of general/special proxy is attached should this be required.

The meeting is purely formal and a report similar to that outlined above will be provided at the meeting. Would you please advise this office if you propose to attend?

**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 dissatisfied, 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>



TO ALL SHAREHOLDERS  
23 November 2016

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

Yours faithfully  
For and on behalf of  
Topland Hotels (Edinburgh) Limited

A handwritten signature in black ink, appearing to be 'Malcolm Cohen'.

Malcolm Cohen  
Liquidator  
Enc

**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



**Rule 8.1 Insolvency Act 1986**

**Proxy (Members' or Creditors' Voluntary Liquidation)**

\*Insert the name of the company

**IN THE MATTER OF  
TOPLAND HOTELS (EDINBURGH) LIMITED  
and  
IN THE MATTER OF THE INSOLVENCY ACT 1986**

Notes to help completion of the form

Please give full name and address for communication

Name of ~~creditor~~ / member Topland Riversmeet Limited

Address 105 Wigmore Street, London, W1U 1QY

\_\_\_\_\_  
\_\_\_\_\_

Please insert name of person (who must be 18 or over) or the "Chairman of the Meeting" (see note below) If you wish to provide alternative proxy-holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

Name of proxy-holder \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please delete words in brackets if the proxy-holder is only to vote as directed ie he has no discretion

I appoint the above person to be my / the member's proxy-holder at the meeting of members to be held on 6 January 2017, or at any adjournment of that meeting The proxy-holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his / her discretion)

Please complete paragraph 1 if  
you wish to nominate or vote  
for a specific person as  
Liquidator

## Voting instructions for resolutions

I for the appointment of \_\_\_\_\_  
of \_\_\_\_\_  
as Liquidator of the company

Please delete words in  
brackets if the proxy-holder is  
only to vote as directed ie he  
has no discretion

(In the event of a person named in paragraph 1 withdrawing or being  
eliminated from any vote for the appointment of a Liquidator the proxy-holder  
may vote or abstain in any further ballot at his / her discretion )

Any other resolutions which  
the proxy-holder is to propose  
or vote in favour of or against  
should be set out in numbered  
paragraphs in the space  
provided below paragraph 1  
If more room is required  
please use the other side of  
this form

## Resolutions to be considered

- 1 That the Liquidator's report and accounts to 6 January 2017 be  
approved  
FOR/AGAINST
- 2 That the Liquidator be authorised to dispose of the Company's books  
and records one year after the dissolution of the Company  
FOR/AGAINST
- 3 That the Liquidator be released from office  
FOR/AGAINST

This form must be signed

Signature \_\_\_\_\_ Date \_\_\_\_\_

Name in CAPITAL LETTERS \_\_\_\_\_

Only to be completed if the  
creditor /member has not  
signed in person

Position with creditor / member or relationship to creditor or other  
authority for signature  
\_\_\_\_\_

**Please note that if you nominate the chairman of the meeting to be your  
proxy-holder he will either be a director of the company or the current  
Liquidator.**

Remember there may be resolutions on the other side of this form