

Section 94

**Return of Final Meeting in a
Members' Voluntary Winding Up****Pursuant to Section 94 of the
Insolvency Act 1986**

To the Registrar of Companies

S.94

Company Number

05209455

Name of Company

British American Tobacco (AME) 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 12 July 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 18 September 2015 (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 12 July 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

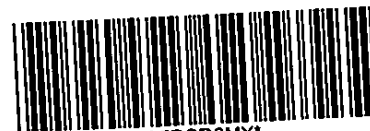


Date 12 July 2016

BDO LLP
55 Baker Street
London
W1U 7EU

Ref 00256267/MAC/SMB/CH

SATURDAY



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A5BCD3MX
16/07/2016
COMPANIES HOUSE

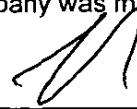
#102

**British American Tobacco (AME) Limited
(In Liquidation)
Liquidator's Abstract of Receipts & Payments
From 18 September 2015 To 12 July 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 12 July 2016



Malcolm Cohen
Liquidator



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55 Baker Street
London W1U 7EU

TO ALL SHAREHOLDERS

12 July 2016

Our Ref 7/SMB/BAT

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

Dear Sirs

British American Tobacco (AME) Limited
("the Company") - In Members' Voluntary Liquidation
Company No: 05209455

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 18 September 2015 to 12 July 2016

Statutory Information

I, Malcolm Cohen, of BDO LLP, 55 Baker Street, London, W1U 7EU was appointed as Liquidator of the Company on 18 September 2015

The Company's registered number is listed above. The Company was incorporated on 18 August 2004 under the name Precis (2460) Limited which was changed to its present name on 26 June 2007. It does not have any other trading styles.

Prior to liquidation, the Company's trading address and registered office was Globe House, 1 Water Street, London, WC2R 3LA. The registered office was changed to 55 Baker Street, London, W1U 7EU following my appointment.

Receipts and Payments

The Declaration of Solvency sworn by the Company's directors detailed that the Company sole asset is a £1 intercompany debtor balance. This was distributed in specie before the final meeting of members was held. Accordingly there have been no receipts or payments in the period

HM Revenue & Customs ("HMRC")

Corporation tax

The Company's parent group submitted corporation tax returns to HMRC for the periods to 31 March 2014 (when the Company ceased trading) and to 31 December 2014. They further notified HMRC that no further returns would be filed as the Company was dormant

Accordingly I sought clearances from HMRC in this regard. In October 2015 I received notice of a £200 penalty for the year ended 31 December 2014. This was appealed by the Company's parent

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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



group as the returns were filed in September 2014 and were not due until 31 December 2015. The penalty was successfully reversed in late October 2015, and I received corporation tax clearances in early March 2016.

VAT

The Company was part of a group VAT registration, and prior to my appointment, application had been made to remove the Company from the VAT group. In mid-December 2015 I received confirmation that the Company had been removed with effect from 14 September 2016

I am required to obtain overarching clearances from HMRC's Enforcement & Insolvency Service ("EIS") in respect of corporation tax, VAT and PAYE (as applicable). As with the corporation tax inspector, these clearances had been sought from the week of my appointment, but despite nine clearance requests, I did not receive any response from EIS until late May 2016 which provided the clearances required

It should be noted that clearances have taken considerably longer than expected to obtain. I have been required to write to HMRC on a number of occasions with very limited responses being received.

Other Creditors

There were no creditors detailed in the declaration of solvency, and other than the corporation tax penalty detailed above, no claims have been received.

Distributions

As stated above, the Company has a £1 intercompany debtor which has been distributed in specie to the Company's sole shareholder. This represents a distribution of 100p per share.

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

- liaising with the Company 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;

- correspondence with HMRC in order to obtain the necessary clearances to close the liquidation,
- liaison with the Company's parent group regarding the penalty and VAT de-registration;
- distribution in specie, and
- convening and holding the final meeting of members.

My remuneration was approved on a time costs basis on the date of my appointment. Time costs to date total £6,516.90 represented by 13.85 hours of work carried out by myself and my staff at an average hourly rate of £470.53

As agreed with the Company's parent, the costs of the liquidation (including disbursements as outlined below) will be paid by an appropriate associated company

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 £586.70 has been incurred in respect of category 1 disbursements for statutory advertising costs and the costs of the indemnity bonding

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 following resolutions were considered and approved by the member:

1. That the Liquidator's report and accounts to 12 July 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

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



TO ALL SHAREHOLDERS
12 July 2016

- 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
British American Tobacco (AME) Limited

A handwritten signature in black ink, appearing to be 'M Cohen', written over the printed name.

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