

Section 94 The Insolvency Act 1986

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

S.94

To the Registrar of Companies

For official use

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Company Number

00068751

Name of Company

(a) Insert full name of company (a) Rank Restaurants Holdings Limited

(b) Insert full name(s) and address(es) We (b) Tim Walsh and Richard Setchim
Of PricewaterhouseCoopers LLP

7 More London, Riverside, London SE1 2RT

(c) Delete as applicable Give notice that a general meeting of the company was duly held on 30
(d) Insert date December 2011 pursuant to section 94 of the Insolvency Act 1986, for the
(e) The copy account must be authenticated by the written showing how the winding up of the company has been conducted and the
signature(s) of the property of the company has been disposed of and no quorum was present at
liquidator(s) the meeting,

Signed

T. - Walsh

Date

4 Jan 2012

Presenter's name, address and reference
(if any) Ella Lui
PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

For Official Use

Liquidation section

Post room



**RANK RESTAURANTS HOLDINGS LIMITED
IN MEMBERS' VOLUNTARY LIQUIDATION ("THE COMPANY")**

**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS HELD ON 30 DECEMBER 2011**

(see Note 1 below)

<i>Company details</i>	
Former names:	The Offin River Gold Estates, Limited, Offin River Estates Limited, Offin River Estates P L C , Offin PLC, President Entertainments PLC, President Entertainments Limited, Mecca Leisure Catering Limited,
Company number	00068751
Registered office:	Statesman House, Stafferton Way, Maidenhead, Berkshire SL6 1AY
<i>Liquidator details</i>	
Liquidators' names:	Tim Walsh and Richard Setchim ("The Liquidators")
Liquidators' address:	c/o PricewaterhouseCoopers, 7 More London Riverside, London SE1 2RT
Date of appointment:	9 September 2011
Nature of appointment:	Members' voluntary liquidation
<i>The liquidation</i>	
Report on conduct	A report on the conduct of the liquidation is provided at Appendix 1
Liquidators' remuneration and expenses	Information about the Liquidators' remuneration and expenses is provided at Appendix 2
Receipts and payments:	A summary of the Liquidators' receipts and payments in the liquidation is attached at Appendix 3

Notes

- 1 This report also serves as a final progress report in respect of the period from 9 September 2011 to 30 December 2011 to the extent required by Section 92A of the Insolvency Act 1986
- 2 In certain circumstances, members are entitled to claim by way of court application that the liquidators' remuneration and expenses are excessive. Such applications need to be made within 8 weeks of receipt of this report. See Rule 4.148C of the Insolvency Rules 1986 for further detail

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**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS HELD ON 30 DECEMBER 2011**

**APPENDIX 1
REPORT ON CONDUCT OF THE LIQUIDATION**

**RANK RESTAURANTS HOLDINGS LIMITED
IN MEMBERS' VOLUNTARY LIQUIDATION ("THE COMPANY")**

**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
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REPORT ON CONDUCT OF THE LIQUIDATION

Realisation of assets:

The director's declaration of solvency disclosed that the Company's assets comprised the following

	£
Intercompany debt	239
Total	<u>239</u>

The inter-company debt of £239 19 was rounded to the nearest pound

Following the Liquidators' appointment, the Company's intercompany debt was taken under control pending distribution

No additional assets have been identified There are no assets still to be realised

Settlement of liabilities:

This section covers all liabilities except any claims of Her Majesty's Revenue & Customs ("HMRC") which are dealt with separately below under HMRC

The director's declaration of solvency and the Company's records disclosed that the Company had no liabilities

Following their appointment, the Liquidators published a notice in the Gazette inviting any unknown creditors to submit their claims

There are no residual claims to be agreed or settled

HMRC:

Subsequent to their appointment, the Liquidators sought to confirm the steps needing to be taken in order to obtain HMRC's agreement to the Company's liquidation being closed

All matters outstanding with HMRC have now been cleared and HMRC have confirmed their agreement to the liquidation being closed without further reference to HMRC

Distributions to shareholders

At the time of the Liquidators' appointment, the issued share capital of the Company comprised

- 23,918,136 ordinary shares of £0 00001 each

The following distribution has been made to shareholders

- 1 On 29 December 2011, a distribution in specie of £239 19 (representing £0 00001 per share) was paid to shareholders

The distribution in specie paid on 29 December 2011 comprised an intercompany debt The value attributed to the in specie distribution was based on the value at which the asset was held in the Company's books

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IN MEMBERS' VOLUNTARY LIQUIDATION ("THE COMPANY")**

**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS HELD ON 30 DECEMBER 2011**

**APPENDIX 2
LIQUIDATORS' REMUNERATION AND EXPENSES**

**RANK RESTAURANTS HOLDINGS LIMITED
IN MEMBERS' VOLUNTARY LIQUIDATION ("THE COMPANY")**

**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS HELD ON 30 DECEMBER 2011**

LIQUIDATORS' REMUNERATION AND EXPENSES

Basis of remuneration:

At the time of the Liquidators' appointment by the members of the Company, a resolution was passed making provision for the Liquidators to be remunerated by reference to the time properly given by them and their staff in attending to the matters arising in the winding-up

Funding of the liquidation:

Although fees have been paid to the Liquidators on the basis specified above, neither the Liquidators' fees nor their expenses have been paid out of the liquidation estate. Instead, the Liquidators' remuneration and expenses in relation to the Company and 21 connected companies have been met by The Rank Group Plc

Remuneration charged / expenses incurred:

The amounts shown below relate to the Company and the 21 connected companies referred to above

Up to 11 December 2011, the Joint Liquidators have incurred time costs of £27,714.01. This represents 88.81 hours at an average hourly rate of £312.06. Against this, £16,500 has been invoiced and the remainder will be invoiced in due course.

We have incurred disbursements of £4,084.92 plus VAT. These costs, which will be re-charged as incurred, comprise

	£
Solicitor's fees (re Declaration of Solvency)	470.00
Statutory advertising (initial notices)	2,818.49
Statutory advertising (final meeting notices)	736.43
Statutory bonding	60.00
Total	<u>4,084.92</u>

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**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
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**APPENDIX 3
SUMMARY OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION**

RANK RESTAURANTS HOLDINGS LIMITED
- IN MEMBERS' VOLUNTARY LIQUIDATION ("THE COMPANY")

Appendix3

FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS HELD ON 30 DECEMBER 2011

SUMMARY OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION

	Total from 9 September 2011 to 30 December 2011 £
Receipts:	
Intercompany debtors	239 19
	<u>239 19</u>
Payments:	
Distributions to shareholders	239 19
	<u>239 19</u>
Net Receipts / Payments	<u>0</u>