

Section 89(3)

**S.89(3)**

Members' Voluntary Winding Up  
Declaration of Solvency Embodying  
a Statement of Assets and Liabilities  
Pursuant to Section 89(3) of the Insolvency Act 1986

To the Registrar of Companies

For official use

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Company Number

00339238

(a) Insert full name of  
company

Name of Company

(a) Zoe Resorts Ltd

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

Christopher John Hughes  
10 Fleet Place  
London  
EC4M 7RB

attach a declaration of solvency embodying a statement of assets and liabilities

Signed

Date 23 March 2007

*Christopher John Hughes*

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

Kroll Limited  
10 Fleet Place  
London  
EC4M 7RB

Liquidation

SATURDAY



\*AFRDJOBB\*

A36

31/03/2007

460

COMPANIES HOUSE

Form 4.70 contd

Section 89(3) **The Insolvency Act 1986**  
**Members' Voluntary Winding Up**  
**Declaration of Solvency**  
**Embodying a Statement of**  
**Assets and Liabilities**

Company number 00339238

Name of company Zoe Resorts Ltd

Presented by Kroll Limited

**Declaration of Solvency**

(a) Insert names and I  
addresses

Martin Anthony Cooke  
Uggool  
Moycullen  
Galway  
Ireland

(b) Delete as  
applicable

(c) insert name of  
company

(d) insert a period of  
months not  
exceeding 12

(e) Insert date

being (b) the sole director of (c) Zoe Resorts Ltd do solemnly and sincerely declare that I have made a full inquiry into the affairs of this company, and that, having done so, I have formed the opinion that this company will be able to pay its debts in full together with interest at the official rate within a period of (d) 12 months, from the commencement of the winding up.

I append a statement of the company's assets and liabilities as at (e) 23 March 2007, being the latest practicable date before the making of this declaration.

I make this solemn declaration, conscientiously believing it to be true, and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 65 AUST STREET, LONDON EC4Y 1HS

This 23rd day of March 2007

Before me,

MARY IN DER RIEDEN  
8 BIRCHLANDS AVENUE

Solicitor or Commissioner of Oaths LONDON SW12 8ND

**Statement as at 23 March 2007 showing assets at estimated  
realisable values and liabilities expected to rank**

<b>Assets and liabilities</b>			<b>Estimated to realise or to rank for payment to nearest £</b>
<b>Assets:</b>			£
	Balance at bank		-
	Cash in hand		-
	Marketable securities		-
	Bills receivable		-
	Trade debtors		-
	Loans and advances		-
	Unpaid calls		-
	Stock in trade		-
	Work in progress		-
	Freehold property		-
	Leasehold property		-
	Plant and machinery		-
	Furniture, fittings, utensils etc		-
	Patents, trade marks etc		-
	Investments other than marketable securities		-
	Other property, viz		10,435
	Estimated realisable value of assets	£	NIL
<b>Liabilities</b>			£
	Secured on specific assets, viz		-
	Secured by floating charge(s)		-
	Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full		-
Unsecured creditors (amounts estimated to rank for payment)			
		£	£
	Trade accounts	-	-
	Bills payable	-	-
	Accruals and deferred payments	-	-
	Other liabilities	-	-
	Contingent liabilities	(10,435)	-
Estimated surplus after paying debts in full			£ NIL

• Remarks:

1. The company is a member of a group for UK tax purposes and consequently any potential tax liabilities of the company are subject to offset against tax losses and other tax attributes in other group companies under the various tax provisions dealing with group tax matters.

The Directors have reviewed the overall tax position of the company and have taken professional advice and concluded that no provision for UK corporation tax is required.

2. The Company (along with other Group companies) is a guarantor under a Junior Mezzanine Facility Agreement between Zoe Intermediate Holding Company I Limited as borrower and Mable Commercial Funding Limited as lender.

Under arrangements made between the borrower, the lender and others, no call under the guarantee is anticipated and on this basis the Company's liability under the guarantee has been valued as zero.

Assuming no call is made as anticipated, the lender has agreed to procure the release of the guarantee before the Company's affairs have otherwise been fully wound up.