

The Insolvency Act 1986

2.23B

Notice of result of meeting of Creditors

Name of Company
Academy Clubs Limited

Company number
02115349

In the High Court of Justice, Birmingham District Registry <small>(full name of court)</small>

Court case number 8228 of 2011

(a) Insert full name(s)
and address(es) of the
administrator(s)

I/We (a)
Mark Grahame Tailby
CBA
39 Castle Street
Leicester
LE1 5WN

Neil Richard Gibson
CBA
39 Castle Street
Leicester
LE1 5WN

hereby report that a meeting of the creditors of the above company was held at

(b) Insert place of
meeting
(c) Insert date of meeting

(b) Holiday Inn Basingstoke, Grove Road, Basingstoke RG21 3EE,
on (c) 1 August, 2011 at which

*Delete as applicable

*1 Proposals/~~revised proposals~~ were approved
*2 ~~Proposals/revised proposals were modified and approved~~
~~The modifications made to the proposals are as follows—~~

(d) Give details of the
modifications (if any)

~~(d)~~
*3 ~~The proposals were rejected~~

(e) Insert time and date of
adjourned meeting
(f) Details of other
resolutions passed

*4 ~~The meeting was adjourned to (e)~~
*5 ~~Other resolutions (f)~~



The revised date for automatic end to administration is 26 May 2011

A creditors' committee was not formed

Signed


Joint / Administrator(s)

Dated

5/05/11

*Delete as applicable

~~A copy of the *original proposals / modified proposals / revised proposals is attached for those who did not receive such documents prior to the meeting~~

Contact Details*

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form

The contact information that you give will be visible to searchers of the public record

Mark Grahame Tailby
CBA
39 Castle Street
Leicester
LE1 5WN

DX Number

0116 262 6804
DX Exchange

Companies House receipt date barcode

When you have completed and signed this form, please send it to the Registrar of Companies at -
Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff

Our Ref MGT/NRG/SJG/001840
Contact Steven Glanvill
Direct Dial 0116 214 0577



TO ALL CREDITORS AND MEMBERS

19 July 2011

Academy Clubs Limited - in Administration

39 Castle Street,
Leicester LE1 5WN
Tel (0116) 262 6804
Fax (0116) 217 1404
E-mail leics@cba-insolvency.co.uk
www.cba-insolvency.co.uk

I am writing further to my appointment as Joint Administrator of the above Company on 27 May 2011

A meeting of creditors has been convened for 5 August 2011, pursuant to Paragraph 51 of Schedule B1 to the Insolvency Act 1986 ('the Act')

Please find enclosed

- Form 2 20B giving formal notice of the meeting
- The Joint Administrators' Statement of Proposals pursuant to Paragraph 49 of Schedule B1 to the Act and under Rule 2.33 of the Insolvency (Amendment) Rules 2003 ('the Rules');
- A proxy form for voting purposes, and
- A claim form. Please note that if you have already submitted a claim form there is no need to submit another

The principal purpose of the creditors' meeting is to consider the Joint Administrators Statement of Proposals and, if creditors think fit, approve the proposals. Creditors may also choose to form a creditors committee. A proxy form for voting purposes is provided, and completed proxy forms must be returned to the Joint Administrators before the start of the meeting.

All creditors wishing to vote, in person or by proxy, must provide a written statement of their claim and a claim form for this purpose is attached. To be valid, claim forms must be lodged with the Joint Administrators by no later than 12.00 noon on 4 August 2011, being the business day before the day of the meeting. Proxy forms and claim forms can be submitted by post or facsimile, but may not be lodged by email. Please note that if you have already submitted the claim form which was despatched to you with my letter of 8 June 2011, it is not necessary to submit another.

If you are intending to attend the meeting, I would be grateful if you would please notify me in order that I may ensure adequate facilities are provided.

CB Associates Limited. Registered in England No. 4161517
Registered Office: 30 Nelson Street, Leicester LE1 7BA
Offices in Leicester, Coventry, Derby and Northampton

Neil C Money is licensed to act as an Insolvency Practitioner by the Insolvency Practitioners Association
Mark G Tailby is licensed to act as an Insolvency Practitioner by the Association of Chartered Certified Accountants
Neil R Gibson is licensed to act as an Insolvency Practitioner by the Association of Chartered Certified Accountants
Sonia L Statham is licensed to act as an Insolvency Practitioner by the Association of Chartered Certified Accountants
Insolvency Practitioners act as agents only and without personal liability

Directors
Neil C Money MIPA FABRP
Mark G Tailby FCCA FABRP
Neil R Gibson FCCA FABRP
Sonia L Statham FCCA MABRP

Should you have any queries concerning the proposals please do not hesitate to contact Steven Glanvill at this office

In accordance with Paragraph 45 of Schedule B1 to the Act notice is hereby given that the affairs, business and property of the Company (in administration) are being managed by the Joint Administrators, Mark Grahame Tailby and Neil Richard Gibson, and in accordance with Paragraph 69 of Schedule B1 to the Act, the Administrators act as agents of the Company and without personal liability

Yours faithfully



Mark Tailby
Joint Administrator
Academy Clubs Limited

Rule 2.35

Notice of a meeting of Creditors

Name of Company Academy Clubs Limited	Company number 02115349
In the High Court of Justice, Chancery Division, Birmingham District Registry <small>(full name of court)</small>	Court case number 8228 of 2011

(a) Insert full name(s)
and address(es) of
administrator(s)

Notice is hereby given by (a)
Mark Grahame Tailby
CBA
39 Castle Street
Leicester
LE1 5WN

Neil Richard Gibson
CBA
39 Castle Street
Leicester
LE1 5WN

(b) Insert full name and
address of registered
office of the company

that a meeting of creditors of (b)

Academy Clubs Limited
CBA
39 Castle Street
Leicester LE1 5W

(c) Insert details of place
of meeting

is to be held at (c)

(c) Holiday Inn, Grove Road, Basingstoke RG21 3EE

(d) Insert date and time
of meeting

on (d) 5 August 2011 at 11 00 a m

The meeting is

*Delete as applicable

*(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ('the schedule')

I invite you to attend the above meeting

A proxy form is enclosed which should be completed and returned to me by the date of the meeting if you cannot attend and wish to be represented

In order to be entitled to vote under Rule 2.38 at the meeting you must give to me, not later than 12 00 hours on the business day before the day fixed for the meeting, details in writing of your claim

Signed



Joint / Administrator(s)

Dated 19 July 2011

*Delete as applicable

A copy of the *proposals/ ~~revised proposals is attached~~

**ACADEMY CLUBS LIMITED
(IN ADMINISTRATION)**

**MARK GRAHAME TAILBY AND NEIL RICHARD GIBSON APPOINTED JOINT
ADMINISTRATORS ON 27 MAY 2011**

**HIGH COURT OF JUSTICE, CHANCERY DIVISION, BIRMINGHAM DISTRICT
REGISTRY COURT NUMBER 8228 OF 2011**

**STATEMENT OF JOINT ADMINISTRATORS' PROPOSALS
PURSUANT TO PARAGRAPH 49 OF SCHEDULE B1 TO THE
INSOLVENCY ACT 1986**

AND

**UNDER RULE 2.33 OF THE INSOLVENCY (AMENDMENT)
RULES 2003**

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The Joint Administrators of Academy Clubs Limited ('the Company') make the following statement in discharge of the obligations upon them contained in Paragraph 49 of Schedule B1 ('the Schedule') to the Insolvency Act 1986 ('the Act') and Rule 2.33 of the Insolvency (Amendment) Rules 2003 ('the Rules')

1. Appointment and Achievement of the Objective of the Administration

Appointment

- 1.1 On 13 May 2011 Orlando Bottighieri, the sole director of the Company, formed the view that the Company was, or was likely to be, unable to pay its debts and that its affairs would be best dealt with by appointing an Administrator. Consequently, being satisfied that the Company met the statutory criteria pursuant to Paragraph 22 of the Schedule to the Act, Orlando Bottighieri made the necessary statutory declaration in support of a Notice of Intention to Appoint an Administrator ('the Notice')
- 1.2 Pursuant to Paragraph 26 of the Schedule to the Act, the Notice was then served on Heineken UK Limited and NatWest Bank Plc ('the Chargeholders'), being Qualifying Floating Charge Holders and therefore entitled to receive at least five days prior notice. No other parties were entitled to receive notice.
- 1.3 The Notice was concurrently filed at the High Court of Justice, Birmingham District Registry under reference 8228 of 2011 and accepted by the Court at 10.16 a.m. on 16 May 2011. At this time the Interim Moratorium afforded by Paragraph 44 of the Schedule to the Act took effect.
- 1.4 On 16 May 2011 the Chargeholders consented to the appointment of Mark Grahame Tailby and Neil Richard Gibson of CBA as Joint Administrators of the Company.
- 1.5 Subsequently Mark Grahame Tailby and Neil Richard Gibson consented to the appointment and confirmed that in their opinion the purpose of the administration was reasonably likely to be achieved. The Notice of Appointment was filed in Court and the appointment of the Joint Administrators took effect from 3.33 p.m. on 27 May 2011.
- 1.6 Pursuant to Paragraph 100(2) of the Schedule to the Act, I confirm that the Joint Administrators are jointly and severally responsible for each and all the roles imposed in administering the affairs of the Company during their term of office.

Objective

- 1.7 The objective of the Administration, as specified by Paragraph 3(1) of the Schedule to the Act, is -
 - (a) rescuing the Company as a going concern, or
 - (b) achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in administration), or
 - (c) realising property in order to make a distribution to one or more secured or preferential creditors

1 8 The Joint Administrators have performed their functions with a view to achieving objective (b), achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in administration),

1 9 It is not considered that objective (a) is achievable due to the Company's financial position being such that the Company will not survive as a going concern

Application of EC Regulation

1.10 These administration proceedings are subject to the EC Regulation on Insolvency Proceedings and are main proceedings (as defined by Article 3(1) of the Regulation) as both the Company's registered office is located in and its trade carried on in England and Wales

2 Statutory Information and Officers of the Company

2 1 The statutory information relating to the Company can be found at Appendix 1

2 2 The Director and Company Secretary of the Company at 27 May 2011, the date the Administration took effect, were

Name	Orlando Bottighieri	Office: Director
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Name	Excite Limited	Office: Company Secretary
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2 3 Details of the Directors' and Secretary's shareholdings are detailed at Appendix 1

3. Background and Nature of the Business

Sources of Information

3 1 The information divulged in this section of the report has been obtained principally from information provided Orlando Bottighieri, director of the Company. Publicly available records and management accounts have also been utilised

Incorporation

3 2 The Company was incorporated on 25 March 1987 in the trading style Altis Leisure Limited, however it remained dormant until 2002, when Tim Swain began trading the Company as a chain of snooker and pool clubs based in Hampshire and the surrounding counties. The Company changed to its current style on 17 December 2009

3 3 The clubs traded reasonably successfully for a number of years and in 2009 the current director was appointed

Premises and Employees

3 7 The Company operated from four leasehold premises at the following addresses

- 57-59 Castle Way, Southampton SO14 2AU
- 41-53 High Street, Eastleigh SO50 5LG
- 704-708 Christchurch Road, Boscombe BH7 6BY
- Unit 1 Moniton Trading Estate, West Ham Lane, Basingstoke RG22 5EE

3 8 The Company employed 17 members of staff, 16 of whom have been transferred to TMS Leisure Limited under the Transfer of Undertakings (Protection of Employees) Regulations (TUPE) The remaining employee, the director of the Company, was made redundant The Joint Administrators are currently negotiating a compromise agreement with the director, the terms of which include, inter alia, that no employment claim will be brought against the Company Consequently, no employee claims are expected

Background

4 Circumstances giving rise to the Appointment of the Joint Administrators

- 4 1 In December 2009 the director took the decision to utilise the services of Belguse Limited in order to outsource utilities, non-domestic rates, VAT, PAYE and NIC payments
- 4 2 Belguse Limited accepted full liability for any and all financial liability arising between 1 December 2009 and 28 February 2011
- 4 3 From the period 11 February 2010 to 18 February 2011 a total of £135,802 27 was paid to Belguse Limited, however these funds were not paid to creditors
- 4 4 The director instructed Belguse Limited to pay across all funds to creditors, however Belguse Limited counter-claimed, intimating that not all funds had been paid across
- 4 5 As funds were not paid to creditors, the debts built up and legal action was taken by creditors, with several CCJ's subsequently being awarded against the Company. The landlord of the Basingstoke club then distrained over the assets in respect of unpaid rent and terminated the lease
- 4 6 The Company had insufficient cash flow to enable its debts to be satisfied and the director saw little alternative but to seek professional advice and subsequently CBA were consulted and the director placed the Company into administration

5 Management by the Joint Administrators of the Affairs and Business of the Company

- 5 1 Upon the appointment of the Joint Administrators, the director, with consent of the Administrators, continued to trade the business, assuming liability for any

losses whilst the Administrators sought a purchaser for the business and assets
This has preserved the value in the goodwill and assets

- 5 2 The final account shows a trading profit of £1,072 25
- 5 3 During the trading period, the Joint Administrators negotiated a sale of the business and assets with TMS Leisure Limited, a Company of which Timothy Swain is a director and shareholder Timothy Swain is sole shareholder and former director of the Company
- 5 4 The Joint Administrators instructed Britten & Co, consultant valuers and auctioneers, to value the Company's assets, which comprised various snooker tables, pool tables, lighting, general bar furniture and associated equipment Britten & Co assessed the value of the assets to be £9,000 plus VAT, on a forced sale basis and £15,000 - £24,000 plus VAT on a going concern basis
- 5 5 The Joint Administrators agreed a sale of the business and assets to TMS Leisure Limited on 23 June 2011 for a price of £30,000 plus the value of the remaining stock, which then assumed control of the clubs Consideration is payable as follows
- £15,000 upon completion
£5,000 payable on 1 July 2011
£5,000 payable on 1 August 2011
£5,000 payable on 1 September 2011
£5,782 85 for stock upon completion of a stock take
- 5 6 The initial £15,000 has been paid to the solicitors acting on behalf of the Joint Administrators The Joint Administrators will request the funds be paid into the Administration
- 5 7 The payment of £5,000 due on 1 July 2011 has been received by the Joint Administrators
- 5 8 Consideration was apportioned as follows
- Goodwill £1
Intellectual Property £1
Customer Contracts £1
Chattel Assets £29,997
Stock Subject to stock take and valuation
- 5 9 Upon completion of the sale, the stock take was performed Britten & Co estimated the stock to be worth £5,782 85 This has been paid directly to the solicitors acting on behalf of the Joint Administrators The Joint Administrators will request that the funds are paid across to the Administration

6 Future Management

- 6 1 The Joint Administrators will instruct solicitors to investigate the possibility of bringing a claim against Belguse Limited for the monies that remain outstanding
- 6 2 The Joint Administrators will monitor realisations with regards to payments due from TMS Leisure Limited and instruct the solicitors to forward any funds that are being held
- 6 3 The Joint Administrators will reconcile the trading account and collect received cash that is due, including cash that was in place and utilised throughout the trading period
- 6 4 The Joint Administrators will instruct the solicitors to forward all funds that are being held by them in respect of consideration paid for the sale of the business and assets
- 6 5 Of the remaining leases at the three clubs, the leases at Boscombe and Eastleigh have been assigned to TMS Leisure Limited and the lease at the Southampton club remains in the process of being assigned. TMS Leisure Limited are currently operating under a Tenancy at Will in respect of the remaining lease, although this is expected to be assigned in due course

7 Financial Information and Estimated Outcome

Directors' Statement of Affairs of the Company

- 7 1 A copy of the Directors Statement of Affairs as at 15 June 2011 is attached No order has been sought to limit the disclosure of the Statement of Affairs.
- 7 2 The 'Prescribed Part' provisions of Section 176A of the Insolvency Act apply to this case This section provides that a proportion of the net assets which would otherwise be paid to the floating charge holder are set aside for the benefit of the unsecured creditors An estimate of the prescribed part is shown on the statement of affairs The Joint Administrators do not intend to apply to Court pursuant to Section 176A(5) to disapply the provisions

Joint Administrators Receipts and Payments Account

- 7 3 A copy of the Joint Administrators Receipts and Payments Account to date is attached at Appendix 3

8 Joint Administrators Proposals

- 8 1 The Joint Administrators' propose that
 - a) they continue to manage the business, affairs and property of the Company in order to achieve the objective specified by Paragraph 3(1) (a) of the Schedule to the Act, namely rescuing the Company as a going concern , and that they continue to do so until such time as they form the

view that purpose of administration is achieved and the administration should come to an end

- b) they take any action they consider necessary with a view to achieving the purpose of the administration, and in particular that
 - i) they do all such things they may consider appropriate with a view to enhancing the value of the Company's assets prior to realisation, and
 - ii) they dispose of the Company's ownership of its business or any other assets at such time(s) and on such terms as they consider expedient, and
 - iii) they investigate, and if appropriate, pursue any claims that the Company may have against any person, firm or company whether in contract or otherwise
 - iv) if appropriate they apply to Court pursuant to Paragraph 65(3) of the Schedule to the Act for permission to distribute funds to creditors
- c) they make distributions if they consider it expedient to any secured and preferential creditor in accordance with their general powers to do so
- d) the creditors should consider establishing and if thought fit establish a Creditors' Committee to exercise the functions conferred on it by or under the Act
- e) the Joint Administrators consult with the Creditors' Committee, if formed, at appropriate intervals concerning the conduct of the Administration and the implementation and development of these proposals and where they consider it necessary obtain the sanction of that Committee on behalf of the creditors of the Company (and without further reference to them) to any proposed action on the part of the Joint Administrators
- f) that in the absence of any Committee being formed, the remuneration of the Joint Administrators be fixed by reference to time properly given by them and their staff in attending to matters arising from the administration to be charged at the rates normally charged by their firm, CB Associates Limited trading as CBA, for such work and that the Joint Administrators be entitled to draw their remuneration on account
- g) In addition, they do all such other things and generally exercise all their powers as Joint Administrators as they in their discretion consider desirable or expedient in performing their functions or to protect and preserve the assets of the Company or maximise realisations of those assets, or for any other purpose incidental to these proposals
- h) when the administrators form the view that the administration should come to an end, the Joint Administrators propose to dissolve the company in accordance with Paragraph 84 of the Schedule to the Act

Joint Administrators Remuneration

- 8 2 As stated above the Joint Administrators propose that they be remunerated on a time cost basis, and details of CBA's current charge out rates are attached at Appendix 4 As required by Statement of Insolvency Practice an analysis of the time spent to date and the disbursements recovered is also attached A creditor's guide to Administrator's fees as detailed in Statement of Insolvency Practice No 9 is available for download, free of charge, from <http://www.insolvency-practitioners.org.uk/uploads/Admin.pdf> Should you require a paper copy of the guide please contact this office and one will be sent to you free of charge
- 8 3 Pre-Administration costs and expenses incurred by the Joint Administrators are detailed in Appendix 4 attached. The costs relate to advisory work completed in the period immediately prior to the administration pertaining to the appointment of Joint Administrators

Meeting of Creditors

- 8 4 A meeting of creditors has been convened for 5 August 2011 at 11 00 a m, pursuant to Paragraph 51 of the Schedule to the Act.

9 Resolutions

The following Resolutions are to be put to the meeting

- 1 That the Proposals be approved
- 2 That the unpaid pre-administration costs and expenses incurred, which totals £5,899 50, be paid to CBA as an expense of the Administration in accordance with Rule 2 67A
- 3 That the Joint Administrators be remunerated in accordance with the time properly spent by them and their staff in attending to the matters arising in the administration at their firm's usual charge out rates and that such remuneration may be drawn on account

In the event of a creditors committee being appointed Resolutions 2 and 3 will be dealt with by the committee

General

If any creditor should have any queries regarding the above please do not hesitate to contact Steven Glanvill on 0116 214 0577

Dated 19 July 2011



Neil Gibson
Joint Administrator
Academy Clubs Limited

Mark Grahame Tailby is licensed to act as an Insolvency Practitioner by The Association of Chartered Certified Accountants Neil Richard Gibson is licensed to act as an Insolvency Practitioner by The Association of Chartered Certified Accountants

In accordance with Paragraph 45 of Schedule B1 to the Act notice is hereby given that the affairs, business and property of the Company (in administration) are being managed by the Joint Administrators, Mark Grahame Tailby and Neil Richard Gibson, and in accordance with Paragraph 69 of Schedule B1 to the Act, the Administrators act as agents of the Company and without personal liability

STATUTORY INFORMATION

Company Name Academy Clubs Limited

Other Trading Names N/A

Registered Company Number 02115349

Date of Incorporation 25 March 1987

Nature of Business Snooker clubs

Previous Names Altis Leisure Limited

Registered Office	Was	Now
	12 Fratton Road	c/o CBA
	Portsmouth	39 Castle Street
	PO1 5BX	Leicester
		LE1 5WN

Directors	<i>Name</i>	<i>Appointed</i>	<i>Resigned</i>
(in last three years)	Orlando Bottighieri	02/12/2009	N/A
	Jill Swain	01/02/2002	01/12/2009
	Timothy Swain	Pre 31/12/1991	01/12/2009

Secretary	Excite Limited	14/06/2002	N/A
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Authorised Number of Shares 100 Ordinary shares of £1 each

Shareholders and Issued Shares	<i>Name</i>	<i>Number and class of share</i>
a) Directors and Secretaries	N/A	N/A
b) Others	Timothy Swain	100

Accounts	<i>Due</i>	<i>Filed</i>	<i>Period</i>
(in last three years)	31/08/10	17/08/10	30/11/09
	31/08/09	29/07/09	30/11/09
	31/08/08	07/08/08	30/11/08
Annual Returns.	31/12/10	28/01/11	27/01/11
(in last three years)	31/12/09	28/01/10	29/03/10
	31/12/08	28/01/09	12/01/09

Insolvency Act 1986

Academy Clubs Limited
Estimated Statement Of Affairs as at 27 May 2011

	Book Value £	Estimated to Realise £	£
ASSETS			
Goodwill	495,779 00	1 00	
NatWest Bank Plc	(63,713 17)	(63,713 17)	
Deficiency c/d		(63,712 17)	
Furniture & Equipment	33,322 48		29,997 00
Stock	5,782 85		5,782 85
Belguse Limited	135,802 27		Uncertain
Cash	16,072 25		16,072 25
Intellectual Property	1 00		1 00
Customer Contracts	1 00		1 00
Tenancy at Will	1,587 91		1,587 91
			<u>53,442 01</u>
LIABILITIES			
PREFERENTIAL CREDITORS -			
			<u>NIL</u>
			53,442 01
DEBTS SECURED BY FLOATING CHARGE PRE 15 SEPTEMBER 2003			
OTHER PRE 15 SEPTEMBER 2003 FLOATING CHARGE CREDITORS			
			<u>NIL</u>
			53,442 01
Estimated prescribed part of net property where applicable (to carry forward)			<u>8,999 80</u>
			44,442 21
DEBTS SECURED BY FLOATING CHARGE POST 15 SEPTEMBER 2003			
Deficiency b/d		63,712 17	
Heineken UK Limited		280,237 31	
			<u>343,949 48</u>
			<u>(299,507 27)</u>
Estimated prescribed part of net property where applicable (brought down)			<u>8,999 80</u>
			8,999 80
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)			
Trade & Expense Creditors		89,812 19	
HM Revenue & Customs - PAYE & NIC		20,575 08	
HM Revenue & Customs - VAT		115,600 54	
			<u>225,987 81</u>
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall in respect of F C's post 14 September 2003)			<u>(216,988 01)</u>
Shortfall in respect of F C's post 14 September 2003 (brought down)			<u>299,507 27</u>
			<u>(516,495 28)</u>
Issued and called up capital			

Insolvency Act 1986

Academy Clubs Limited
Estimated Statement Of Affairs as at 27 May 2011

	Book Value £	Estimated to Realise £	£
Ordinary Shareholders		(100 00)	(100 00)
TOTAL SURPLUS/(DEFICIENCY)			(516,395 28)

ACADEMY CLUBS LIMITED
(In Administration)

Notes to the Statement of Affairs

- 1 The accounts to 30 September 2008 indicate goodwill with a value of £495,779 Britten & Co, consultant valuers and auctioneers, have assessed the value of the goodwill to be £1 This is subject to a fixed charge in favour of NatWest Bank Plc

NatWest Bank Plc created a debenture, incorporating a fixed and floating charge over all of the Company's assets, on 14 April 2004 and it was registered on 19 April 2004 Timothy Swain, sole shareholder and former director of the Company, has provided a personal guarantee for any shortfall in respect of this charge

Heineken UK Plc created two debentures, incorporating fixed and floating charges over all of the Company assets, on 27 September 2010 and were registered on 9 October 2010 Timothy Swain has provided a personal guarantee for any shortfall in respect of this charge

- 2 The Company is owed £130,802 27 from Belguse Limited in respect of payments made in the outsourcing of financial liabilities between 1 December 2009 and 28 February 2011 This is disputed by Belguse Limited and realisations are uncertain, therefore for prudence, the Estimated to Realise figure has been adjusted accordingly
- 3 The Company's physical assets have been professionally valued on an estimated restricted realisation price by Britten & Co, consultant auctioneers and valuers
- 4 Tangible assets are recorded in the accounts to 30 September 2008 with a value of £61,157 The asset 'book value' shown in the statement of affairs reflects the current accounting value of the asset concerned, having adjusted for depreciation since the last accounts were prepared The depreciation adjustment has been calculated on the basis detailed in the Company's most recent set of accounts and is therefore consistent with the Company's historical accounting

Britten & Co assessed the value of the assets to be £9,000 plus VAT, on a forced sale basis and £15,000 - £24,000 plus VAT on a going concern basis

- 5 A payment of £1,587 91 has been received in respect of payments due under the Tenancy at Will
- 6 A stock take was conducted upon the sale of the business and assets and cessation of the administration trading period Britten & Co have assessed the value of stocks to be £5,782 85 TMS Leisure Limited has purchased the stock for £5,782 85, which has been paid to the solicitors acting on behalf of the Joint Administrators The Joint Administrators will request the funds be paid across to the Administration
- 7 Upon appointment, £15,000 cash was located at the clubs in respect of takings and floats A trading profit of £1,072 25 from the period from the date of appointment to the sale of the business and assets on 23 June 2011 The Joint Administrators will duly reconcile the accounts and the cash will be deposited accordingly

A £5,000 cash deposit was paid to E On from the cash takings during the trading period in order to secure continued service. The Joint Administrators will request repayment of the deposit, less monies due in respect of electricity used from the date of appointment to the completion of the sale of the business and assets.

- 8 Britten & Co have assessed the value of intellectual property to be £1
- 9 Britten & Co have assessed the value of the customer contracts to be £1
- 10 The 'Prescribed Part' provisions of Section 176A of the Insolvency Act apply to this case. This section provides that a proportion of the net assets which would otherwise be paid to the floating charge holder are set aside for the benefit of the unsecured creditors. An estimate of the prescribed part is shown on the statement of affairs.
- 11 Trade Creditors' claims have been extracted from the Company records. Should any creditor's claim differ from the sum disclosed this would not prejudice their ability to claim in full. All claims are subject to the Liquidators' adjudication. It is possible that there may be some creditors' claims which are not included in the Company's records and do not, therefore, appear on the attached schedule.
- 12 The amount due to HM Revenue & Customs represents VAT due from December 2009 and PAYE/NIC due from the last period.
- 13 The Company employed 17 members of staff, 16 of whom have been transferred to TMS Leisure Limited under the Transfer of Undertakings (Protection of Employees) Regulations (TUPE). The remaining employee, the director of the Company, was made redundant. The Joint Administrators are currently negotiating a compromise agreement with the director, the terms of which include, inter alia, that no employment claim will be brought against the Company. Consequently, no employee claims are expected.

APPENDIX 3

JOINT ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT

Academy Clubs Limited
(In Administration)
Joint Administrators' Abstract of Receipts & Payments

Statement of Affairs		From 13/05/2011 To 19/07/2011	From 13/05/2011 To 19/07/2011
	SECURED ASSETS		
1 00	Goodwill	1 00	1 00
		1 00	1 00
	SECURED CREDITORS		
(63,713 17)	NatWest Bank Plc	NIL	NIL
		NIL	NIL
	ASSET REALISATIONS		
29,997 00	Furniture & Equipment	14,997 00	14,997 00
5,782 85	Stock	NIL	NIL
Uncertain	Belguse Limited	NIL	NIL
15,000 00	Cash	15,025 00	15,025 00
1 00	Intellectual Property	1 00	1 00
1,072 25	Trading Surplus	1,072 25	1,072 25
	Suspense Account	11,000 00	11,000 00
1 00	Customer Contracts	1 00	1 00
1,587 91	Tenancy at Will	1,587 91	1,587 91
		43,684 16	43,684 16
	COST OF REALISATIONS		
	Bank Charges	NIL	NIL
	Electricity Deposit	(5,000 00)	(5,000 00)
		(5,000 00)	(5,000 00)
	FLOATING CHARGE CREDITORS		
(280,237 31)	Heineken UK Limited	NIL	NIL
		NIL	NIL
	UNSECURED CREDITORS		
(89,812 19)	Trade & Expense Creditors	NIL	NIL
(20,575 08)	HM Revenue & Customs - PAYE & NI	NIL	NIL
(115,600 54)	HM Revenue & Customs - VAT	NIL	NIL
		NIL	NIL
	DISTRIBUTIONS		
100 00	Ordinary Shareholders	NIL	NIL
		NIL	NIL
(516,395.28)		38,685.16	38,685.16
	REPRESENTED BY		
	Bank 2 - Current		17,685 16
	Suspense Account		21,000 00
			38,685 16

ACADEMY CLUBS LIMITED
(In Administration)

Notes to the Receipts and Payments Account

- 1 A payment of £1 has been received in respect of Goodwill, which is subject to a fixed charge in favour of NatWest Bank Plc, as previously outlined
- 2 A payment of £14,997 has been received in respect of the sale of the furniture and equipment. The solicitors acting on behalf of the Joint Administrators are currently holding £15,000 in respect of the remaining monies due in respect of the sale of the furniture and equipment. The Joint Administrators will request that these funds are forwarded to the Administration accordingly.
- 3 The solicitors acting on behalf of the Joint Administrators are currently holding £5,782.85 in respect of the sale of the stock, which was paid upon completion of the stock take. The Joint Administrators will request that the funds are forwarded to the Administration accordingly.
- 4 The Joint Administrators have received £15,000 in cash, which represents cash that was situated at the clubs upon the appointment of the Joint Administrators.
- 5 A payment of £1 has been received in respect of the sale of the Intellectual Property.
- 6 A payment of £1,072.25 was paid into the Administration in respect of the trading surplus, which was made from the date of appointment to 22 June 2011, upon completion of the sale of the business and assets.
- 7 The Joint Administrators are currently holding £11,000 in a suspense account. This comprises a £6,000 overpayment from Shire Leasing Limited, a company that TMS Leisure Limited has utilised to finance the asset purchase. This payment was made in respect of the sale of the business and assets. This will be returned accordingly and the necessary credit note will be issued.

A further £5,000 is payable to TMS Leisure Limited in respect of an overpayment.
- 8 A payment of £1 has been received in respect of the sale of the Intellectual Property.
- 9 A payment of £1,587.91 has been received in respect of the Tenancy at Will.
- 10 A £5,000 deposit was placed with E On Energy Plc in order to secure ongoing services during the trading period. This is expected to be repaid, less any charges during the trading period.

APPENDIX 4

INFORMATION FOR CREDITORS REGARDING JOINT ADMINISTRATORS REMUNERATION

Costs Incurred Prior to Appointment

The time costs incurred by the Joint Administrators and their staff prior at CBA's usual charge out rates in the period Enter the date of our engagement letter to 27 May 2011 are as follows

Insolvency Practitioner	Senior Manager	Manager	Senior Administrator	Support Staff	Total Hours	Time Costs £	Average Hourly Rate £
16 10			3 20		20.10	5,899 50	292 54

The costs incurred include time spent in advising the directors prior to the appointment, liaising with solicitors to effect the appointment and discussions with the bank. The costs were incurred with the agreement of the directors of the company pursuant to the terms of the Joint Administrators engagement letter dated 18 May 2011 and relate to the period from the date of 18 May 2011 to the date of appointment.

No payment has been received in respect of the pre-administration costs incurred.

The following out of pocket expenses were incurred in connection with this case prior to appointment.

Description	£
Company Search	11 00
Travel	136.96
Total	136 96

It is proposed that the unpaid pre-administration time costs and expenses incurred be paid as an expense of the Administration subject to approval of creditors in accordance with Rule 2.67A. The consideration of pre-administration costs is not part of the Proposals and is dealt with by way of separate resolution.

The Joint Administrators are not aware of any fees or expenses charged or incurred by any other insolvency practitioner in relation to the company.

Office Holders Remuneration

All staff, including support staff, are charged directly to cases for the time spent on that case at the hourly rates detailed below. Charge out rates and staff grades are reviewed periodically and may change during the course of the administration. Time is charged in 6 minute units.

Grade of Staff	Charge Out
	Rate per Hour (£)
Licensed Insolvency Practitioner	315
Senior Manager	255
Manager	210
Senior Administrator	180
Administrator	150
Support Staff	90

You are advised that a guide to Administrators fees is available for download, without charge, from <http://www.insolvency-practitioners.org.uk/page.aspx?pageID=104>. If you require a paper copy of this guide please contact this office and a copy will be sent to you free of charge.

Office Holders Expenses and Disbursements

Statement of Insolvency Practice 9 ("SIP9"), requires that the office holder provide a statement of the office-holder's policy in relation to recharges of disbursements. SIP9 defines disbursements as either Category 1 or Category 2 disbursements.

Category 1 disbursements will generally comprise external supplies of incidental services specifically identifiable to the case, typically for items such as postage, case advertising, invoiced travel and properly reimbursed expenses incurred by personnel in connection with the case. Also included will be services specific to the case where these cannot practically be provided internally such as printing, room hire and document storage.

Category 2 disbursements will generally comprise costs which, whilst being in the nature of expenses or disbursements, include elements of shared or allocated costs.

Category 1 disbursements are recoverable without approval, and it is the policy of CBA to recover Category 1 disbursements when they are incurred and when funds permit. CBA do not charge any Category 2 disbursements.

The Category 1 disbursements incurred by and reimbursed to CBA are detailed below.

	Incurred by CBA £	Reimbursed to CBA £
Advertising	91 80	N/A
Specific bond	60 00	N/A
Company search	11 00	N/A
Travel costs	136 94	N/A
Total	299 74	N/A

Time Entry - SIP9 Time & Cost Summary

001840 - Academy Clubs Limited
To 19/07/2011

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Case Progression	0 00	1 20	29 90	0 00	31 10	5 688 00	182 89
Creditors	3 80	0 00	6 50	0 00	10 30	2,367 00	229 81
Investigations	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Realisation of Assets	20 20	0 00	0 30	0 00	20 50	6 417 00	313 02
Statutory	0 10	0 30	13 00	0 40	13 80	2,484 00	180 00
Trading	10 40	0 00	0 00	0 00	10 40	3,276 00	315 00
Total Hours	34 50	1 50	49 70	0 40	86 10	20,232 00	234 98
Total Fees Claimed						0 00	
Total Disbursements Claimed						0 00	

Proxy (Administration)

Academy Clubs Limited

Name of Creditor _____

Address _____

Name of Proxy Holder

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

1 _____

2 _____

3 _____

Please delete words in brackets if the proxy holder is only to vote as directed i.e. he has no discretion

I appoint the above person to be my/the creditor's proxy holder at the meeting of creditors to be held on 5 August 2011, 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)

Voting Instructions for resolutions

*Please delete as appropriate

1 That the Proposals be approved

*FOR / AGAINST

2 That the unpaid pre-administration costs and expenses incurred be paid to CBA as an expense of the Administration in accordance with Rule 2.67A

*FOR / AGAINST

3 That the Joint Administrators be remunerated in accordance with the time properly spent by them and their staff in attending to the matters arising in the administration at their firm's usual charge out rates and that such remuneration may be drawn on account

*FOR / AGAINST

4 For the appointment of _____

of _____

representing _____

as a member of the creditors' committee

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

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

Position with creditor or relationship to creditor or other authority for signature

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

**ACADEMY CLUBS LIMITED
IN ADMINISTRATION**

Creditor Claim Form

I/we .

(address).

claim that the above company is indebted to me/us in the sum of £
for (describe goods/services)

as listed hereunder or as shown by the account annexed hereto, for which sum or part thereof,
I/we have received no satisfaction or security whatsoever, save and except the following

Summary of Account (please attach invoices, delivery notes, orders. Add a continuation sheet if
necessary)

	Invoice No	Goods/Services	Gross £	VAT £	Net £
Date					

Date

Signature

If a company or firm, print name of signatory

Position held

Please complete and return to

**CBA
39 Castle Street
Leicester
LE1 5WN**

MGT/NRG/SJG/001840