

## Section 106

Return of Final Meeting in a  
Creditors' Voluntary Winding UpPursuant to Section 106 of the  
Insolvency Act 1986

To the Registrar of Companies

**S.106**

Company Number

02730902

Name of Company

Town Centre Restaurants Limited

We A C O'Keefe  
The Zenith Building  
26 Spring Gardens  
Manchester  
M2 1ABM N Cropper  
10 Fleet Place  
London  
EC4M 7RBF J Gray  
10 Fleet Place  
London  
EC4M 7RB

Note The copy account must be  
authenticated by the written  
signature(s) of the Liquidator(s)

1 give notice that a general meeting of the company was summoned for 13 January 2014 pursuant to section 106 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 disposed of. No quorum was present at the meeting.

2 give notice that a meeting of the creditors of the company was duly held on 13 January 2014 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having the said account laid before it showing how the winding up the company has been conducted and the property of the company has been disposed of and that the same was done accordingly.

The meeting was held at The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB

The winding up covers the period from 20 June 2013 (opening of winding up) to 13 January 2014 the date of the final meeting (close of winding up)

The outcome of the meetings (including any resolutions passed) was as follows

**General Meeting**

There were no members represented in person or by proxy and accordingly there was no quorum

**Creditors' Meeting**

There was one creditor represented by proxy. The following resolutions were passed

- 1) To accept the joint liquidators' final report and account
- 2) To accept the joint liquidators' release from office

Signed



Date 14 January 2014

Zolfo Cooper  
The Zenith Building  
26 Spring Gardens  
Manchester  
M2 1AB

Ref 10652-002/MDOH/EXP/JWOR/MAN

WEDNESDAY



A26

\*A2ZM8WN7\*

15/01/2014

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COMPANIES HOUSE

# Joint Liquidators' Final Report for the period 20 June 2013 to 13 January 2014

Town Centre Restaurants Limited  
In Liquidation

13 January 2014

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## **1 Statutory information**

- 1 1 Fraser Gray and Nick Cropper of Zolfo Cooper, 10 Fleet Place, London EC4M 7RB were appointed Joint Liquidators of Town Centre Restaurants Limited (the Company) together with Anne O'Keefe of Zolfo Cooper, The Zenith Building, 26 Spring Gardens, Manchester M2 1AB, on 20 June 2013, following the filing of form 2 34B - Notice of move from Administration to Creditors' Voluntary Liquidation with the Registrar of Companies
- 1 2 The Liquidation is being handled by Zolfo Cooper's Manchester office, situated at The Zenith Building, 26 Spring Gardens, Manchester M2 1AB
- 1 3 The Company previously traded from 39 restaurants under the brand names Café Giardino, Azurro and Auberge. The Company's head office was Unit 6, Decoram Business Centre, Dundee Way, Mollison Avenue, Enfield, Middlesex EN3 7SX.
- 1 4 The registered office of the Company has been changed to c/o Zolfo Cooper, The Zenith Building, 26 Spring Gardens, Manchester M2 1AB and its registered number is 02730902
- 1 5 Creditors approved in the preceding Administration that any act required or authorised to be done by the Joint Liquidators may be done by all or any one or more of them

## **2 Progress of the Liquidation**

- 2 1 This report should be read in conjunction with the reports prepared by the former Joint Administrators of the Company, the most recent of which was dated 24 June 2013
- 2 2 The Joint Liquidators' Receipts and Payments Account for the period 20 June 2013 to 13 January 2014 is attached at Appendix A
- 2 3 Funds totalling £543,254 were transferred to the Liquidation from the preceding Administration. Of this money, £41,636 was transferred in order to discharge legal fees incurred in relation to fixed charge asset realisations during the Administration. In addition, business rates refunds totalling £20,286 have been recovered and bank interest of £123 has accrued on account
- 2 4 The Joint Liquidators have disclaimed the Company's interest in the remaining leases at its former trading sites
- 2.5 The Joint Liquidators have reviewed and agreed the claims of the unsecured creditors of the Company, and distributed a dividend to them, further details of which are provided in section 5 of this report

## **3 Investigations**

- 3 1 The Joint Liquidators conducted investigations into the conduct of the directors and transactions entered into prior to the Company's insolvency, as required by the Company Directors Disqualification Act 1986, and Statement of Insolvency Practice 2 - Investigations by Office Holders in Administrations and Insolvent Liquidations. Based upon the outcome of the investigations, there were no matters identified that required further action

## **4 Joint Liquidators' remuneration**

- 4.1 The basis of the Joint Liquidators' remuneration was approved in the preceding Administration as being by reference to the time properly spent by the Joint Liquidators and their staff on matters arising in the Liquidation
- 4.2 The Joint Liquidators' time costs for the period 20 June 2013 to 13 January 2014 are £23,307. This represents 118 hours at an average rate of £197 per hour. A Time Analysis for the period which provides details of the costs incurred by activity and by staff grade is attached at Appendix B.
- 4.3 Principal areas of activity during the period are discussed in further detail below
- **Administration and planning** - time has been incurred implementing and monitoring the case strategy, complying with statutory duties and performing general administrative work. Case related treasury and support time is also recorded here
  - **Realisation of assets - floating charge** - time recorded within this category has been principally spent in collecting the remaining business rates refunds
  - **Creditors** - time spent agreeing the claims of unsecured creditors, calculating the dividend and making the distribution is recorded in this section as well as dealing with telephone queries and other correspondence
- 4.4 A copy of 'A Creditors' Guide to Liquidators' Fees' can be downloaded from Zolfo Cooper's creditor portal (<http://www.zcinfoportal.com>) - click on **Creditors' Guide to Fees** in the menu on the left side of the screen. If you would prefer this to be sent to you in hard copy please contact Eve Potts on 0161 838 4525 or [epotts@zolfocooper.eu](mailto:epotts@zolfocooper.eu) and a copy will be forwarded to you.
- 4.5 A total of £22,945 and disbursements of £940 have been drawn during the course of the Liquidation. No further fees will be taken.
- 4.6 Information in relation to the Joint Liquidators' policy on staffing, the use of sub-contractors, payment of disbursements and details of current charge-out rates by staff grade is attached at Appendix C.

## **5 Outcome for creditors**

### **Secured creditor - Clydesdale Bank Plc (the Bank)**

- 5.1 The Company granted a fixed and floating charge to the Bank on 23 February 2011. As at the date of Administration, the Bank was owed approximately £9.70 million (excluding interest and charges) under its security. The secured creditor received distributions totalling £3.65 million during the course of the Administration.
- 5.2 The Bank has received distributions totalling £245,238 during the Liquidation. The Bank has therefore suffered a shortfall under its security.

## Preferential creditors

- 5.3 The preferential creditor claims, totalling £39,075, were discharged in full during the preceding Administration

## Unsecured Creditors' Fund

- 5.4 The Company had sufficient net property to enable the creation of a fund for the benefit of unsecured creditors (the **Unsecured Creditors' Fund**), commonly known as the prescribed part. The amount available for the Unsecured Creditors' Fund was £253,862 (before costs) from which a distribution of 4.32 pence in the pound was paid to unsecured creditors. The dividend was declared on 10 October 2013 and can be summarised as follows

Number of unsecured creditors	Amount owed to unsecured creditors £	Dividend rate = pence in the pound	Amount paid to unsecured creditors £
48	5,325,754	4.30	228,937

- 5.5 Costs of £24,925 were discharged from the Unsecured Creditors' Fund prior to the payment of the unsecured dividend

## Unclaimed dividends

- 5.6 All cheques paid to creditors should be banked as soon as possible, and in any event must be banked within six months of the date of the cheque. Any cheques which have not cleared by 10 April 2014 will be cancelled and the money will be forwarded to The Insolvency Service, Estate Accounts Directorate, Unclaimed Monies Team, PO Box 3690, Birmingham B2 4UY.
- 5.7 If your cheque is cancelled on or after this date, please allow ten working days to pass before submitting a claim to the Insolvency Service, by email at [EAIPS.Unclaimed@insolvency.gov.uk](mailto:EAIPS.Unclaimed@insolvency.gov.uk) and put 'Town Centre Restaurants Limited' as the subject
- 5.8 The transfer of responsibility to the Insolvency Service is a routine step which requires Liquidators of an insolvent company to transfer unclaimed dividends to the agency six months after the cheques were issued. The agency will hold the funds for the next six years, after which it will return the money that remains unclaimed to HM Treasury, however, this does not affect creditors' rights to claim funds after the six years has passed

## 6 Creditors' rights

- 6.1 Within 21 days of the receipt of this report, a secured creditor, or an unsecured creditor with the concurrence of at least 5% of the value of the unsecured creditors may request in writing that the Liquidator provide further information about their remuneration or expenses which have been itemised in this progress report

- 6.2 Any secured creditor, or an unsecured creditor with the concurrence of at least 10% of the value of unsecured creditors may within eight weeks of receipt of this progress report make an application to court on the grounds that the basis fixed for the Joint Liquidators' remuneration is inappropriate, or that the remuneration or the expenses incurred by the Joint Liquidators as set out in this progress report are excessive

Yours faithfully

Anne O'Keefe  
Joint Liquidator

Encs

## Receipts and Payments Account for the period 20 June 2013 to 13 January 2014

## Appendix A

	£
<b>Fixed charge assets</b>	
<b>Receipts</b>	
Transfer from Administration	41,636
	<u>41,636</u>
<b>Payments</b>	
Final Administration legal fees	41,636
	<u>(41,636)</u>
<b>Balance of fixed charge assets</b>	<u>-</u>
<b>Floating charge assets</b>	
<b>Receipts</b>	
Transfer from Administration	501,618
Rates refunds	20,286
Bank interest	123
	<u>522,027</u>
<b>Payments</b>	
Joint Administrators' final fees	19,000
Category 1 disbursements	
Stationery and postage	775
Storage costs	80
Statutory advertising	85
Rates refund agent's fees	2,984
Unsecured Creditors' Fund costs	
Employee claims agreement	1,980
Joint Liquidators' fees	22,945
Bank charges	3
	<u>(47,852)</u>
<b>Distributions</b>	
Floating chargeholder	245,238
Unsecured creditors	
4 30p/£, 10/10/2013	228,937
	<u>(474,175)</u>
<b>Balance of floating charge assets</b>	<u>-</u>
<b>Total balance</b>	<u>-</u>

Statement of Insolvency Practice 7 states the headings used in the Receipts and Payments Account should follow those used in any prior Statement of Affairs (SOA) or estimated outcome statement

The SOA was provided by the Company's directors at the commencement of the Administration and provided estimated to realise values for the categories of assets to be realised. The receipts above represent funds passed into Liquidation from the Administration, and as such, a meaningful comparison to the SOA by category cannot be made.



## Time Analysis for the period 20 June 2013 to 13 January 2014

## Appendix B

	Employee grade (hours)				£		
	Partner/ director	Senior associate	Associate/ analyst	Junior analyst/ support	Total hours	Total cost	Average rate per hour
<b>Administration and planning</b>							
Strategy and control	1.6	1.3	1.6		4.5	1,464.00	325
Statutory duties		1.6	2.3	0.6	4.5	1,152.50	256
Case administration		1.8	4.3	4.2	10.3	2,305.00	224
Accounting and treasury	0.4	0.6	4.9	14.8	20.7	3,215.00	155
Internal documentation				2.1	2.1	273.00	130
<b>Investigations</b>							
Director conduct reports		0.5		1.1	1.6	297.50	186
<b>Realisation of assets - fixed charge</b>							
Dealing with third party assets			0.6		0.6	144.00	240
<b>Realisation of assets - debtors</b>							
Debt collection				0.9	0.9	119.50	133
<b>Realisation of assets - floating charge</b>							
Recovery of assets			3.6		3.6	864.00	240
Dealing with third party assets			2.6	10.8	13.4	1,981.00	148
Asset accounting and administration	0.5			1.3	1.8	326.00	181
<b>Trading</b>							
Trading activities				0.2	0.2	25.00	125
<b>Creditors</b>							
Creditor claims				5.5	5.5	701.50	128
Internal documentation				0.1	0.1	11.00	110
Reporting to creditors	0.5	1.0	5.5	0.9	7.9	1,956.00	248
Secured creditors		0.3			0.3	96.00	320
Preferential creditors			0.3		0.3	72.00	240
Unsecured creditors	0.9	5.8	16.4	16.2	39.3	8,187.50	208
Employees			0.3	0.1	0.4	84.50	211
Shareholders and other stakeholders				0.2	0.2	32.00	160
<b>Totals</b>	<b>3.9</b>	<b>12.9</b>	<b>42.4</b>	<b>59.0</b>	<b>118.2</b>	<b>23,307.00</b>	<b>197</b>

## Additional information in relation to the Joint Liquidators' remuneration pursuant to Statement of Insolvency Practice 9

## Appendix C

### 1 Policy

Detailed below is Zolfo Cooper's policy in relation to

- staff allocation and the use of sub-contractors,
- professional advisors, and
- disbursements

#### 1.1 Staff allocation and the use of sub-contractors

The Joint Liquidators' general approach to resourcing assignments is to allocate staff with the skills and experience to meet the specific requirements of the case

The case team will usually consist of a partner, a senior associate, an associate and an analyst. The exact case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. On larger, more complex cases, several staff at all grades may be allocated to meet the demands of the case. The charge-out rate schedule below provides details of all grades of staff and their experience level.

With regard to support staff, time spent by treasury in relation to specific tasks on an assignment is charged but secretarial time is only recovered if a large block of time is incurred, eg report compilation and distribution.

The Joint Liquidators have utilised the following sub-contractors in this case:

Service type	Service provider	Basis of fee arrangement	Cost £
Employee claim processing	INSOL Limited	Rate per employee	1,980
Business rates refund collection	GVA Grimley Limited	Percentage of collections	2,984

#### 1.2 Professional advisors

On this assignment the Joint Liquidators have not utilised any professional advisors.

#### 1.3 Disbursements

Category 1 disbursements do not require approval by creditors. Category 1 disbursements may include external supplies of incidental services specifically identifiable to the case eg postage, case advertising, invoiced travel and external printing, room hire and document storage. Any properly reimbursed expenses incurred by the Joint Liquidators and their staff will also be chargeable.

Category 2 disbursements do require prior approval by creditors before they are paid, however, there have been no category 2 disbursements incurred in this case.

## 2 Charge-out rates

A schedule of Zolfo Cooper charge-out rates for this assignment effective from 1 April 2013 is detailed below. Time is charged by partners and case staff in units of six minutes.

Description	Rates from 1 April 2013 £
Partner 1*	595
Partner 2*	540
Director	470
Associate director*	430
Senior associate	390
Associate	320
Analyst	280
Junior analyst	160
Senior treasury associate	230
Treasury associate	155
Treasury analyst	100
Support	84

\*Key

Partner 1 - partners with three or more years' experience at partner level

Partner 2 - partners with fewer than three years' experience at partner level

Promotion from senior associate to associate director from 1 April 2013 is on the basis of performance and experience