

The Insolvency Act 1986

Notice of move from administration to creditors' voluntary liquidation

Name of Company

Forno Vivo Limited

Company number

04318283

In the High Court of Justice

Chancery Division

Companies Court

Court case number

2472 of 2008

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

We (a) Alastair Paul Beveridge, Simon Jonathan Appell and James John Gleave of Zolfo
Cooper (formerly Kroll Limited), 10 Fleet Place, London, EC4M 7RB

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

having been appointed administrators of (b) Forno Vivo Limited, C/o Zolfo Cooper, 10 Fleet
Place, London, EC4M 7RB ("the Company")

(c) Insert date of
appointment

on (c) 27 March 2008 by (d) the Company's Directors

(d) Insert name of applicant /
appointor

hereby give notice that:

the provisions of paragraph 83(1) of Schedule B1 to the Insolvency Act 1986 apply,

(e) Insert name(s) and
address(es) of liquidator(s)

and it is proposed that (e) Alastair Paul Beveridge, Simon Jonathan Appell and James John
Gleave of Zolfo Cooper, 10 Fleet Place, London, EC4M 7RB will be the liquidators of the
company

(IP Numbers 8991, 9305 and 6657 respectively)

We attach a copy of the final progress report.

Signed

Joint Administrator

Dated

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

Russell Parkin, Zolfo Cooper, Wellington Plaza, 31 Wellington Street, Leeds, LS1 4DL

Tel

DX Number

DX Exchange

WEDNESDAY



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25/03/2009

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COMPANIES HOUSE

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

23 March 2009

Our ref: APB/PAR/RPA/FO01ADL/ADM1329/2203
Your ref:

Wellington Plaza
31 Wellington Street
Leeds LS1 4DL
t: +44 (0) 113 386 0800
f: +44 (0) 113 244 9305
www.zolfocooper.com

TO ALL KNOWN CREDITORS

When telephoning please ask for:
Russell Parkin

Direct Line:
0113 386 0835

Dear Sirs

Forno Vivo Limited - In Administration (the Company)

Following completion of the Administration, I have now filed with the Registrar of Companies a Notice moving the Company from Administration into Creditors' Voluntary Liquidation in order that a distribution can be made to the unsecured creditors.

Accordingly I enclose for your attention:

- Notice of move from Administration to Creditors' Voluntary Liquidation - Form 2.34B
- My final progress report in the Administration

Once Form 2.34B has been registered at Companies House, the joint liquidators' appointment will take effect. Further correspondence will be sent to all creditors by the joint liquidators in due course.

Yours faithfully
For and on behalf of
Forno Vivo Limited


Alastair Beveridge
Joint Administrator

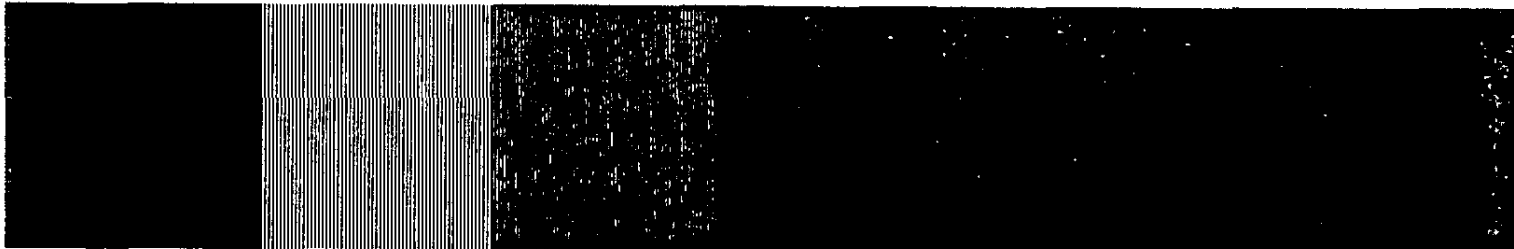
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**Joint Administrators'
Final Progress Report**

**For the Period
27 September 2008 to 16
March 2009**

**Forno Vivo Limited -
In Administration**

16 March 2009



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1 Statutory Information

- 1.1 I was appointed Joint Administrator of Forno Vivo Limited (the Company) together with Simon Jonathon Appell and James John Gleave on 27 March 2008. The application for the appointment of an Administrator was made by the Directors of the Company.
- 1.2 As stated in the Joint Administrators' Proposals, the Company is part of the Laurel Group of Companies (the Group), a large managed-house operator formerly comprising 378 licensed trading sites. The Group traded under a number of brands, including 'Slug & Lettuce', 'Ha! Ha!', 'Yates', 'Santa Fe' and 'Litten Tree'.
- 1.3 This Administration is being handled by Zolfo Cooper's Leeds office, situated at Wellington Plaza, 31 Wellington Street, Leeds, LS1 4DL.
- 1.4 The Administration is registered in the High Court of Justice, Chancery Division, Companies Court, under reference number 2472 of 2008.
- 1.5 The registered office of the Company is 10 Fleet Place, London, EC4M 7RB, having been changed from Porter Tun House, 500 Capability Green, Luton, LU1 3LS, following my appointment. The Company's registered number is 04318283.
- 1.6 The functions of the Joint Administrators (the Administrators) may be exercised by either or all, acting jointly or alone.
- 1.7 Please note that following the recent completion of a Management Buy-Out (MBO) by the partner group of Kroll's UK Corporate Advisory and Business Recovery practice from Kroll Inc, we will be operating under the Zolfo Cooper brand name going forward. Zolfo Cooper Europe will continue to be headquartered at 10 Fleet Place, London EC4M 7RB with our existing network of UK offices remaining in their current locations.
- 1.8 Please also note that with effect from 1 January 2009, myself and my partners S J Appell and J J Gleave are all now licensed by the Insolvency Practitioners Association.

2 Administrators' Proposals

- 2.1 As previously advised, the Administrators must perform their functions with the purpose of achieving one of the following objectives:
 - rescuing the Company as a going concern;

- 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
 - realising property in order to make a distribution to one or more secured or preferential creditors.
- 2.2 As set out in the Administrators' Proposals, the second objective was pursued in this case.
- 2.3 As previously reported, the Group's structure comprises companies which are involved in the business of operating pubs, bars and/or restaurants (Opco) and companies whose business involved owning and leasing property (Propco).
- 2.4 Yates Propco Limited, Pumpster Property Limited, S&L Propco Limited and Pumpster Property Acquisitions Limited are the landlords of 104 of the Opco trading sites (the **Pumpster Landlords**). The Pumpster Landlords were placed into Administration on 27 June 2008 and the affairs of these entities are being handled by Ernst and Young (the **Propco Administrators**).
- 2.5 Opco and Propco are under common ownership, but with separate finance and security structures. Propco funding is provided by a syndicate of banks in respect of which Royal Bank of Scotland plc is the arranger and facility agent (together the **Propco Banks**). The Opco business is financed by Dresdner Bank AG and Kaupthing HF (the **Opco Banks**).
- 2.6 You will recall from the Administrators' proposals that a sale of 186 of the Opco sites (the **Opco Good Sites**) was completed on 27 March 2008. The sale of the Opco Good Sites to Laurel Restaurant Company Limited, The Barley Pub Company Limited, Ha! Ha! Bar & Kitchen Limited, La Tasca Restaurants Limited, Hops Pub Company Limited, Slug & Lettuce Company Limited, Bay Restaurant Group Limited and Town and City Pub Company Limited (together **Newco**) was for £150,601,696. In addition, contracts were exchanged on 27 March 2008 for the remaining 104 Opco sites (the **Pumpster Sites**) with Newco under a Conditional Sale Agreement (the **CSA**).
- 2.7 However, it subsequently became apparent that the CSA would not complete. As a result, the Administrators commenced new discussions with Newco.
- 2.8 Newco subsequently made an offer to acquire 89 of the 104 Pumpster Sites for a total consideration of £27,239,441. The Administrators considered that this offer represented the best achievable outcome for creditors, and also represented a higher return than was expected under the valuations prepared by Kroll Corporate Finance (KCF). This offer was therefore accepted, and a sale of 89 of the Pumpster Sites was completed on 12 August 2008.

2.9 Detailed below is a breakdown of the proceeds received in relation to this sale:

Company	Total (£)
The Laurel Pub Company Limited	20,059,956
Yates's Wine Lodges Limited	5,964,751
Yates Group Limited	1,155,033
Forno Vivo Limited	59,701
	<hr/> 27,239,441

2.10 A further sale of an additional 12 Pumpster sites was completed to JD Weatherspoon on 12 November 2008, and the proceeds allocated as below. The Administrators are currently negotiating with the Propco Administrators to surrender the Groups' interest in the remaining Pumpster sites and we anticipate this will take place shortly.

Company	Total (£)
The Laurel Pub Company Limited	3,750
Yates Group Limited	1,250
	<hr/> 5,000

2.11 The Company does not hold any interest in the remaining Pumpster Sites.

3rd Party Contributions

2.12 This represents sums received from the Opco Banks to pay the Company's legal fees during the Administration.

Other income

2.13 To date I have realised the sum of £369 in respect of business rates, and an additional £67 in respect of miscellaneous refunds.

3 Assets still to be realised


3.1 The Company also has inter-company debtors totalling £3,643,155, which I am currently reconciling with the Finance Director. I anticipate these will realise approximately

£25,000, as the debts are due from other insolvent companies in the Group. A dividend relating to these sums will be realised once all companies with inter-group balances are in Liquidation, as the Administrators do not have the power to agree claims and distribute monies to unsecured creditors without Court approval.

4 Progress of the Administration

4.1 Attached at Appendix A is my Receipts and Payments Account for the period from 27 September 2008 to 16 March 2009 and cumulative from 27 March 2008 to 16 March 2009.

4.2 In accordance with Statement of Insolvency Practice No 13 (SIP13), I would advise you that the following assets were sold to a Director of the Company:

Date of Transaction	Asset Involved	Consideration Paid	Sold To	Common Directors
12 August 2008	Stock	£9,697	 Bay Restaurant Group Limited La Tasca Restaurants Limited	Suzanne Louise Baker
	Tenants Fixtures	£50,000		Christian Keen
	Goodwill	£1		Timothy Payne
	Property	£1		Paul Symonds
	Nominal value assets	£2		Aaron Brown
	TOTAL	£59,701		Mark Grunnell Timothy Smalley

5 Administrators' Remuneration

5.1 Creditors approved the Administrators' remuneration be fixed by reference to the time properly spent by them and their staff in managing the Administration.

5.2 The Administrators' time costs at 16 March 2009 are £18,945. This represents 74 hours at an average rate of £258 per hour. Attached as Appendix B is a Time Analysis that provides details of the activity costs incurred by staff grade for the period since my last report together with a cumulative analysis for the entire Administration.

5.3 The Administrators intend to draw £15,000 in respect of their remuneration and £272 in respect of disbursements. These amounts will be drawn as an expense of the Liquidation as set out in Paragraph 99 of Schedule B1 of the Insolvency Act 1986 (the Act).

5.4 Attached as Appendix C is additional information in relation to our policy on staffing, the use of sub-contractors, disbursements and details of our current charge-out rates by staff grade.

Administration and Planning

- 5.5 The Administrators time spent here incorporates the statutory duties of the Administration, initial statutory notices to creditors and the Court, case strategy matters, travel time, administration time, and cashiering time.

Investigations

- 5.6 The time in this category represents the statutory investigations undertaken into the conduct of the Directors of the Company.

Realisation of Assets

- 5.7 Time in this category represents time spent identifying assets within the Group, time spent realising these assets and allocating as appropriate.

Trading

- 5.8 Time spent under this heading is in relation to the Group's trading receipts received into the various bank accounts held by the companies in the Group.

Creditors

- 5.9 This represents time spent dealing with creditors, including correspondence and telephone calls received, in addition to handling queries.

6 Unrealised Assets

- 6.1 I would confirm that the Receipts and Payments Account at Appendix A reflects the final position on both realisations achieved and payments discharged during the course of the Administration.

7 Outcome for Creditors

Secured Creditor

- 7.1 There are no secured creditors of the Company.

FORNO VIVO LIMITED - IN ADMINISTRATION

Preferential Creditors

- 7.2 The Administrators are not aware of any preferential creditors of the Company.

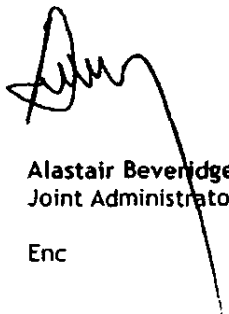
Unsecured Creditors

- 7.3 It is anticipated that the realisations made to date will enable a dividend to be paid to the unsecured creditors. In settlement of the debt due to the Opco Banks by the Opco Bank Guarantee Companies, Yates's Wine Lodges incurred an inter-company debt to the Company. The level of dividend available to the unsecured creditors will be in line with the loan made to Yates's Wine Lodges Limited, in addition to the inter-company debtor realisations made.
- 7.4 As the Company has no secured creditors, the provisions of Section 176A of the Act regarding the requirement to set aside an Unsecured Creditors' Fund will not apply in this instance.

8 Ending the Administration

- 8.1 As stated in the Administrators' Proposals, it is intended to place the Company into Creditors Voluntary Liquidation (CVL), in accordance with paragraph 83 of Schedule B1 of the Act, to facilitate the distribution to unsecured creditors.
- 8.2 Following the Administrators proposals, creditors approved that the Administrators will also become the Joint Liquidators of the CVL, following the filing of Form 2.34B with the Registrar of Companies.
- 8.3 The Administrators will be discharged from liability under Paragraph 98(3) of Schedule B1 to the Act immediately upon their appointment as Administrators ceasing to have effect.

For and on behalf of
Forno Vivo Limited



Alastair Beveridge
Joint Administrator

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FORNO VIVO LIMITED - IN ADMINISTRATION

Receipts and Payments Account for the Period from 27 September 2008 to 16 March 2009 and cumulative from 27 March 2008 to 16 March 2009

Appendix A

27 September 2008 to 16 March 2009

S of A (£) INCOME		Total (£)
27.00	Cash	0.00
17,919.00	Inter-Company Debtors	0.00
-	Business Rates Refunds	369.30
		<u>369.30</u>
EXPENDITURE		
-	Bank Charges	3.90
		<u>3.90</u>
Balance		<u><u>365.40</u></u>
MADE UP AS FOLLOWS		
	Floating Interest Bearing	365.40
		<u><u>365.40</u></u>

FORNO VIVO LIMITED - IN ADMINISTRATION

27 March 2008 to 16 March 2009

S of A (£)	INCOME	Total (£)
27.00	Cash	0.00
17,919.00	Inter-Company Debtors	0.00
-	Goodwill - Pumpster	1.00
-	Buildings - Pumpster	1.00
-	Misc Income	67.73
-	Business Rates Refunds	369.30
-	F&F - Pumpster	50,000.00
-	Furniture - Pumpster	2.00
-	Stock - Pumpster	9,697.00
-	3rd Party Contribution - Legal Fees	6,500.00
		66,638.03
	EXPENDITURE	
-	Bank Charges	3.90
-	Legal Fees	6,500.00
-	Inter-company Loan	59,701.00
		66,204.90
	Balance	433.13
	MADE UP AS FOLLOWS	
	VAT Receivable	1,137.50
	Floating Interest Bearing	433.13
	VAT Payable	(1,137.50)
		433.13

FORNO VIVO LIMITED - IN ADMINISTRATION

Time Analysis for the Period from 27 September 2008 to 16 March 2009 and cumulative from 27 March 2008 to 16 March 2009

Appendix B

27 September 2008 to 16 March 2009

	Employee Grade (Hours)					(£'s)	
	<u>Partner/ Director</u>	<u>Senior Associate</u>	<u>Associate/ Analyst</u>	<u>Junior Analyst/ Support</u>	<u>Total Hours</u>	<u>Total Cost</u>	<u>Average Rate p/h</u>
Administration and Planning							
Strategy and Control	0.1	1.4	2.2	-	3.7	1,100.50	297
Creditor Reporting	-	1.1	10.6	0.6	12.3	3,097.50	252
Committee Meetings and Reports	-	-	-	-	-	-	-
Statutory Duties	-	0.1	0.5	0.1	0.7	173.50	248
Job Administration	-	0.3	2.1	0.2	2.6	658.50	253
Cash Accounting and Time Records	-	0.7	0.7	3.7	5.1	1,069.50	210
Travel and Waiting Time	-	-	-	-	-	-	-
Case Closure	-	0.2	0.3	-	0.5	157.50	315
Internal Documentation and IT	-	-	-	-	-	-	-
Investigations							
D Reports	-	-	-	-	-	-	-
Other Investigations	-	-	-	-	-	-	-
Internal Documentation	-	-	-	-	-	-	-
Realisation of Assets - Fixed Charge							
Valuation and Offers	-	-	-	-	-	-	-
Sale of Assets	-	-	-	-	-	-	-
Insurance	-	-	-	-	-	-	-
Litigation	-	-	-	-	-	-	-
Internal and External Documentation	-	-	0.1	-	0.1	24.00	240
Realisation of Assets - Debtors							
Debt Collection	-	-	0.8	-	0.8	192.00	240
Debtors Litigation	-	-	-	-	-	-	-
Crown Debtors	-	-	-	-	-	-	-
Internal and External Documentation	-	-	-	-	-	-	-
Realisation of Assets - Floating Charge							
Valuation and Offers	-	-	-	-	-	-	-
Sale of Assets	-	-	-	-	-	-	-
Insurance	-	-	-	-	-	-	-
Retention of Title	-	-	-	-	-	-	-
Hire Purchase / Leased Assets	-	-	-	-	-	-	-
Litigation	-	-	-	-	-	-	-
Internal and External Communications	-	-	-	-	-	-	-
Trading							
Initial Actions	-	-	0.1	-	0.1	26.50	265
Cash Accounting	-	-	-	-	-	-	-
Ongoing Trading Activities	-	-	-	-	-	-	-
Internal and External Communications	-	-	-	-	-	-	-
Creditors							
Initial Actions	-	-	0.4	-	0.4	106.00	265
Creditor claims	-	0.1	-	-	0.1	39.00	390
Litigation	-	-	-	-	-	-	-
Shareholders / Bankrupts	-	-	-	-	-	-	-
Internal Documentation	-	-	-	-	-	-	-
Employees	-	-	-	-	-	-	-
Totals	0.1	3.9	17.8	4.6	26.4	6,644.50	252

FORNO VIVO LIMITED - IN ADMINISTRATION

27 March 2008 to 16 March 2009

	Employee Grade (Hours)					(£'s)	
	<u>Partner/ Director</u>	<u>Senior Associate</u>	<u>Associate/ Analyst</u>	<u>Junior Analyst/ Support</u>	<u>Total Hours</u>	<u>Total Cost</u>	<u>Average Rate p/h</u>
Administration and Planning							
Strategy and Control	0.2	2.8	3.7	0.2	6.9	2,041.50	298
Creditor Reporting	1.5	2.4	24.0	1.8	29.7	7,807.50	263
Committee Meetings and Reports	-	-	-	-	-	-	-
Statutory Duties	-	1.2	4.2	1.0	6.4	1,611.50	252
Job Administration	-	0.7	4.6	1.3	6.6	1,586.00	240
Cash Accounting and Time Records	-	2.0	1.5	5.9	9.4	2,072.00	220
Travel and Waiting Time	-	-	-	-	-	-	-
Case Closure	-	0.2	0.3	-	0.5	157.50	315
Internal Documentation and IT	-	0.4	1.9	0.2	2.5	670.00	268
Investigations							
D Reports	-	-	3.9	0.2	4.1	961.00	234
Other Investigations	1.1	-	-	-	1.1	544.50	495
Internal Documentation	-	-	-	-	-	-	-
Realisation of Assets - Fixed Charge							
Valuation and Offers	-	-	-	-	-	-	-
Sale of Assets	-	0.3	-	-	0.3	97.50	325
Insurance	-	-	-	-	-	-	-
Litigation	-	-	-	-	-	-	-
Internal and External Documentation	-	-	0.1	-	0.1	24.00	240
Realisation of Assets - Debtors							
Debt Collection	-	-	0.9	-	0.9	216.00	240
Debtors Litigation	-	-	-	-	-	-	-
Crown Debtors	-	-	-	-	-	-	-
Internal and External Documentation	-	-	-	-	-	-	-
Realisation of Assets - Floating Charge							
Valuation and Offers	-	-	-	-	-	-	-
Sale of Assets	-	-	-	-	-	-	-
Insurance	-	-	-	-	-	-	-
Retention of Title	-	-	-	-	-	-	-
Hire Purchase / Leased Assets	-	-	-	-	-	-	-
Litigation	-	-	-	-	-	-	-
Internal and External Communications	-	-	0.1	-	0.1	27.00	270
Trading							
Initial Actions	-	-	1.4	-	1.4	377.50	270
Cash Accounting	-	-	0.7	0.1	0.8	201.50	252
Ongoing Trading Activities	-	-	0.1	-	0.1	27.00	270
Internal and External Communications	-	-	-	-	-	-	-
Creditors							
Initial Actions	-	-	0.6	1.0	1.6	279.00	174
Creditor claims	-	0.1	-	0.3	0.4	76.50	191
Litigation	-	-	-	-	-	-	-
Shareholders / Bankrupts	-	-	-	-	-	-	-
Internal Documentation	-	0.1	0.5	-	0.6	167.50	279
Employees	-	-	-	-	-	-	-
Totals	2.8	10.2	48.5	12.0	73.5	18,945.00	258

**Additional Information in Relation to Administrators' Fees 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*

Our general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The constitution of the case team will usually consist of a Partner, Senior Associate, Associate and Analyst. The exact constitution of the 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. Our charge out rate schedule below provides details of all grades of staff and their experience level.

With regard to support staff, we would advise that time spent by cashiers in relation to specific tasks on an assignment is charged. Only if there is a large block of time incurred by a member of the secretarial team, eg, report compilation and distribution, do we seek to charge and recover our time in this regard.

We have not utilised the services of any sub-contractors in this case.

1.2 Professional Advisors

On this assignment we have used the professional advisors listed below. We have also indicated alongside, the basis of our fee arrangement with them, which is subject to review on a regular basis.

Name of Professional Advisor	Basis of Fee Arrangement
Sidley Austin LLP (legal advice)	Hourly rate and disbursements
Gerald Eve Limited (rating appeals in relation to leasehold properties)	Contingent fee arrangement
Atis Real Limited (rating appeals in relation to leasehold properties)	Contingent fee arrangement
Goodman Nash Limited (rates audit work in relation to leasehold properties)	Contingent fee arrangement

Our choice was based on our perception of their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of our fee arrangement with them. Gerald Eve, Atis Real and Goodman Nash were engaged across the Group on a contingent fee basis, to enable them to recover sums due to any of the various Administration entities. No recoveries have been made for the Company in this respect, and as such no fees have been paid from the Company.

1.3 Disbursements

Category 1 disbursements do not require approval by creditors. The type of disbursements that may be charged as a Category 1 disbursement to a case generally comprise of external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel and external printing, room hire and document storage. Also chargeable will be any properly reimbursed expenses incurred by personnel in connection with the case.

Category 2 disbursements do require prior approval by creditors before they are paid and whilst it is unlikely that any Category 2 disbursements will be incurred on the case, appropriate approval will be sought before any such expenses are paid.

2 Charge-out Rates

A schedule of Zolfo Cooper charge-out rates effective from 1 January 2009 is detailed below.

	(Per hour) £
Partner/Director:	
Partner 1*	550
Partner 2*	495
Director	430
Senior Associate:	
Senior Associate 1*	390
Senior Associate 2*	350
Associate/Analyst:	
Associate	290
Analyst*	265
Junior Analyst and Support Staff:	
Junior Analyst*	140
Senior Treasury Associate	210
Treasury Associate	140
Support Manager	315
Support Administrator	75
Secretary / PAs / Reception	75
*Key	
Partner 1 – Partners with 3 or more years experience at partner level	
Partner 2 – Partners with less than 3 years experience at partner level	
Senior Associate 1 – Staff who have been Senior Associates for over 2 years	
Senior Associate 2 – Staff who have been Senior Associates for less than 2 years	
Analyst – Staff who have been Analysts for more than 1 year	
Junior Analyst – First year Analysts	