

The Insolvency Act 1986

Notice of statement of affairs

Name of Company
Inhoco 3017 Limited

Company number
04956592

In the
High Court of Justice, Chancery Division, Leeds
District Registry

Court case number
641 of 2013

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

I/We (a) Robert Hunter Kelly and Jonathan Peter Sumpton

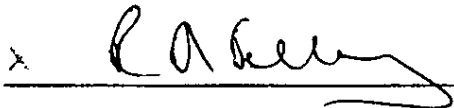
Ernst & Young LLP, Bridgewater Place, Water Lane, Leeds, LS11 5QR

attach a copy of -

* Delete as applicable

* the statement(s) of affairs,

Signed



Joint Administrator(s)

Dated

26 June 2013

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.

Sophie Hill

Ernst & Young LLP, Bridgewater Place, Water Lane, Leeds, LS11 5QR

Tel 0113 298 2263

DX Number

DX Exchange



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

Statement of affairs

Name of Company
Inhoco 3017 Limited

Company number
4956592

In the
High Court of Justice, Chancery Division, Leeds District
Registry

Court case number
No 641 of 2013

(a) Insert name
and address and
registered office
of the company

Statement as to the affairs of TPG Raincoat III, Limited, c/o
Ernst & Young LLP, Bridgewater Place, Water Lane, Leeds,
West Yorkshire, LS11 5QR

(b) Insert date

on the 3 May 2013
the date that the company entered administration

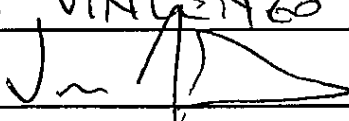
Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete
statement of the affairs of the above company as at 3 May 2013 the date that the
company entered administration

Full name

VINCENTY20 MORELLY

Signed



Dated

10/06/2013

A - Summary of Assets

ASSETS

Assets subject to fixed charge
Investments

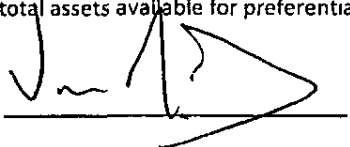
Less Due to Lloyds TSB Bank Plc

Surplus / (Shortfall) to secured creditor

Assets subject to floating charge
Intercompany debtors

Estimated total assets available for preferential creditors

Signature



Date

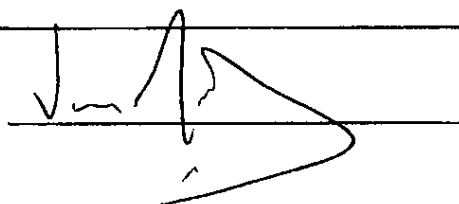
10/06/2013

Book Value £	Estimated to Realise £
73,375,614	-
73,375,614	-
(65,155,437)	(65,155,437)
8,220,177	(65,155,437)
53,200,000	-
53,200,000	-

A1 - Summary of Liabilities

	Estimated to Realise £
Estimated total assets available for preferential creditors (Carried from page A)	-
Liabilities	-
Preferential creditors -	-
Estimated deficiency/surplus as regards preferential creditors	-
Estimated prescribed part of net property where applicable (to carry forward)	-
Estimated total assets available for floating charge holders	-
Debts secured by floating charges	-
Shortfall to secured creditor	(65,155,437)
Estimated deficiency/surplus of assets after floating charges	(65,155,437)
Estimated prescribed part of net property where applicable (brought down)	-
Total assets available to unsecured creditors	-
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	(69,148,234)
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)	(69,148,234)
Shortfall to floating charge holders (brought down)	(65,155,437)
Estimated deficiency/surplus as regards creditors	(134,303,671)
Issued and called up share capital	(17,365,401)
Estimated total deficiency/surplus as regards members	(151,669,072)

Signature



Date

10/06/2013

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the company's possession

Name of Creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Lloyds TSB Bank Plc	Lloyds Bank Corporate Markets, 11 Gresham Street, London, EC2V 7AE	17,070,518 20	Fixed & Floating Charge	15/09/2010	17,070,518 20
Banca IMI S p A., London Branch	c/o Lloyds Bank Corporate Markets, 11 Gresham Street, London, EC2V 7AE	15,791,411 61	Fixed & Floating Charge	15/09/2010	15,791,411 61
Investec Bank Plc	c/o Lloyds Bank Corporate Markets, 11 Gresham Street, London, EC2V 7AE	13,451,804.59	Fixed & Floating Charge	15/09/2010	13,451,804 59
BAWAG *	c/o Lloyds Bank Corporate Markets, 11 Gresham Street, London, EC2V 7AE	8,495,876 58	Fixed & Floating Charge	15/09/2010	8,495,876.58
The Co-Operative Bank Plc	c/o Lloyds Bank Corporate Markets, 11 Gresham Street, London, EC2V 7AE	4,595,825 54	Fixed & Floating Charge	15/09/2010	4,595,825 54
TPG Aquatic LLC	c/o Lloyds Bank Corporate Markets, 11 Gresham Street, London, EC2V 7AE	5,727,000 00	Fixed & Floating Charge	15/09/2010	5,727,000 00
TPG Aquatic FOF LLC	c/o Lloyds Bank Corporate Markets, 11 Gresham Street, London, EC2V 7AE	23,000.00	Fixed & Floating Charge	15/09/2010	23,000 00
Republic (Retail) Ltd [now Guild Realisations Ltd] (in Administration)	c/o Ernst & Young, Bridgewater Place, Water Lane, Leeds, LS11 5QR	20,947,955 00			

Teen Bidco Limited (In Administration)	c/o Ernst & Young, Bridgewater Place, Water Lane, Leeds, LS11 5QR	47,000,000 00			
HMRC VAT	HMRC National Insolvency Unit, 5th Floor, Regian House, Liverpool, L74 1AD	1,200,278 78			

Signature



Date

10/06/2013

COMPANY SHAREHOLDERS

[illegible]

Category	Value
TOTALS	100

Signature

Date _____

10/06/2013

Notes to accompany Statements of Affairs

Investments - the value of investment has been written down to nil in each of the Companies on the basis that there will be no return to shareholders in any of the Liquidations

Intercompany debtors - it has been assumed that there will be no return to unsecured creditors in each of the Companies therefore the inter-company balances due have been written down to nil.

Cash at bank - a sum of £2 million is held in an ESCROW in favour of Euler Hermes in the event that Republic is unable to pay relevant insured trade debts. As Republic is now in Administration, it is been assumed that there will be no sums recoverable from this account.

Employee loan - the Statement of Affairs for Bidco shows an employee loan as being recoverable in full. The loan is not due to be repaid until November 2021.

Lloyds TSB Bank Plc - On 15 September 2010, the Companies granted debentures comprising of fixed and floating charges over all assets of the Companies. The Bank represent a syndicate of lenders who have invested sums in the TPG Raincoat, IV Limited which are guaranteed by the other group Companies.

Inter-company creditors - the inter-company position includes an element of sums owed in respect of dividends declared and not paid. These sums are unsecured but rank after the payment of other creditors.

HM Revenue & Customs (HMRC) VAT - there is a sum of £112,500 due in respect of VAT for the Companies which are in the VAT group. The Financial Controller of the Companies has advised that this debt is guaranteed by the other group Companies and is therefore detailed in each company Statement of Affairs.

Unsecured Creditors' Funds - as the Companies granted a floating charge to the Bank after 15 September 2003, a liquidator would be required to create an Unsecured Creditors' Fund from the Company's net property. The Statements of Affairs show that in all but Bidco, there would be no funds available for this purpose. In Bidco, the Statement of Affairs indicates that there would be a net property of £122,934 from which a sum of £27,587 would be available for this purpose. These calculations do not take into consideration the costs and expenses of the Liquidation.