### Section 106

Return of Final Meeting in a Creditors' Voluntary Winding Up

Pursuant to Section 106 of the Insolvency Act 1986

To the Registrar of Companies

S.106

Company Number

07677692

Name of Company

Company 1957 Limited formerly t/a the Assembly Learnington Spa

I / We

M D Hardy, 35 Ludgate Hill, Birmingham, B3 1EH

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 <del>duly held en</del>/summoned for 28 July 2015 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 conducted, and the property of the company has been disposed of <del>and that the same was done accordingly</del> / no quorum was present at the meeting,
- 2 give notice that a meeting of the creditors of the company was duly held on/summenced for 28 July 2015 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/sequorum was present at the meeting

The meeting was held at 35 Ludgate Hill, Birmingham, B3 1EH

The winding up covers the period from 28 March 2013 (opening of winding up) to the final meeting (close of winding up)

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

- 1 The approval of the Liquidator's final Receipts and Payments Account
- 2 The Liquidator be granted his release from office on 28 July 2015
- 3 In the event of realisations being achieved after the Liquidator's release, the former Liquidator is authorised to defray any unpaid time costs or disbursements properly authorised from such realisations

igned <u>M. D. Hardn</u>

Date

28 July 2015

Poppleton & Appleby 35 Ludgate Hill Birmingham B3 1EH

Ref C10D/MDH/TJL/MGM/JS/LG

WEDNESDAY



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### Company 1957 Limited formerly t/a the Assembly Leamington Spa (In Liquidation)

### Liquidator's Abstract of Receipts & Payments From 28 March 2013 To 28 July 2015

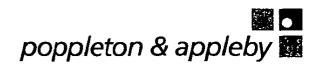
		£	£
FIXED	CHARGE ASSETS		
Lease	ehold Property	NIL	
	operty & Goodwill	NIL	
			NIL
FIXED	CHARGE COSTS		
Triode	os Bank NV	NIL	
Alumo	et Systems (UK) Limited	NIL	
The A	ssembly Leamington Ltd	NIL	
			NIL
	S NOT PLEDGED		
Cash	at Bank	1,892 26	
Plant	& Machinery	20,000 00	
		<del></del>	21,892 26
COST	OF REALISATIONS		
Agen	s Costs	1,636 15	
Solici	tors Fees	600 00	
Petitio	on Costs	830 00	
	tory Advertising	301 48	
	ment of Affairs Fee	7,541 50	
	nery, Printing & Carriage	77 29	
	fic Bond	25 00	
	Expenses	97 35	
Liquid	lators Fees	10,783 49	(21,892 26)
			(= /,000 = 0)
	RENTIAL CREDITORS		
Empl	oyees - Arrears of Wages	NIL NIL	<b>.</b>
			NIL
	CURED CREDITORS		
	e & Expense Creditors	NIL	
	Revenue & Customs - PAYE/NIC	NIL	
	Customs & Excise - VAT	NIL	
Empl	oyees - Redundancy/Pay in lieu	NIL	NIL
	IBUTIONS		
Ordin	ary Shareholders	NIL	<b>\$</b> .111
			NIL
			(0.00)
			(0 00)
REPRI	ESENTED BY		
			NIL

### Company 1957 Limited formerly t/a the Assembly Leamington Spa (In Liquidation)

### Liquidator's Abstract of Receipts & Payments From 28 March 2013 To 28 July 2015

S of A £	£	£
	<u> </u>	

M A Hardy M D Hardy Liquidator



35 Ludgate Hill Birmingham B3 1EH T 0121 200 2962 F 0121 236 8340 E info@poppletonandappleby coluk www poppletonandappleby co-uk

### **FINAL REPORT TO CREDITORS**

Our Ref MDH/TJL/MGM/JS/LG/C10D/CVLL261 28 July 2015

Dear Sirs

### Company 1957 Limited formerly t/a the Assembly Learnington Spa In Creditors' Voluntary Liquidation ("the Company")

I refer to my draft final report issued on 22 May 2015 in accordance with Section 106 of the Insolvency Act 1986, with which was enclosed Notice of the Final Meeting of Creditors convened for 28 July 2015 I now enclose a copy of my Final Report which was presented at the Meeting

Appendix A serves to provide information required by statute

### Receipts and Payments Account

l attach a copy of my Receipts and Payments Account between 28 March 2015 and 28 July 2015, which also details the proceeds from the realisations of the Company's assets and how those funds have been applied during the entire Liquidation

### Fixed Charge Assets

### Leasehold Property

Following the purchase of the business and assets of The Assembly Learnington Limited from the Joint Administrators, a valuation of £250,000 was attributed to the Lease in respect of the premises at Spencer Street, Learnington Spa-

Prior to the Liquidator's appointment, in view of the level of rent arrears, the Landlord had forfeited the Lease with the Company and served Notice to the Secured Creditors

As a result, there was no value attributable to the Lease and no realisations have been achieved

### Goodwill and Intellectual Property

The Company acquired goodwill and intellectual property following the purchase of the business and assets of The Assembly Learnington Limited from its Joint Administrators, Duff & Phelps, on 17 August 2011 The consideration for the aforementioned assets was £837,268

In view of the Liquidation and as a result of the forfeiture of the Lease, there were no realisations in respect of the goodwill and intellectual property

> celebrating 130 years 🗱

### Assets Subject to Floating Charge

Edward Symmons LLP, a firm of Agents and Valuers accredited by the Royal Institute of Chartered Surveyors, were instructed to provide a valuation report and assist with the sale of the Company's assets

### Plant and Equipment

The Company owned various lighting and sound equipment which were originally purchased for £65,000 as part of the purchase of the business and assets from the Joint Administrators of The Assembly Leamington

Following appointment, Mirage General Management Limited ("MGML") a Company controlled by Mr Christopher Lynch who had previously been engaged by the Company on a self-employed basis as a DJ assisting on the entertainment side of the business, had expressed an interest in purchasing the assets, in addition The Landlord of the property had advised that Mr Lynch had been given permission to trade from the premises

In the absence of any other interested parties and the uncertainty surrounding access to the premises, a sale was subsequently agreed with MGML following recommendation from our Agent

The above assets were initially valued by my Agent and were estimated to realise £14,000 on a forced sale basis. I am pleased to report that enhanced realisations of £20,000 plus VAT have been achieved for these assets.

No further recoveries are anticipated

### Cash at Bank

At appointment the Company operated a Current Account at Barclays Bank plc which held a credit balance estimated at £1,207

I am pleased to report that the final recovery has been a little higher than expected, in the sum of £1,892

No further recoveries are anticipated

### Investigation

As Liquidator, I undertook an initial investigation into the Company's affairs to establish whether there were any potential asset recoveries or conduct matters that justified further investigation, taking account of the public interest, potential recoveries, the funds likely to be available to fund an investigation, and the costs involved. There were no matters that justified further investigation in the circumstances of this appointment.

Within six months of my appointment, I was required to submit a confidential report to the Secretary of State to include any matters which have come to my attention during the course of my work which may indicate that the conduct of any past or present Director would make him unfit to be concerned with the management of the Company I would confirm that my report has been submitted

### Costs of Liquidation

### **Professional Costs**

Professional Advisors have been engaged to provide assistance during the course of the Liquidation

A summary setting out further details including the scope of their engagement, costs incurred and fees paid is attached at Appendix B

The choice of professionals used is based on their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of my fee arrangement with them. The fees charged have been reviewed and I am satisfied that they have been reasonable in the circumstances of the case.

### Liquidator's Remuneration

For the period from 28 March 2015 to 28 July 2015 my time costs amount to £1,051 Time costs incurred by this Firm in this period equate to just under two hours at an average charge out rate of £169 per hour

The costs of the whole period of the Liquidation paid to date are detailed on the attached Receipts and Payments Account. I have drawn fees of £10,784 against my own total time costs of £17,217. The time costs incurred by this Firm in this matter equate to 97 hours at an average charge out rate of £178 per hour. Further time costs will also be incurred in bringing the Liquidation to a close although these will not be recoverable. The basis for drawing my fees and expenses were approved by Creditors at the initial Creditors meeting and details of the date and content of the resolution passed has been circulated previously.

I can also confirm that the Statement of Affairs fee of £6,541 has been settled. The drawing of this fee and the basis of charge was approved at the initial meeting of Creditors. In addition, TGFP Limited, Chartered Accountants, have been paid fees of £1,000 for their assistance with the preparation of the Statement of Affairs. I believe that the other costs of the procedure are self explanatory. However, if any further explanation is required I would be only too happy to provide it upon request.

I have attached as Appendix C a schedule of the routine work undertaken by me as Liquidator to date

In accordance with Statement of Insolvency Practice 9 I append to this report a detailed analysis of time spent on the Liquidation since 28 March 2013

### **Outcome for Creditors**

### Secured Creditors - Summarised Below in their Order of Priority

### Triodos Bank NV plc ("the Bank")

The Company had two loan accounts held with Triodos Bank NV and the indebtedness at the date of Liquidation was disclosed as £327,265, being the balance of both loan accounts including accrued interest of £51,946

The Company granted a Debenture in favour of the Bank dated 17 August 2011 which was duly registered at Companies House on 25 August 2011 comprising Fixed and Floating Charges over the Company's assets. In addition, the Bank also held a Legal Mortgage created 17 August 2011 and registered at Companies House on 25 August 2011 over the lease at the Company's trading premises at Spencer Street, Leamington Spa and a Personal Guarantee provided by Mr N Dalley dated 17 August 2011.

### Alumet Systems (UK) Limited ("Alumet")

The Company was provided with a loan of £850,000 from Alumet. The indebtedness at the date of Liquidation was estimated at £804,430 being the balance of the loan account including accrued interest.

The Company granted a Legal Charge created 17 August 2011 and registered at Companies House on 27 July 2012 comprising Fixed Charges on book debts, goodwill etc and a Floating Charge over the remaining assets

In addition, Alumet also held a Legal Charge created 17 August 2011 and registered at Companies House on 2 August 2012 over the Lease at the Company's trading premises at Spencer Street, Leamington Spa and a Personal Guarantee provided by Mr N Dalley dated 17 August 2011

### The Assembly Learnington Limited (Formerly in Administration)

The Company granted a debenture to The Assembly Learnington Limited (Formerly in Administration) on 17 August 2011 and registered on 25 August 2011 in respect of the outstanding deferred consideration for the purchase of the business and assets from the Joint Administrators

The indebtedness at the date of Liquidation was estimated at £53,500

There will be no distributions to any of Secured Creditors listed above

### **Preferential Creditor Claims**

The position as regards Preferential Creditors can be summarised as follows

Number of Preferential Creditor	Estimated Statement of Affairs	Value of Preferential Creditor
Claims Received to Date	Value of Preferential Claims	Claims Received To Date
2	£300	£Nil

There will be no return to Preferential Creditors in these proceedings

### Outcome for Secured Creditor(s) and The Prescribed Part

Provisions within the insolvency legislation require a Liquidator to set aside a percentage of any amounts available to a Floating Charge holder, for the benefit of the Unsecured Creditors, in cases where the Company granted the Floating Charge on or after 15 September 2003 This is known as the "Prescribed Part" of the net property

A Company's "net property" is that left after paying the Preferential Creditors, but before paying the lender who holds a Floating Charge (after deducting the associated Liquidation costs). Details of how much a Liquidator must set aside under the Prescribed Part have previously been circulated

The Security granted by the Company, as set out above, was created after the Enterprise Act 2002 and, accordingly, the Prescribed Part rules would apply in relation to any Floating Charge realisations

Continued

However there are no funds available to the Floating Charge Creditor in this matter and, as a result, the Prescribed Part does not apply in this instance

### **Unsecured Creditors**

The position as regards Unsecured Creditors can be summarised as follows

Creditor	Estimated Statement of Affairs Value of Unsecured Claims	Number of Claims Received to Date	Value of Unsecured Creditor Claims To Date
Trade Creditors	£245,239	6	£117,214
Crown Departments	£129,980	2	£114,034
Employee Claims	£4,700	None	£Nil
Totals	£379,919		£231,248

In accordance with Rule 11 7 of the Insolvency Rules 1986, I confirm that there will be no dividend declared for the Unsecured Creditors as funds realised have been allocated to pay the costs and fees of the procedure. There have been no returns to Shareholders

### Conclusion

There are no further matters to attend to and, therefore, I will now seek my release as Liquidator in this matter

Yours faithfully

M. D. Hardy

M D Hardy Liquidator

Encs

### STATUTORY DISCLOSURE REQUIREMENTS

Legislative requirements state that when an Insolvency Practitioner reports to Creditors, there are certain statutory statements he must make. In order to fully comply with these conditions, we have set out below the statements which apply in these proceedings in this Appendix, rather than in the report itself, with the intention of keeping the report informative for Creditors whom are more likely to be interested in the practical points arising in the insolvency.

### Comments as Regards Liquidator's Remuneration:-

- I attach details of this firm's fee and disbursement recovery policy, which includes details of our current charge out rates
- Creditors/Members should note that a request for further information regarding my fees and expenses should be made within 21 days of receipt of this report, pursuant to Rule 4 49E of the Insolvency Rules 1986, details of which can be found on our website at www poppletonandappleby coluk and selecting Creditors Login, Creditors Guidance Notes, Creditor/Members Rights and Rule 4 49E. A hard copy can be provided upon written request.
- Furthermore, I am obliged to advise Creditors/Members of their right to appeal the level of my remuneration and expenses, pursuant to Rule 4 131 of the Insolvency Rules 1986, a copy of which can be found on our website at www poppletonandappleby colubrated and selecting Creditors Login, Creditors Guidance Notes, Creditor/Members Rights and Rule 4 131 This allows Unsecured Creditors/Members, with the permission of the Court or with the concurrence of 5% or more of the Unsecured Creditors/Members (including the creditor/member instigating this process) to request further details as regards remuneration and expenses within the period of 21 days from receipt of this report. Secured Creditors have identical rights.
- Unsecured Creditors/Members, with either the permission of the Court or the concurrence
  of at least 10% of Creditors/Members may apply to Court to challenge the amount and/or
  basis of the Liquidator's fees and the amount of any proposed expenses or expenses
  already incurred, within 8 weeks of the receipt of this report. Secured Creditors have
  identical rights.

### ROUTINE WORK ORDINARILY UNDERTAKEN IN MEMBERS AND CREDITORS VOLUNTARY LIQUIDATIONS

### 1. Administration & Planning

- Preparing the documentation and dealing with the formalities of appointment
- Statutory notifications and advertising
- Preparing documentation required
- Dealing with all routine correspondence, e mails and telephone calls
- Maintaining physical case files and electronic case details in our computerised systems
- Review and storage
- · Case bordereau reviews and maintenance
- Case planning and administration
- Case reviews
- Preparing reports to interested parties
- Convening and holding meetings of Members and Creditors and, where appropriate, the Committee

### 2. Cashiering

- Maintaining and managing the Liquidator's cashbook and bank account(s)
- Ensuring statutory lodgements and taxation affair obligations are met

### 3 Creditors

- Dealing with creditor correspondence, e mails and telephone calls
- Preparing reports to Creditors and other interested parties
- Maintaining creditor information within our computerised systems
- · Reviewing and adjudicating upon proofs of debt received from Creditors

### 4. Investigations

- Review and storage of books and records
- Preparing a report pursuant to the Company Directors Disqualification Act (Not in a Members Voluntary Liquidation)
- Conduct investigations into suspicious transactions
- Reviewing books and records to identify any transactions or actions a Liquidator may take against a third party in order to recover funds for the benefit of Creditors

### 5. Realisation of Assets

- Corresponding with debtors (where appropriate) and attempting to collect outstanding book debts
- Liaising with the Company's bank regarding the closure of the accounts(s)
- Employment of Agents and Solicitors where appropriate to assist in dealing with the above

Company 1957 Limited - In Creditors Voluntary Liquidation

### Summary of Professional Costs

Firm Na1me	Firm Na1me Scope of Work	Agreed Fee Structure	Budgeted Costs B/F	WIP B/F	Costs Incurred 28/03/15 to 22/05/15	Fees Paid 28/03/15 to 22/05/15	Total Fees Paid	WIP C/F £	Estimated Future Costs £	Current Budgeted Costs C/F
ES Group	Conducting a valuation Time Cost and of the Company's disbursements assets and reporting / overseeing sale.	Time Cost and disbursements	1,363	Ē	<b>β</b>	<b>4</b> 2	1,363	Ž	Ž	1,363
Lewis Onions Solicitors	Instructing counsel to- attend Court to seek adjournment of winding-up petition	Fixed Fee	009	N	N A A A A A A A A A A A A A A A A A A A	Z z	009	<b>I</b> Z	N	009
Totals			1,963				1,963			1,963

### Notes:

and the basis of my fee arrangement with them. The fees charged have been reviewed and I am satisfied that they have been reasonable in the The choice of professionals engaged is based on their experience and ability to perform this type of work, the complexity and nature of the assignment circumstances of the case

### Company 1957 Limited formerly t/a the Assembly Learnington Spa (In Liquidation) Liquidator's Abstract of Receipts & Payments

Statement of Affairs		From 28/03/2015 To 28/07/2015	From 28/03/2013 To 28/07/2015
	FIXED CHARGE ASSETS	<del></del>	
NIL	Leasehold Property	NIL	NIL
NIL	Int Property & Goodwill	NIL	NIL
1112	with topolity a coodwin	NIL	NIL
	FIXED CHARGE COSTS		
(327,265 00)	Triodos Bank NV	NIL	NIL
(804,430 00)	Alumet Systems (UK) Limited	NIL	NIL
(53,500 00)	The Assembly Leamington Ltd	NIL	NIL
,	, ,	NIL	NIL
	ASSETS NOT PLEDGED		
1,207 00	Cash at Bank	NIL	1,892 26
14,000 00	Plant & Machinery	NIL	20,000 00
	•	NIL	21,892 26
	COST OF REALISATIONS		
	Agents Costs	NIL	1,636 15
	Solicitors Fees	NIL	600 00
	Petition Costs	NIL	830 00
	Statutory Advertising	NIL	301 48
	Statement of Affairs Fee	NIL	7,541 50
	Stationery, Printing & Carriage	NIL	77 29
	Specific Bond	NIL	25 00
	Motor Expenses	NIL	97 35
	Liquidators Fees	NIL	10,783 49
		NIL	(21,892 26)
	PREFERENTIAL CREDITORS		
(300 00)	Employees - Arrears of Wages	NIL	NIL
		NIL	NIL
	UNSECURED CREDITORS		
(245,239 00)	Trade & Expense Creditors	NIL	NIL
(36,540 00)	HM Revenue & Customs - PAYE/NIC	NIL	NIL
(93,440 00)	HM Customs & Excise - VAT	NIL	NIL
(4,700 00)	Employees - Redundancy/Pay in lieu	NIL	NIL
		NIL	NIL
	DISTRIBUTIONS		
(100 00)	Ordinary Shareholders	NIL	NIL
		NIL	NIL
(1,550,307 00)		NIL	(0 00)
	REPRESENTED BY		
			NIL

Liquidator 28 July 2015 16 21

# Time Entry - Detailed SIP9 Time & Cost Summary

C10D - Company 1957 Limited formerly t/a the Assembly Leamington Spa From 28/03/2013 To 28/07/2015
Project Code POST

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
100 Administration & Planning	000	0.00	1 80	000	1 80	288 00	160 00
	0 00	0 20	0.50	000	0.70	119 00	170 00
	0 60	0 00	336	0.00	3 90	705 00	180 77
	0 20	000	0.00	0 00	0 20	59 00	295 00
105 Statutory reporting	100	0 00	19 70	000	11 70	2 007 00	171 54
106 Pre Appointment	0 00	0 20	0.00	000	0 20	39 00	195.00
107 Case Monitoring	0 60	2 40	29 90	0.00	32 90	5 429 00	165 02
Administration & Planning	2 40	2 80	46 20	0 0 0	51 40	8 646 00	168 21
	0 00	000	7 25	0.00	7 25	1 160 00	160 00
	0 20	6 30	1 70	0 00	8 20	1 559 50	190 18
503 Report/secured creditor	000	000	0 20	0 00	0 20	273 00 32 00	195 00 160 00
Creditors	0 20	7 70	915	0 00	17 05	3 024 50	177 39
200 Investigations	900	- S	3 30 00	000	1 60	256 00	160 00 171 17
Investigations	0.00	150	4 80	0 00	6 30	1 060 50	168 33
	1 60	5 00	0 00	000	6 60	1 447 00	219 24
	000	030	0 00	0 00	0.30	58 50	195 00
	1 0 00	n c	295	000	0 95	152 00	160 00
314 Creditors Meetings	1 20	000	000	088	1 20	354 00	295 00
Realisations of Assets	4 00	11 50	385	0 00	1935	4,038 50	208 71
402 Accounting for trading	0 00	0 00	0.30	0 00	030	48 00	160 00
403 On going employee issues	000	0.00	2 50	0 00	2 50	400 00	160 00
Trading	000	000	2 80	0 00	2 80	448 00	160 00
Total Hours	6 60	23 50	66 80	0 00	96 90	17,217 50	177 68
Total Fees Claimed						10,783 49	

## Time Entry - SIP9 Time & Cost Summary Category 2 Disbursments

C10D - Company 1957 Limited formerly t/a the Assembly Learnington Spa Project Code POST From 28/03/2013 To 28/07/2015

Other amounts paid or payable to the office holders firm or to party in which the office holder or his firm or any associate has an interest

	31/05/2013	Transaction Date
Total	Mileage	Type and Purpose
41 25	41 25	Amount

### Page 1 of 1

# Time Entry - Detailed SIP9 Time & Cost Summary

C10D - Company 1957 Limited formerly t/a the Assembly Learnington Spa From 28/03/2015 To 28/07/2015

Project Code POST

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rale (E)
105 Sialutory reporting 107 Case Monitoring	0.00	0 60	2 00 2 50	0 00	2 00 3 10	320 00 517 00	160 00 166 77
Administration & Planning	0 00	0 60	4 50	0 00	5 10	837 00	164 12
							i k
501 Communication	0 00	100	0.00	0 00	1 00	195 00	195 00
Creditors	000	100	0 00	0 00	1 00	195 00	195 00
					;		
300 Realisation of assets	000	0 10	0.00	0 00	0 10	19 50	195 00
Realisations of Assets	000	0 10	0 00	0 00	010	19 50	195 00
Total Hours	0 00	170	4 50	0 00	6 20	1,051 50	169 60
Total Fees Clarmed						10,783 49	