

**Return of Final Meeting in a
Members' Voluntary Winding Up
Pursuant to Section 94 of the
Insolvency Act 1986**

S 94

For Official Use

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To the Registrar of Companies
To the Accountant in Bankruptcy

Company Number

SC139123

Name of Company

Fountains Walk Limited

I/We

Paul David Williams, The Shard, 32 London Bridge Street, London SE1 9SG

Geoffrey Wayne Bouchier, The Shard, 32 London Bridge Street, London SE1 9SG

give notice that a general meeting of the company was ~~duly held~~/summoned for 15 January 2019 pursuant to Section 94 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 and that the same was done accordingly / no quorum was present at the meeting.

Signed  Date 15 January 2019

Duff & Phelps Ltd.
The Shard
32 London Bridge Street
London, SE1 9SG

For Official Use
Liquidation Section

Post Room

SATURDAY



SCT *S7XH0AW3* #5
19/01/2019
COMPANIES HOUSE

Liquidator's statement of account: Members' voluntary winding up

Fountains Walk Limited

From 10 April 2018 To 15 January 2019

S of A

ASSET REALISATIONS

Intercompany Debt	1.00	
Unpaid Share Capital	<u>100.00</u>	101.00

DISTRIBUTIONS

Shareholder	<u>101.00</u>	(101.00)
		<u>NIL</u>

100.00

Dividend information

Preferential debts	There was no distribution to Preferential Creditors
Unsecured debts	There was no distribution to Non-Preferential Unsecured Creditors
Returns to contributories	As above

Fee information

The Joint Liquidators' remuneration was fixed at £2,500 and disbursements of £445 plus VAT

- (1) Assets, including
shown in the statement of assets and liabilities
and estimated to be of the value of N/A
have proved unrealisable
-

- (2) State amount in respect of:

- (a) Unclaimed dividends payable to creditors in the winding up N/A
- (b) Other unclaimed dividends in the winding up N/A
- (c) moneys held by the company in respect of dividends or
other sums due before the commencement of the winding up to any
person as a member of the company N/A

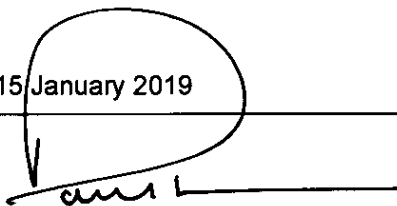
- (3) Add here any special remarks the Liquidators think desirable:

N/A

Dated

15 January 2019

Signed by the liquidator



Name & Address

Paul David Williams
Duff & Phelps Ltd.
The Shard
32 London Bridge Street
London, SE1 9SG

Final Report

11 December 2018

Fountains Walk Limited

(In Members' Voluntary Liquidation)

This Report will be presented to the Final Meeting of the Member and covers the period from the commencement of the Liquidation on 10 April 2018 to the Final Meeting on 15 January 2019.

**Duff & Phelps Ltd.
The Shard
32 London Bridge Street
London
SE1 9SG**

Definitions

Word or Phrase	Definition
the Act	The Insolvency Act 1986 (as amended)
the Appointment Date	10 April 2018, being the date of appointment of the Joint Liquidators
Category 1 Disbursements	The Joint Liquidators' external and incidental costs and expenses in dealing with the Liquidation
Category 2 Disbursements	The Joint Liquidators' internal costs and expenses in dealing with the Liquidation
the Company	Fountains Walk Limited (Company Number: SC139123) (In Members' Voluntary Liquidation)
the Directors	James Maddy and Cromwell Director Limited, the directors of the Company as at the Appointment Date
DoS	Declaration of Solvency, including a statement of assets and liabilities of the Company as at the Appointment Date, which has been sworn by the Directors
Duff & Phelps	Duff & Phelps Ltd., The Shard, 32 London Bridge Street, London SE1 9SG
HMRC	HM Revenue and Customs
the Joint Liquidators	Paul David Williams and Geoffrey Wayne Bouchier of Duff & Phelps
the Member	D.U.K.E. Property Holdings (UK) Limited (via assignment documentation), the sole member of the Company at the Appointment Date
the Reporting Period	10 April 2018 to 15 January 2019
the Rules	Insolvency (Scotland) Rules 1986 (as amended)

Contents

1. Introduction
2. Progress of the Liquidation
3. Liabilities and Dividends
4. Costs and Expenses
5. Joint Liquidators' Final Receipts and Payments Account
6. Final Meeting
7. Statement of Member's Rights
8. Conclusion

Appendices

1. Joint Liquidators' Final Receipts and Payments Account
2. Notice of Final Meeting
3. Proxy Form
4. Statement of Member's Rights

1. Introduction

- 1.1 The Company's affairs are now concluded and this is the Joint Liquidators' Final Report of the winding-up of the Company, showing how it has been conducted.
- 1.2 The purpose of this report is to detail the Joint Liquidators' acts and dealings together with the conduct of the Joint Liquidators during the Liquidation since the Appointment Date.
- 1.3 The appendices attached form part of the final report and should be read as a whole.

2. Progress of the Liquidation

- 2.1 The manner in which the affairs and business of the Company have been managed and financed during the Reporting Period are set out below.

Assets

- 2.2 According to the DoS, the Company's only assets comprised a sum of £101, of which £1 was an intercompany debt and £100 related to unpaid share capital. This balance has been distributed in specie during the Reporting Period to the Member.

Other Matters

- 2.3 The Joint Liquidators have obtained Corporation Tax, VAT and PAYE clearance from HMRC
- 2.4 There are no other known matters or assets to be dealt with.

3. Liabilities and Dividends

Creditors

- 3.1 As per the DoS, the Company had no creditors.
- 3.2 In accordance with their statutory duty, the Joint Liquidators advertised the Liquidation in the Edinburgh Gazette and requested that creditors prove their debts. No creditor claims have been received.
- 3.3 The Joint Liquidators have obtained clearance from HMRC to conclude the Liquidation.

Member

- 3.4 As detailed above, a distribution in specie of £101 was made to the Member in the Reporting Period. There will be no further distributions.

4. Costs and Expenses

- 4.1 The Joint Liquidators' remuneration and disbursements were agreed by the Member, by written resolution on 10 April 2018. It was agreed that the Joint Liquidators' remuneration would be fixed at £2,500 plus disbursements and VAT.
- 4.2 The Joint Liquidators' fees of £2,500 and disbursements of £445 have been paid in full by D.U.K.E. Real Estate Ltd, an associated company, directly to Duff & Phelps.

- 4.3 An expense, totalling £85 plus VAT, will be incurred in advertising the final meeting of the Company. This will be paid to Courts Advertising Limited prior to the final meeting of the Member and will be paid by Duff & Phelps.
- 4.4 Information regarding the fees of the Joint Liquidators, called 'A Creditors' Guide to Liquidators' Fees' and 'A Statement of Insolvency Practice 9 (Revised)' can be found on Duff & Phelps' website at www.duffandphelps.com/uk-restructuring/creditor-guides. Should you require a hard copy, please contact this office.
- 4.5 If you would like more information about any aspect of the Joint Liquidators' remuneration, disbursements or expenses, you are entitled to request this information, and if you are not satisfied by the explanations you are, in certain circumstances, entitled to challenge them. A full statement of Member's Rights is attached to this report at Appendix 4.

5. Joint Liquidators' Final Receipts and Payments Account

- 5.1 A receipts and payments account for the Reporting Period is shown at Appendix 1. There is a nil balance in the Liquidation estate as at the end of the Reporting Period.

6. Final Meeting

- 6.1 Attached at Appendix 2 is the notice of the final meeting convened pursuant to Section 94 of the Act, which will be held on 15 January 2019. Please note that the information to be presented at this meeting will be identical to that contained within this report and that the meeting will be of an entirely formal nature. You are not required to attend. If you do however wish to attend or vote at the meeting, please complete and return the relevant Proxy Form, attached at Appendix 3, to this office no later than 12 noon on 14 January 2019.
- 6.2 Following the Final Meeting, the Joint Liquidators will file a notice with the Registrar of Companies and the Company will be dissolved. The dissolution of the Company will occur three months after the final papers have been filed. Please note that the books and records of the Company must not be destroyed for at least 12 months from dissolution.
- 6.3 The Joint Liquidators shall be pleased to provide any additional information that you require.

7. Statement of Member's Rights

- 7.1 Further information regarding the Member's rights in objecting to the Joint Liquidators' release and obtaining further information or challenging the Joint Liquidators' fees is attached at Appendix 4.

8. Conclusion

- 8.1 The Joint Liquidators have completed their administration of this case. No further reports will be sent.

- 8.2 If you have any queries or require any further assistance, please contact Marcus Basset of this office.

Yours faithfully
For and on behalf of
Fountains Walk Limited



Paul Williams
Joint Liquidator

Encs.

Appendix 1

Joint Liquidators' Final Receipts and Payments Account

Fountains Walk Limited (In Members' Voluntary Liquidation)**Joint Liquidators' Final Receipts and Payments Account****Declaration of
Solvency****The Reporting Period
From 10 April 2018
to 15 January 2019****£****£****Asset Realisations**

100.00	Unpaid Share Capital (Deemed Receipt)	100.00
1.00	Intercompany Debt (Deemed Receipt)	1.00
		<hr/>
		101.00

Cost of Realisations

(101.00)	Ordinary Shareholder (Distribution in Specie)	(101.00)
		<hr/>
		(101.00)

Nil

Nil

Appendix 2

Notice of Final Meeting

Notice to Contributories of Meeting of Contributories

Fountains Walk Limited (In Members' Voluntary Liquidation) ("the Company")

A final meeting of the contributories of the Company has been summoned by the Joint Liquidators under section 94 of the Insolvency Act 1986 for the purpose of receiving an account from the Joint Liquidators, an explanation of the manner in which the winding-up of the Company has been conducted and its property disposed of and to determine the release from office of the Joint Liquidators.

The meeting will be held as follows:

Date 15 January 2019

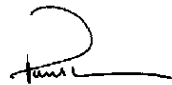
Time 10.00am

Place The Shard, 32 London Bridge Street, London SE1 9SG.

A proxy form is enclosed which must be returned to the office of Duff & Phelps Ltd., The Shard, 32 London Bridge Street, London SE1 9SG, not later than 12 noon on 14 January 2019, to entitle you to vote by proxy at the meeting.

Dated 15 January 2019

Signed



PAUL WILLIAMS
Joint Liquidator
Duff & Phelps Ltd.
The Shard
32 London Bridge Street
London
SE1 9SG

Appendix 3

Proxy Form

Insolvency Act 1986

Proxy (Members' Voluntary Winding Up)

**Fountains Walk Limited (In Members' Voluntary Liquidation)
("the Company")**

Name of Member _____

Address _____

Name of Proxy Holder

Please insert name of person
(who must be 18 or over) or the
chairman of the meeting (see
note below) 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 member's proxy holder at the meeting of members to be held on 15 January 2019, 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).

Resolutions which the proxy-
holder is to propose or vote in
favour of or against should be
set out in numbered
paragraphs in the space
provided below paragraph 1. If
more room is required please
use the other side of this form

This form must be signed

Signature _____ **Date** _____

Name in CAPITAL LETTERS _____

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

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

Please note that if you nominate the chairman of the meeting to be your proxy-holder he will either be a director of the company or the current liquidator.

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

Appendix 4

Statement of Member's Rights

Progress reports and requests for further information

The Liquidator is required to send annual and final progress reports to members. The reports must include:

- details of the basis fixed for the remuneration of the Liquidator (or if not fixed at the date of the report, the steps taken during the period of the report to fix it);
- if the basis has been fixed, the remuneration charged during the period of the report, irrespective of whether it was actually paid during that period (except where it is fixed as a set amount, in which case it may be shown as that amount without any apportionment for the period of the report);
- if the report is the first to be made after the basis has been fixed, the remuneration charged during the periods covered by the previous reports, together with a description of the work done during those periods, irrespective of whether payment was actually made during the period of the report;
- a statement of the expenses incurred by the Liquidator during the period of the report, irrespective of whether payment was actually made during that period;
- a statement of the Member's rights to request further information, and their right to challenge the Liquidator's remuneration and expenses, as explained below.

Member's Rights to request further information

Within 21 days of receipt of a progress report (or 7 business days where the report has been prepared for the purposes of a meeting to receive the Liquidator's resignation) a member may request the Liquidator to provide further information about the remuneration and expenses set out in the report.

A request must be in writing, and may be made by member(s) with at least 5% of the total voting rights of all the Member having the right to vote at general meetings of the company, or by any member with the permission of the court.

The Liquidator must provide the requested information within 14 days, unless he considers that:

- the time and cost involved in preparing the information would be excessive, or
- disclosure would be prejudicial to the conduct of the Liquidation or might be expected to lead to violence against any person, or
- the Liquidator is subject to an obligation of confidentiality in relation to the information requested,

in which case he must give the reasons for not providing the information.

Any member may apply to the court within 21 days of the Liquidator's refusal to provide the requested information, or the expiry of the 14 days time limit for the provision of the information, and the court may make such order as it thinks just.

Additional requirements

The Liquidator must provide certain information about the time spent on the case, free of charge, upon request by any member of the company.

The information which must be provided is –

- the total number of hours spent on the case by the Liquidator or staff assigned to the case;
- for each grade of staff, the average hourly rate at which they are charged out;
- the number of hours spent by each grade of staff in the relevant period.

The period for which the information must be provided is the period from appointment to the end of the most recent period of six months reckoned from the date of the Liquidator's appointment, or where he has vacated office, the date that he vacated office.

The information must be provided within 28 days of receipt of the request by the Liquidator, and requests must be made within two years from vacation of office.

What if a member is dissatisfied?

It is the Member as a body who have authority to approve the Liquidator's fees.

General meeting

To enable them to carry out this function they may require the Liquidator to call a general meeting of the company. In order to do this members with at least ten per cent of the total voting rights of all the Member having the right to vote at general meetings of the company must concur with the request, which must be made to the Liquidator in writing.

Application to Court

If a member believes that the Liquidator's remuneration is too high, the basis is inappropriate, or the expenses incurred by the Liquidator are in all the circumstances excessive he may, provided certain conditions are met, apply to the court.

Application may be made to the court by member(s) with at least 10% of the total voting rights of all of the Member having the right to vote at general meetings of the company, or by any member with the permission of the court.

Any such application must be made within 8 weeks of the applicant receiving the Liquidator's progress report in which the charging of the remuneration or incurring of the expenses in question is first reported. If the court does not dismiss the application (which it may if it considers that insufficient cause is shown) the applicant must give the Liquidator a copy of the application and supporting evidence at least 14 days before the hearing.

If the court considers the application well founded, it may order that the remuneration be reduced, the basis be changed, or the expenses be disallowed or repaid.

Unless the court orders otherwise, the costs of the application must be paid by the applicant and not out of the assets of the insolvent company.