

The Insolvency Act 1986
Return of Final Meeting in a
Members' Voluntary Winding Up

S.94

Pursuant to Section 94
of the Insolvency Act 1986

For Official Use

To the Registrar of Companies

Company number

00376107

Name of company

(a) Insert full name of
company

(a) Diageo Sub 3 Limited

(b) Insert full name(s) and
address(es)

We (b)

Bruce Alexander Mackay
Baker Tilly Restructuring and Recovery LLP
25 Farringdon Street
London
EC4A 4AB

Geoffrey Lambert Carton-Kelly
Baker Tilly Restructuring and Recovery LLP
25 Farringdon Street
London
EC4A 4AB

(c) Delete as applicable

(d) Insert date

(e) The copy account
must be authenticated by
the written signature(s) of
the liquidator(s)

give notice that a general meeting of the company was duly (c) summoned for
(d) 20 September 2011 pursuant to section 94 of the Insolvency Act 1986, for the purpose
of having an account of which a copy is attached (e) 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 (c) no quorum was present at the meeting

Signed



Date 26 September 2011

Presenter's name, address
and reference (if any)For Official Use
Liquidation Section | Post Room

WEDNESDAY



A5IFZX5

A51

28/09/2011

367

COMPANIES HOUSE

Our ref BAM/LMM/LPB/QDIAGEOBATCH11 5/28



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DX 1040 London/Chancery Lane
www.bakertilly.co.uk

TO ALL KNOWN MEMBERS

lewis brooker@bakertilly.co.uk
Direct 020 3201 8076

20 September 2011

Dear Sirs

**DIAGEO SUB 3 LIMITED
- IN MEMBERS' VOLUNTARY LIQUIDATION ("the Company")**

I am writing to provide you with the combined annual and final report on the conduct of the liquidation following the appointment of Joint Liquidators at the meeting of members on 15 June 2010 and, as required by law, to convene the final meeting of members to consider our report and grant us our release and discharge from office

Realisation of assets and liabilities

Prior to the Company going into liquidation, £5,094,527 and £114,944 were due to the Company on inter-company accounts by Diageo Finance PLC ("DFP") and Grand Metropolitan Limited ("GML") respectively. In addition, £5,007,469 and £202,000 were payable on inter-company accounts to the Company's subsidiary, Haagen-Dazs U.K. Limited in Members' Voluntary Liquidation ("HDL"), and Justerini & Brooks Limited ("J&B") respectively by the Company.

On 7 September 2010 the Joint Liquidators of HDL assigned to the Company the debt amounting to £202,000 due from J&B and the debts due to Diageo Finance PLC and Grand Metropolitan Limited in the sums of £5,094,527 and £114,942 respectively

As you are aware, the Company was dormant and therefore there were no other assets to realise.

Creditor claims

The aforementioned assignments cancelled out the amount of £5,007,469 owed to the Company's subsidiary HDL, and the interest in this subsidiary of £7,733,000 was written off.

Further, the assignments affected a settlement of the debts due to and payable by J&B and DFP respectively, leaving a net amount due to GML of £2.



As the Company was dormant, the directors were unaware of any other creditor that may have a claim in the liquidation. To ensure that this was the case, a notice to prove was advertised in the London Gazette and The Independent

No other creditor claims have been received

Tax clearances

HM Revenue & Customs confirmed that there were no further liabilities in respect of the Company and granted clearance to close the liquidation

Corporation tax clearance was received on 20 December 2010

VAT clearance was received on 2 September 2010.

The Insolvency Claims Handling Unit confirmed that there were no outstanding claims against the Company on 17 January 2011.

Receipts and payments account

There have been no receipts or payments made during the course of the liquidation.

Distributions to shareholders

A first and final in specie distribution of an inter-company debt totalling £2.00 was made to Grand Metropolitan Limited on 19 July 2011 which represents a return to members of £1.00 per Ordinary share held.

Summary of time costs and remuneration drawn

In accordance with our engagement letter dated 29 January 2008, remuneration and disbursements in relation to this batch of liquidations have been settled by another group company

A further copy of the Policy Statement, incorporating details of current charging rates, is also attached to this report.

Final meeting

A notice convening the final meeting of members is enclosed with this report, together with a form of proxy. Please note that the meeting is purely a formality and that there is no necessity to attend. However, to assist me in my duties I do require your views on the resolution set out on the enclosed form of proxy for the final meeting. I should be grateful if this would be completed, signed and returned to me by 19 September 2011. You may fax this to me if you wish.

Dissolution of the company

The Company will be dissolved automatically (cease to exist) three months after I file details of my release and discharge with the Registrar of Companies



Members' right to information and ability to challenge remuneration and expenses

In accordance with the provisions of Rules 4 49E and 4 148C of the Insolvency Rules 1986 members have a right to request further information about remuneration or expenses and to challenge such remuneration or expenses

A request for further information must be made in writing within 21 days of receipt of this report

Members of the company with at least 10% of the total voting rights of all members having the right to vote at general meetings of the company, or any members with the permission of the court, may apply to court that the remuneration charged, the basis fixed or expenses incurred by the liquidator are in all the circumstances excessive

Any such challenge must be made no later than eight weeks after receipt of the report which first discloses the charging of remuneration or incurring of the expenses in question.

If, however, you have any queries in relation to the liquidation, or require any assistance with the enclosed papers, please do not hesitate to contact Lewis Brooker on the above direct line.

Yours faithfully

Bruce Alexander Mackay
Baker Tilly Restructuring and Recovery LLP
Joint Liquidator of Diageo Sub 3 Limited

Bruce Alexander Mackay is licensed to act as an Insolvency Practitioner in the UK by the Association of Chartered Certified Accountants and Geoffrey Lambert Carton-Kelly is licensed to act as an Insolvency Practitioner in the UK by the Insolvency Practitioners' Association

Appendix A

STATUTORY INFORMATION

Company Name.	Diageo Sub 3 Limited
Functions	<p>The Joint Liquidators' appointment specified that they would have power to act jointly and severally</p> <p>The Joint Liquidators' have exercised, and will continue to exercise, all of their functions jointly and severally as stated in the notice of appointment</p>
Previous Company Names	Burgerking (Holdings) Limited Green's of Brighton Limited P.Smith & Company (Liverpool) Limited
Company Number	00376107
Date of Incorporation:	15 September 1942
Trading Name:	Diageo Sub 3 Limited
Trading Address	Lakeside Drive, Park Royal, London, NW10 7HQ
Principal Activity	Dormant
Registered Office	Baker Tilly Restructuring and Recovery LLP, 25 Farringdon Street, London EC4A 4AB
Previous Registered Office:	Lakeside Drive, Park Royal, London, NW10 7HQ

Diageo Sub 3 Limited In Members' Voluntary Liquidation
Abstract Receipts and Payments Account from 15 June 2010 to 20 September 2011

DOS Value £		£	£
ASSET REALISATIONS			
5,094,527 00	Inter-company debt - Diageo Finance PLC	5 094,527 00	
114,944 00	Inter-company debt - Grand Metropolitan Limited	114,944 00	
7 733 000 00	Investment in Haagen-Dazs U K Limited in Members' Voluntary Liquidation	-	
2 00	Investment in Diageo Sub 4 Limited in Members' Voluntary Liquidation	-	
2 00	Investment in Jus-Rol Limited in Members' Voluntary Liquidation	-	
-	Inter-company debt - Justerini & Brooks Limited	202,000 00	
			5,411,471 00
LIABILITY REALISATIONS			
(5,007,469 00)	Inter-company debt - Haagen-Dazs U K Limited in Members' Voluntary Liquidation	-	
(202 000 00)	Inter-company debt - Justerini & Brooks Limited	(202,000 00)	
(2 00)	Inter-company debt - Diageo Sub 4 Limited	-	
(2 00)	Inter-company debt - Jus-Rol Limited	-	
	Inter-company debt - Diageo Finance PLC	(5 094 527 00)	
	Inter-company debt - Grand Metropolitan Limited	(114,942 00)	
			(5,411,469 00)
DISTRIBUTION TO SHAREHOLDERS			
	In-specie distribution of inter-company debt due from Grand Metropolitan Limited	(2 00)	
			(2 00)
			0 00

Note The Joint Liquidators were advised that the investments in Diageo Sub 4 Limited and Jus-Rol Limited were not realisable as they had ben transferred to another group company

IN THE MATTER OF THE INSOLVENCY ACT 1986

AND

IN THE MATTER OF

DIAGEO SUB 3 LIMITED

DIAGEO SUB 4 LIMITED

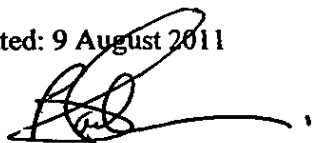
BOTH IN MEMBERS' VOLUNTARY LIQUIDATION ("THE COMPANIES")

NOTICE OF FINAL MEETINGS

NOTICE IS HEREBY GIVEN pursuant to Section 94 of the Insolvency Act 1986 that the final meetings of the members of the above named companies will be held at the offices of Baker Tilly Restructuring and Recovery LLP, 25 Farringdon Street, London, EC4A 4AB on 20 September 2011 at 10.00am and 10 05am respectively, for the purpose of receiving an account showing the manner in which the winding up has been conducted and granting the Joint Liquidators their release and discharge from office.

Proxies to be used at the meeting must be lodged with Baker Tilly Restructuring and Recovery LLP, 25 Farringdon Street, London, EC4A 4AB no later than 12 noon on the preceding business day

Dated: 9 August 2011



Bruce Alexander Mackay
Baker Tilly Restructuring and Recovery LLP
Joint Liquidator of the Companies

Bruce Alexander Mackay is licensed to act as an Insolvency Practitioner in the UK by the Association of Chartered Certified Accountants

Statement of rights under Section 325 Companies Act 2006

A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company

A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him

A proxy need not be a member of the Company

Proxy (Members' or
Creditors Voluntary
Winding Up)
No 8 5 (Rule 8 1)
Notes to help with
completion of the form.

IN THE MATTER OF
DIAGEO SUB 3 LIMITED

AND

IN THE MATTER OF THE INSOLVENCY ACT 1986

(1) Please give full name
and address for
communication

(1) Name of member

Address

(2) 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

(2) Name of proxy-holder

1

2

3

I appoint the above person to be my member's proxy-holder at the final meeting of members to be held on 20 September 2011, or at any adjournment of that meeting. The proxy holder is to propose or vote as instructed below (3) (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion)

Voting instructions for resolutions

(4) Please complete
paragraph 1 if you wish
to nominate or vote for a
specific person as
liquidator

1. The Joint Liquidators be granted their release and discharge.

FOR/AGAINST

(5) Any other 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

(6) Signature

Date

Name in CAPITAL LETTERS

(6) This form must be
signed.

(7) Position with member or relationship to creditor/member or other
authority for signature

(7) Only to be completed
if the Creditor/Member
has not signed in person

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

BAKER TILLY RESTRUCTURING AND RECOVERY LLP

CURRENT CHARGE OUT RATES

	Date of Appointment to 31 March 2011 £	1 April 2011 to 31 March 2012 £
Partner and Consultant	400-475	400-485
Manager and Director	195-395	200-400
Administrator	100-175	105-185
Assistants and Support Staff	100	105

It is the Office Holders' policy to ensure that work undertaken is carried out by the appropriate grade of staff required for each task, having regard to its complexity and the skill and experience actually required to perform it.

Baker Tilly Restructuring and Recovery LLP's charge out rates are reviewed periodically.

BAKER TILLY RESTRUCTURING AND RECOVERY LLP

CHARGING, EXPENSES AND DISBURSEMENTS POLICY STATEMENT

Charging policy

- Partners, directors, managers, administrators, cashiers, secretarial and support staff are allocated an hourly charge out rate which is reviewed from time to time
- Work undertaken by cashiers, secretarial and support staff will be or has been charged for separately and such work will not or has not also been charged for as part of the hourly rates charged by partners, directors, managers and administrators
- Time spent by partners and all staff in relation to the insolvency estate is charged to the estate
- Time is recorded in 6-minute units.
- The current charge rates for Baker Tilly Restructuring and Recovery LLP London are attached
- Time billed is subject to Value Added Tax at the applicable rate.

Expenses and disbursements policy

- Only expenses and disbursements properly incurred in relation to an insolvency estate are re-charged to the insolvency estate.
- Expenses and disbursements which comprise external supplies of incidental services specifically identifiable to the insolvency estate require disclosure to creditors, but do not require creditors' approval prior to being drawn from the insolvency estate. These are known as "Category 1" disbursements.
- Expenses and disbursements which are not capable of precise identification and calculation (for example any which include an element of shared or allocated costs) require the approval of creditors prior to being drawn from the insolvency estate. These are known as "Category 2" disbursements.
- A resolution to consider approving "Category 2" disbursements at the attached rates applicable to Baker Tilly Restructuring and Recovery LLP London will be proposed to creditors' in general meeting
- General office overheads are not re-charged to the insolvency estate as a disbursement.
- Any payments to outside parties in which the office holder or his firm or any associate has an interest will only be made with the approval of creditors
- Where applicable, expenses and disbursements re-charged to or incurred directly by an insolvency estate are subject to VAT at the applicable rate

A SHAREHOLDERS' GUIDE TO LIQUIDATORS' FEES

ENGLAND AND WALES

1 Introduction

- 1.1** When a company goes into liquidation the costs of the proceedings are paid out of its assets. The shareholders, who will receive a return of capital representing the surplus assets after costs, therefore have a direct interest in the level of costs, including the remuneration and disbursements of the insolvency practitioner appointed to act as liquidator. The insolvency legislation recognises this interest by providing mechanisms for the shareholders, in general meeting, to fix the basis of the liquidator's fees. This guide is intended to help shareholders be aware of their rights to approve and monitor fees and disbursements, and explains the basis on which fees are fixed.

2 Voluntary Liquidation procedure

- 2.1** Voluntary Liquidation is the formal winding up of a company's affairs entailing the realisation of its assets and the distribution of the proceeds in a prescribed order of priority, with any funds remaining at the end of the procedure returned to the shareholders.
- 2.2** Voluntary liquidation may be either solvent (Members) or insolvent (Members and Creditors). This note deals purely with solvent liquidation. A solvent voluntary liquidation is called a members' voluntary liquidation (often abbreviated to 'MVL'). In this type of liquidation an insolvency practitioner acts as liquidator and the shareholders vote on his appointment at an extraordinary general meeting convened to wind up the company.

3 Fixing the liquidator's fees

- 4.1** In an MVL the basis for fixing the liquidator's remuneration is set out in Rules 4.148, 4.148A and 4.148B of the Insolvency Rules 1986. The Rules state that the remuneration shall be fixed either
- as a percentage of the value of the assets which are realised or distributed or of the one value and the other in combination, or
 - by reference to the time properly given by the liquidator and his staff in attending to matters arising in the winding up.

It is for the company in general meeting to determine on which of these bases the remuneration is to be fixed, and if it is to be fixed as a percentage, to fix the percentage to be applied.

Rule 4.148A(3) says that in arriving at their decision the shareholders shall have regard to the following matters

- the complexity (or otherwise) of the case,
- any responsibility of an exceptional kind or degree which falls on the liquidator in connection with the case,
- the effectiveness with which the liquidator appears to be carrying out, or to have carried out, his duties,
- the value and nature of the assets which the liquidator has to deal with

- 4.2** A resolution specifying the terms on which the liquidator is to be remunerated may be taken at the meeting which appoints the liquidator (and usually is), or at a later general meeting, but if the remuneration is not fixed in any of these ways, it will be determined in accordance with a scale set out in the Rules.

5 What information should be provided by the liquidator?

Extensive guidance has been given by The Association of Business Recovery Professionals as to the information concerning a liquidator's costs and disbursements that should be given to creditors in an insolvent liquidation. This guidance does not apply to MVL's, but Baker Tilly takes the view that, unless a liquidator in an MVL is working to a fixed fee, as a matter of best practice, when seeking agreement to his fees, he should provide equivalent and sufficient supporting information to enable shareholders to form a judgment as to whether the

proposed fee is reasonable having regard to all the circumstances of the case This is to be applied when seeking fee approval, after fee approval and in relation to disbursements

5.1 When seeking fee approval

5.1.1 The nature and extent of the supporting information which should be provided will depend on

- the nature of the approval being sought,
- the stage during the administration of the case at which it is being sought, and
- the size and complexity of the case

5.1.2 Where, at any shareholders' meeting, the liquidator seeks agreement to the terms on which he is to be remunerated, he should provide the meeting with details of the charge-out rates of all grades of staff, including principals, which are likely to be involved on the case

5.1.3 Where the liquidator seeks agreement to his fees during the course of the liquidation, he should always provide an up to date receipts and payments account Where the proposed fee is based on time costs the liquidator should disclose to the shareholders the time spent and the charge-out value in the particular case, together with, where appropriate, such additional information as may reasonably be required having regard to the size and complexity of the case The additional information should comprise a sufficient explanation of what the liquidator has achieved and how it was achieved to enable the value of the exercise to be assessed (whilst recognising that the liquidator must fulfil certain statutory obligations that might be seen to bring no added value for shareholders) and to establish that the time has been properly spent on the case That assessment will need to be made having regard to the time spent and the rates at which that time was charged, bearing in mind the factors set out in paragraph 4 above To enable this assessment to be carried out it may be necessary for the liquidator to provide an analysis of the time spent on the case by type of activity and grade of staff

The degree of detail will depend on the circumstances of the case, but it will be helpful to be aware of the professional guidance which has been given to insolvency practitioners on this subject The guidance suggests the following areas of activity as a basis for the analysis of time spent:

- Administration and planning
- Investigations
- Realisation of assets
- Trading
- Creditors
- Any other case-specific matters

The following categories are suggested as a basis for analysis by grade of staff

- Partner
- Manager
- Other senior professionals
- Assistants and support staff

The explanation of what has been done can be expected to include an outline of the nature of the assignment and the liquidator's own initial assessment, including the anticipated return to shareholders To the extent applicable it should also explain

- Any significant aspects of the case, particularly those that affect the amount of time spent
- The reasons for subsequent changes in strategy
- Any comments on any figures in the summary of time spent accompanying the request the liquidator wishes to make
- The steps taken to establish the views of creditors, particularly in relation to agreeing the strategy for the assignment, budgeting, time recording, fee drawing or fee agreement

- Any existing agreement about fees
- Details of how other professionals, including subcontractors, were chosen, how they were contracted to be paid, and what steps have been taken to review their fees

It should be borne in mind that the degree of analysis and form of presentation should be proportionate to the size and complexity of the case. In smaller cases not all categories of activity will always be relevant, whilst further analysis may be necessary in larger cases.

- 5.1.4 Where the fee is charged on a percentage basis the liquidator should provide details of any work which has been or is intended to be sub-contracted out which would normally be undertaken directly by a liquidator or his staff.

5.2 After fee approval

Where a resolution fixing the basis of fees is passed at any shareholders' meeting held before he has substantially completed his functions, the liquidator should notify the shareholders of the details of the resolution in his next report or circular to them. When subsequently reporting to shareholders on the progress of the liquidation, or submitting his final report, he should specify the amount of remuneration he has drawn in accordance with the resolution. Where the fee is based on time costs he should also provide details of the time spent and charge-out value to date and any material changes in the rates charged for the various grades since the resolution was first passed. He should also provide such additional information as may be required in accordance with the principles set out in paragraph 5.1.3. Where the fee is charged on a percentage basis the liquidator should provide the details set out in paragraph 5.1.4 above regarding work which has been sub-contracted out.

5.3 Expenses and disbursements

There is no statutory requirement for the shareholders to approve the drawing of expenses or disbursements. However, professional guidance issued to insolvency practitioners requires that, where the liquidator proposes to recover costs which, whilst being in the nature of expenses or disbursements, may include an element of shared or allocated costs (such as room hire, document storage or communication facilities provided by the liquidator's own firm), they must be disclosed and be authorised by those responsible for approving his remuneration. Such expenses must be directly incurred on the case and subject to a reasonable method of calculation and allocation.

6 What if a shareholder is dissatisfied?

It is the shareholders as a body who have authority to approve the liquidator's fees. This requires the passing of an ordinary resolution in general meeting. An ordinary resolution may be passed by 50% of shareholders present and voting. If a shareholder believes that the liquidator's remuneration is too high he may, if sufficient shareholders agree, decline to approve the remuneration.

7 What if the liquidator is dissatisfied?

If the liquidator considers that the remuneration fixed by the shareholders is insufficient he may require to be remunerated under the scale provided for in the Rules, or he may apply to Court for an order increasing its amount or rate. If he decides to apply to the Court he must give at least 14 days' notice to the contributories, or such one or more of them as the Court may direct, and the contributories may nominate any one or more of their number to appear or be represented. The Court may order the costs to be paid out of the assets.

8. Provision of information – additional requirements

In any case where the liquidator is appointed on or after 1 April 2005 he must provide certain information about the time spent on the case, free of charge, upon request by any creditor, director or shareholder 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