

Section 94

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

To the Registrar of Companies

S.94

Company Number

02665126

Name of Company

All-Hotels Limited

I/We Sean Croston
No 1 Dorset Street
Southampton
Hampshire
SO15 2DP

Note: 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 held on/summoned for 27 March 2014 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 ~~A quorum was present at the meeting~~

The meeting was held at the offices of Grant Thornton UK LLP, No 1 Dorset Street, Southampton, Hampshire, SO15 2DP

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 the meeting (including any resolutions passed at the meeting) was as follows

The liquidator's final report was presented to the meeting
It was noted that no objections have been received to the liquidator being released as liquidator of the company
There being no further business the meeting was closed

Signed



Date 27 March 2014

Grant Thornton UK LLP
No 1 Dorset Street
Southampton
Hampshire
SO15 2DP

Ref DCA/BWM/SKC/L00627

SATURDAY



A11 *A34OAK9* 29/03/2014 #280
COMPANIES HOUSE

All-Hotels Limited
Exhilaration Incentive Management Limited
Travelstore.com Limited
- All In Member's Voluntary Liquidation (the Companies)

I refer to my appointment as liquidator of the Companies by their respective sole shareholders on 28 March 2013

I am now in a position to close the liquidations, to cease to act as liquidator and to report on the conduct of the liquidations to 27 March 2014 the date of the final meetings I also attach

- Appendix 1, the information prescribed under the Insolvency Act 1986 relating to each company,
- Appendix 2, an account of my receipts and payments in each liquidation,
- Appendix 3, an extract from the Insolvency Rules 1986 relating to the member's rights to request additional information from the liquidator; and
- Appendix 4, an extract from the Insolvency Rules 1986 relating to member's rights to challenge the liquidator's fees if excessive

Realisation and distribution of assets

All-Hotels Limited

The directors' statutory declaration of solvency made on 7 March 2013 disclosed that the company's sole asset was an inter-company loan of £1, due from Online Travel Corporation Limited, the parent company

By way of this report I acknowledge that this inter-company loan of £1 was distributed in specie to Online Travel Corporation Limited, on 11 March 2014

I attach at Appendix 2 an abstract of the receipts and payments for the period to 27 March 2014 which shows this transaction, I confirm that there have been no other receipts or payments in the liquidation

Exhilaration Incentive Management Limited

The directors' statutory declaration of solvency made on 7 March 2013 disclosed that the company's sole asset was an inter-company loan of £1, due from Lastminute com Limited, the parent company

By way of this report I acknowledge that this inter-company loan of £1 was distributed in specie to Lastminute com Limited, on 11 March 2014

I attach at Appendix 2 an abstract of the receipts and payments for the period to 27 March 2014 which shows this transaction, I confirm that there have been no other receipts or payments in the liquidation

Travelstore.com Limited

The directors' statutory declaration of solvency made on 7 March 2013 disclosed that the company's sole asset was an inter-company loan of £1, due from Online Travel Corporation Limited, the parent company

By way of this report I acknowledge that this inter-company loan of £1 was distributed in specie to Online Travel Corporation Limited, on 11 March 2014

I attach at Appendix 2 an abstract of the receipts and payments for the period to 27 March 2014 which shows this transaction, I confirm that there have been no other receipts or payments in the liquidation

It was established that this company had a historic pension scheme and upon liquidation all necessary notifications were made to the Pensions Regulator

Tax Matters

I was advised that the Companies were all dormant for PAYE/NIC and that they had not had any employees for some time prior to liquidation HM Revenue and Customs (HMRC) notified me that there were outstanding PAYE returns in respect of Travelstore com Limited, which its parent company have advised HMRC is not the case

Prior to the Companies being placed into liquidation I was aware that the group had made a detailed submission to HMRC in respect of the group simplification project and the potential liquidations of the Companies, which HMRC consented to Following my appointment HMRC were notified of the liquidations and confirmed that there are no outstanding corporation tax returns or liabilities for the Companies along with clearance to close the liquidations

Liquidator's fees and disbursements

On 28 March 2013 the respective sole shareholders of the Companies resolved that my fees for acting as liquidator be fixed by reference to my time costs My fees and disbursements for each of these liquidations are being met by Lastminute com Limited Disbursements have been incurred in relation to statutory advertising and bonding I will correspond with Lastminute com Limited separately in regards to these fees and disbursements

I attach at Appendix 4 a copy of Rule 4 148C of the Insolvency Rules 1986 relating to a liquidator's remuneration, edited for members' voluntary liquidations

DATED THIS 27TH DAY OF MARCH 2014



Sean Croston
Liquidator

Appendix 1 - Prescribed information

Company names	Registered Numbers
All-Hotels Limited	02665126
Exhilaration Incentive Management Limited	03464125
Travelstore.com Limited	01532023
Registered office	No 1 Dorset Street, Southampton, Hampshire SO15 2DP
Name of liquidator	Sean Croston
Address of liquidator	Grant Thornton UK LLP No 1 Dorset Street Southampton Hampshire SO15 2DP
Liquidator's office-holder number	8930
Date of appointment of liquidator	28 March 2013
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Bruce Maidment on 01865 799900 Email bruce.w.maidment@uk.gt.com

Appendix 2 - Abstract of the Liquidator's receipts and payments

All-Hotels Limited

Declaration of Solvency 07/03/2013		Receipts and payments for the period from 28/03/2013 to 27/03/2014	
	£		£
Assets		Receipts	
Loans and advances	1	Inter-company loan, distributed in specie	1
Liabilities		Payments	
	-	Shareholder capital distribution, distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Exhilaration Incentive Management Limited

Declaration of Solvency 07/03/2013		Receipts and payments for the period from 28/03/2013 to 27/03/2014	
	£		£
Assets		Receipts	
Loans and advances	1	Inter-company loan, distributed in specie	1
Liabilities		Payments	
	-	Shareholder capital distribution, distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Travelstore.com Limited

Declaration of Solvency 07/03/2013		Receipts and payments for the period from 28/03/2013 to 27/03/2014	
	£		£
Assets		Receipts	
Loans and advances	1	Inter-company loan, distributed in specie	1
Liabilities		Payments	
	-	Shareholder capital distribution, distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Note

The distributions in specie referred to in the above receipts and payments accounts were valued by reference to the management accounts dated 6 March 2013 and the declarations of solvency, for each company, dated 7 March 2013

Appendix 3 - Rule 4.49E: Members' request for further information (edited for application to a members' voluntary liquidation)

- 1 Members of the company with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or with the permission of the court upon an application, may make a request in writing to the liquidator for further information about remuneration or expenses set out this report
- 2 The periods in which the request or application should be made are
 - (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the notice and account of his administration of the winding-up where it relates to the resignation of the liquidator under Rule 4.142, and
 - (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case
- 3 The liquidator must, within 14 days of receipt of the request, either
 - (a) provide all of the information asked for, or
 - (b) so far as the liquidator considers that
 - (i) the time or cost of preparation of the information would be excessive, or
 - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
 - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information, give reasons for not providing all of the information
- 4 Any member of the company, who need not be the same as the member(s) who asked for the information, may apply to the court within 21 days of the giving by the liquidator of reasons for not providing all of the information asked for, or the expiry of the 14 days from the date the information was requested, and the court may make such order as it thinks just

Appendix 4 - Rule 4.148C: Members' claim that a liquidator's remuneration is excessive (edited for application to a members' voluntary liquidation)

- 1 Members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or any member with the permission of the court, may apply to the court for one or more of the orders in paragraph 6 on the grounds that
 - (a) the remuneration charged by the liquidator,
 - (b) the basis fixed for the liquidator's remuneration under Rule 4 148A, or
 - (c) expenses incurred by the liquidator,is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate
- 2 An application must be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4 142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ('the relevant report') The court may extend these periods as it see fit.
- 3 The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party
- 4 If the application is not dismissed under paragraph 3, the court must fix a venue for it to be heard and give notice to the applicant accordingly
- 5 The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it
- 6 If the court considers the application to be well-founded, it must make one or more of the following orders
 - (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
 - (b) an order fixing the basis of remuneration at a reduced rate or amount,
 - (c) an order changing the basis of remuneration,
 - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
 - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report.
- 7 Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation