

Section 94

Form 4.71

Return of Final Meeting in a Members' Voluntary Winding up

S.94

Pursuant to Section 94 of the Insolvency Act 1986

To the Registrar of Companies

Company Number

3124442

Name of Company

(a) Insert full name
of company

Flying Colours Leisure Group Ltd

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

We Tim Walsh and Peter Greaves
Of PricewaterhouseCoopers LLP
Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT

(c) Delete as
applicable
(d) Insert date
(e) The copy
account must be
authenticated by
the written
signature(s) of the
liquidator(s)
(f) Insert venue of
meeting

Give notice that a general meeting of the company was duly summoned for 7 February 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 no quorum was present at the meeting

The meeting was held at Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT

The winding up covers the period from 27 August 2013 (opening of winding up) to the final meeting (close of winding up)

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

No quorum was present

Signed

T. Walsh

Date

11 Feb 2014

Presenter's name,
address and
reference
(if any)

Emma Dolphin
PricewaterhouseCoopers LLP
Cornwall Court, 19 Cornwall St,
Birmingham
B3 2DT

FRIDAY



A04 *A31OSXDM* 14/02/2014 #304
COMPANIES HOUSE

FLYING COLOURS LEISURE GROUP LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION
("THE COMPANY")
FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS ON 7 FEBRUARY 2014

INTRODUCTION

The Company was placed into members' voluntary liquidation on 27 August 2013 and Tim Walsh and Peter Greaves were appointed joint liquidators ("the Liquidators").

In accordance with section 94 Insolvency Act 1986, the Liquidators are required to report on the conduct and outcome of the liquidation. This report is for the period 27 August 2013 to 7 February 2014 and also serves as a progress report from 27 August 2013 to 7 February 2014 to the extent required by Section 92A Insolvency Act 1986.

We are also required to provide certain information concerning the Company and the Liquidators, this information is attached as appendix A.

We set out a summary of the Liquidators' receipts and payments for the liquidation as appendix B

REPORT ON THE LIQUIDATION

Realisation of assets:

The directors' Declaration of Solvency disclosed that the Company's assets comprised of the following

	£
Inter group debtors	65970000
Investments	2313939
Other assets	127000
Total	<u>68410939</u>

Following the Liquidators' appointment, the Company's inter group debt was taken under control pending distribution

Realisations from the Company's assets during the liquidation have amounted to £68232000 and comprised of the following

	£
Inter group debtors	65970000
Investments	2262000
Total	<u>68232000</u>

The other assets detailed in the directors' Declaration of Solvency were irrecoverable

During the liquidation, it was found that certain investments were originally overstated. These were investigated with the directors, who confirmed the value upon which the investments were distributed within the liquidation.

No additional assets have been identified. There are no assets still to be realised.

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Settlement of liabilities:

This section covers all liabilities except any claims of Her Majesty's Revenue & Customs ("HMRC") which are dealt with separately below under HMRC

The directors' Declaration of Solvency and the Company's records disclosed the following liabilities

	£
TCUK	9527000
Flying Colours Trustees Limited	23939
Tourmajor Ltd	10841000
Total	<u>20391939</u>

Following their appointment, the Liquidators wrote to all known creditors and published a notice in the London Gazette inviting any unknown creditors to submit their claims

All claims have been agreed and settled at the amounts shown in the directors' Declaration of Solvency.

There are no residual claims to be agreed or settled

HMRC:

The directors' Declaration of Solvency and the Company's records disclosed that the Company had no liabilities

Following their appointment, the Liquidators wrote to HMRC to advise of their appointment and to seek confirmation of any outstanding liabilities. During the liquidation HMRC have confirmed that the Company has no outstanding liabilities and they have no objection to the liquidation being closed without further reference to them

Distributions to members:

At the time of the Liquidators' appointment, the issued share capital of the Company comprised

- 4,000,000 £0 10 Cum. Redeemable AA Pref Shares
- 9,650 £1 New Ordinary Shares
- 6,371,429 £0.10 Redeemable A Pref Shares
- 7,151,923 £0 10 Redeemable C Pref Shares
- 130,333 £0 01 Redeemable D Pref Shares
- 661,251,966 Deferred Shares

During the liquidation, the following distribution has been made to shareholders

- 1 On 6 February 2014, a distribution in specie of £400,000 (representing £0 10 per share) was paid to the Cum Redeemable AA Pref shareholders in accordance with their individual rights as per the Company's Articles of Association
- 2 On 6 February 2014, a distribution in specie of £28,545,172 (representing £2,958 05 per share) was paid to the New Ordinary shareholders in accordance with their individual rights as per the Company's Articles of Association
- 3 On 6 February 2014, a distribution in specie of £1,274,286 (representing £0 20 per share) was paid to the Redeemable A Pref shareholders in accordance with their individual rights as per the Company's Articles of Association

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- 4 On 6 February 2014, a distribution in specie of £15,920,603 (representing £2 23 per share) was paid to the Redeemable C Pref shareholders in accordance with their individual rights as per the Company’s Articles of Association
- 5 On 6 February 2014, a distribution in specie of £1,700,000 (representing £13.04 per share) was paid to the Redeemable D Pref shareholders in accordance with their individual rights as per the Company’s Articles of Association

The distribution in specie comprised an inter-company balance, the value attributed to the in specie distribution was based on the value at which the asset was held in the Company’s books.

LIQUIDATORS’ REMUNERATION AND EXPENSES

Basis of remuneration:

At the time of the Liquidators’ appointment by the members of the Company, a resolution was passed making provision for the Liquidators to be remunerated by reference to the time properly given by them and their staff in attending to the matters arising in the winding up

Funding of the liquidation:

Although fees have been paid to the Liquidators on the basis specified above, neither the Liquidators’ fees nor their expenses have been paid out of the liquidation estate. Instead, the Liquidators’ remuneration and expenses in relation to the Company and 77 connected companies have been met by Thomas Cook Group UK Limited

Remuneration charged / expenses incurred:

The amounts shown below relate to the Company and the 77 connected companies referred to above

Our fees for undertaking this assignment consist of time costs incurred for both (i) the period up to the day of the Liquidators’ appointment and (ii) the subsequent period covering the formal liquidation. Our time costs for these periods were

	£	
Period up to liquidation date	100,795	
Liquidation period (to date)	<u>45,305</u>	
	<u>146,100</u>	

The above time costs for the liquidation period are calculated to 7 February 2014, being the latest practicable date. This represents 200 hours at an average hourly rate of £226

In undertaking this assignment for both the pre and post liquidation periods, £143,507 has been billed to date and final fees will be agreed and invoiced in due course

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The Liquidators have incurred expenses of £16,603 plus VAT. These costs, which have been, or will be re-charged comprise.

	£
Statutory bonding	1,595
Statutory advertising	7,151
Travel	4,094
Land registry searches	451
Postage & printing	521
Company searches	301
Legal fees (EIRE liquidation)	<u>2,490</u>
Total	<u>16,603</u>

Members' rights re Liquidators' remuneration and expenses:

Members are entitled to request further information about the Liquidators' remuneration and expenses. Such requests need to be made within 21 days of receipt of this report. See Rule 4.49E of the Insolvency Rules 1986 for further detail.

In certain circumstances, members are entitled to claim by way of court application that the Liquidators' remuneration and expenses are excessive. Such applications need to be made within 8 weeks of receipt of this report. See Rule 4.148C of the Insolvency Rules 1986 (as amended) for further detail.

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Appendix A

INFORMATION ON THE COMPANY AND THE LIQUIDATORS

<i>Company details:</i>	
Company name:	Flying Colours Leisure Group Limited
Former names:	-
Company number:	3124442
Registered office:	Thomas Cook Business Park, Coningsby Road, Peterborough, PE3 8SB
<i>Liquidators' details:</i>	
Liquidators' names:	Tim Walsh and Peter Greaves ("The Liquidators")
Liquidators' address:	c/o PricewaterhouseCoopers, Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT
Date of appointment:	27 August 2013
Nature of appointment:	Members' Voluntary Liquidation

Tim Walsh and Peter Greaves have been appointed as joint liquidators. Both are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.

The joint liquidators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the liquidation.

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Appendix B

SUMMARY OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION DURING THE PERIOD
FROM 27 AUGUST 2013 TO 7 FEBRUARY 2014

	£
RECEIPTS	
Inter-group balances	65970000
Investments	2262000
	<u>68232000</u>
	£
PAYMENTS	
Distribution to members	47840061
TCUK	9527000
Flying Colours Trustees Limited	23939
Tourmajor Ltd	10841000
	<u>68232000</u>