

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

03732094

Name of Company

(a) Insert full name of
company

(a) Harmony Pub Estate C Limited

(b) Insert full name(s) and
address(es)I / We, (b) Derek Neil Hyslop and Colin Peter Dempster
Ernst & Young LLP
Ten George Street
Edinburgh
EH2 2DZ(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 summoned for (d) 29 February 2016 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

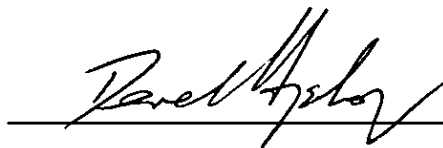
(f) Insert venue of the
meeting

The meeting was held at (f) Ernst & Young LLP, Ten George Street, Edinburgh, EH2 2DZ

(d) Insert date

The winding up covers the period from (d) 13/08/2014 (opening of winding up) to the final meeting on 29 February 2016 (close of winding up)

Signed



Date

6/03/2016

Presenter's name,
address and reference (if
any)Sanjay Chita
Ernst & Young LLP
G1 Building 5 George Square
Glasgow G2 1DY

MONDAY



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07/03/2016

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COMPANIES HOUSE

Registrar of Companies
Companies House
Liquidation Section
Crown Way
Cardiff
CF14 3UZ

4 March 2016

Ref DNH/CFR/SC/PF
Direct line 0141 226 9545
Direct Fax 0141 226 9003
Email crobertson3@uk.ey.com

Dear Sir or Madam

Harmony Pub Estate C Limited (In Members' Voluntary Liquidation) ("the Company")

I write further to my appointment as Joint Liquidator of the Company on 19 May 2014 to present my final report on the conduct of the liquidation and enclose a notice convening the final meeting of the Company

In accordance with Section 94 of the Insolvency Act 1986, a final meeting of members was held on 29 February 2016. The purpose of the meeting is to receive an account of the Joint Liquidators' acts and dealings and of the conduct of the liquidation (which is contained in this report). Formal notice of the meeting and a form of proxy are attached to this report.

A copy of the Joint Liquidators' receipts and payments account for the period from 19 May 2014 to 29 February 2016 is attached at Appendix 1. Set out below are my comments on the conduct of the liquidation in the period.

Background

As you are aware, the Company was placed into members' voluntary liquidation on 19 May 2014. At the time of the liquidation, the Company's net assets consisted of an intergroup balance due to the Company by Harmony Pub Estate A Limited of £3.

The Company had no known external creditors at the date of liquidation. Notice was advertised in the London Gazette for any persons claiming to be creditors of the Company to submit claims by 28 June 2014. No claims were received.

Once the period for creditors to make claims against the Company had expired, and in accordance with the instructions received from members, the liquidators made a distribution in specie of the intragroup receivable of £3 to the member on 30 June 2014.

Progress during the period of the report

It is customary in a liquidation to seek confirmation from HM Revenue & Customs that they have no claim in respect of corporation tax and no objection to concluding the liquidation. HM Revenue & Customs have provided the Joint Liquidators with clearance to close the liquidation.

All other necessary outstanding statutory submissions have also been made during the period.

Joint Liquidators' remuneration

The resolutions of the Company passed on 19 May 2014, resolved that the liquidators' remuneration would be determined on the basis of time spent by the liquidators and their staff in attending to matters prior to and during the winding-up and that they be authorised to draw such fees on a monthly basis or at longer intervals.

In accordance with Statement of Insolvency Practice 9, I have attached at Appendix 2 a summary of the time spent and average charge-out rates of the staff involved in the liquidations of Harmony Pub Company Limited, Harmony Pub Estate A Limited, Harmony Pub Company Trading Limited, Harmony Pub Estate B Limited, Harmony Pub Estate C Limited, Admiral Taverns Coventry Limited, Admiral Taverns (58) Limited and Lariten Limited (together 'the Companies'), as well as a summary of tasks undertaken since the Companies were placed into liquidation. A copy of the text of "A creditors' guide to liquidators' fees", which also applies to members in a members' voluntary liquidation, issued by the Association of Business Recovery Professionals, and a summary of our policy in relation to charging time and disbursements can also be provided on request.

The liquidators have incurred time costs of £54,135.81 in respect of the liquidations of the Companies against costs recovered of £22,220 in accordance with the liquidators' engagement agreement dated 30 April 2014. Joint Liquidators' fees have been paid by Admiral Taverns (Chester) Limited in accordance with the engagement letter. No further fees are proposed to be drawn by the liquidators in the liquidation except for the recovery of the statutory expenses and disbursements noted below.

Joint liquidators' statement of expenses incurred

In accordance with the liquidators' engagement agreement, the statutory expenses to 18 May 2015 were met by Admiral Taverns (Chester) Limited. During the period from 19 May 2014 to 18 May 2015, expenses totalling £1,178.69 plus VAT were incurred and subsequently paid by Admiral Taverns (Chester) Limited. A further £217.84 of expenses has since been incurred in the period to 11 December 2015. Statutory advertising expenses in respect of the advertisement of the final meetings of the Companies in the London Gazette will also be incurred amounting to approximately £200 plus VAT.

Members' rights to further information about, and challenge, remuneration and expenses

In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix 3.

Final meeting of members and conclusion of the liquidation

There is no necessity for members to attend the meetings or to be represented by proxy. However, should you wish to attend the meetings I should be grateful if you would complete and return the enclosed proxy form.



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working world

Once the final meeting has been held and the Joint Liquidators' final return and receipts and payments account have been filed at Companies House, the Joint Liquidators will vacate office and will be deemed to have received their release. Approximately three months after the filing of the final return, the company will be dissolved automatically by the Registrar of Companies.

If you require any additional information, please do not hesitate to contact Sanjay Chita on 0141 226 9545

Yours faithfully

C F Robertson
for D N Hyslop
Joint Liquidator

Enc Notice of Final Meeting
 Proxy Form

D N Hyslop is licensed in the United Kingdom to act as an insolvency practitioner by The Insolvency Practitioners Association and C P Dempster is licensed in the United Kingdom to act as an insolvency practitioner by The Institute of Chartered Accountants of Scotland

We may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998.

Appendix 1

Harmony Pub Estate C Limited (In Members' Voluntary Liquidation)

Joint liquidators' receipts and payments account for the period from 19 May 2014 to 29 February 2016

Declaration of Solvency Estimated to Realise Values	Period from 19 May 2014 to 18 May 2015	Period from 19 May 2015 to 29 Feb 2016	Total	Notes
£ Receipts			£	
(1,613,255) Intergroup receivable	3	-	3	1
			3	
Payments				
Liquidators' distribution in specie	(3)	-	(3)	
			(3)	
Net receipts	-	-	-	
Represented by.				
Balance at 29 February 2016			-	
			-	

Notes

- 1 The liquidators made a distribution in specie of the intercompany receivable on 30 June 2014
- 2 Receipts and payments are stated net of VAT
- 3 The Joint Liquidators' remuneration has been paid by Admiral Taverns (Chester) Limited

Appendix 2

Joint liquidators' time costs for the period from 19 May 2014 to 11 December 2015

Classification of work function	Hours					Time cost (£)	Average hourly rate (£)
	Partner/Director	Manager	Other senior professionals	Assistants and support	Total hours		
Accounting and Administration	-	4.5	41.5	64.0	110.0	20,965.00	190.59
Bank & Statutory Reporting	-	-	31.9	4.8	36.7	8,357.50	227.72
Immediate Tasks	-	2.8	-	2.0	4.8	1,404.00	292.50
Members	-	-	2.0	-	2.0	500.00	250.00
Jon acceptance & strategy	0.40	3.0	-	-	3.4	1,690.00	497.06
Legal Issues	-	0.1	-	-	0.1	45.00	450.00
Other Assets	-	-	1.3	-	1.3	312.00	240.00
Other Matters	-	-	36.2	-	36.2	8,688.00	240.00
Property	-	-	2.8	-	2.8	742.00	265.00
Statutory Duties	1.50	12.8	1.6	8.5	24.4	7,905.31	323.99
VAT & Taxation	-	2.0	7.3	5.8	15.1	3,527.00	233.58
Total	1.9	25.2	124.6	85.1	236.8	54,135.81	
Total fees claimed	1,240.00	10,948.50	30,596.50	11,350.81		54,135.81	
Average hourly rate (£)	653	434	246	133			

Expenses Summary

Liquidators' insurance bond	270.00
Statutory advertising	980.30
Other case administration	78.73
Transportation	67.50
Total	1,396.53

Charge out rates		1/7/15 to 30/06/16	01/07/14 to 30/06/15
Partner	Partner	660	630
	Executive		
	Director	630	600
	Director	540	515
	Assistant		
Manager	Director	475	450
	Senior		
	Executive	370	350
Assistant	Executive	265	250
	Assistant		
	Executive	215	205
	Analyst	145-215	140 - 205
	Accounting and treasury executive	130	125

Appendix 3

Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 4.49E and 4.148C of the Insolvency Rules 1986 (as amended)

4 49E Creditors' and members' request for further information

(1) If—

(a) within the period mentioned in paragraph (2)—

(i) a secured creditor, or

(ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or

(iii) members of the company in a members' voluntary winding up 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

(b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—

(i) any unsecured creditor, or

(ii) any member of the company in a members' voluntary winding up,

makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4 49B(1)(e) or (f) (including by virtue of Rule 4 49C(5)) or in a draft report under Rule 4 49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4 49D or a progress report required by Rule 4 108 which (in either case) was previously included in a progress report not required by Rule 4 108

(2) The period referred to in paragraph (1)(a) and (b) is—

(a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4 108, 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 complies with this paragraph by either—

(a) providing 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,
giving reasons for not providing all of the information
- (4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—
 - (a) the giving by the liquidator of reasons for not providing all of the information asked for, or
 - (b) the expiry of the 14 days provided for in paragraph (1),and the court may make such order as it thinks just
- (5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4 131(1B) or 4 148C(2) by such further period as the court thinks just
- (6) This Rule does not apply where the liquidator is the official receiver

4 148C Members' claim that remuneration is excessive

- (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) Application must, subject to any order of the court under Rule 4 49E(5), 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")
- (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

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