Administrator's progress report

	Name of Company	Company Number
	Pubfolio Limited	05275831
	In the	Court case number
	High Court of Justice, Chancery Division, Companies Court	7867 of 2010
	(full name of court)	
(a) Insert full name(s) and address(es) of administrator(s)	We (a) David Christian Chubb and Robert Jonathan Hunt of P Riverside, London, SE1 2RT	ricewaterhouseCoopers LLP, 7 More London
	tormer administrators of the above company attach a progress	report for the period
	from	to
	(b) 13 August 2013	(b) 3 October 2013
(b) Insert dates	Signed Former Joint Administrator	
	Dated 24 October 2013	

Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form The contact information that you give will be visible to searchers of the public record

Conal McPhilips PricewaterhouseCoopers LLP, 7 More London Riverside London, SEI 2RT Tel 020 7212 6755 DX Exchange DX Number



30/10/2013 A28 COMPANIES HOUSE When you have completed and signed this form please send it to the Registrar of Companies at Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff



High Court of Justice, Chancery Division, Companies Court in Administration Pubfolio Limited and Goldtry Limited – both in Liquidation and formerly Case No.7867 and 7866 of 2010

24 October 2013 The former Joint Administrators' final progress report

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Introduction

On 3 October 2013 the Administrations of Pubfolio Limited and Goldtry Limited (the "Companies") ended and the Companies entered Creditors' Voluntary Liquidation ("CVL") The two former Joint Administrators, David Chubb and Rob Hunt, were appointed as Joint Liquidators (the "Liquidators")

In accordance with Rules 2 47 and 2 110 of the Insolvency Rules 1986 ("IR86"), the former Joint Administrators (the "Administrators") provide their final progress report. This includes

- Details of the steps taken during the Administration,
- Assets still to be realised,
- The outcome for creditors,
- Certain statutory information, provided in Section 2, and
- A summary of the Administrators' proposals, provided in Section 3

It will be for the Liquidators to provide future reports regarding the Company's affairs to its creditors

Background

At the date of the Administrators' appointment on 28 September 2010, the position was as follows -

- The Companies had originally held a portfolio of circa 700 pub properties acquired in 2004/5 with the main funding provided by Irish Bank Resolution Corporation – in Special Liquidation ("IBRC") (formerly Anglo Irish Bank Corporation Limited),
- The Companies' strategy was to trade the pub properties whilst exploring opportunities to maximise property values and complete piecemeal disposals of these properties in the short to medium term,
- From mid-2007 the Companies began to experience increasingly difficult conditions for achieving disposals, mainly due to the general

- economic climate, which triggered a downturn in the property market and resulted in prospective purchasers struggling to obtain finance,
- In addition, there were a number of factors affecting the pub sector, including the smoking ban, minimum wage increases and increased beer and spirit duties. These factors, combined with stronger competition from supermarkets, resulted in a reduction in the Companies' rental income from their pub portfolios whilst increasing their bolding costs as a consequence of an increase in closed pubs,
- The cash impact of these challenges resulted in the Companies suffering losses which they were unable to sustain, and neither could they procure additional funding to enable them to continue to operate on a solvent basis,
- In the absence of any viable alternatives, on 28 September 2010 David Chubb and Robert Hunt were appointed Administrators by IBRC,
- As at the date of Administration, the Companies owned 253, primarily freehold pub properties located around the UK. Pubfolio Limited owned 219 and Goldtry Limited 34

Steps taken during the Administrations

Activities in the Administrations focused on the following work-streams

- Trading,
- Asset realisations,
- Creditor-related matters, and
- Statutory obligations

Trading

The Administrators engaged a third party specialist managing agent to supervise the trading, whilst they managed a controlled sale of the pubs

The specialist managing agent enabled the pub portfolio to benefit from cost savings and a more focused asset management during the course of the Administrations

Income from pub tenants during the Administrations totalled £10,540,552 (Pubfolio Limited £9,509,901 and Goldtry Limited £1,030,651)

Asset realisations

Pubfolio Limited

During the Administration 81 of its pubs were sold, realising a total of £9,456,907

The Administrators also recovered cash at bank of £305,839 from the preappointment bank accounts and collected debts in relation to the pub portfolio of £188,714 Funds invested by the Administrators earned interest of 3,421

Goldtry Limited

During the Administration 19 of its pubs were sold, realising a total of £1,681,392

The Administrators also recovered cash at bank of £40,865 from preappointment bank accounts and collected debts in relation to the pub portfolio of £80,385. Funds invested by the Administrators earned interest of £809.

Creditor-related matters

In addition to addressing ad hoc creditor queries and in anticipation of a distribution in due course, the Administrators agreed in principle the claims of 36 unsecured creditors of Pubfolio Limited totalling £453,976 and 15 unsecured creditors of Goldtry Limited totalling £135,797

A further 7 potential unsecured claims against Pubfolio Limited totalling £81,912 were withdrawn during its Administration. The outcome for the respective classes of creditors is summarised below.

Statutory obligations

The directors of the Companies were required by the Administrators to deliver up statements of the Companies affairs as at 28 September 2010 These were provided on 29 October 2010 and duly filed at Companies House

The proposals for achieveing the purpose of the Administrations were circulated to creditors on 19 November 2010, and were deemed approved by creditors on 1 December 2010

The Administrators complied with their obligations under the Company Directors Disqualification Act 1986

Six progress reports were circulated to creditors during the Administrations. The last report covered the period 13 February 2013 to 12 August 2013 and was sent to creditors and filed at Companies House on 6 September 2013.

Assets still to be realised

The remaining 144 freehold pubs will be sold in the Liquidations Of these pubs, 130 are owned by Pubfolio Limited of which 40 are under offer and 14 are owned by Goldtry Limited, of which 6 are under offer

Final receipts and payments accounts

The Administrators final receipts and payments accounts for each of the Companies for the period 13 August 2013 to 3 October 2013 are set out in section 4 to this report

Expenses statements

A statement of the expenses incurred by the Administrators for each estate is provided at Section 5

The statements exclude any potential and unpaid tax and VAT liabilities that may be payable as an expense of the Administrations in due course, as these will depend on the position at the end of the relevant accounting period

Accrued expenses of the Administrations will be met from funds in the respective Liquidations, in priority to distributions to creditors

Outcome for creditors

Secured creditors

IBRC holds debentures conferring fixed and floating first ranking charges over the Companies' assets

Based upon present information, IBRC will not be repaid in full and as such there will be no monies available for the subordinated, second ranking secured creditors under their respective securities

Preferential creditors

There are no preferential creditors as the Companies had no employees

Unsecured creditors

As previously reported, the dividends to unsecured creditors of the Companies will be limited to monies available by virtue of the Prescribed Part (as defined by Section 176A of the Insolvency Act 1986) Creditors are reminded that the Prescribed Part of distributable floating charge funds (before allowable costs) is calculated as follows

- 50% of net property up to £10,000
- 20% of net property in excess of £10,000
- Subject to a maximum amount of £600,000

Creditors are asked to note that the timing and level of dividend from the Companies are subject to final Administration expenses, the costs of the Liquidations, the amount of admissible unsecured claims and conclusion of asset realisations

Creditors who have not yet submitted a claim and wish to do so should provide written details to Deirdre Morrow, PricewaterhouseCoopers LLP, Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3LR Statement of Claim forms are also available from that address

Administrators' remuneration

In accordance with the approval of the secured creditors, the Administrators' remuneration was fixed by reference to the time properly given by them and the various grades of their staff in attending to matters arising according to the Administrators' usual charge out rates for work of this nature

To 3 October 2013, the Administrators have drawn remuneration of £606,985 (plus VAT) in respect of Pubfolio Limited and £102,720 (plus VAT) in respect of Goldtry Limited

Pre administration costs

Information relating to the pre-Administration costs was provided in the Administrators' proposals and previous progress reports, copies of which are available on request. All pre-Administration costs were approved by the secured creditors

Creditors' rights

An explanatory note giving creditors a statement of their rights in relation to the Administrators' remuneration and expenses, and their rights to request further information, can be found online at

http://www.icaew.com/~/media/Files/Technical/Insolvency/creditors-guides/creditors-guide-to-administrators-fees-england-and-wales-apr-10 pdf

A copy may also be obtained free of charge by telephoning Conal McPhillips of the Liquidators' team on 020 7212 6755

Term and exit from administration

Creditors may recall that the duration of the Administrations was extended by 24 months to 27 September 2013 by order of the Court

As stated above and in accordance with the Administrators' proposals approved by the creditors, the Companies entered into CVL on 3 October 2013. There having been no alternative nominations, David Chubb and Robert Hut were appointed as Liquidators.

The Administrators' primary reasons for concluding that CVL was the most appropriate strategy and in the best interests of all creditors are as follows

- It is economically efficient to move into CVL rather than incur the costs of making one or more future applications to Court to extend the duration of the Administrations to preserve asset values and enable realisations to continue,
- The precondition of moving to CVL is satisfied because the Administrators think that there will be funds available for unsecured creditors,
- The position and rights of the Companies respective secured and unsecured creditors will not be prejudiced by CVL,
- The Administrators' legal and tax specialists have confirmed that CVL will have no adverse impact on the Companies existing contracts or its tax position and trading can therefore continue, and
- Professional agents and valuers are of the opinion that CVL will not have a detrimental effect on the proceeds achievable for the Companies remaining assets

This strategy is in accordance with the Administrators' proposals for achieving the purpose of administration

Discharge

The Administrators will be discharged from their liability in respect of any actions of theirs as Administrators pursuant to Paragraph 98(1) of Schedule Bi IA86 in accordance with a resolution to be passed by the secured creditors

Next report

The next report to creditors will be circulated by the Liquidators in approximately 12 months or on the conclusion of the Liquidations, whichever is sooner



D C Chubb

Joint Liquidator and former Joint Administrator of Pubfolio Limited and Goldtry Limited

DC Chubb and RJ Hunt have been appointed as Joint Liquidators of Pubfolio Limited and Goldry Limited DC Chubb and RJ Hunt are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in Lingland and Wales

The Joint Liquidators in e 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.

2. Statutory and other information – Pubfolio Limited

Court details for the Administration:

Full name:

Trading name:

Registered number

Company directors: Registered address:

Company secretary:

Shareholdings held by the directors and secretary:

Date of the Administration appointment:

Former Administrators' names and addresses:

Changes in office holder:

Appointor's / applicant's name and address:

Objective pursued by the Administrators:

Division of the Administrators' responsibilities:

Extensions to the period of the Administration:

End of the Administration:

Estimated dividend for unsecured creditors:

Estimated values of the prescribed part and the company's net

under Section 176A(5) IA86: Whether and why the Administrators intended to apply to court

Regulation(EC) No. 1346/2000 of 29 May 2000): The European Regulation on Insolvency Proceedings (Council

High Court of Justice, Chancery Division, Companies Court

Case Number 7867 of 2010

Pubfolio Limited

Pubfolio Limited

05275831

7 More London Riverside, London SE1 2RT

Richard Hatter, Simons Pollins, Clive Rayden and Paul Rayden

John Green

28 September 2010

David Christian Chubb and Robert Jonathan Hunt of

PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT

London EC2R 8DN (formerly known as Anglo Irish Bank Corporation Limited) 10 Old Jewry, Irish Bank Resolution Corporation Limited – In Special Liquidation

Administration) be likely if the Company were wound up (without first being in Achieving a better result for the Company's creditors as a whole than would

one or more persons for the time being holding that office enactment to be done by the Joint Administrators may be done by all or any Administration is in force, any act required or authorised under any In relation to paragraph 100(2) Sch B1 IA86, during the period for which the

First By order of the Court to 27 September 2013, and

Second By the Registrar of Companies to 3 October 2013

Creditors' Voluntary Liquidation - 3 October 2013

unsecured creditors by virtue of the Prescribed Part Based on current information it is anticipated that there will be a dividend to

Uncertain for the reasons detailed in the report

Not Applicable

Administration and the proceedings are main proceedings The European Regulation on Insolvency Proceedings applies to this

2. Statutory and other information – Goldtry Limited

Court details for the Administration:

Full name:

Trading name:

Registered number:

Registered address:

Company directors:

Company secretary:

Shareholdings held by the directors and secretary:

Date of the Administration appointment:

Former Administrators' names and addresses:

Changes in office holder:

Appointor's / applicant's name and address:

Objective pursued by the Administrators:

Division of the Administrators' responsibilities:

Extensions to the period of the Administration:

End of the Administration:

Estimated dividend for unsecured creditors:

Estimated values of the prescribed part and the company's net property:

Whether and why the Administrators intended to apply to court under Section 176A(5) IA86:

The European Regulation on Insolvency Proceedings (Council Regulation(EC) No. 1346/2000 of 29 May 2000):

High Court of Justice, Chancery Division, Companies Court Case Number 7866 of 2010

Goldtry Limited

Goldtry Limited

05065802

7 More London Riverside, London SE1 2RT

Richard Hatter, Clive Rayden and Paul Rayden

John Green

Clive Rayden and Paul Rayden

28 September 2010

David Christian Chubb and Robert Jonathan Hunt of

PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT

None

Irish Bank Resolution Corporation Limited – In Special Liquidation (formerly known as Anglo Irish Bank Corporation Limited) 10 Old Jewry, London EC2R 8DN

Achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in Administration)

In relation to paragraph 100(2) Sch Bi IA86, during the period for which the Administration is in force, any act required or authorised under any enactment to be done by the Joint Administrators may be done by all or any one or more persons for the time being holding that office First By order of the Court to 27 September 2013, and

Second By the Registrar of Companies to 3 October 2013 Creditors' Voluntary Liquidation – 3 October 2013

Based on current information it is anticipated that there will be a dividend to unsecured creditors by virtue of the Prescribed Part
Uncertain for the reasons detailed in the report

Not Applicable

The European Regulation on Insolvency Proceedings applies to this Administration and the proceedings are main proceedings

3. Summary of the Joint Administrators' proposals

The following is a summary of the former Joint Administrators' proposals as agreed by creditors:

The Administrators make the following proposals for achieving the purpose of administration

- The Administrators will continue to manage and finance the Companies' business, affairs and property from trading revenues and asset realisations in such manner as they consider expedient in order to achieving a better result for the Companies creditors as a whole than would be likely if the Companies were wound up (without first being in Administration)
- ٤ The Administrators may investigate and, if appropriate, pursue any claims that the Companies may have under the Companies Act 1985 or IA86 or discretion consider desirable in order to achieve the purpose of the Administrations or to protect and preserve the assets of the Companies or to maximise otherwise In addition, the Administrators shall do all such other things and generally exercise all their powers as Administrators as they in their their realisations or for any other purpose incidental to these proposals
- iii) If the Administrators think that funds will become available for unsecured creditors, the Administrators may at their discretion establish in principle the claims of unsecured creditors for adjudication by a subsequent liquidator and that the costs of so doing be met
- 3 If the Administrators think that funds will become available for unsecured creditors, the Administrators may at their discretion make an application to court for permission to make distributions to unsecured creditors under Paragraph 65(3) Sch Bi IA86
- ځ The Administrators may use any or a combination of "exit route" strategies in order to bring the Administration to an end, but in this particular instance the Administrators are likely to wish to pursue the following options as being the most cost effective and practical in the present circumstances
- (a) Once all of the assets have been realised and the Administrators have concluded all work within the Administrations, the Administrators will file compulsory liquidation, or notices under Paragraph 84(1) Sch B1 IA86 with the Registrar of Companies, following registration of which the Companies will be dissolved three months later or apply to court under Paragraph 79 Sch B1 for the Administrations to be ended and for the Companies to be placed into
- (b) If it transpires that there are sufficient funds with which to make a distribution to unsecured non-preferential creditors once asset disposals are of each of the Companies David Christian Chubb and Robert Jonathan Hunt be appointed as Joint Liquidators and any act required or authorised complete, the Administrators will place the Companies into creditors' voluntary liquidation. In these circumstances, it is proposed that in the case 2 117A(2)(b) IR86, creditors may nominate alternative liquidators, provided that the nomination is made before the proposals are approved, or to be done by the Joint Liquidators may be done by either or both of them. In accordance with Paragraph 83(7) Sch Bi IA86 and Rule
- <u>ල</u> Once asset disposals are complete, the Administrators will apply to the Court to allow the Administrators to distribute surplus funds, if any, to unsecured non-preferential creditors. If such permission is given, the Administrations will be brought to an end-by notice to the Registrar of Companies under Paragraph 84 Sch Bi IA86, following registration of which the Companies will be dissolved three months later. If permission is

3. Summary of the Joint Administrators' proposals

not granted the Administrators will place the Companies into creditors' voluntary liquidation or otherwise act in accordance with any order of the

- vi) The Administrators shall be discharged from liability pursuant to Paragraph 98(1) Sch Bi IA86 in respect of any action of theirs as Administrators at a time resolved by the secured creditors or at a time determined by the court
- vn) In the circumstances of this case it will be for the secured creditors to approve the payment of the unpaid pre-Administration costs as expenses of the Administrations
- viii) It is proposed that the Administrators' fees be fixed under Rule 2 106 of the Insolvency Rules 1986 by reference to the time properly given by the determine these instead. In any event, the basis of the Administrators' remuneration and Category 2 disbursements are to be fixed no later than 18 enable distributions to be made to non-preferential unsecured creditors other than by virtue of Section 176A IA86, it will be for the secured creditors to accordance with the Administrators' firm's policy. As the Administrators have stated that they think that the Companies have insufficient property to services provided by the Administrators' own firm (defined as Category 2 disbursements in Statement of Insolvency Practice No 9) be charged in months after the date of the Administrators' appointment Administrators and the various grades of their staff according to their firm's usual charge out rates for work of this nature and that disbursements for

4. Final receipts and payments account to 3 October 2013

Pubfolio Limited - In Administration
Abstract of the Administrators' receipts and payments for the period from 28 September 2010 to 3 October 2013

Cash in Hand	Distributions IBRC	Total payments	VAT recoverable	Bank charges	Statutory advertising	Third party funds	Postage and printing	Legal fees	Agents' disbursements	Agents' fees	Administrators' fees	Repairs/maintenance	Rates	Utilities	Insurance/secunty	Licenses	Lease/hire charges	Duress payment	Stock	Rent	Payments Trade funding	lotal receipts	VA i payable	Bank Interest	Debtors/sundry rerunds	Cash at bank	Pub income	Receipts Freehold property	
N					U		·		nts			Ö										,			nds				Note
29,794	9,116,410	7,595,045	1,100,403	75	ŀ	53,322	ı	116,345	36,229	364,695	555,602	74,475	1,779	1,411	498,468	•	8,895	•	1	192,717	4,590,629	16, 741, 249	821,917	2,030)	,	7,407,197	8,510,105	28/09/10 to 12/08/13 Fixed Charge Floating (£
41,180	243,259	2,371,275	386,512	1	74	•	864	38,151	•		32,292			1		3,457	15,801	73,963	894,141	•	926,020	2,655,714	355,559	1,291	186,916	305,839	1,806,109	1	to 12/08/13 Floating Charge £
236,044	878,764	297,067	49,839	•	•	(6, 109)	•	4,516	3,877	34,970	19,091	1	•	1	•	•	•	,	•	1	190,883	1,411,875	185,879	50	;,	•	279,144	946,802	13/08/13 to 03/10/13 Fixed Charge Floating C
1,848	ı	20,941	3,490	1		•	1	1	•	1	1		1	•	1	1		•	t		17,451	22,789	3,490	50	1,798	•	17,451	ı	to 03/10/13 Floating Charge £
265,838	9,995,174	7,892,112	1,150,242	75	1	47,213	ı	120,861	40,106	399,665	574,693	74,475	1,779	1,411	498,468		8,895	•	ı	192,717	4,781,512	18,153,124	1,007,796	2,080		•	7,686,341	9,456,907	Total Fixed Charge Floating Charge £
43,028	243,259	2,392,216	390,002	,	74		864	38,151	•	•	32,292	r	•	•	`	3,457	15,801	73,963	894,141		943,471	2,678,503	359,049	1,341	188,714	305,839	1,823,560	ı	oating Charge £

Notes

1 Tenants' deposits are held separately
2 Held on interest bearing accounts

4. Final receipts and payments account to 3 October 2013

Abstract of the Administrators' receipts and payments for the period from 28 September 2010 to 3 October 2013 Goldtry Limited - In Administration

Cash in hand	Distributions IBRC	Receipts Freehold property Pub income Cash at bank Debtors/sundry refunds Third party funds Bank interest VAT payable Total receipts Payments Trade funding Stock Lease/hire charges Licenses Insurance/security Utilities Repairs/maintenance Agents' fees Agents' fees Agents' disbursements Administrators' fees Legal fees Statutory advertising VAT recoverable Total payments	
<u>.</u>		y refunds ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ;	Note
70,431	1,611,547	1,631,392 957,029 - 43,200 342 193,659 2,825,622 643,497 - 118,940 204 26,067 90,775 8,037 99,720 34,379 - 121,048 1,143,644	28/09/10 to 12/08/13 Fixed Charge Floating £
43,513	1	46,723 40,865 80,385 80,385 177,623 177,623 69,835 31,055 3,916 259 - - - 9,201 74 19,770 134,110	5 12/08/13 Floating Charge
(16,304)	41,753	50,000 26,899 (13,182) 32 (2,134) 61,615 - 16,667 - 5,973 36,166	13/08/13 to 03/1 Fixed Charge Float
16	ı	16	3/10/13 oating Charge
54,127	1,653,300	1,681,392 983,928 983,928 30,018 374 191,525 2,887,237 660,164 977 118,940 204 26,067 96,775 11,925 102,720 35,017 1,179,810	Total Fixed Charge Fl
43,529	•	46,723 40,865 80,385 9,231 177,639 69,835 31,055 3,916 259 - - - 9,201 74	oating Charg

Notes
1 Held on interest bearing accounts

5. Expenses incurred in the period

Pubfolio Limited - In Administration

Expenses paid Trade funding Rent Stock	Fixed Charge £ 4,781,512 192,717	Floating Charge £ 943,471 - 894,141	Total £ 5,724,983 192,717 894,141
Duress payment		73,963	73,963
Lease/hire charges	8,895	15,801	24,696
Licenses	1	3,457	3,457
Insurance/security	498,468	t	498,468
Utilities	1,411	•	1,411
Rates	1,779	1	1,779
Repairs/maintenance	74,475	•	74,475
Administrators' fees	574,693	32,292	606,985
Agents' fees	399,665	1	399,665
Agents' disbursements	40,106	•	40,106
Legal fees	120,861	38,151	159,012
Postage and printing	•	864	864
Third party funds	47,213	•	47,213
Statutory advertising	•	74	74
Bank charges	75	1	75
VAT recoverable	1,150,242	390,002	1,540,244
Total	7,892,112	2,392,216	10,284,328
Expenses incurred but not yet paid Trade funding Administrators' fees	225,000 31,000		225,000 31,000
Agents' fees	964,568		964,568
Total	1,220,568	1	1,220,568
Total expenses	9,112,680	2,392,216	11,504,896

Goldtry Limited - In Administration

	Fixed Charge	Floating Charge	Total
	מז	מא '	m
Expenses paid			
Trade funding	660,164	69,835	729,999
Stock		31,055	31,055
Lease/hire charges	977	3,916	4,893
Licenses	•	259	259
Insurance/security	118,940	ı	118,940
Utilities	204		204
Repairs/maintenance	26,067	•	26,067
Agents' fees	96,775	ı	96,775
Agents' disbursements	11,925	1	11,925
Administrators' fees	102,720		102,720
Legal fees	35,017	9,201	44,218
Statutory advertising		74	74
VAT recoverable	127,021	19,770	146,791
Total	1,179,810	134,110	1,313,920
Expenses incurred but not yet paid			
Administrators' fees	98,667	8,333	107,000
Agents' fees	150,571		150,571
Total	282,238	8,333	290,571
Total expenses	1,462,048	142,443	1,604,491