

LIQ03

Notice of progress report in voluntary winding up



Companies House

THURSDAY



A13 *A7CXLT8B* #104
23/08/2018
COMPANIES HOUSE

1 Company details

Company number 0 5 4 2 0 7 3 4
Company name in full Harmony Acquisition Company Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Derek Neil
Surname Hyslop

3 Liquidator's address

Building name/number Atria One
Street 144 Morrison Street
Post town
County/Region Edinburgh
Postcode E H 3 8 E X
Country United Kingdom

4 Liquidator's name ①

Full forename(s) Colin Peter
Surname Dempster

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Atria One
Street 144 Morrison Street
Post town
County/Region Edinburgh
Postcode E H 3 8 E X
Country United Kingdom

② Other liquidator
Use this section to tell us about
another liquidator.

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6 Period of progress report

From date	d	3	d	0	m	0	m	5	y	2	y	0	y	1	y	7
To date	d	2	d	9	m	0	m	5	y	2	y	0	y	1	y	8

7 Progress report

☒ The progress report is attached

8 Sign and date

Liquidator's signature

Signature

X



X

Signature date

d	1	d	6	m	0	m	8	y	2	y	0	y	1	y	8
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**Presenter information**

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

Contact name **Sanjay Chita**Company name **Ernst & Young LLP**Address **G1 Building****5 George Square**

Post town

County/Region **Glasgow**

Postcode

G 2 1 D YCountry **United Kingdom**

DX

Telephone **0141 226 9545****Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You have attached the required documents.
- ☒ You have signed the form.

**Important information**

All information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

TO ALL MEMBERS

9 August 2018

Ref: DNH/CFR/SC/ADMIRAL
Direct line: 0141 226 9545
Direct fax: 0141 226 9003
Sanjay Chita

Dear Sir or Madam

Harmony Acquisition Company Limited (05420734) (In Members' Voluntary Liquidation) ("the Company")

D N Hyslop and C P Dempster were appointed as joint liquidators of the Company on 30 May 2017. I now write to provide you with our report on the progress of the liquidation for the period from 30 May 2017 to 29 May 2018.

In accordance with the provisions of the Insolvency Rules 1986 we are required to provide certain information about the Company and the liquidators. The information can be found in Appendix A of this report. A copy of our receipts and payments account for the period from 30 May 2017 to 29 May 2018 is at Appendix B.

Progress during the period covered by the account

Assets

As at the date of the liquidation, Harmony Acquisition Company Limited's only asset was an intercompany receivable in the sum of £1 due to the company by Admiral Taverns Bidco Limited. The balance was distributed in specie to the sole shareholder, Admiral Taverns (Harmony) Limited, on 30 May 2017 and represented a return of £0.11111111 per ordinary share.

Liabilities

The Company had no known external creditors at the date of liquidation. An advert was placed in the London Gazette requesting creditors of the Company to prove their claims by 10 July 2017, in accordance with Rule 5.9(4) of the Insolvency (England and Wales) Rules 2016. No such claims were received.

It is customary in a liquidation to seek confirmation from the relevant Crown authorities that they have no claim in respect of corporation tax, VAT, PAYE and National Insurance Contributions and no objection to the conclusion of the liquidation. HM Revenue and Customs have confirmed that they have no claims in respect of corporation tax, PAYE and National Insurance. In the period covered by this report, HM Revenue & Customs have yet to provide the Joint Liquidators with clearance to close the liquidation.

Joint liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of the members on 30 May 2017.

Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon request to the liquidators at Atria One, 144 Morrison Street, Edinburgh, EH3 8EX. A contractual arrangement exists with a third party in respect of the Joint Liquidators' remuneration and as such there is no recourse to the estate.

Joint liquidators' statement of expenses incurred

During the period covered by this report, we have incurred expenses relating to statutory advertising and statutory bonding which have been paid by another group company. There is no recourse to the estate in respect of our fees as a contractual arrangement exists.

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 C.

Other matters

If you wish to discuss any matters arising from this report, please do not hesitate to contact Sanjay Chita on the direct line telephone number shown above.

Yours faithfully
for the Company



C F Robertson
For D N Hyslop
Joint Liquidator

D N Hyslop and C P Dempster are licensed in the United Kingdom to act as insolvency practitioners by The Insolvency Practitioners Association and The Institute of Chartered Accountants of Scotland, respectively.

The Joint Liquidators may act as data controllers of personal data as defined by the General Data Protection Regulation 2016/679, depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Company may act as a data processor on the instructions of the Joint Liquidators. Personal data will be kept secure and processed only for matters relating to the Joint Liquidator's appointment. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy

Harmony Acquisition Company Limited (05420734)
(In Members' Voluntary Liquidation) ("the Company")

Information about the company and the liquidators

Registered office address of the company:	1 More London Place, London, SE1 2AF
Registered number:	05420734
Full names of the liquidators:	Derek Neil Hyslop and Colin Peter Dempster
Liquidators' address(es):	Ernst & Young LLP Atria One, 144 Morrison Street, Edinburgh, EH3 8EX
Date of appointment of the joint liquidators:	30 May 2017
Details of any changes of liquidator:	None

Harmony Acquisition Company Limited (In Members' Voluntary Liquidation) ("the Company")

Joint liquidators' receipts and payments account for the period from 30 May 2017 to 29 May 2018

Declaration of Solvency Estimated to Realise Values £		From 30 May 2017 to 29 May 2018 £
	Receipts	
234,260	Intercompany receivables	1
15,185,000	Other property	-
		<u>1</u>
	Payments	
(45,546,058)	Other liabilities	-
	Distribution to shareholders	(1)
		<u>(1)</u>
(30,126,798)	Balance at bank at 29 May 2018	<u>-</u>

Notes

1. Receipts and payments are stated net of VAT.
2. The Joint Liquidators' remuneration was fixed on a time-cost basis by a resolution of the members passed on 30 May 2017. As stated above, an agreement exists with a group company in respect of remuneration and consequently there is no recourse to the estate.
3. All assets were distributed in specie to the company's shareholder on 30 May 2017.

4.49E Creditors' and members' request for further information

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

- (ii) any unsecured creditor, or

- 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.

(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

- (3) The liquidator complies with this paragraph by either—

- (b) so far as the liquidator considers that—

- (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

- (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—

- (b) the expiry of the 14 days provided for in paragraph (1),

(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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