

Section 106

**Return of Final Meeting in a
Creditors' Voluntary Winding Up****Pursuant to Section 106 of the
Insolvency Act 1986****To the Registrar of Companies****S.106**

Company Number

06251593

Name of Company

First Quench Acquisitions Limited

I / We

John David Thomas Milsom 15 Canada Square, Canary Wharf, London, E14 5GL

David John Standish, Arlington Business Park, Theale, Reading, Berkshire, RG7 4SD

Note The copy account must be
authenticated by the written
signature(s) of the Liquidator(s)

1 give notice that a general meeting of the company was duly summoned for 19 January 2017 pursuant to Section 106 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 no quorum was present at the meeting.

2 give notice that a meeting of the creditors of the company was duly summoned for 19 January 2017 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having the said account laid before it showing how the winding up the company has been conducted and the property of the company has been disposed of and that no quorum was present at the meeting

~~The meeting was held at 15 Canada Square, London E14 5GL~~

The winding up covers the period from 17 March 2016 (opening of winding up) to the final meeting (close of winding up)

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

The liquidator noted that no quorum was present and that he would notify the Registrar of Companies accordingly, enclosing the liquidators' final progress report Pursuant to Sections 171(6)(a) and 173(2)(d), the liquidators would thereupon vacate office and have their release The Company would be dissolved no earlier than 3 months thereafter

Signed

John David Thomas Milsom

Date 19 January 2017

KPMG LLP
15 Canada Square
Canary Wharf
London
E14 5GL

Ref FG20341536/RH/MF/MS

TUESDAY



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24/01/2017

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COMPANIES HOUSE



Joint
Liquidators'
progress
report for the
period 17
March 2016 to
19 January
2017

First Quench Acquisitions
Limited - in Liquidation

19 January 2017

Notice to creditors

This final report provides an update on the liquidation of the Company

We have included (Appendix 2) an account of all amounts received and payments made since the date of our appointment

You will find other important information in this report such as the costs which we have incurred during the liquidation

A glossary of the abbreviations used throughout this document is attached (Appendix 5)

Finally, we have provided answers to frequently asked questions and a glossary of insolvency terms on the following website, <http://www.insolvency-kpmg.co.uk/case+KPMG+FG20341536.html> We hope this is helpful to you


Please also note that an important legal notice about this report is attached (Appendix 6).

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1 Executive summary

- This is the first and final progress report of the liquidation of the Company and includes movements in the liquidation from 17 March 2016 to 19 January 2017
- During the liquidation asset realisations totalled £949,983 (Section 2 - Progress to date)
- Funds totalling £916,947 have been distributed to unsecured creditors (Section 3 - Outcome for creditors)
- As all matters have been concluded, final meetings of members and creditors have now been convened for 19 January 2017
- Please note you should read this report in conjunction with any previous reports issued to the Company's creditors, these can be found at [http //www insolvency-kpmg co uk/case+KPMG+FG20341536 html](http://www.insolvency-kpmg.co.uk/case+KPMG+FG20341536.html) Unless stated otherwise, all amounts in this report and appendices are stated net of VAT

J 

Joint Liquidator

2 Progress to date

This final report covers the period from the date of our appointment to 19 January 2017

This section provides you with detail of the final outcome of the liquidation

2.1 Asset realisations

Realisations during the liquidation are set out in the attached receipts and payments account (Appendix 2)

Summaries of the most significant realisations during the liquidation are provided below

Debtors

The Company was due a debt totalling £101.2 million from Thresher Wines Holdings Limited (TWHL) which went into liquidation on 28 April 2010. The Statement of Affairs showed this debt valued at £859,983 based on the dividend to creditors declared by TWHL.

Funds totalling £859,983 were received by TWHL on 29 March 2016 representing the first and final dividend of 0.85p in the £ to the unsecured creditors of TWHL.

Tax Losses

Prior to liquidation, the Company had tax losses which it sold to another company within the wider group. During the liquidation, £90,000 was received into the liquidation bank account as payment for this sale.

Investigations

We can confirm we have complied with the relevant statutory requirements to provide information on the conduct of the Company's directors and any shadow directors to the Department for Business, Innovation and Skills. The contents of our submission are confidential.

2.2 Costs

Payments made during the liquidation are set out in the attached receipts and payments account (Appendix 2).

Professional fees

Professional fees of £12,000 were paid during the liquidation, these related to the costs incurred in preparing for the Section 98 meeting and drafting the Statement of Affairs.

Other payments

Statutory advertising costs totalling £201 and bank charges totalling £50 were paid during the liquidation.

2.3 Schedule of expenses

We have detailed the costs incurred during the final period, whether paid or unpaid, in the schedule of expenses attached (Appendix 3).

3 Outcome for creditors

3.1 Secured creditor

We are not aware of any secured claims against the Company

3.2 Preferential creditors

Claims from employees in respect of (1) arrears of wages up to a maximum of £800 per employee, (2) unlimited accrued holiday pay and (3) certain pension benefits, rank preferentially

We are not aware of any preferential claims against the Company

3.3 Unsecured creditors

There are five unsecured creditors and their claims have been agreed at £105,881,021

A first and final dividend to unsecured creditors of 0.86601661123p in the £ was declared on 3 August 2016 and paid during the period

The total amount distributed to the unsecured creditors during the liquidation was £916,947

3.4 Final meetings of members and creditors

As all matters have been concluded, final meetings of members and creditors have now been convened for 19 January 2017

The final meetings of creditors and members are purely formal and as such there is no requirement for you to attend, unless you wish to do so. However, should you wish to vote please complete and return the enclosed form of proxy

4 Joint Liquidators' remuneration and disbursements

The creditors have provided approval that

- our remuneration will be drawn on the basis of time properly given by us and the various grades of our staff in accordance with the fees estimate provided and KPMG's usual charge-out rates for work of this nature
- disbursements for services provided by KPMG (defined as Category 2 disbursements in Statement of Insolvency Practice 9) will be charged in accordance with KPMG's policy as set out in Appendix 5

Time costs

From the date of our appointment to 19 January 2017, we have incurred time costs of £26,159. These represent 74.95 hours at an average rate of £349 per hour.

Remuneration

During the liquidation period, we have drawn floating charge remuneration of £20,550.

Disbursements

During the liquidation we have paid total disbursements of £235.

Additional information

We have included in Appendix 3 a revised fee estimate. Our time costs increased due to additional time being spent placing the Company into liquidation, dealing with the Company's corporation tax position and responding to creditor queries.

We have attached (Appendix 4) an analysis of the time spent, the charge-out rates for each grade of staff and the expenses paid directly by KPMG for the final period from 17 March 2016 to 19 January 2017. We have also attached our charging and disbursements policy.

Appendix 1 Statutory information

Company information	
Company name	First Quench Acquisitions Limited
Previous company names if applicable	T Haig Acquisitions Limited
Date of incorporation	17 May 2007
Company registration number	06251593
Previous registered office	5 New Street Square, London, EC4A 3TW
Present registered office	15 Canada Square, Canary Wharf, London, E14 5GL
Trading address	5 New Street Square, London, EC4A 3TW
Nature of business	Intermediate holding company

Liquidation information	
Appointed by	Members and creditors pursuant to Section 98 of the Insolvency Act 1986
Date of appointment	17 March 2016
Joint Liquidators' details	John Milsom and David Standish
Joint Liquidators' address	15 Canada Square, Canary Wharf, London, E14 5GL
Functions	The functions of the Joint Liquidators are being exercised by them individually or together in accordance with Section 231(2) of the Insolvency Act 1986
EC Regulations	EC Regulations apply and these proceedings are the Main Proceedings as defined in Article 3 of the EC regulations

Appendix 2 Joint Liquidators' final receipts and payment account

First Quench Acquisitions Limited - in Liquidation			
Abstract of receipts & payments			
Statement of affairs (£)		From 17/03/2016 To 19/01/2017 (£)	From 17/03/2016 To 19/01/2017 (£)
ASSET REALISATIONS			
859,983 00	Debtors	859,983 23	859,983 23
65,000 00	Funds due on sale of tax losses	90,000 00	90,000 00
		<hr/>	<hr/>
		949,983 23	949,983 23
COST OF REALISATIONS			
	Professional fees	(12,000 00)	(12,000 00)
	Liquidators' fees	(20,550 00)	(20,550 00)
	Liquidators' expenses	(235 00)	(235 00)
	Statutory advertising	(201 00)	(201 00)
	Bank charges	(50 00)	(50 00)
		<hr/>	<hr/>
		(33,036 00)	(33,036 00)
UNSECURED CREDITORS			
(1,800,000 00)	Connected companies	(15,588 30)	(15,588 30)
(4,400 00)	Corp tax etc/nonpref PAYE	(38 10)	(38 10)
(3,480,201 00)	Non-preferential VAT	(30,139 12)	(30,139 12)
(66,446,000 00)	Loan notes	(871,181 71)	(871,181 71)
(34,150,420 00)	Loan note interest	NIL	NIL
		<hr/>	<hr/>
		(916,947 23)	(916,947 23)
DISTRIBUTIONS			
(270,000 00)	Ordinary shareholders	NIL	NIL
(24,930,000 00)	Share premium	NIL	NIL
		<hr/>	<hr/>
		NIL	NIL
<hr/>		<hr/>	<hr/>
(130,156,038 00)		NIL	NIL
		<hr/>	<hr/>

Appendix 3 Schedule of expenses

Schedule of expenses (17/03/2016 to 19/01/2016)			
Expenses (£)	Incurred and paid in the period (£)	Incurred in the period not yet paid (£)	Total (£)
Cost of realisations			
Professional fees	12,000 00	0 00	12,000 00
Liquidators' fees	20,550 00	0 00	20,550 00
Liquidators' expenses	235 00	0 00	235 00
Statutory advertising	201 00	0 00	201 00
Bank charges	50 00	0 00	50 00
TOTAL	33,036 00	0 00	33,036 00

Requests for further information and right to challenge our remuneration and expenses

Creditors' requests for further information

If you would like to request more information about our remuneration and expenses disclosed in this report, you must do so in writing within 21 days of receiving this report

Requests from unsecured creditors must be made with the concurrence of at least 5% in value of unsecured creditors (including, the unsecured creditor making the request) or with the permission of the Court

Creditors' right to challenge our remuneration and expenses

If you wish to challenge the basis of our remuneration, the remuneration charged, or the expenses incurred during the period covered by this report, you must do so by making an application to Court within eight weeks of receiving this report

Applications by unsecured creditors must be made with concurrence of at least 10% in value of unsecured creditors (including the unsecured creditor making the challenge) or with the permission of the Court

The full text of the relevant Rules can be provided on request by writing to Maria French at KPMG LLP, 15 Canada Square, Canary Wharf, London E14 5GL

Joint Liquidators' revised fees estimate

First Quench Acquisitions Limited – in Liquidation							
	Disclosed estimated time costs for the engagement			Additional time costs for the engagement			Total
	Estimated Total hours	Estimated Time cost (£)	Estimated average hourly rate (£)	Additional Total hours	Additional Time cost (£)	Average hourly rate (£)	
Administration & planning							
Director/Member	4 00	1,865 00	466 25	(3 70)	(1,803 50)	487 43	61 50
Cashiering	8 60	3,359 50	390 64	(5 10)	(2,292 50)	449 51	1,067 00
General	4 50	1,765 00	392 22	(2 00)	(985 00)	492 50	780 00
Statutory and compliance	15 00	5,993 50	399 57	6 25	983 50	157 36	6,977 00
Tax (Note 1)	3 00	1,250 00	416 67	9 90	3,455 50	349 04	4,705 50
Creditors (Note 2)							
Creditors and claims	3 70	1,496 50	404 46	15 60	5,253 00	336 73	6,749 50
Investigation (Note 3)							
Directors	2 50	1,067 50	427 00	4 10	1,065 50	259 88	2,133 00
Investigations	5 70	2,256 50	395 88	3 40	1,429 00	420 29	3,685 50
Realisation of assets							
Asset realisation	3 70	1,496 50	404 46	(3 70)	(1,496 50)	404 46	0 00
Total in period	50 70	20,550 00	405 33	24 75	5,609 00	226 62	26,159 00

Note 1 – More time was spent in preparing and submitting the Company's pre-liquidation corporation tax returns than was initially expected. The additional work was required in order to understand the treatment of certain accounting entries in previous tax periods, to ensure that the returns we prepared were correct.

Note 2 – A larger number of creditor queries were received and dealt with than were expected at the outset of the liquidation.

Note 3 – Time spent in providing information on the conduct of the Company's directors and any shadow directors to the Department for Business, Innovation and Skills was greater than initially expected.

Appendix 4 Joint Liquidators' charging and disbursements policy

Joint Liquidators' charging policy

The time charged to the liquidation is by reference to the time properly given by us and our staff in attending to matters arising in the liquidation. This includes work undertaken in respect of tax, VAT, employee, pensions and health and safety advice from KPMG in-house specialists.

Our policy is to delegate tasks in the liquidation to appropriate members of staff considering their level of experience and requisite specialist knowledge, supervised accordingly, so as to maximise the cost effectiveness of the work performed. Matters of particular complexity or significance requiring more exceptional responsibility are dealt with by senior staff or us.

A copy of "A Creditors' Guide to Joint Liquidators' Fees" from Statement of Insolvency Practice 9 ('SIP 9') produced by the Association of Business Recovery Professionals is available at

<https://www.r3.org.uk/what-we-do/publications/professional/fees/liquidators-fees>

If you are unable to access this guide and would like a copy, please contact Maria French on 020 76941757.

Hourly rates

Set out below are the relevant charge-out rates per hour worked for the grades of our staff actually or likely to be involved on this liquidation. Time is charged by reference to actual work carried out on the liquidation.

All staff who have worked on the liquidation, including cashiers and secretarial staff, have charged time directly to the liquidation and are included in the analysis of time spent. The cost of staff employed in central administration functions is not charged directly to the liquidation but is reflected in the general level of charge-out rates.

Charge-out rates (£) for: CRS		
Grade	From 01 Oct 2015 £/hr	From 01 Nov 2016 £/hr
Partner	595	625
Director	535	560
Senior Manager	485	510
Manager	405	425
Senior Administrator	280	295
Administrator	205	215
Support	125	131

The charge-out rates used by us might periodically rise (for example to cover annual inflationary cost increases) over the period of the liquidation.

Policy for the recovery of disbursements

Where funds permit the officeholders will seek to recover both Category 1 and Category 2 disbursements from the estate. For the avoidance of doubt, such expenses are defined within SIP 9 as follows:

Category 1 disbursements These are costs where there is specific expenditure directly referable to both the appointment in question and a payment to an independent third party. These may include, for example, advertising, room hire, storage, postage, telephone charges, travel expenses, and equivalent costs reimbursed to the officeholder or his or her staff.

Category 2 disbursements These are costs that are directly referable to the appointment in question but not to a payment to an independent third party. They may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis, for example, business mileage.

Category 2 disbursements charged by KPMG Restructuring include mileage. This is calculated as follows:

Mileage claims fall into three categories:

- Use of privately-owned vehicle or car cash alternative – 45p per mile
- Use of company car – 60p per mile
- Use of partner's car – 60p per mile

For all of the above car types, when carrying KPMG passengers an additional 5p per mile per passenger will also be charged where appropriate.

We have incurred the following disbursements (excluding VAT) in the final period:

SIP 9 - Disbursements					
Disbursements	Category 1		Category 2		Totals (£)
	Paid (£)	Unpaid (£)	Paid (£)	Unpaid (£)	
Sundry	245 00		NIL		245 00
Total	245 00		NIL		245 00

We have the authority to pay Category 1 disbursements without the need for any prior approval from the creditors of the Company.

Category 2 disbursements have been approved in the same manner as our remuneration.

Narrative of work carried out for the period 17 March 2016 to 19 January 2017

The key areas of work have been:

Statutory and compliance	<ul style="list-style-type: none"> ■ collating initial information to enable us to carry out our statutory duties, including creditor information, details of assets and information relating to the licences, ■ providing initial statutory notifications of our appointment to the Registrar of Companies, creditors and other stakeholders, and advertising our appointment, ■ preparing statutory receipts and payments accounts, ■ arranging bonding and complying with statutory requirements, ■ dealing with all closure related formalities, ■ ensuring compliance with all statutory obligations within the relevant timescales
Strategy documents, Checklist and	<ul style="list-style-type: none"> ■ formulating, monitoring and reviewing the liquidation strategy, ■ briefing of our staff on the liquidation strategy and matters in relation to various work-streams, ■ reviewing and authorising junior staff correspondence and other work,

reviews	<ul style="list-style-type: none"> ■ dealing with queries arising during the appointment, ■ reviewing matters affecting the outcome of the liquidation, ■ allocating and managing staff/case resourcing and budgeting exercises and reviews, ■ complying with internal filing and information recording practices, including documenting strategy decisions
Cashiering	<ul style="list-style-type: none"> ■ setting up liquidation bank accounts and dealing with the Company's pre-appointment accounts, ■ preparing and processing vouchers for the payment of post-appointment invoices, ■ creating remittances and sending payments to settle post-appointment invoices, ■ ensuring compliance with appropriate risk management procedures in respect of receipts and payments
Tax	<ul style="list-style-type: none"> ■ gathering initial information from the Company's records in relation to the taxation position of the Company, ■ submitting relevant initial notifications to HM Revenue and Customs, ■ reviewing the Company's pre-appointment corporation tax and VAT position, ■ working initially on tax returns relating to the periods affected by the liquidation, ■ analysing VAT related transactions, ■ reviewing the Company's duty position to ensure compliance with duty requirements, ■ dealing with post appointment tax compliance
General	<ul style="list-style-type: none"> ■ reviewing time costs data and producing analysis of time incurred which is compliant with Statement of Insolvency Practice 9, ■ drawing remuneration in accordance with the basis which has been approved, ■ locating relevant Company books and records, arranging for their collection and dealing with the ongoing storage
Asset realisations	<ul style="list-style-type: none"> ■ collating information from the Company's records regarding the assets, ■ reviewing the inter-company debtor position between the Company and other group companies
Creditors and claims	<ul style="list-style-type: none"> ■ convening and preparing for the meeting of creditors, ■ creating and updating the list of unsecured creditors, ■ responding to enquires from creditors regarding the liquidation and submission of their claims, ■ reviewing completed forms submitted by creditors, recording claim amounts and maintaining claim records, ■ agreeing unsecured claims, ■ arranging distributions to the unsecured creditors, ■ drafting our report

Time costs

SIP 9 –Time costs analysis (17/03/2016 to 17/11/2016)

	Hours	Time Cost (£)	Average Hourly Rate (£)
Administration & planning			
Director/Member			
Statutory reports	0 30	61 50	205 00
Cashiering			
General (Cashiering)	2 30	781 50	339 78
Reconciliations (& IPS accounting reviews)	1 20	285 50	237 92
General			
Fees and WIP	2 00	780 00	390 00
Statutory and compliance			
Appointment and related formalities	13 75	3,817 50	277 63
Bonding and bordereau	0 30	61 50	205 00
Checklist & reviews	2 40	850 00	354 17
Closure and related formalities	0 50	242 50	485 00

SIP 9 –Time costs analysis (17/03/2016 to 17/11/2016)

	Hours	Time Cost (£)	Average Hourly Rate (£)
Statutory receipts and payments accounts	0 70	416 50	595 00
Strategy documents	3 60	1,589 00	441 39
Tax			
Initial reviews - CT and VAT	1 50	727 50	485 00
Post appointment corporation tax	7 80	2,966 50	380 32
Post appointment VAT	3 60	1,011 50	280 97
Creditors			
Creditors and claims			
General correspondence	7 20	1,856 00	257 78
Payment of dividends	8 00	3,100 00	387 50
Pre-appointment VAT / PAYE / CT	3 40	1,377 00	405 00
Statutory reports	0 70	416 50	595 00
Investigation			
Directors			
D form drafting and submission	6 60	2,133 00	323 18
Investigations			
Review of pre-appointment transactions	9 10	3,685 50	405 00
Total in period	74 95	26,159 00	349 02
Brought forward time (appointment date to SIP 9 period start date)	0 00	0 00	
SIP 9 period time (SIP 9 period start date to SIP 9 period end date)	74 95	26,159 00	
Carry forward time (appointment date to SIP 9 period end date)	74 95	26,159 00	

Appendix 5 Glossary

Company	First Quench Acquisitions Limited - in Liquidation
Joint Liquidators/we/our/us	John Milsom and David Standish
KPMG	KPMG LLP

Any references in this report to Sections, Paragraphs and Rules are to Sections, Paragraphs and Rules in the Insolvency Act 1986, Schedule B1 of the Insolvency Act 1986 and the Insolvency Rules 1986 respectively

Appendix 6 Notice: About this report

This progress report has been prepared by John Milsom and David Standish, the Joint Liquidators of First Quench Acquisitions Limited (the 'Company'), solely to comply with their statutory duty under the Insolvency Act and Rules 1986 to provide members and creditors with an update on the progress of the liquidation of the estate, and for no other purpose

This report is not suitable to be relied upon by any other person, or for any other purpose or in any other context including any decision in relation to the debt of or any financial interest in the Company or any other company in the Group. Any person that chooses to rely on this report for any purpose or in any context other than under the Insolvency Act and Rules 1986 (as amended) does so at their own risk

John David Thomas Milsom is authorised to act as an insolvency practitioner by the Institute of Chartered Accountants in England & Wales

David John Standish is authorised to act as an insolvency practitioner by the Insolvency Practitioners Association

We are bound by the Insolvency Code of Ethics

The appointments of the Joint Liquidators are personal to them and, to the fullest extent permitted by law, KPMG LLP does not assume any responsibility and will not accept any liability to any person in respect of this Report or the conduct of the liquidation

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