

Statement of administrators' proposals

Name of Company Golf 1 Limited

Company number 06536778

In the High Court of Justice Chancery Division, Companies Court <small>[full name of court]</small>

Court case number 9309 of 2010

We Jane Bronwen Moriarty
8 Salisbury Square
London
EC4Y 8BB

Robert Andrew Croxson
8 Salisbury Square
London
EC4Y 8BB

Richard Dixon Fleming
8 Salisbury Square
London
EC4Y 8BB

attach a copy of our proposals in respect of the administration of the above company

A copy of these proposals was sent to all known creditors on

Signed

Jane Moriarty
Joint Administrators

Dated

23 December 2010

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 researchers of the public record.

Michael Penrose
KPMG LLP
St James' Square
Manchester
M2 6DS
United Kingdom

Tel +44 161 2464913
DX Exchange

DX Number DX 724620 Manchester 42

When you have completed and signed this form please send it to the Registrar of Companies at -

Companies House, Crown Way, Cardiff CF14 3U / DX 33050 Cardiff

FRIDAY



A25 31/12/2010 411
COMPANIES HOUSE



Golf 1 Limited (in Administration)

**Report to creditors pursuant
to paragraph 49 of Schedule
B1 of the Insolvency Act
1986**

KPMG LLP

Draft - 23 December 2010

This report contains 11 pages

Appendices contain 9 pages

Jm/mp/la



Notice: About this Proposal

This Proposal has been prepared by Jane Bronwen Moriarty, Robert Andrew Croxen and Richard Dixon Fleming the Joint Administrators of Golf 1 Limited, solely to comply with their statutory duty under paragraph 49, Schedule B1 of the Insolvency Act 1986 to lay before creditors a statement of their proposals for achieving the purposes of the administration order, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.

This Proposal has not been prepared in contemplation of it being used, and is not suitable to be used, to inform any investment decision in relation to the debt of or any financial interest in Golf 1 Limited. Any estimated outcomes for creditors included in this Proposal are illustrative only and cannot be relied upon as guidance as to the actual outcomes for creditors.

Any person that chooses to rely on this Proposal for any purpose or in any context other than under paragraph 49, Schedule B1 of the Insolvency Act 1986 does so at its own risk. To the fullest extent permitted by law, the Joint Administrators do not assume any responsibility and will not accept any liability in respect of this Proposal.

Jane Bronwen Moriarty is authorised to act as an insolvency practitioner by the Institute of Chartered Accountants in Ireland. Robert Andrew Croxen is authorised to act as an insolvency practitioner by the Institute of Chartered Accountants in England and Wales. Richard Dixon Fleming is authorised to act as an insolvency practitioner by the Insolvency Practitioners Association.

The Joint Administrators act as agents for Golf 1 Limited and contract without personal liability. The appointments of the Joint Administrators 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 Proposal or the conduct of the Administration.



Contents

1	Glossary	3
2	Introduction	3
3	Background	4
4	Events leading to the Joint Administrators' appointment	5
5	Purpose, initial strategy and progress of the Administration	5
6	Receipts and payments account for the period 15 November 2010 to 15 December 2010	6
7	Costs of realisation	6
8	Other matters	6
9	Statement of Affairs	7
10	Creditors	7
11	Creditors' meeting	7
12	Joint Administrators' proposals	8

Appendices

- 1) Statutory information
- 2) Joint Administrators charge out rates



1 Glossary

Joint Administrators	Jane Bronwen Moriarty, Robert Andrew Croxen and Richard Dixon Fleming of KPMG LLP, 8 Salisbury Square, London, EC4Y 8BB.
Administration	The Administration order granted by the High Court of Justice, Chancery Division, Companies Court in respect of Golf 1 Limited dated 15 November 2010 Court case number 9309 of 2010
the Company / Golf 1	Golf 1 Limited (in Administration)
Pontin's	Pontin's Limited (in Administration)
Santander	Santander UK plc
Agents	Bridge Leisure Management Limited
Solicitors	SNR Denton LLP
RoT	Retention of Title
SIP	Statement of Insolvency Practice
Act	Insolvency Act 1986
EC Regulations	European Council Regulations (EC) No 1346/2000
KPMG GSS	KPMG Global Sustainability Services
TUPE	Transfer of Undertakings (Protection of Employment) regulations
the Parks	Southport, Prestatyn, Pakefield, Brean Sands and Camber Sands

2 Introduction

Jane Moriarty, Robert Croxen and Richard Fleming of KPMG LLP were appointed as Joint Administrators of the Company on 15 November 2010 pursuant to paragraph 14 of Schedule B1 to the Act



In accordance with Paragraph 100(2) of Schedule B1 to the Act, the functions of the Joint Administrators are being exercised by either or all of the Administrators

The Joint Administrators write to provide an update as to the progress of the Administration in accordance with Rule 2.33 of the Insolvency Rules 1986.

Golf 1 is a holding company which has no assets other than its investment in Pontin's Ltd (in Administration), and does not trade. There are unlikely to be any realisations in Golf 1 so the Joint Administrators have not opened a bank account.

3 Background

Golf 1 Limited is the parent company of Pontin's Limited, the operator of the Parks. Golf 1 holds no other assets. Pontin's Limited is wholly owned by Golf 1 Limited.

The Pontin's holiday parks were established in 1946 by Fred Pontin. At its peak, 31 holiday parks across the UK operated under the Pontins brand name.

Between 1978 and 2000 the business passed through a number of high profile owners including Coral, Bass Brewing and Scottish & Newcastle. In 2000 the business, now comprising just eight parks, was sold to Trevor Hemmings who in turn disposed of the majority of the business and assets (including the Pontins brand) to the current shareholders in 2008.

Under current management, further parks have been closed leaving the five remaining parks operational.

The Group has filed one set of accounts, for the period ended 26 December 2008. Turnover for the period on a consolidated basis was approximately £50 million, gross profit of £8.2 million, PBIT of £1.5 million and an overall loss (and net liabilities) of £790,000. Management accounts for period ending October 2010 indicate a loss of £1.6 million.

The Group now operates five parks in traditional holiday destinations. Each park provides extensive chalet accommodation supported by central facilities including restaurants, bars and entertainment venues, together with indoor swimming pools.

The parks are located at

Brean Sands, Somerset,

Camber Sands, Sussex,

Pakefield, Lowestoft,

Prestatyn, North Wales, and



Southport, Merseyside

The head office is also located at the Southport park

4 Events leading to the Joint Administrators' appointment

Pontin's was in breach of its secured lending facilities and suffering a deteriorating trading position. In addition, Pontin's required significant additional winter facilities in order to meet ongoing running costs. Golf 1 had guaranteed the facilities provided to Pontin's and when Pontin's entered administration on 12 November 2010 could not repay the lending. The Directors therefore requested that Administrators were appointed over the Company.

Jane Moriarty, Robert Croxson and Richard Dixon Fleming were subsequently appointed Joint Administrators by the High Court of Justice Companies Court on 15 November 2010.

5 Purpose, initial strategy and progress of the Administration

5.1 Purpose of the Administration

Schedule B1 of the Insolvency Act 1986 states that the Administrator of a company must perform his functions with the objective of

- 1 rescuing the company as a going concern, or
- 2 achieving a better result for the company's creditors as a whole than would be likely if the company were wound up, or
- 3 realising property in order to make a distribution to one or more secured or preferential creditors

As the Company does not trade the Joint Administrators are unable to fulfil either the first or the third objective. As such the primary purpose of the Administration is to achieve a better result for creditors than would be likely if the Company were wound up.

5.2 Initial Strategy

The Joint Administrator's strategy is to secure a sale of the business and assets of Pontin's Limited (in Administration) in order to maximise the return to creditors. The Joint Administrators do not propose to pursue a share sale in relation to Golf 1, therefore it is not anticipated that there will be any realisations for Golf 1 Limited.



5.3 Progress of the Administration

5.3.1 Trading

Golf 1 is a holding company and does not trade, there are no assets available to be realised for the benefit of creditors to the Company

6 Receipts and payments account for the period 15 November 2010 to 15 December 2010

It is not anticipated that there will be any receipts or payments in this case

7 Costs of realisation

Since 15 November 2010 the Joint Administrators have been engaged in the following activities

- reporting to creditors, and
- statutory issues associated with the Administration

The Joint Administrators propose to fix the basis of their remuneration with reference to time properly spent in this matter. The Joint Administrators do not anticipate that there will be any funds available to any class of creditor. In accordance with rule 2.106 (5A) of the Insolvency Rules 1986 (as amended), the Joint Administrators will agree the basis of their remuneration with the secured creditors assuming that there is no creditors' committee or, if a committee is formed, that the committee does not make the requisite determination.

Due to a technical issue at the time of writing a full time analysis of the time costs is currently unavailable. A full breakdown of time costs to date will be provided in the next report.

A creditors' guide to fees can be found at [http://www.r3.org.uk/uploads/sip/SIP9_v5_April_2007\(1\).pdf](http://www.r3.org.uk/uploads/sip/SIP9_v5_April_2007(1).pdf), however if you are unable to access this guide and would like a copy please contact Lee Abbott at the above address.

The Joint Administrators have instructed KPMG LLP GSS (Health, Safety & Environment), Pension, Tax and VAT specialists to carry out assessments of the Company's position. The charge out rates shown in Appendix 3 shall apply to these departments.

8 Other matters

In accordance with paragraph 176(9) of schedule B1 of the Insolvency Act 1986, if there are sufficient realisations there will be a Prescribed Part available to unsecured creditors.



as the security held by Santander was created post 15 September 2003, however, it is not anticipated that there will be any realisations in this case.

The EC Regulation on Insolvency Proceedings 2000 will apply in this matter and these proceedings will be the main proceedings as defined in Article 3 of the EC Regulation. The Company's registered office and centre of main interests are in the United Kingdom.

9 **Statement of Affairs**

The Directors of the Company have been requested to prepare a Statement of Affairs. An extension was subsequently granted to allow the Directors sufficient time to put the document together accurately. It is anticipated that this statement of affairs will be received shortly.

The Joint Administrators have not attached an estimated outcome statement to this report as it is not anticipated that there will be any realisations.

10 **Creditors**

10.1 **Secured creditor**

Santander holds a debenture comprising fixed and floating charges over the Company which was originally granted by Abbey National Treasury Services plc on 26 March 2008.

At the date of appointment the Bank's indebtedness amounted to £43,494,801 and it is not anticipated that the Bank will be unable to recover any funds from Golf 1.

10.2 **Preferential creditors**

There were no employees directly employed by Golf 1 Limited at the date of appointment and as such there are no claims for arrears of wages or holiday pay.

10.3 **Unsecured creditors**

As the Company has no assets there will be no funds available to enable a distribution to the unsecured creditors.

11 **Creditors' meeting**

The Joint Administrators consider that the Company has insufficient property to enable a distribution to the unsecured creditors. Consequently the Joint Administrators do not propose to hold an initial creditors' meeting in accordance with Paragraph 52 (1) (b) of Schedule B1 to the Act.



The Joint Administrators are, however, required to summon an initial creditors' meeting if it is requested

- by creditors of the Company whose debts amount to at least 10% of the total debts of the Company,
- in the prescribed manner (detailed below), and
- in the prescribed period (detailed below)

If the Joint Administrators are not requested to call a meeting within 12 days of the date of this report, the proposals will be deemed to have been accepted (excluding proposals relating to the Joint Administrators' remuneration)

A request for an initial meeting of creditors must be made in writing to the Joint Administrators and include

- a list of the creditors concurring with the request, showing the amounts of their respective debts in the Administration,
- from each creditor concurring, written confirmation of his / her concurrence, and
- a statement of the purpose of the proposed meeting

If no creditors' meeting is held, the Joint Administrators' proposals will be deemed approved under rule 2.33(5) of the Insolvency Rules 1986

12 Joint Administrators' proposals

The Joint Administrators propose the following

- to continue to do all such things reasonably expedient and generally exercise all their powers as contained in Schedule 1 to the Act as Joint Administrators as they, in their discretion, consider desirable in order to maximise realisations from the assets of the Company,
- to seek an extension to the Administration period if deemed necessary by the Joint Administrators pursuant to paragraph 76 of schedule B1 to the Act,
- when it is considered that no further distributions to creditors will be made and that the Joint Administrators have concluded their duties, to take the necessary steps to move the Company from Administration to Dissolution, pursuant to paragraph 84 of Schedule B1 to the Act
- if one of the criteria set out in paragraph 79(2) of schedule B1 to the Act apply to the Company, to make an application to court to end the Administration and, if deemed appropriate, to petition the court for the winding up of the Company. If appropriate, the Joint Administrators will, at the same time, apply to be appointed as Joint Liquidators under Section 140(1) of the Act,



Golf 1 Limited (in Administration)
Report to creditors pursuant to paragraph 19 of Schedule B1 of the Insolvency Act 1986
KPMG LLP
Draft - 23 December 2010

- that the Administrators are discharged from liability in respect of any action of theirs as Administrators pursuant to paragraph 98(1) of Schedule B1 to the Act on the agreement of each secured creditor (and the requisite majority of preferential creditors if the Joint Administrators think that there will be a distribution to them) being received and upon registration of the notice given pursuant to paragraph 84 of Schedule B1 to the Act and,
- in the event that Jane Moriarty, Robert Croxson and Richard Fleming are appointed Joint Liquidators then they will be allowed to act jointly and severally

In relation to Joint Administrators' fees

- that in the event that no creditors' committee is formed or if no determination of the creditors' committee is reached the Joint Administrators will seek approval from secured creditors (and the requisite majority of preferential creditors if the Joint Administrators think that there will be a distribution to them) in relation to the basis of their remuneration. The Joint Administrators will be authorised to draw fees on account from the assets of Golf 1 Limited from time to time during the period of Administration based on time properly spent at charge out rates that reflect the complexity of the assignment. Also, the Joint Administrators will seek approval to draw disbursements from time to time, and
- that the costs of KPMG LLP in respect of HSI Pension, Tax and VAT advice provided to the Joint Administrators be based upon time costs and shall be paid out of the assets of Golf 1 Limited

If any creditor wishes to discuss this report they should contact Lee Abbott at the above address

Yours faithfully



Jane Moriarty
Joint Administrator



Appendix 1

Statutory information

Date of incorporation	17 March 2008
Company registration number	06536778
Company name	Golf 1 Limited
Current registered office	c/o KPMG LLP, St James Square, Manchester M2 6DS
Previous registered office	Ainsdale House c/o Pontins (Southport) Holiday Centre, Shore Road, Ainsdale, Lancashire PR8 2PZ
Issued share capital	100 Ordinary £1 shares
Shareholders	Clarke Osborne Graham Thomas Parr John Parr Ian Ashley Smith Trevor Hemmings
Directors	Clarke Osborne Graham Thomas Parr John Parr Ian Ashley Smith
Company secretary	Ian Ashley Smith
Employees at the date of appointment	Zero



Appendix 2

Joint Administrators rates

Chargeable rates from 1 October 2010	
Grade	Rate per hour
Partner	535
Associate Partner	460
Director	460
Senior Manager	425
Manager	345
Assistant Manager	240
Assistant	175
Support	110
Work experience	40