

## Section 106

Return of Final Meeting in a  
Creditors' Voluntary Winding UpPursuant to Section 106 of the  
Insolvency Act 1986

To the Registrar of Companies

**S.106**

Company Number

06589946

Name of Company

Broc 3 Limited

I/We A C O'Keefe  
The Zenith Building  
26 Spring Gardens  
Manchester  
M2 1ABF J Gray  
10 Fleet Place  
London  
EC4M 7RB

e 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 ~~held on~~/summoned for 23 July 2014 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 disposed of, and that the same was done accordingly / no quorum was present at the meeting,

2 give notice that a meeting of the creditors of the company was duly ~~held on~~/summoned for 23 July 2014 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 the same was done accordingly/no quorum was present at the meeting

The meeting was held at The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB

The report covers the period from 03/12/2013 (commencement of winding up) to 23/07/2014 (close of winding up)

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

**General meeting**

There were no members represented in person or by proxy at the meeting and accordingly there was no quorum  
The following resolutions were deemed approved  
That the Joint Liquidators' final report and account be accepted  
That the Joint Liquidators' release from office be approved

**Meeting of creditors**

There were no creditors represented in person or by proxy at the meeting and accordingly there was no quorum The following resolutions were deemed approved  
That the Joint Liquidators' final report and account be accepted  
That the Joint Liquidators' release from office be approved

Signed  Date 23 July 2014

Zolfo Cooper  
The Zenith Building  
26 Spring Gardens  
Manchester  
M2 1AB

Ref 11212-008/PRICH/JGED/SAD

FRIDAY



\*A3CUE23L\*

A37

25/07/2014

#29

COMPANIES HOUSE

# Liquidators' Final Report for the period 3 December 2013 to 23 July 2014

Broc 1 Limited, Broc 2 Limited,  
Broc 3 Limited and Broc 4 Limited  
In Liquidation

23 July 2014

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## 1 Statutory information

- 1.1 Anne O'Keefe and Fraser Gray were appointed Liquidators of the Companies on 3 December 2013 by the creditors of the Companies. Details of the Companies' previous names and registered numbers are noted below.

Current name	Previous name	Registered number
Broc 1 Limited	David Lloyd Leisure Properties No 1 Limited	06261288
Broc 2 Limited	David Lloyd Leisure Properties No 2 Limited	06326073
Broc 3 Limited	David Lloyd Leisure Properties No 3 Limited	06589946
Broc 4 Limited	David Lloyd Leisure Properties No 4 Limited	06589944

- 1.2 The Liquidations are being handled by Zolfo Cooper's Manchester office, situated at The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB
- 1.3 The Companies were dormant entities and did not trade. The registered offices of the Companies have been changed to c/o Zolfo Cooper, The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB
- 1.4 As approved by the meetings of creditors held pursuant to section 98 of the Insolvency Act 1986, any act required or authorised to be done by the Liquidators may be done by any one or both of them. Any reference to the Liquidators should be read as the Joint Liquidators

## 2 Progress of the Liquidations

- 2.1 The Liquidations have now been completed, there were no assets to realise and therefore no funds to distribute
- 2.2 The Liquidators' Receipts and Payments Accounts for the period 3 December 2013 to 23 July 2014 are attached at Appendix A
- 2.3 The Companies were dormant entities and the only assets at the time of the Liquidation were inter-company debtors between each of the Companies. As all of the Companies are in Liquidation, no funds will be payable
- 2.4 The directors of the ultimate parent company of the Companies have contributed £90,000 to cover all of the costs of the Liquidations, including the Liquidators' fees and disbursements as noted in section 5.6. The Liquidators have paid their outstanding fees and all costs of the Liquidations, and the balance has been refunded to the contributors.
- 2.5 The Liquidators have completed all statutory matters and are in a position to close the Liquidations.

## 3 Unrealised assets

- 3.1 There are no assets to realise

## 4 Investigations

- 4.1 The Liquidators conducted investigations into the conduct of the directors and transactions entered into prior to the Companies' insolvency, as required by the Company Directors Disqualification Act 1986, and Statement of Insolvency Practice 2 - Investigations by Office Holders in Administrations and Insolvent Liquidations. Based upon the outcome of the Liquidators' investigations, there were no matters identified that required further action.

## 5 Liquidators' fees

- 5.1 The basis of the Liquidators' fees was approved by the meetings of creditors held on 3 December 2013 as being by reference to the time properly spent by the Liquidators and their staff on matters arising in the Liquidation.

- 5.2 The Liquidators' time costs for the period 3 December 2013 to 23 July 2014 are shown in the table below.

Company	Time costs £	Number of hours	Average rate per hour £
Broc 1 Limited	11,686	44	267
Broc 2 Limited	9,449	34	275
Broc 3 Limited	10,810	40	272
Broc 4 Limited	10,432	38	272

- 5.3 Time Analyses for the period which provide details of the costs incurred by activity and by staff grade are attached at Appendix B.

- 5.4 Principal areas of activity during the period are discussed in further detail below.

- **Administration and planning** - time has been incurred implementing and monitoring the case strategy, complying with statutory duties and performing general administrative work. Case related treasury and support time is also recorded here.
- **Investigations** - time has been incurred conducting investigations into the directors' conduct together with the Companies' dealings prior to the appointment of the Liquidators and the submission of a report to the Department for Business, Innovation and Skills pursuant to the Company Directors Disqualification Act 1986.
- **Realisation of assets - floating charge** - time recorded within this category includes reviewing the accounts of the Companies and reviewing the asset positions.
- **Creditors** - time has been incurred preparing statutory reports, holding meetings of members and creditors and dealing with creditor correspondence.

- 5.5 A copy of 'A Creditors' Guide to Liquidations' can be downloaded from Zolfo Cooper's creditor portal (<http://www.zcnfoportal.com>). If you would prefer this to be sent to you in hard copy please contact Jessica Geddes on 0161 838 4502, [creditorreports@zolfocooper.eu](mailto:creditorreports@zolfocooper.eu) or at Zolfo Cooper's office at The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB.

- 5.6 The Liquidators' fees totalling £42,377 plus disbursements of £803 have been drawn during the course of the Liquidations.

- 5.7 The Liquidators confirm that the category 2 disbursement of printing - charged at the rate of 10 pence per sheet for black and white printing and 15 pence per sheet for colour, has been incurred and drawn
- 5.8 Information in relation to the Liquidators' policy on staffing, the use of sub-contractors, payment of disbursements and details of their current charge-out rates by staff grade is attached at Appendix C

## **6 Outcome for creditors**

### **Secured creditor - Bank of Scotland**

- 6.1 The Companies granted fixed and floating charges to the secured creditor on 3 November 2008, which is cross-guaranteed by each of the Companies. At the date of appointment the secured creditor was owed £224 million (excluding interest and charges) under its security. The secured creditor is also owed swap termination amounts totalling £121 million which are also cross-guaranteed. The secured creditor has not been paid as there were no asset realisations.

### **Preferential creditors**

- 6.2 The Companies did not have any employees therefore there are no preferential claims.

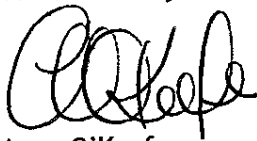
### **Unsecured Creditors' Fund**

- 6.3 Pursuant to section 176A of the Insolvency Act 1986, where there is a floating charge which post-dates 15 September 2003, the Liquidators are required to create a fund from the Companies' net property available for the benefit of unsecured creditors (Unsecured Creditors' Fund), commonly known as the prescribed part.
- 6.4 As the Companies granted the floating charges to the secured creditor after 15 September 2003, the Liquidators were required to create Unsecured Creditors' Funds. There are, however, insufficient funds to establish an Unsecured Creditors' Fund in any of the Companies.

## 7 Creditors' rights

- 7.1 Within 21 days of the receipt of the report, a secured creditor, or an unsecured creditor with the concurrence of at least 5% of the value of the unsecured creditors may request in writing that the Liquidators provide further information about their fees or expenses which have been itemised in this progress report in relation to any of the Companies
- 7.2 Any secured creditor, or an unsecured creditor with the concurrence of at least 10% of the value of unsecured creditors of any of the Companies may within eight weeks of receipt of this progress report make an application to court on the grounds that the basis fixed for the Liquidators' fees are inappropriate, or that the fees or the expenses incurred by the Liquidators as set out in this progress report are excessive.

Yours faithfully



Anne O'Keefe  
Liquidator

Encs

## Receipts and Payments Accounts for the period 3 December 2013 to 23 July 2014

## Appendix A

### Broc 1 Limited

	£
<b>Receipts</b>	
Contribution to fees	22,500
Bank interest	2
	<u>22,502</u>
<b>Payments</b>	
Liquidators' fees	11,686
Pre-appointment fees	5,739
Category 1 disbursements	
Statutory advertising	170
Storage	41
Specific bond calculation	20
Category 2 disbursements	
Printing	2
Returned contribution to fees	4,844
	<u>(22,502)</u>
<b>Balance</b>	<u>-</u>

### Broc 2 Limited

	£
<b>Receipts</b>	
Contribution to fees	22,500
Bank interest	2
	<u>22,502</u>
<b>Payments</b>	
Liquidators' fees	9,449
Pre-appointment fees	5,587
Category 1 disbursements	
Statutory advertising	169
Specific bond calculation	20
Category 2 disbursements	
Printing	1
Returned contribution to fees	7,276
	<u>(22,502)</u>
<b>Balance</b>	<u>-</u>

## Receipts and Payments Accounts for the period 3 December 2013 to 23 July 2014

## Appendix A

### Broc 3 Limited

	£
<b>Receipts</b>	
Contribution to fees	22,500
Bank interest	2
	<u>22,502</u>
<b>Payments</b>	
Liquidators' fees	10,810
Pre-appointment fees	5,540
Category 1 disbursements	
Statutory advertising	169
Specific bond calculation	20
Category 2 disbursements	
Printing	1
Returned contribution to fees	5,962
	<u>(22,502)</u>
<b>Balance</b>	<u>-</u>

### Broc 4 Limited

	£
<b>Receipts</b>	
Contribution to fees	22,500
Bank interest	2
	<u>22,502</u>
<b>Payments</b>	
Liquidators' fees	10,432
Pre-appointment fees	4,975
Category 1 disbursements	
Statutory advertising	169
Specific bond calculation	20
Category 2 disbursements	
Printing	1
Returned contribution to fees	6,905
	<u>(22,502)</u>
<b>Balance</b>	<u>-</u>

Statement of Insolvency Practice 7 states the headings used in the Receipts and Payments Account should follow those used in any prior statement of affairs (SOA) or estimated outcome statement. In this cases, the SOAs did not detail any realisable assets



## Time Analyses for the period 3 December 2013 to 23 July 2014

## Appendix B

### Broc 1 Limited

	Employee grade (hours)				£	
	Partner/ director	Senior associate	Associate/ analyst	Junior analyst/ support	Total hours	Average rate per hour
Administration and planning						
Strategy and control	1 0		6 0		7 0	1,877 50
Statutory duties	3 3		6 7	0 9	10 9	3,012 00
Case administration	1 9		1 3	0 6	3 8	1,080 00
Accounting and treasury	1 7		2 0	1 0	4 7	1,225 50
Internal documentation	0 7				0 7	258 00
Investigations						
Director conduct reports	0 9		1 2		2 1	625 00
Realisation of assets floating charge						
Asset realisation strategy			0 2		0 2	48 00
Asset identification and valuation			1 0		1 0	240 00
Asset accounting and administration	0 2			3 5	3 7	460 00
Creditors						
Creditors meetings	0 4		1 5		1 9	547 50
Reporting to creditors	2 2		5 3		7 5	2,240 50
Unsecured creditors	0 2				0 2	72 00
<b>Totals</b>	<b>12 5</b>	<b>-</b>	<b>25 2</b>	<b>6 0</b>	<b>43 7</b>	<b>11,686 00</b>

### Broc 2 Limited

	Employee grade (hours)				£	
	Partner/ director	Senior associate	Associate/ analyst	Junior analyst/ support	Total hours	Average rate per hour
Administration and planning						
Strategy and control	1 0		5 0		6 0	1,637 50
Statutory duties	2 9		3 5	0 1	6 5	1,973 00
Case administration	1 3		1 3	0 1	2 7	791 00
Accounting and treasury	1 6			0 7	2 3	661 50
Internal documentation	0 7				0 7	258 00
Investigations						
Director conduct reports	0 9		1 0		1 9	581 00
Realisation of assets floating charge						
Asset realisation strategy			0 2		0 2	48 00
Asset identification and valuation			1 0		1 0	240 00
Asset accounting and administration	0 1			3 3	3 4	399 00
Creditors						
Reporting to creditors	2 2		5 3		7 5	2,240 50
Unsecured creditors	0 2				0 2	72 00
<b>Totals</b>	<b>11 3</b>	<b>-</b>	<b>18 8</b>	<b>4 2</b>	<b>34 3</b>	<b>9,449 00</b>

## Time Analyses for the period 3 December 2013 to 23 July 2014

## Appendix B

### Broc 3 Limited

	Employee grade (hours)				£	
	Partner/ director	Senior associate	Associate/ analyst	Junior analyst/ support	Total hours	Average rate per hour
Administration and planning						
Strategy and control	1 0		5 5		6 5	1,757 50
Statutory duties	3 1		5 1	0 5	8 7	2,492 50
Case administration	1 9		1 3	0 3	3 5	1 035 00
Accounting and treasury	1 6		1 0	0 7	3 3	901 50
Internal documentation	0 6				0 6	219 00
Investigations						
Director conduct reports	0 9		1 0		1 9	581 00
Realisation of assets floating charge						
Asset realisation strategy			0 2		0 2	48 00
Asset identification and valuation			2 0		2 0	480 00
Asset accounting and administration	0 1			3 3	3 4	399 00
Creditors						
Reporting to creditors	2 2		5 3		7 5	2 240 50
Unsecured creditors	0 3				0 3	108 00
<b>Totals</b>	<b>12 1</b>	<b>-</b>	<b>22 9</b>	<b>4 8</b>	<b>39 8</b>	<b>10 809 50</b>

### Broc 4 Limited

	Employee grade (hours)				£	
	Partner/ director	Senior associate	Associate/ analyst	Junior analyst/ support	Total hours	Average rate per hour
Administration and planning						
Strategy and control	1 0		5 5		6 5	1,757 50
Statutory duties	3 1		5 1	0 5	8 7	2,492 50
Case administration	1 3		1 3	0 3	2 9	819 00
Accounting and treasury	1 6		1 0	0 7	3 3	901 50
Internal documentation	0 8				0 8	297 00
Investigations						
Director conduct reports	0 9		1 0		1 9	581 00
Realisation of assets floating charge						
Asset realisation strategy			0 2		0 2	48 00
Asset identification and valuation			1 0		1 0	240 00
Asset accounting and administration	0 1			3 3	3 4	399 00
Creditors						
Reporting to creditors	2 2		5 3		7 5	2,240 50
Unsecured creditors	0 3				0 3	108 00
<b>Totals</b>	<b>11 7</b>	<b>-</b>	<b>21 9</b>	<b>4 8</b>	<b>38 4</b>	<b>10 431 50</b>

## **Additional information in relation to the Liquidators' fees pursuant to Statement of Insolvency Practice 9**

### **Appendix C**

#### **1 Policy**

Detailed below is Zolfo Cooper's policy in relation to

- staff allocation and the use of sub-contractors,
- professional advisors, and
- disbursements.

##### **1.1 Staff allocation and the use of sub-contractors**

The Liquidators' general approach to resourcing their assignments is to allocate staff with the skills and experience to meet the specific requirements of the case

The case team will usually consist of a partner, a director, an associate and an analyst. The exact case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. On larger, more complex cases, several staff at all grades may be allocated to meet the demands of the case. The Liquidators' charge-out rate schedule below provides details of all grades of staff and their experience level.

With regard to support staff, time spent by treasury in relation to specific tasks on an assignment is charged but secretarial time is only recovered if a large block of time is incurred, eg report compilation and distribution.

The Liquidators have not utilised the services of any sub-contractors in these cases

##### **1.2 Disbursements**

Category 1 disbursements do not require approval by creditors. Category 1 disbursements may include external supplies of incidental services specifically identifiable to the case eg postage, case advertising, invoiced travel and external printing, room hire and document storage. Any properly reimbursed expenses incurred by the Liquidators and their staff will also be chargeable.

Category 2 disbursements do require prior approval by creditors before they are paid. If they are incurred, they will be drawn in accordance with the approval given by the creditors' committee, or body of creditors as appropriate. Category 2 disbursements incurred are as follows

- Photocopying - charged at the rate of 10 pence per sheet for notifications and reports to creditors and other copying.
- Printing - charged at the rate of 10 pence per sheet for black and white printing and 15 pence per sheet for colour.

## Additional information in relation to the Liquidators' fees pursuant to Statement of Insolvency Practice 9 Appendix C

### 2 Charge-out rates

A schedule of Zolfo Cooper charge-out rates for this assignment effective from 1 April 2014 is detailed below, together with those applicable prior to that date. Time is charged by partners and case staff in units of six minutes.

Rates from 1 April 2014		Rates pre 1 April 2014	
Description	£	Description	£
Partner 1*	445	Partner 1*	445
Partner 2*	415	Partner 2*	415
Director	390	Director	360
Associate director	340	Associate director	320
Senior associate	280	Senior associate	280
Associate	250	Associate	240
Analyst	220	Analyst	220
Junior analyst	150	Junior analyst	125
Senior treasury associate	170	Senior treasury associate	170
Treasury associate	155	Treasury associate	110
Treasury analyst	85	Treasury analyst	85
Support	79	Support	79

\*Key

Partner 1 - partners with three or more years' experience at partner level

Partner 2 - partners with fewer than three years' experience at partner level