

# LIQ13

## Notice of final account prior to dissolution in MVL



Companies House

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 09420290

Company name in full TFHC Investments Limited

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

### 2 Liquidator's name

Full forename(s) Simon David

Surname Chandler

### 3 Liquidator's address

Building name/number Mazars LLP

Street 1st Floor

Post town Two Chamberlain Square

County/Region Birmingham

Postcode B33AX

Country

### 4 Liquidator's name ①

Full forename(s) Conrad Alexander

Surname Pearson

#### ① Other liquidator

Use this section to tell us about  
another liquidator.

### 5 Liquidator's address ②

Building name/number Mazars LLP

Street 1st Floor

Post town Two Chamberlain Square

County/Region Birmingham

Postcode B33AX

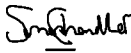
Country

#### ② Other liquidator

Use this section to tell us about  
another liquidator.

LIQ13

Notice of final account prior to dissolution in MVL

6	Final account	
	<input checked="" type="checkbox"/> I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.	
7	Sign and date	
Liquidator's signature	<div>Signature</div> <div>X</div> <div>X</div>	
Signature date	<div><div><sup>d</sup><div>0</div></div><div><sup>d</sup><div>7</div></div></div> <div><div><sup>m</sup><div>0</div></div><div><sup>m</sup><div>2</div></div></div> <div><div><sup>y</sup><div>2</div></div><div><sup>y</sup><div>0</div></div><div><sup>y</sup><div>2</div></div><div><sup>y</sup><div>4</div></div></div>	

**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 **Amanda Wainwright**

Company name **Mazars LLP**

Address **1st Floor**

**Two Chamberlain Square**

Post town **Birmingham**

County/Region

Postcode

**B 3 3 A X**

Country

DX

Telephone **+44 (0)121 232 9500**

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

## TFHC INVESTMENTS LIMITED – IN LIQUIDATION

### Final Account to Members

This is the Liquidators' final account to all known members covering the period 28 June 2023 to 2 February 2024.

#### 1. **Introduction**

- 1.1. The purpose of this report is to provide members with an account showing how the liquidation has been conducted, how assets have been disposed of and all progress made since my appointment.
- 1.2. I was appointed Joint Liquidator of the company together with Mr C A Pearson at a meeting of members held on 28 June 2023.
- 1.3. We are both authorised to act as Insolvency Practitioners in the UK by the Insolvency Practitioners Association.
- 1.4. Identification details relating to the Company and the Liquidators are attached at Appendix A.

#### 2. **Liquidators' Receipts and Payments**

- 2.1. A summary of receipts and payments covering the period since my appointment is attached at Appendix B. A comparison of the figures provided in the directors' declaration of solvency to actual realisations made in the liquidation is included.
- 2.2. An explanation of the assets realised, and the expenses paid is provided below.

#### 3. **Asset realisations**

- 3.1. No assets have been realised to date.

#### 4. **Liabilities**

##### 4.1. **Secured Creditors**

- 4.1.1. There were no secured creditors.

##### 4.2. **Preferential Creditors**

- 4.2.1. There were no preferential creditors.

##### 4.3. **Unsecured Creditors**

- 4.3.1. As required by insolvency legislation, an advertisement for creditors to claim was published on 6 July 2023.
- 4.3.2. The directors' declaration of solvency did not include any unsecured creditors and no claims were received.

## 5. Distributions to members

### 5.1. Cash distributions

5.1.1. There are no cash assets to distribute in this matter.

### 5.2. Distribution in specie

5.2.1. At the general meeting held on 28 June 2023, it was resolved that the Liquidators be authorised to divide all or such part of the assets of the Company in specie amongst the members of the Company.

5.2.2. There were no assets to be distributed in specie to the members in this matter.

## 6. Liquidators' Remuneration

6.1. A resolution was passed by the members enabling the Liquidators to draw remuneration on the basis of a fixed fee in the sum of £10,000, plus VAT.

6.2. A first invoice in the amount of £7,000 plus VAT was rendered to Total Fitness Health Clubs Limited on 24 August 2023 in respect of the Joint Liquidators' remuneration and in accordance with our letter of engagement.

6.3. A second invoice in the amount of £3,000 plus VAT was rendered to Total Fitness Health Clubs Limited on 15 August 2023 in respect of the Joint Liquidators' remuneration and in accordance with our letter of engagement.

6.4. Attached at Appendix C is further information of the work carried out during the Liquidation. Should you require any further explanations or details in respect of the work undertaken, this can be provided upon request.

## 7. Liquidators' Expenses

7.1. Expenses are any payments from the estate which are neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also include disbursements. Disbursements are payments which are first met by the office holder, and then reimbursed to the office holder from the estate.

7.2. Details of all disbursements incurred during the period of the report are provided below: -

Type of Disbursement	Description	Amount incurred in period (£)
Specific Bond	It is a legal requirement that I take out a specific bond in respect of the value of the assets. There were no assets to realise in the liquidation however, I am still required to take out the minimum level of bonding and the bond paid to Aviva Insurance Limited was £20.	20.00

Statutory Advertising	Costs are paid to Courts Advertising for statutory advertising requirements including London Gazette advertisements for notice of the appointment, notice of the resolution to wind up and notice to creditors to submit their claims.	327.24
Swear Fee	Costs are paid to Debenhams Ottaway in respect of the provision of a solicitor to witness the swearing of the Declaration of Solvency.	80.00
<b>Total</b>		<b>427.24</b>

- 7.3. An invoice in the amount of £427.24 plus VAT was rendered to Total Fitness Health Clubs Limited on 15 August 2023 in respect of the Joint Liquidators' disbursements and in accordance with our letter of engagement.
- 7.4. Further details of expenses paid during the period of the report are shown in the receipts and payments account at Appendix B.
- 7.5. I have reviewed the expenses incurred to date and I am satisfied that they are fair and reasonable and proportionate in the circumstances of the case.

## 8. Members' Rights

- 8.1. Members were notified of their rights as follows in the draft version of this report which was delivered to members on 4 December 2023.

a. **To request further information**

Pursuant Rule 18.9 of the Insolvency (England and Wales) Rules 2016, a member with concurrence of at least 5% of the total voting rights or a member with permission of the court, may, within 21 days of receipt of the draft final account, ask the Liquidators for further information about the remuneration and expenses as set out in the draft final account.

b. **To apply to Court**

Pursuant to Rule 18.34 of the Insolvency (England and Wales) Rules 2016, a member with concurrence of at least 10% in value of the total voting rights or a member with the permission of the court may, within 8 weeks of the receipt of the draft final account, apply to the court on one or more of the following grounds:

- a. That the remuneration charged by the Liquidators, or
- b. That the basis fixed for the Liquidators' remuneration, or
- c. That the expenses incurred by the Liquidators,

is in all of the circumstances, excessive or inappropriate.

- 8.2. Following delivery of the draft final account to the members, the minimum period of 8 weeks has passed and no such requests or applications have been received.

## 9. Next steps

- 9.1. Once my final account has been delivered to the members and the registrar of companies, I will vacate office and will automatically be released under section 171(6) of the Insolvency Act 1986.

I trust that this is sufficient information for your requirements but please do not hesitate to contact me should you need anything further.



S D Chandler  
Joint Liquidator

Authorised to act as an insolvency practitioner in the UK by the Insolvency Practitioners Association and bound by the Insolvency Code of Ethics. Where personal data is required to be processed, this will be dealt with in accordance with the Mazars LLP Insolvency Services Privacy Statement which can be accessed at: [www.mazars.co.uk/Legal-and-privacy](http://www.mazars.co.uk/Legal-and-privacy).

TFHC Investments Limited  
In Liquidation

## IDENTIFICATION DETAILS

### Details relating to the Company

<b>Company name</b>	<b>TFHC Investments Limited</b>
<b>Previous names</b>	Phoenix Topco Limited
<b>Trading name</b>	TFHC Investments Limited
<b>Company number</b>	09420290
<b>Registered office</b>	Total Fitness Wilmslow Way, Handforth, Wilmslow, SK9 3PE
<b>Trading address</b>	Total Fitness Wilmslow Way, Handforth, Wilmslow, SK9 3PE

### Details relating to the appointment of Liquidators

<b>Date of appointment</b>	28 June 2023
Liquidators	S D Chandler and C A Pearson of Mazars LLP, 1st Floor, Two Chamberlain Square, Birmingham, B3 3AX  IP No(s) 008822 and 014732
Liquidators' Address	Mazars LLP, 1st Floor, Two Chamberlain Square, Birmingham, B3 3AX
Liquidators' <b>Contact telephone number</b>	+44 (0)121 232 9694

TFHC Investments Limited  
(In Liquidation)  
Joint Liquidators' Summary of Receipts &  
Payments To 02/02/2024

Dec of Sol £	£	£
		NIL
REPRESENTED BY		NIL

## TFHC Investments Limited In Liquidation

### Introduction

This summary provides details of the work that is anticipated to be carried out by the proposed Liquidators and their staff in a members' voluntary liquidation.

- Case acceptance and ethical reviews.
- Completing case strategy notes and providing strategy updates to the client.
- Managing and maintaining the case on the Firm's client systems and our specialist insolvency software system.
- Filing.
- Updates to the client regarding the strategy of the liquidation.

Appropriate case administration and planning ensures that the case is managed coherently and efficiently, with minimisation of costs and avoidance of duplication of work. Strong internal processes aid to add value through the efficient management of the case. This work is also required in order to appropriately document and record how the case has been administered in accordance with regulatory requirements.

The following activities are required in order to ensure the Company is compliant with tax requirements:

- Notifying HM Revenue & Customs ("HMRC") of my appointment and establishing whether they have any outstanding claims or ongoing investigations.
- Reviewing the Company's VAT position; finalising the pre-Liquidation VAT account (if not already done); deregistering the Company for VAT once all of the taxable assets have been sold in line with the VAT regulations.
- Complete any outstanding pre-appointment Tax Returns in order to correctly establish HMRC's claims.
- Preparing post Liquidation Corporation Tax and VAT returns, as required by statute.

In accordance with statutory requirements, a notice seeking creditors' claims will be advertised in the Gazette.

As this is a solvent liquidation any creditor claims are to be paid in full, together with statutory interest.

In the event that there are creditor claims outstanding at the date of appointment, the following work will be undertaken to ensure that any creditors are dealt with appropriately.

- Responding to any queries which arise.
- Logging creditor claims.
- Collating information from the Company records to assist with claim adjudication work.

#### Distributions

- For any distributions to creditors - adjudication of creditor claims, requesting further information where necessary or dealing with rejected claims.
- Distributions to members.
- Preparing dividend calculations.
- Processing and payment of distributions.

#### Reporting

- Reporting the outcome of any meetings.
- Annual progress reports.

#### Cashiering

- Setting up case details on our insolvency software system.
- Setting up bank accounts, including deposit accounts as necessary.
- Bank account maintenance, including periodic reconciliations.
- Issuing payments and banking receipts and preparing the appropriate paperwork for such transactions.

This work is required in order to ensure that the estate bank account is operated in accordance with guidance issued by my regulatory body.

#### Statutory and Compliance

- Preparation and lodgement of statutory appointment documents.
- Initial notices and advertisements following appointment.
- Case monitoring and statutory compliance, including internal case reviews.
- Case bordereau.

This work is required in order to ensure that the case has been administered in accordance with regulatory requirements.