

STREET SPIRIT TRADING 274 PROPRIETARY LIMITED (IN LIQUIDATION)
("the Company")

MASTER'S REFERENCE NUMBER T.1540/2013

REPORT SUBMITTED BY THE JOINT LIQUIDATORS IN TERMS OF SECTION 402 OF THE COMPANIES ACT NO 61 OF 1973 AS AMENDED TO BE SUBMITTED AT A SECOND MEETING OF CREDITORS AND CONTRIBUTORIES TO BE HELD BEFORE THE MASTER OF THE HIGH COURT, PRETORIA, ON 13 APRIL 2015, AT 10H00.

Nature of Liquidation	Application in the North Gauteng High Court, Pretoria
Provisional Court Order	20 November 2012
Final Court Order	08 April 2013
Provisional Appointees	Johannes Frederick Klopper, Charlotte Smith, Alexander Steyn
Date of 1 st Meeting of Creditors	31 July 2013
Final Appointees	Johannes Frederick Klopper, Charlotte Smith, Alexander Steyn

GENERAL AND STATUTORY INFORMATION

Registrar of Companies

The Company was duly registered with the Registrar of Companies under their Reference Number 2010/001096/07, and traded as Fit Stop Gym Randburg.

Registered Address

The registered address of the Company was 2/58 Jupiter Road, Crowthorne, Midrand, 1685.

Auditors

The auditors of the Company were AF Gatony and Company.

Directors

It appears from our investigations the following persons were directors:-

- Michael Patrick Dunn
- Xenia Charilaou

Share Capital

We have not been able to obtain the statutory documentation of the company and cannot comment under this heading.

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Business of the Company

The Company marketed and operated as a fitness gym.

STATEMENT OF AFFAIRS

We have not been placed in possession of a Statement of Affairs as required in terms of Section 363 of the Companies Act No 61 of 1973 as amended.

SECTION 402(a)

Financial Statement of Assets and Liabilities

According to information available to us, the following would appear to represent the financial position of the Company as at the date of liquidation:-

ASSETS		
Encumbered Assets		
Movable assets secured by way of landlord's hypothec		57 000.00
Unencumbered Assets		
Debtors		110 000.00
LIABILITIES		
Secured Creditors		
Landlord	1 466 964.08	
Preferent Creditors		
Salaries – Approximately SARS	Unknown	
Concurrent Creditors		
Approximately	5 623.91	
Deficit		1 305 587.99
TOTAL	1 472 587.99	167 000.00

NOTES

1. The above figures are subject to adjustment and verification.

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SECTION 402(b)

Causes of the Company's Failure

According to information received, the principle causes of the Company's failure are attributable to the following:

1. The company was unable to pay its debts as and when they fall due.

SECTION 402(c)

Report under Section 400(2)

It is at this point not possible to comment as to whether the directors are personally liable :

1. To the corporation on the ground of breach of trust or negligence;

The directors appears to have contravened the following provisions of the Companies' Act.

Section 284 in that I have not been furnished with the books and records of the Company and the directors may have failed to maintain same.

Section 363 In that I have not been furnished with a Statement of Affairs form.

A report will be submitted in this regard should it become necessary.

SECTION 402(d)

Personal Liabilities of Directors or Officers

At this stage we are unable to comment on whether the former director or officer of the Company can be held personally liable for the debts of the company. A report will be submitted, should it become necessary.

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SECTION 402(e)

Legal Proceedings

As far as we are aware there are no legal proceedings pending by or against the Company, except for normal debt collection.

SECTION 402(f)

Further Enquiry

The estate does not have sufficient free residue funds at its disposal to fund any further enquiry in terms of the provisions of Section 415 of the Companies' Act read with Section 66(1) of the Close Corporation's Act and accordingly it is not my intention to hold a further enquiry into the formation, promotion and/or failure of the Close Corporation. However, Creditors are invited to furnish us with instructions in this regard and are invited to indemnify us and proceed in terms of the provision of Section 32(1) of the Insolvency Act should they so wish.

SECTION 402(g)

Books and Records

No books and records were handed to the liquidators.

SECTION 402(h)

Progress and Prospects of Liquidation

We will attend to the realisation of the assets of the Company after to the Second Meeting of Creditors and an accounting will be made in our Liquidation Account to be submitted to the Master of the High Court in due course.

ESTIMATED DIVIDEND

There appears to be a danger of contribution to the levied onto creditors who submit a claim for proof.

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SECTION 402(i)

Matters requiring further Directions of Creditors and Contributories

Such directions as we desire, and sanction of the actions taken by the Provisional Liquidators and Liquidators to date, are contained in the Resolutions to be submitted for consideration and adoption, are attached hereto.

DATED AT ROODEPOORT ON THIS 31st DAY OF MARCH 2015.



JOHANNES FREDERICK KLOPPER

CHARLOTTE SMITH

ALEXANDER STEYN

**RESOLUTIONS SUBMITTED AND ADOPTED AT THE SECOND MEETING OF CREDITORS
HELD BEFORE THE MASTER OF THE HIGH COURT, PRETORIA, 13 APRIL 2015 AT 10H00**

RESOLVED THAT:

- 1 The report of Liquidator or Joint Liquidators, as the case may be, hereinafter referred to as (the Liquidator"), as submitted be received and adopted and all his actions referred to therein be and are hereby confirmed, ratified and approved.
- 2 All actions of whatsoever nature hereto before taken by the Provisional Liquidator and/or Liquidator be and are hereby confirmed, ratified and approved.

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- 3 The Liquidator be granted the authority and is vested with all the powers mentioned in Section 386(4)(a) – (i) of the Companies Act No 61 of 1973, as amended, such powers to be exercised at his sole and absolute discretion.
- 4 The Liquidator be and is hereby authorised in his sole and absolute discretion to:
 - 4.1 Take legal advice on any question of law affecting the administration and distribution of the company;
 - 4.2 Institute or defend on behalf of the company any action or other legal proceedings of a civil nature for the recovery of monies due to the company or otherwise and subject to the provisions of any law relating to criminal procedure, institute any criminal proceedings;
 - 4.3 Hold any enquiry into the affairs of the company and/or any matter relating thereto;
 - 4.4 Investigate and institute legal proceedings for the recovery of any voidable or undue preferences, voidable dispositions of property or any other impeachable transactions of whatsoever nature and to abandon same at any time;
 - 4.5 Write up the books of the company as may be required, and if necessary, to produce a balance sheet, audited or not, as at the date of liquidation, either for the purpose of investigating the affairs of the company, establishing the claims of creditors, or any other purpose.
- 5 The Liquidator be and is hereby authorised in his sole and absolute discretion to employ and engage the services of attorneys and/or counsel (senior and/or junior) and/or accountants and/or bookkeepers and/or any employee of the insolvent and/or recording agents and/or any other person who in the sole discretion of the Liquidator may be of assistance in the winding-up of the company in relation to any matter referred to in 4 above and further to pay all the costs thereof of whatsoever nature out of the estate as costs incurred in the liquidation.
- 6 The Liquidator be and is hereby authorised to collection any debts due to the company and for the purpose thereof to sell or compound or compromise any of these debts for such sum and upon such terms and conditions as he in his sole discretion may deem fit, and to accept any part of the debt in settlement thereof, and to grant an extension of time for the payment

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of any such debt, and to abandon any debt which he in his sole discretion may deem to be irrecoverable.

- 7 The Liquidator be and is hereby authorised to dispose of any movable and immovable property of the company, whether in his possession or under his control now or to come into his possession or under his control in the future by public auction, private treaty or public tender upon such terms and conditions as he in his sole and absolute discretion shall determine and to abandon any such assets for which he can find no purchaser or abandon them to a secured creditor at the value placed thereon by such creditor or at such value as is agreed upon by the Liquidator and the creditor if such creditor's claim is secured by such assets and to sign all such documents as may be necessary to give effect to such disposition.
- 8 The Liquidator be and is hereby authorised and empowered in his sole discretion to compromise and admit any claim against the company of whatsoever nature and howsoever arising and whether disputed or not and whether actual, contingent, prospective, conditional, unconditional, assessed, unassessed, liquidated or unliquidated as a liquidated claim in terms of Section 78(3) of the Insolvency Act No 24 of 1936 as amended, read with Section 339 of the Companies Act No 61 of 1973, as amended, at such amount as may be agreed upon by the Liquidator, provided that proof thereof has been tendered at a meeting of creditors.
- 9 The Liquidator be and is hereby authorised to make application for the destruction of books and records of the estate six months after the confirmation of the Final Liquidation and Distribution Account.
- 10 The Liquidator be and is hereby authorised to perform any act or exercise any power for which he is not expressly required by the Companies Act No 61 of 1973, as amended, to obtain the leave of the Court.
- 11 The Liquidator be and is hereby authorised to submit to the determination of arbitrators any dispute concerning the company or any claim or demand by or upon the company.
- 12 The Liquidator be and is hereby authorised to carry on or discontinue any part of the business of the company insofar as may be necessary for the beneficial winding-up thereof.

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- 13 The Liquidator be and is hereby authorised to exercise *mutatis mutandis* the powers conferred upon a Liquidator by Section 35 (uncompleted acquisition of immovable property before liquidation) and 37 (effect of liquidation upon a lease) of the Insolvency Act No 24 of 1936, as amended, read with Section 339 of the Companies Act No 61 of 1973, as amended.
- 14 The further administration of the affairs of the company be left entirely in the hands and at the discretion of the Liquidator.

q.q. CREDITORS

PRESIDING OFFICER

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