

ALTO ENTERPRISES (PTY) LTD (IN LIQUIDATION)
("the Company")

MASTER'S REFERENCE NUMBER : C810/2009

**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 MAGISTRATE
WELLINGTON ON 11 AUGUST 2010 AT 09H00**

Nature of Liquidation	Application by Trevor Philip Glaum N.O & Rynette Pieters N.O in their capacity as joint Liquidators of Biz Africa 1332 (Pty) Ltd (In Liquidation) in the Western Cape High Court, Cape Town.
Date of liquidation	14 August 2009
Date of provisional Order	14 August 2009
Date of Final Order	11 September 2009
Provisional appointees	J F Klopper , S M Gore & M P Nash
Date of 1 st meeting of creditors	24 February 2010
Claims proved at first meeting of creditors	Eight (8) claims were proved at this meeting
Final appointees	J F Klopper , S M Gore & M P Nash

GENERAL AND STATUTORY INFORMATION

Registrar of Companies

The Company was duly registered with the Registrar of Companies under their reference number 2009/004116/07.

Registered Address

The registered address of the company was 42 Malherbe Street, Wellington, Western-Cape Province.

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Directors

It appears from our investigations that the following persons consented to serve as the directors of the company:

Adrian Warren King (Identity Number: 530711 506 4085) (Sequestered)

Paul Reginald King (Identity Number: 590922 507 1080) (Deceased)

Stephen Robert King (Identity Number: 630114 513 9081) (Sequestered)

Business of the Company

The Company conducted business of a property developer and property holding company funded by investors in the King Group. The company is the owner of 29 immovable properties.

Alto Enterprises (Pty) Ltd is one of a number of companies forming part of the King Group of Companies. The ultimate holding company of the King Group is King Financial Holdings (Pty) Limited which was, itself, provisionally wound up by Order of the Western Cape High Court, Cape Town, on 22 July 2009. This company was previously known as Biz Africa 1332 (Pty) Limited and, together with its subsidiary and associated companies, was engaged in the business of providing financial services and, more particularly, intermediary services in respect of the marketing and sale of financial products as defined in the Financial Advisory and Intermediary Service Act No 37 of 2002 (*"The FAIS Act"*).

The strategy implemented by the King Group was to purchase and develop properties which were then registered in one of the subsidiary companies. Another company within the King Group, A&S King Makelaars (Pty) Limited (also now in liquidation), was used to market and sell investments that were owned by the King Group. The financial products which A&S King Makelaars offered to its clients were shareholdings, shareholders' loans and investment products in the subsidiary companies.

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.

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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	AMOUNT	AMOUNT
Loan Account againsts Definite Pitch Trading –approximately (Recoverability Unknown)		R 161 476.23
Unit 29 SS Village Lane Durbanville– sold for (Subject to Mortgage Bond in favour of Nedbank)		R 665 000.00
Unit 31 SS Village Lane– Durbanville – sold for (Subject to Mortgage Bond in favour of Nedbank)		R 655 000.00
Unit 29 SS Olive Park Parklands – sold for (Subject to Mortgage Bond in favour of Standard Bank)		R 296 400.00
Erf 6459- 12 Urania Street - Langebaan – sold for (Subject to Mortgage Bond in favour of Standard Bank)		R1 250 000.00
Erf 1132 – 63 Bain Street - Wellington – sold for (Subject to Mortgage Bond in favour of Absa Bank)		R1 000 000.00
Unit 1 SS Malan 11 Estate Wellington – sold for (Subject to Mortgage Bond in favour of Standard Bank)		R 435 000.00
Unit 17 SS Manhattan Park Pinelands – sold for (Subject to Mortgage Bond in favour of First Rand Bank)		R 350 000.00
Erf 14929 – 12 Kambro Street Stellenbosch – sold for (Subject to Mortgage Bond in favour of First Rand Bank)		R1 113 601.00
Unit 206 SS Kings Village & Terrace PE – valued at (Subject to Mortgage Bond in favour of Standard Bank)		R1 100 000.00
Unit 10 SS Malan 11 Estate Wellington – valued at (Subject to Mortgage Bond in favour of Nedbank)		R 550 000.00
Unit 13 (6A) SS Malan Estate Wellington– valued at (Subject to Mortgage Bond in favour of Nedbank)		R 600 000.00

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Unit 5 SS Malan 11 Estate Wellington – valued at (Subject to Mortgage Bond in favour of Nedbank)		R 550 000.00
Erf 33610–65 Narwhal Close, Nautilus Village-Strand – valued at (Subject to Mortgage Bond in favour of Absa Bank)		R 200 000.00
Erf 33614- 69 Narwhal Close, Nautilus Village-Strand – valued at (Subject to Mortgage Bond in favour of Absa Bank)		R 200 000.00
Erf 33643- Nautilus Village, Admirals Park- Strand – valued at (Subject to Mortgage Bond in favour of Absa Bank)		R 130 000.00
Erf 33581- 36 Seeteufel Crescent, Nautilus Village-Strand – valued at (Subject to Mortgage Bond in favour of Absa Bank)		R 200 000.00
Unit 1 SS Kings Place Paarl – valued at (Subject to Mortgage Bond in favour of Absa Bank)		R 580 000.00
Unit 213 SS Kings Village & Terraces PE – valued at (Subject to Mortgage Bond in favour of Absa Bank)		R1 100 000.00
Erf 20488 – 57 Albertersia Street- Kuilsriver– valued at (Subject to Mortgage Bond in favour of First Rand Bank)		R 450 000.00
Unit 41 SS Olive Park Parklands – valued at (Subject to Mortgage Bond in favour of First Rand Bank)		R 350 000.00
Unit 103 SS Kings Village & Terrace PE – valued at (Subject to Mortgage Bond in favour of First Rand Bank)		R 700 000.00
Unit 15 Section 7 SS The Dene PE– valued at (Subject to Mortgage Bond in favour of SA Home Loans)		R1 200 000.00
Unit 22 SS Kings Terrace & Village PE – valued at (Subject to Mortgage Bond in favour of Sanlam)		R1 240 000.00
Various Rentals Received relating to the above properties		R415 287.26
<u>ASSETS TRANSFERRED BEFORE DATE OF LIQUIDATION:</u>		
Unit 2 SS Malan 11 Estate Wellington – valued at		R 550 000.00

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Unit 3 SS Malan 11 Estate Wellington– valued at		R 550 000.00
Unit 6 SS Malan 11 Estate Wellington – valued at		R 550 000.00
Unit 7 SS Malan 11 Estate Wellington – valued at		R 550 000.00
TOTAL ASSETS		R17 691 764.49
LIABILITIES		
<u>Secured Creditors:</u> Estimated at	R12 529 168.32	
<u>Preferent Creditors</u> Unknown at this stage	Unknown	
<u>Concurrent Creditors</u> Estimated at	R8 868 589.35	
SHORTFALL		R3 705 993.18
TOTAL	R21 397 757.67	R21 397 757.67

SECTION 402(b)

Causes Of The Company's Failure

As stated above the Company was but one of the companies within the King Group of Companies whose ultimate holding company was King Financial Holdings (Pty) Limited (formerly Biz Africa 1332 (Pty) Limited). King Financial Holdings (Pty) Limited was finally wound up pursuant to an application brought by one of the investors with the support of the Financial Services Board ("FSB").

The failure of the holding company inevitably led to the failure of its subsidiaries and many other associated entities within the King Group. In December 2008 the FSB conducted an inspection following the failure of A&S King Makelaars (Pty) Limited to submit the required statutory audit reports and financial statements. An extensive and complex inspection was performed and on 9 July 2009 a written report of the findings of the FSB was produced in which, inter alia, the following was stated:-

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1. *"The King Group marketed and sold shares without registering prospectuses as required by the Companies Act.*
2. *The directors of SERVICES and HOLDINGS were aware of the fact that a prospectus was required.*
3. *The King Group sold more shares than it purported the company to be issuing and before it was converted to a public company.*
4. *In our opinion, the King Group has not acted in accordance with sections 20 and 75 of the Companies Act by selling shares that were not authorised whilst it had not been converted to a public company.*
5. *The King Group misrepresented available issued share capital and issued more shares in HOLDINGS than was initially presented to investors.*
6. *The King Group issued shares without the shares being paid up.*
7. *We are further of the opinion that the King Group contravened section 92(1), as well as section 93(3) of the Companies Act.*
8. *The King Group sold shares in HOLDINGS in blatant disregard of the requirements of the Companies Act due to financial problems.*
9. *The King Group exposed shareholders in HOLDINGS to risk by realising profits before completion of projects.*
10. *The King Group made misrepresentations in the "Share offering" used to market shares HOLDINGS to the public.*
11. *The King Group prejudiced some shareholders when the shares were reissued at a new price.*
12. *The King Group provided us with contradictory information with regard to its financial position and NAV.*
13. *The King Group misappropriated client investments.*
14. *The King Group is technically and commercially insolvent as it is unable to pay its creditors.*
15. *The concerns of the King Group's clients are not being addressed.*

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16. *The King Group negated its undertaking to the FSB to discontinue marketing and selling shares in HOLDINGS.*
17. *The King Group provided inadequate and/or incorrect client disclosures.*
18. *SERVICES contravened its licence conditions."*

Accordingly the FSB concluded:-

1. *"We recommend that the Registrar consider exercising his powers in terms of sections 5 and 6 of the FI Act.*
2. *It is further recommended that the Registrar withdraw the FSP licence of SERVICES in terms of section 10 of the FAIS Act due to the numerous irregularities referred to in this report.*
3. *We recommend that the Registrar urgently investigate the actions of the representatives of SERVICES who recklessly sold products in contravention of the FAIS Act and Companies Act. In our view some of these representatives do not conform to the requirements of fitness and propriety and should not be authorised to render financial services in any capacity.*
4. *We also recommend that the Registrar disclose the inspection report to the NPA and the DTI in terms of section 9 of the Inspection Act."*

On 16 July 2009 the FSP licence of A&S King Makelaars (Pty) Limited was withdrawn in terms of the FAIS Act. The King Group could thereafter no longer function effectively.

The demise of the holding company led to a series of winding-up applications being brought against most of the King Group subsidiary companies including the Company.

SECTION 402(c)

Report Under Section 400(2)

Ongoing investigations into the affairs of this company and the King Group are taking place. Should any contraventions come to our attention, a report will be submitted to the Master of the High Court in regard to such contraventions.

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SECTION 402(d)

Personal Liabilities Of Directors Or Officers

The undersigned are still investigating whether any director or officer or former director or officer of the Company or any other party can be held personally liable for damages or compensation to the Company or for any debts or liabilities of the Company as provided for in the Companies Act. It should however be noted that two of the former directors have been sequestered and that the estate of the third director, who is deceased, is being administered as an insolvent deceased estate.

SECTION 402(e)

Legal Proceedings

As far as we are aware there are no legal proceedings pending by or against the Company.

SECTION 402(f)

Further Enquiry

Investigations are on-going regarding the promotion, formation and failure of the Company and the conduct of its business.

SECTION 402(g)

Books And Records

The undersigned are still investigating all the records of the Company and are therefore, at this stage, unable to state with any certainty whether the provisions of Section 284 of the Act have been complied with.

SECTION 402(h)

Progress And Prospects Of Liquidation

Based on financial information available to us there, would appear to be a danger of contribution being levied upon creditors who submitted their claims for proof.

SECTION 402(i)

Matters Requiring Further Directions Of Creditors And Contributories

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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 STELLENBOSCH this *20th* day of July 2010.


J F KLOPPER

DATED at CAPE TOWN this 23RD day of July 2010.


S M GORE

DATED at CAPE TOWN this *27th* day of July 2010.


M P NASH

c/o Independent Trustees

Po Box 820

STELLENBOSCH

7599

Telephone: 021- 880 5400

Telefax: 021- 880 5430

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**RESOLUTIONS SUBMITTED AND ADOPTED AT THE SECOND MEETING OF CREDITORS
HELD BEFORE THE MAGISTRATE, WELLINGTON ON 11 AUGUST 2010 AT 09H00**

RESOLVED THAT:

1. That the report of the liquidator(s) and his/their actions as referred to therein be and are hereby approved, ratified and confirmed.
2. That the actions of the provisional liquidator(s) and liquidator(s) in engaging the services of attorneys and/or counsel on such matters as he/they found necessary in the administration of the company in liquidation to date, are hereby approved, ratified and confirmed. That the costs thereof be paid out of the funds of the company in liquidation as part of the costs of administration. That the liquidator(s) be authorised to conclude written agreements with their attorneys in terms of the provisions of Section 73 of the Insolvency Act No. 24 of 1936 (as amended) as read with the provisions of the Companies Act No. 61 of 1973 (as amended), dispensing with the need for preparation of bills and the taxation thereof, and that the actions of the provisional liquidator(s) and liquidator(s) in concluding such written agreements to date, are hereby approved, ratified and confirmed.
3. That the liquidator(s) be and is/are hereby authorised to engage whatever further legal assistance he/they may require in the interests of the company in liquidation and that the costs thereof be paid out of the funds of the company in liquidation as part of the costs of administration.
4. That the liquidator(s) be and is/are hereby authorised to institute or defend legal actions in order to collect debts owing to the company or in respect of any other matter affecting the company in liquidation including the holding of enquiries or examinations in terms of the Companies Act, 1973, as amended, or as read with the Insolvency Act, 1936, as amended, as he/they may deem fit, and for such purposes to employ the services of attorneys and/or counsel of his/their choice and to pay the costs out of the funds of the company in liquidation as part of the costs of administration.
5. That the liquidator(s) be and is/are hereby authorised to settle or compromise any legal proceedings whether instituted or to be instituted by or against the company, on such terms and conditions and for such amount as he/they in his/their discretion may deem fit.

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6. That the liquidator(s) be and is/are hereby authorised to sell any movable or immovable property of the company in liquidation of whatsoever description and including outstanding debts by public auction, public tender or private treaty in such manner, upon such terms and conditions and for such amounts as he/they may deem fit.
7. That the liquidator(s) be and is/are hereby authorised to consent to the cancellation of any bond passed in favour of the company.
8. That the liquidator(s) be and is/are hereby authorised to agree to any reasonable offer of composition made to the company by any debtor, to accept payment of any part of any debt due to the company in settlement thereof, to grant an extension of time for the payment of any debt and to abandon such amounts due to the company as he/they has/have been unable to recover or dispose of as he/they may deem fit.
9. That the liquidator(s) be and is/are hereby authorised to engage the services of auctioneers or agents to sell the assets of the company in liquidation and to determine the conditions of sale and manner of advertising in his/their discretion.
10. That the liquidator(s) be and is/are hereby authorised and empowered in his/their discretion to compromise or admit any claim against the company, whether liquidated or unliquidated, arising from any guarantee or any other cause whatsoever, as a liquidated claim in terms of Section 78(3) of the Insolvency Act, as amended, at such amount as may be agreed upon between the creditor(s) concerned and the liquidator(s) provided that proof thereof has been tendered at a meeting of creditors.
11. That the liquidator(s) be and is/are hereby authorised to transfer to the purchaser thereof any immovable property sold by the company prior to its liquidation or to agree to the cancellation of any such sale and to re-sell such property or to agree to the substitution of a new purchaser under any existing Deed of Sale.
12. That the liquidator(s) be and is/are hereby authorised to abandon any asset or assets of the company where no purchaser for the asset(s) can be found.

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13. That the liquidator(s) be and is/are hereby authorised to terminate leases in respect of premises or of any other object entered into by the company in liquidation.

14. That the liquidator(s) be and is/are hereby authorised to, if necessary, borrow moneys with or without providing security therefore and that the interest payable on such loans shall be paid as costs of administration of the company in liquidation.

15. That the liquidator(s) be and is/are hereby authorised to engage the services of bookkeepers, accountants, auditors or any other person for any purpose in and about the affairs of the company which he/they may require and the costs so incurred to be paid as costs of administration of the company in liquidation.

16. That the future administration of the company be left in the hands of and to the discretion of the liquidator(s).

q.q. CREDITORS

PRECIDING OFFICER