

LIQ03

Notice of progress report in voluntary winding up



Companies House

WEDNESDAY



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15/08/2018

#431

COMPANIES HOUSE

1 Company details

Company number 0 2 7 7 3 5 8 7

Company name in full Transform Holdings Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Simon Peter

Surname Carvill-Biggs

3 Liquidator's address

Building name/number Lynton House

Street 7 - 12 Tavistock Square

Post town London

County/Region

Postcode W C 1 H 9 L T

Country

4 Liquidator's name ①

Full forename(s) Simon James

Surname Underwood

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Lynton House

Street 7-12 Tavistock Square

Post town London

County/Region

Postcode W C 1 H 9 L T

Country

② Other liquidator
Use this section to tell us about
another liquidator.

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6 Period of progress report

From date	^d 2	^d 6	^m 0	^m 6	^y 2	^y 0	^y 1	^y 7
To date	^d 2	^d 5	^m 0	^m 6	^y 2	^y 0	^y 1	^y 8

7 Progress report☒ The progress report is attached**8** Sign and date

Liquidator's signature

Signature

X



X

Signature date

^d 1	^d 3	^m 0	^m 8	^y 2	^y 0	^y 1	^y 8
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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 **Rhianydd Lloyd**

Company name **Menzies LLP**

Address **2 Sovereign Quay**

Havannah Street

Post town **Cardiff**

County/Region

Postcode

C	F	1	0		5	S	F
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Country

DX

Telephone **029 2049 5444**



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 or email 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

Transform Holdings Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Statement of Affairs £		From 26/06/2017 To 25/06/2018 £	From 26/06/2015 To 25/06/2018 £
	ASSET REALISATIONS		
NIL	HM Revenue & Customs - Corporation	NIL	NIL
Uncertain	Group Debtors	NIL	NIL
Uncertain	Investments	NIL	NIL
		NIL	NIL
	UNSECURED CREDITORS		
(18,000,000.00)	Cross-guarantee contingent liability	NIL	NIL
		NIL	NIL
	DISTRIBUTIONS		
(100.00)	Ordinary Shareholders	NIL	NIL
(381,578.00)	Share Premium	NIL	NIL
(4,571,419.00)	Reserves	NIL	NIL
		NIL	NIL
(22,953,097.00)		NIL	NIL
	REPRESENTED BY		
			NIL

Note:

All items detailed on the receipts and payments account are shown gross of VAT as the Company was not VAT registered and VAT was therefore an expense of the liquidation estate.

TRANSFORM HOLDINGS LIMITED - IN CREDITORS' VOLUNTARY LIQUIDATION

**JOINT LIQUIDATORS' PROGRESS REPORT PURSUANT TO SECTION 104A OF THE INSOLVENCY ACT
1986 AND RULE 18.2 OF THE INSOLVENCY (ENGLAND & WALES) RULES 2016**

FOR THE PERIOD 26 June 2017 TO 25 June 2018

DATED 13 August 2018

TRANSFORM HOLDINGS LIMITED - IN CREDITORS' VOLUNTARY LIQUIDATION - ("THE COMPANY")

ANNUAL PROGRESS REPORT

CONTENTS

1. Introduction and executive summary
2. Asset realisations
3. Investigations
4. Pre-appointment fees
5. Joint Liquidators' remuneration
6. Joint Liquidators' expenses and disbursements
7. Creditors' claims and outcome for creditors
8. Creditors' rights to further information and to challenge liquidators' remuneration and expenses
9. Summary

APPENDICES

1. Statutory information
2. Joint Liquidators' receipts and payments account
3. Joint Liquidators' analysis of time costs
- 3a. Joint Liquidators' narrative to time costs incurred

1 INTRODUCTION AND EXECUTIVE SUMMARY

My colleagues Simon James Underwood and Robert Harry Pick were appointed Joint Liquidators of the Company on 26 June 2015. I was appointed Joint Liquidator in place of Robert Harry Pick by Court Order dated 12 October 2016 following his retirement. I now present my progress report for the 3rd year of the liquidation, pursuant to Section 104A of the Insolvency Act 1986 ("the Act") and Rule 18.2 of the Insolvency (England & Wales) Rules 2016 ("the Rules").

The Company's statutory information is attached at Appendix 1 of this report.

Executive summary

At the date of liquidation, the Company had ceased trading and accordingly I took steps to realise the remaining assets with a view to distributing the funds to creditors, after costs, in the prescribed order of priority. Joint Liquidators are obliged to investigate the Company's affairs. At the outset it was anticipated that it would be possible to pay a dividend to the floating charge creditor and this continues to be the case (see section 4 below).

I attach at Appendix 2 a receipts and payments account for the period ended 25 June 2018. Details of progress during the period are set out in sections 2 and 3 below.

2 ASSET REALISATIONS

Book debts

As previously reported, the only asset remaining in this liquidation is the book debt owed by a group company, Transform Medical Group (CS) Limited ("Transform Medical") which is in Administration. The Joint Administrators have confirmed that they have ring-fenced the total amount possible under the prescribed part provisions of £600,000 for distribution to unsecured creditors. I understand that at present there is ongoing litigation in the Administration, which was brought by employees in relation to monies owed to them and which has not yet been quantified by the Court.

As the employees' claims are not yet concluded, it is still not possible to confirm the amount which may be available by way of distribution from Transform Medical to the liquidation estate.

3. INVESTIGATIONS

There were no matters that justified further investigation in the circumstances of this appointment

4 PRE-APPOINTMENT FEES

The creditors previously authorised the payment of a fee of £12,000 plus VAT to Menzies LLP for assistance with preparing the statement of affairs and summoning the meeting to appoint a Liquidator.

The fee for preparing the statement of affairs and summoning the meeting was paid by Aurelius ETA UK Investments Limited ("Aurelius"), who is the Company's charge-holder and major investor.

5 JOINT LIQUIDATORS' REMUNERATION

At a meeting of creditors held on 26 June 2015, it was resolved that the Joint Liquidators' remuneration be fixed by reference to time properly spent by them and their staff in attending to matters arising in the liquidation

I attach at Appendix 3 a breakdown of time costs by work category and staff grade for the period 26 June 2017 to 25 June 2018, which includes details of our charge out rates. My time costs during this

reporting period are £6,400.12, which represents 34.60 hours at an average charge out rate of £184.97 per hour. My total time costs incurred for the period to 25 June 2018 amount to £20,287.20, representing 103.82 hours at an average rate of £195.41 per hour.

During the current period under review, Aurelius have paid my fees in the sum of £3,618.06 plus VAT, and a total of £19,688.56 plus VAT to the end of the current period. I have not drawn remuneration from the estate account due to a lack of realisations to date.

Much of the work described in the sections above was undertaken by me, and an assistant manager. Additional assistance was provided by cashiers dealing with banking and statutory duties, and administrators offering various support services. All time spent on administering various duties was charged directly to the case in 6 minute units.

A narrative explanation of work done during the period since my last progress report is set out at Appendix 3a.

An explanatory note "A Creditors' Guide to Liquidators' Fees" can be found on the following link - <https://www.menzies.co.uk/helping-you/business-recovery/fees-guide/>. Alternatively, it is available free of charge by contacting Menzies LLP. Please note that there are different versions and you should refer to the version for appointments from November 2011 to September 2015.

6 JOINT LIQUIDATORS' EXPENSES AND DISBURSEMENTS

Expenses

Please see the receipts and payments account detailed at Appendix 2, which shows the payments made from the estate during the liquidation and for the period since the last progress report.

I have not incurred any expenses during the current period.

Professional advisors

I have not used agents or professional advisors during the current period.

Disbursements

I have not incurred any disbursements during the current period.

7 CREDITORS' CLAIMS AND OUTCOME FOR CREDITORS

Secured creditor

The Company's mortgage register held by the Registrar of Companies, shows that the Company has granted a debenture to Aurelius containing fixed and floating charges.

The legislation requires that if the Company has created a floating charge on or after 15 September 2003, a prescribed part of the Company's net property (i.e. the money that would otherwise be available to the charge holder) should be ring-fenced for distribution to unsecured creditors.

Preferential creditors

There are no preferential creditors.

Unsecured (ie non-preferential) creditors

There are currently no unsecured creditors known to me.

Prescribed part

As stated above, the Company gave a floating charge to Aurelius on 28 May 2010. The prescribed part is calculated as 50% of the first £10,000 of floating charge realisations plus 20% of all other floating charge realisations, subject to a maximum prescribed part of £600,000.

As there are currently no known unsecured creditors in this estate, the prescribed part provisions do not apply.

8 CREDITORS' RIGHTS TO FURTHER INFORMATION AND TO CHALLENGE LIQUIDATORS' REMUNERATION AND EXPENSES

Further information about creditors' rights can be obtained by visiting the creditors' information micro-site published by the Association of Business Recovery Professionals (R3) at <http://www.creditorinsolvencyguide.co.uk/>. A copy of 'A Creditors Guide to Liquidators' Fees' also published by R3, is available at the link <http://www.menzies.co.uk/helping-you/business-recovery/fees-guide/>. Please refer to the version for appointments from November 2011 to September 2015.

Creditors' right to request information

Any secured creditor, or an unsecured creditor with the support of at least 5% in value of unsecured creditors or with the leave of court, may (in writing) request me to provide additional information regarding remuneration or expenses already supplied within this report. In accordance with rule 18.9(2) of the Rules, such a request or application for leave must be made within 21 days of receipt of this report.

Creditors' right to challenge remuneration and/or expenses

Any secured creditor, or an unsecured creditor with the support of at least 10% in value of the unsecured creditors or with permission of the court, may apply to court for one or more orders under Rule 18.36(4) or 18.37(4) of the Rules. In accordance with rule 18.34(3) such applications must be made within eight weeks of receipt of this report.

9 DATA PROTECTION NOTICE

The Joint Liquidators are data controllers of personal data as defined by the relevant provisions of the applicable data protection legislation. Menzies LLP will act as a data processor on their instructions. Personal data will be kept secure and processed only for matters relating to the insolvency appointment. Full details of our privacy notice is at the following link: <https://www.menzies.co.uk/legal/>.

10 SUMMARY

The Liquidation will remain open until a distribution is received from Transform Medical. I am unable to estimate how long this is likely to take, and hope to be in a position to report more fully in my next report.

I will report again on the progress of the Liquidation after the next anniversary of the Liquidation or in the draft final account, whichever is earlier.

Should you require further information, or if you want hard copies of any of the documents made available on-line, please contact my colleague Rhianydd Lloyd by email at rlloyd@menzies.co.uk or by telephone on 029 20447518.

A handwritten signature in black ink, appearing to read 'Simon Peter Carvill-Biggs', with a long horizontal line extending to the right.

Simon Peter Carvill-Biggs
JOINT LIQUIDATOR

Appendix 1 Statutory information

Company name:	Transform Holdings Limited
Company number:	02773587
Registered office:	c/o Menzies LLP, Lynton House, 7-12 Tavistock Square, London, WC1H 9LT
Former registered office:	Transform Pines, 192 Altrincham Road, Manchester, M22 4RZ
Former trading address:	Transform Pines, 192 Altrincham Road, Manchester, M22 4RZ
Principal trading activity:	Holding Company
Joint Liquidators' names	Simon Peter Carvill-Biggs and Simon James Underwood
Joint Liquidators' address	2 Sovereign Quay, Havannah Street, Cardiff, CF10 5SF
Date of appointment	26 June, 2015
Contact details of Joint Liquidators	Rhianydd Lloyd on 029 2044 7518 or at rlloyd@menzies.co.uk
Details of any changes of Liquidator	Following a Court Order dated 12 October 2016, Robert Harry Pick was removed as Joint Liquidator and replaced by Simon Peter Carvill-Biggs.

Appendix 2
Transform Holdings Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments

Statement of Affairs		From 26/06/2017 To 25/06/2018	From 26/06/2015 To 25/06/2018
	ASSET REALISATIONS		
NIL	HM Revenue & Customs - Corporation	NIL	NIL
Uncertain	Group Debtors	NIL	NIL
Uncertain	Investments	NIL	NIL
		NIL	NIL
	UNSECURED CREDITORS		
(18,000,000.00)	Cross-guarantee contingent liability	NIL	NIL
		NIL	NIL
	DISTRIBUTIONS		
(100 00)	Ordinary Shareholders	NIL	NIL
(381,578 00)	Share Premium	NIL	NIL
(4,571,419 00)	Reserves	NIL	NIL
		NIL	NIL
(22,953,097.00)		NIL	NIL
	REPRESENTED BY		
			NIL

Note:

Simon Peter Carvill-Biggs
Joint Liquidator

TRANSFORM HOLDINGS LIMITED - IN LIQUIDATION

APPENDIX 3

TIME CHARGE OUT SUMMARY FOR THE PERIOD FROM 26/06/2017 - 25/06/2018

HOURS

Classification of work function	Partner/ Director	Manager	Senior	Administrator	Support	Total Hours	Time Costs	Average Hourly Rate
							£	£
Admin and Planning	1.20	2.30	4.40	16.20	1.10	25.20	4,662.62	185.02
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.00	0.00	0.80	2.80	0.00	3.60	660.00	183.33
Creditors	0.00	0.30	1.00	4.50	0.00	5.80	1,077.50	185.78
Support	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	1.20	2.60	6.20	23.50	1.10	34.60		
Total Costs	482.00	608.50	1,199.00	4,015.50	95.12		6,400.12	

CHARGE OUT RATES OF INSOLVENCY TEAM MEMBERS

	From 10 May 2018	1 Oct 2017 - 9 May 2018	1 Oct 2016 - 30 Sept 2017
	£ per hour	£ per hour	£ per hour
Partner/Director	365-505	365-505	315-505
Manager	225-295	225-295	225-345
Senior	210	195	185-230
Administrator	75-195	75-195	85-180
Support Staff	80-95	80-95	55.60-105

Note 1 There may have been a number of promotions through the various grades during the period of the administration.

Note 2 Overhead costs are reflected in the charge out rates detailed.

Note 3 The charge-out rate of the Insolvency Practitioner for this assignment is currently £X per hour, and the administrator is £X per hour.

Note 4 Time is recorded in minimum units of 6 minutes.

Appendix 3a**Transform Holdings Limited (In Creditors' voluntary liquidation) ("the Company")
Narrative of work undertaken in the period from 26 June 2017 to 25 June 2018**

A description of the work undertaken since my last progress report is as follows:

1 Administration and planning

There are certain aspects of the case that are required by statute and for the efficient running of the case. They are not expected to provide a direct quantifiable benefit to creditors; however, without them, other aspects of the case which do provide a quantifiable benefit to creditors would be less efficient. They include:

- The maintenance of physical case files and electronic case management information.
- Periodic review of files,
- Strategic case planning and the routine administration of the case.
- Preparation of documentation and reports, dealing with correspondence and statutory advertising.

Specifically:

Reporting

- Preparation of a progress report to members and creditors for circulation following the last anniversary to advise upon the progress made over the year.

Cashiering

- Preparing and processing invoices for payments;
- Reconciling the bank account, and producing the receipts and payments account;
- Reviewing the level of specific penalty bonding;
- Preparation and submission of Corporation Tax returns.

2 Asset realisations

Net asset realisations provide the financial benefit to creditors and their quantum directly contributes to any dividend ultimately available to creditors.

The time spent on asset realisations during the current period under review, relates to reviewing the Administrator's progress reports, and liaising with the Administrator's staff in relation to the timing of conclusion of the ongoing litigation, and the subsequent distribution to creditors from that estate.

3 Investigations

No time has been allocated to investigations during the current period.

4 Creditors

The time spent in this category during the current period has included reviewing my file and producing reports for the secured creditor.