

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

To the Registrar of Companies

**S.106**

Company Number

2867732

Name of Company

Wardour Castle Limited

I / We

Kevin J Hellard, 30 Finsbury Square, London, EC2P 2YU

Note: 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 30 March 2017 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 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;

2. give notice that a meeting of the creditors of the company was duly ~~held on~~/summoned for 30 March 2017 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 4 Hardman Square, Spinningfields, Manchester, M3 3EB

The winding up covers the period from 11 December 2013 (opening of winding up) to the final meeting (close of winding up).

~~The outcome of any meeting (including any resolutions passed) was as follows:-~~

Signed

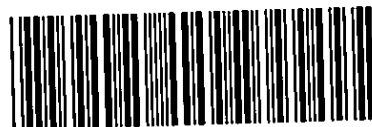
Kevin J Hellard

Date 30 March 2017

Grant Thornton UK LLP  
30 Finsbury Square  
London  
EC2P 2YU

Ref: W01387/KJH/ZLC/NZC/LKG

MONDAY



\*A63JYMBD\*  
A17 03/04/2017 #272  
COMPANIES HOUSE

## **Wardour Castle Limited - In Liquidation (the Company)**

### **Final report of the liquidator**

#### **1 Introduction**

- 1.1 I, Kevin Hellard of Grant Thornton UK LLP, was appointed as joint administrator of the above named Company, together with Stephen J Hunt of Griffins, pursuant to an order of the High Court of Justice on 8 March 2013 in place of Mr Costa Morfakis.
- 1.2 Mr Morfakis was appointed administrator by an Order of the High Court of Justice, Birmingham District Registry on 5 December 2011.
- 1.3 Stephen Hunt subsequently resigned as joint administrator on 27 November 2013 pursuant to an Order of the High Court of Justice.
- 1.4 On 11 December 2013, the administration ceased and the Company moved automatically into Creditor's Voluntary Liquidation with myself appointed as liquidator.
- 1.5 I am now in a position to conclude the liquidation.
- 1.6 The following appendices are included with this report:
  - Appendix A, an account of my receipts and payments for the period from 11 December 2016 to date and also for the whole liquidation
  - Appendix B, a statement of the remuneration charged by the liquidator in the period 11 December 2016 to date and a statement of expenses incurred in the period
  - Appendix C, an analysis of my time costs as required by Statement of Insolvency Practice 9
  - Appendix D, an extract from the Insolvency Rules 1986 relating to creditors' rights to request additional information from the liquidator
  - Appendix E, an extract from the Insolvency Rules 1986 relating to creditors' rights to request further information regarding the liquidator's remuneration or expenses or to challenge these, if excessive.

#### **2 Statutory information**

- 2.1 The Company's registered office is at 30 Finsbury Square, London, EC2P 2YU and the registered number is 02867732.

#### **3 Events since progress report to 10 December 2016**

- 3.1 Since my last report I have settled all final costs of the liquidation.
- 3.2 I am now in a position to convene the final meetings of members and creditors and progress the Company to dissolution.
- 3.3 Once the final meetings of the Company have been held, the Company will move to dissolution approximately three months later.

## **4 Assets**

### **Administration surplus**

- 4.1 As previously reported, according to the former administrator's proposals the Company had assets comprised of interests in various leases including a lease of the common parts of the Castle and leases of apartments at the Castle which had subsequently been sub-let to various residents on 99 year leases.
- 4.2 The former administrator states that prior to his appointment four of the six owners of the under leases had been in negotiations with the Company to take an extension of their leases. However the agreements between the Company and the leaseholders for the extension were not completed.
- 4.3 The former administrator also reported that one of the owners of the under leases had wished to acquire certain head leases.
- 4.4 The former Administrator dealt with the extension of four leases which recovered £48,927. Legal costs of £17,639 were deducted from these sums and I subsequently received £31,288 into the administration. After deduction of bank interest of £67, a balance of £31,335 was transferred to the liquidation.

### **Leases**

- 4.5 As previously advised, I instructed Hillyer McKeown to review the lease position and instructed agents to provide an accurate valuation of the leases in order to prepare them for sale.
- 4.6 I received an offer at an early point during my appointment from a private investor who also held a charge over some of the leases. My solicitor advised that before offering its interest for sale on the open market, the freeholder must serve formal notices known as Section 5 Notices, on the leaseholders advising them of the intention to sell and provide relevant time for the leaseholders to consider purchasing the freehold.
- 4.7 Section 5 Notices were issued to the leaseholders, however, following the recommendation from my solicitor, advice was sought from Counsel in order to confirm that service of the notices was valid. Counsel noted that the managing agents had not been served notice and advised that there was legislation indicating that notice should have been served.
- 4.8 As a consequence, the notice period was extended allowing notice to be served to the agents and allowing my solicitor to confirm if any parties intended to make offers. No offers were received during this time, however, the private investor attempted to revise its offer, which further delayed the completion.
- 4.9 Following expiry of the notice period I proceeded to complete the transaction and the transfer of the leases was completed for a total consideration of £42,443.
- 4.10 Payments were subsequently made to fixed charge holders following the sale of £4,315 and £17,549.

**InterCompany debt**

- 4.11 As previously advised, following a review of the Company accounts, a sum of £335,008 is outstanding from a related Company, Wardour Estates Limited. However, Wardour Estates Limited disputed that any funds are due to the Company.
- 4.12 Wardour Estates Limited has since had an S38 Receiver appointed by Ahli United Bank (UK) Plc who has since advised that following the sale of the freehold property, there are insufficient realisations to discharge the first charge holder so no surplus funds are available.

**5 Liabilities**

- 5.1 There are no preferential creditors in this matter.
- 5.2 I have received unsecured claims totalling £152,719.
- 5.3 There are insufficient funds available for a distribution to be made to creditors.

**6 Remuneration and expenses**

- 6.1 My fees for acting as administrator were fixed by reference to my time costs. Pursuant to rule 4.127(5A) of the Insolvency Rules 1986, this basis applies also in the liquidation.
- 6.2 You will note from the SIP 9 table attached at Appendix C that my time costs to date are £82,151 and from the receipts and payments account attached at Appendix A, that I have drawn £13,394.
- 6.3 Background information regarding the fees of liquidators can be found at [https://www.r3.org.uk/media/documents/technical\\_library/SIPS/SIP%209%20Dec%202015.pdf](https://www.r3.org.uk/media/documents/technical_library/SIPS/SIP%209%20Dec%202015.pdf). Alternatively, we will supply this information on request. Time is charged in 6 minute units.
- 6.4 The sum of £3,047 has been paid to Axiom Recovery LLP (Axiom) in respect of its fees relating to the administration of the Company. Disbursements totalling £1,914 have also been paid to Axiom.
- 6.5 Disbursements totalling £159 have been charged to the estate in respect of statutory advertising, courier fees and storage costs.



VP Kevin J Hellard  
Liquidator

Date:

Enc

Wardour Castle Limited - in liquidation  
Summary of receipts and payments  
from 11 December 2013 to 30 March 2017

	From 11-Dec-13 to 10-Dec-16 £	From 11-Dec-16 to 30-Mar-17 £	Total £
<b>Receipts</b>			
Admin/Receivers Surplus	31,355.05	0.00	31,355.05
Leasehold Property (1)	42,443.00	0.00	42,443.00
	<u>73,798.05</u>	<u>0.00</u>	<u>73,798.05</u>
<b>Payments</b>			
Chargeholder (1)	4,314.57	0.00	4,314.57
Chargeholder (2)	17,549.23	0.00	17,549.23
Previous Administrator's disbursements	1,914.14	0.00	1,914.14
Previous Administrator's Fees	3,047.00	0.00	3,047.00
Liquidators Fees	0.00	13,394.36	13,394.36
Liquidators Expenses	0.00	159.49	159.49
Legal Fees (1)	31,459.00	0.00	31,459.00
Counsel Fees	1,750.00	0.00	1,750.00
Statutory Advertising	0.00	70.20	70.20
Storage Costs	0.00	126.02	126.02
VAT Irrecoverable	0.00	14.04	14.04
	<u>60,033.94</u>	<u>13,764.11</u>	<u>73,798.05</u>
<b>Net Receipts/(Payments)</b>	<u>13,764.11</u>	<u>(13,764.11)</u>	<u>0.00</u>
<b>Made up as follows</b>			
Floating Current Account - NIB from open	13,764.11	(13,764.11)	0.00
	<u>13,764.11</u>	<u>(13,764.11)</u>	<u>0.00</u>

**B Remuneration charged and expenses incurred by the liquidator in the period**

	Charged/incurred in period 11/12/2016 to date	Cumulative charged/incurred to date	Of which paid to date
	£	£	£
Previous Administrator's Fees	-	3,047	3,047
Previous Administrator's Expenses	-	1,914	1,914
Liquidators' fees: Time costs	2,744	82,151	13,394
Expenses	-	159	159

## C SIP 9 information

### Introduction

The following information is provided in connection with the liquidators' remuneration and disbursements in accordance with SIP 9.

Explanation of Grant Thornton UK LLP charging and disbursement recovery policies

### Time costs

All partners and staff are charged out at hourly rates appropriate to their grade, as shown on the attached schedule. Details of the hourly charge-out rates are made available to creditors or committees at the time of fixing the basis of our fees. Support staff (ie secretaries, cashiers and filing clerks) are charged to the case for the time they work on it.

	From 01/07/10	From 01/07/11	From 01/07/12	From 01/07/13	From 01/07/14 to date
	£	£	£	£	£
Partners up to	535	560	580	600	740
Managers up to	405	425	440	455	470
Administrators up to	285	300	310	320	345
Assistants and support staff up to	195	205	210	220	230

### Disbursements

Out of pocket expenses are charged at cost and mileage is charged at standard rates. VAT is added to disbursement charges as necessary.

Wardour Castle Limited - In Liquidation - W30201387 - SIP 9 TIME COST ANALYSIS

Transaction period : All transactions

	Partner		Manager		Executive		Administrator		Total		
	Hrs	£	Hrs	£	Hrs	£	Hrs	£	Hrs	£	Avg. Hdy Rate
Administration and Planning	.85	447.75	70.03	28,030.10	68.76	18,300.85	16.53	2,741.35	156.17	48,520.05	317.09
Creditors					7.20	1,983.00			7.20	1,983.00	275.42
Hiatus period											
Investigations			1.61	707.70	2.85	796.00	2.75	447.25	7.21	1,950.95	270.59
Pensions			.30	150.00			.60	93.00	.90	243.00	270.00
Realisation of Assets	.50	370.00	.90	357.00	15.95	4,382.50			17.35	5,109.50	294.50
Taxation	4.00	2,680.00	29.25	12,500.50	15.85	4,311.00	31.50	3,852.50	80.60	23,344.00	289.63
Trading											
Total	5.35	3,497.75	102.09	41,746.30	110.61	29,773.36	51.38	7,134.10	269.43	82,150.50	304.90

Total fees billed to date (Time) : £ 13,394



Wardour Castle Limited - In Liquidation - W30201387 - SIP 9 TIME COST ANALYSIS

Transaction period : 11/12/2016 to : 25/01/2017

	Partner		Manager		Executive		Administrator		Total	
	Hrs	£	Hrs	£	Hrs	£	Hrs	£	Hrs	£
Administration and Planning (incl statutory reporting)			1.70	680.00	7.00	1,680.00	1.40	227.00	10.10	2,587.00
Chargeholders (incl bank reporting)										
Corporation Tax							.50	60.00	.50	120.00
Hiatus period										
Investigations and reports on directors							.20	33.00	.20	33.00
Legal										
PAYE and VAT							.40	64.00	.40	64.00
Pensions										
Preferential creditors										
Realisation of Assets: Debtors										
Realisation of Assets: Other assets										
Realisation of Assets: Property plant vehicles etc (incl HP leasing and third party)										
Realisation of Assets: Stock and WIP (incl ROT)										
Sale of business										
Trading										
Unsecured creditors										
Total			1.70	680.00	7.00	1,680.00	2.60	384.00	11.20	2,744.00
										245.00

Total fees billed to date (Time) : £ 13,394

## Wardour Castle Limited - In Liquidation

TASKS	Incurred in the period		
	Av Hrlly Rate	Hrs	£
<b>STATUTORY AND ADMINISTRATIVE TASKS</b>	<b>254</b>	<b>10</b>	<b>2,620</b>
Case planning			
Maintenance of records			
Reports to creditors			
Bank account administration (treasury)			
<b>TAXATION</b>	<b>138</b>	<b>1</b>	<b>124</b>
Tax compliance			
<b>Total costs</b>	<b>245</b>	<b>11</b>	<b>2,744</b>

**D An extract from the Insolvency Rules 1986 relating to creditors' rights to request additional information from the liquidator**

Rule 4.49E edited for application to a draft final report in a creditors' voluntary liquidation

- (1) If
  - (a) within the period mentioned in paragraph (2)
    - (i) a secured creditor, or
    - (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
  - (b) with the permission of the court upon an application made within the period mentioned in paragraph (2), any unsecured creditor makes a request in writing to the liquidator for further information about remuneration or expenses set out in the draft final report, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of a matter which was previously included in a progress report.
- (2) The period referred to in paragraph (1)(a) is 21 days of receipt of the draft final report.
- (3) The liquidator complies with this paragraph by either -
  - (a) providing all of the information asked for, or
  - (b) so far as the liquidator considers that
    - (i) the time or cost of preparation of the information would be excessive, or
    - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
    - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information,
 giving reasons for not providing all of the information.
- (4) Any creditor, who need not be the same as the creditor who requested further information, may apply to the court within 21 days of -
  - (a) the giving by the liquidator of reasons for not providing all of the information asked for, or
  - (b) the expiry of the 14 days provided for in paragraph (1),
 and the court may make such order as it thinks just.
- (5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks provided for in Rule 4.131(1B) by such further period as the court thinks just.

**E An extract from the Insolvency Rules 1986 relating to creditors' rights to challenge the liquidator's remuneration or expenses if excessive**

Rule 4.131

- (1) Any secured creditor, or any unsecured creditor with either the concurrence of at least 10% in value of the creditors (including that creditor) or the permission of the court, may apply to the court for one or more of the orders in paragraph (4).
- (1A) Application by a creditor may be made on the grounds that -
  - (a) the remuneration charged by the liquidator,
  - (b) the basis fixed for the liquidator's remuneration under Rule 4.127, or
  - (c) expenses incurred by the liquidator,
 is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate.
- (1B) The application must, subject to any order of the court under Rule 4.49E(5), be made no later than 8 weeks (or in a case falling within Rule 4.108, 4 weeks) after receipt by the applicant of the progress report or the draft report under Rule 4.49D, which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").
- (2) The court may, if it thinks that no cause is shown for a reduction, dismiss the application; but it shall not do so unless the applicant has had an opportunity to attend the court for a hearing, of which he has been given at least 5 business days' notice, but which is without notice to any other party.  
If the application is not dismissed under this paragraph, the court shall fix a venue for it to be heard, and give notice to the applicant accordingly.
- (3) The applicant shall, at least 14 days before the hearing, send to the liquidator a notice stating the venue and accompanied by a copy of the application, and of any evidence which the applicant intends to adduce in support of it.
- (4) If the court considers the application to be well-founded, it must make one or more of the following orders -
  - (a) an order reducing the amount of remuneration which the liquidator was entitled to charge
  - (b) an order fixing the basis of remuneration at a reduced rate or amount
  - (c) an order changing the basis of remuneration
  - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation
  - (e) an order that the liquidator or the liquidator's personal representative pay to the Company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify
 and may make any other order that it thinks just; but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report.
- (5) Unless the court orders otherwise, the costs of the application shall be paid by the applicant, and are not payable as an expense of the liquidation.