

Insolvency Act 1986

Statement of Administrators'  
Proposals

# S.23(1)(a)

Pursuant to section 23(1) of the Insolvency  
Act 1986

To the Registrar of Companies

For official use

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Company number

02915596

Name of Company

Scoffers Group Limited

We of John Samuel Francis Bennett  
3 Dyers Buildings  
Holborn  
London  
EC1N 2JT


administrators of the company attach a copy of our proposals for achieving the purposes set out in the administration order filed herein. A copy of these proposals was sent to all known creditors on:

8 May 2002

Signed \_\_\_\_\_

Date 10 May 2002

John Samuel Francis Bennett  
Casson Beckman & Partners  
3 Dyers Buildings  
Holborn  
London  
EC1N 2JT

For Official Use	
Post Room	
	
A42 COMPANIES HOUSE	*AM7PRATM* 0218 15/05/02



## CASSON BECKMAN & PARTNERS

PART OF THE CASSON BECKMAN GROUP

3 DYERS BUILDINGS, HOLBORN, LONDON EC1N 2JT

TELEPHONE : 020 7400 5400 FAX : 020 7400 5401 E-MAIL : london@casson-beckman.co.uk

Date: 8 May 2002  
Our Ref: MW/1202014/bq080502  
Your Ref:  
Contact: Brent Quinn  
Extension: 425

### TO ALL KNOWN CREDITORS



Dear Sirs

**SCOFFERS GROUP LIMITED (IN ADMINISTRATION) ("THE COMPANY")**  
**NOTICE OF MEETING TO CREDITORS PURSUANT TO SECTION 23 OF THE**  
**INSOLVENCY ACT 1986 ("THE ACT") ("THE MEETING")**

I, John S F Bennett was appointed Administrator of the Company by Order of the High Court of Justice, Strand, London on 25 February 2002. A meeting of the Company's creditors will be held at 11am on Friday 24 May 2002 at the offices of Casson Beckman & Partners, 3 Dyers Buildings, Holborn, London EC1N 2JT.

Attached is a:

- a) formal notice of the meeting; and
- b) Statement to creditors pursuant to Rule 2.16 of the Insolvency Rules 1986 ("the Statement") which outlines the actions of the Administrator to date. The Statement also incorporates details of the Administrator's proposals for the Company pursuant to section 23 of the Act.

The purpose of the meeting is for the Administrator to present to the creditors, for consideration and, if they think fit, approval, their proposals for achieving the purpose(s) for which the Administration Order was granted. In addition, creditors will be asked to consider establishing a creditors' committee. The meeting will be conducted by myself or a duly authorised representative.

Creditors are not required to attend the meeting in person and non-attendance will not affect the status of your claim against the Company. A proxy form for voting purposes at the meeting is annexed to the Statement for those creditors wishing to vote but not wanting to attend the meeting in person.

Cont'd/....

- 2 -

Letter to all Known Creditors  
Re Scoffers Group Limited  
8 May 2002

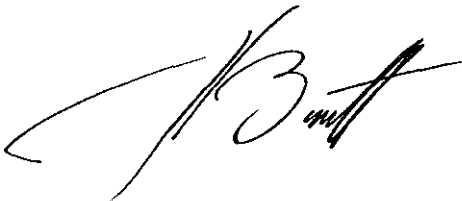
All creditors wishing to vote in person or by proxy must provide a written statement of claim. A claim form is attached to the Statement for this purpose and should preferably be returned to this office together with a proxy form.

Completion and return of the proxy form will not preclude a creditor entitled to attend in person and vote at the meeting from doing so. I draw your specific attention to the formalities in relation to the completion and return of these forms set out in the formal notice advising of the meeting.

In accordance with Section 12 of the Act, notice is hereby given that the affairs, business and property of the Company (In Administration) are being managed by the Administrator.

Pursuant to Section 14(5) of the Act, the Administrator acts as agent of the Company and without personal liability.

Yours faithfully  
For and on behalf of  
Scoffers Group Limited (In Administration)

A handwritten signature in black ink, appearing to be 'J S F Bennett', written in a cursive style.

John S F Bennett  
Administrator

Enc.

IN THE HIGH COURT JUSTICE

No 1042 of 2002

HIGH COURT OF JUSTICE, STRAND, LONDON

IN THE MATTER OF SCOFFERS GROUP LIMITED  
(IN ADMINISTRATION)  
AND  
IN THE MATTER OF THE INSOLVENCY ACT 1986  
NOTICE OF CREDITORS' MEETING

Notice is hereby given that a meeting of the creditors of the Company will be held at:

**Venue:** Casson Beckman & Partners, 3 Dyers Buildings, Holborn, London EC1N 2JT

**Date:** 24 May 2002

**Time:** 11:00am

For the following purposes:-

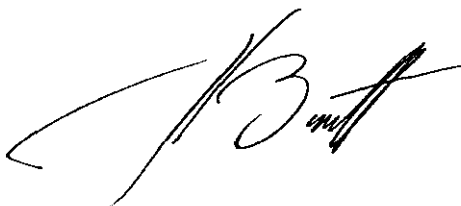
To consider and, if thought fit, approve (with or without modification) the proposals of the Administrator for achieving the purposes set out in the Administration Order. These proposals are contained within the Statement to creditors and are prepared pursuant to Section 23 (1) of the Insolvency Act 1986.

To consider establishing and, if thought fit, establish a Creditors' Committee.

The attached claim form should be completed, (if one has not already been sent into this office) and returned to 3 Dyers Buildings, Holborn, London, EC1N 2JT. Please ensure that the claim is lodged at my office no later than 12:00pm on 23 May 2002 or this may preclude any creditor from voting at the meeting. A proxy form is also attached for the use on behalf of creditors, which may be submitted up until the time of the meeting.

A person authorised under Section 375 of the Companies Act 1985 to represent a corporation must produce to the chairman of the meeting a copy of the resolution from which he/she derives his/her authority. The copy resolution must be under the seal of the corporation, or certified by the secretary or director of the corporation to be a true copy.

Dated this 8<sup>th</sup> Day of May 2002



John S F Bennett  
Administrator



SCOFFERS GROUP LIMITED

(IN ADMINISTRATION)

STATEMENT TO CREDITORS PURSUANT TO RULE 2.16 OF  
THE INSOLVENCY RULES 1986

AND

STATEMENT OF PROPOSALS  
PURSUANT TO SECTION 23 OF THE INSOLVENCY ACT 1986

PRIVATE AND CONFIDENTIAL

Casson Beckman & Partners  
3 Dyers Buildings  
Holborn  
London EC1N 2JT

**SCOFFERS GROUP LIMITED**

**(IN ADMINISTRATION)**

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## **1. INTRODUCTION**

1.1 This report is prepared pursuant to Rule 2.16(2) of the Insolvency Rules 1986 in relation to Scoffers Group Limited ("the Company"). John Bennett was appointed Administrator of the Company by Order of the High Court on 25 February 2002.

1.2 The purposes of the Administration Order in accordance with Section 8(3) of the Insolvency Act 1986 ("the Act"), is:

- a more advantageous realisation of the Company's assets than would be effected on a winding-up.

## **2. BACKGROUND AND NATURE OF THE BUSINESS**

2.1 The Company was incorporated on 5 April 1994.

2.2 Scoffers Group Limited ("SGL") commenced trading shortly after incorporation with the principal activity of operating a wholesale drinks supply business as well as providing management services.

2.3 SGL has historically provided a number of companies with management services but has more recently concentrated on trading three restaurants from three separate leasehold sites. Each lease is held separately by Scoffers Limited ("SL"), Hudsons Restaurant Limited ("HRL") and GOE Limited ("GOE").

2.4 SGL has been discharging the rent obligations under the three leasehold properties. It presently employs five people in the office and approximately 65 full and part time staff spread amongst the three restaurants.

2.5 The Company's statutory details are set out in Appendix A of this Report.

## **3. EVENTS LEADING TO THE ADMINISTRATION ORDER**

3.1 The Company traded profitably from incorporation through to 1997 when it first experienced financial difficulties. The Company entered into a Joint Venture to supply wholesale drinks to bars, clubs and national chains. Two skilled and experienced individuals were employed to secure lucrative contracts.

3.2 The concept was based on combining their knowledge of the industry with the Company's expertise on financing, back up, logistics and other management services. This venture however proved unsuccessful and extremely costly with anticipated returns proving unrealistic. The Joint Venture was abandoned.

3.3 This failure placed a severe strain on the Company's cashflow position to the extent that it was no longer able to pay creditors within agreed terms. In the summer of 1997 the Company sought the support of its creditors to enter into a Company Voluntary Arrangement ("CVA"). In July 1997 the creditors accepted the proposal and the Company entered into a five year contribution based CVA.

- 3.4 From 1997 through to the summer of 2000 the Company serviced its obligations under the CVA. The financial commitments to this scheme however became strained when during 2000 a landlord, for no apparent reason commenced legal proceedings to obtain vacant possession of one of the leasehold properties managed by the Hudson Club Limited ("HCL").
- 3.5 This action resulted in some 8 County or High Court actions against HCL at a significant cost to the Company. In July 2000 the landlord seized the lease resulting in an action against him in the High Court.
- 3.6 Defending and bringing actions against the landlord placed a drain on financial resources and management time of the Company. The situation was exacerbated by a reduction in turnover for HCL caused by disruptions by the landlord. It was apparent that recovery of the costs for defending and bringing the actions would not be recouped in the short term.
- 3.7 The Company attempted to sell its interest in HCL spending considerable monies with lawyers to progress the sale. Having eventually found a buyer and incurred costs and taking all the necessary steps to proceed with the sale, the Company was effectively unable to complete due to the simple fact that the landlord's consent to assign could not be obtained. The purchaser subsequently altered the terms and it is now unlikely that the sale will be finalised. The Company has now relinquished all interest in HCL and no longer provides management services.
- 3.8 The Supervisor and the major creditor, the Inland Revenue, were kept apprised of the position and build up of post voluntary arrangement liabilities. On 28 January 2002, despite the Directors' best efforts, the Supervisor of the Voluntary Arrangement finally decided to fail the scheme due to post CVA liabilities owed to the Crown.
- 3.9 The Company is insolvent, in that it cannot pay its debts as and when they fall due, and within the meaning of that term defined in Section 123 of the Insolvency Act 1986. Consequently, the Company petitioned the Court that an Administration Order be granted following the failure of the CVA.

#### **4. ESTIMATED STATEMENT OF THE COMPANY'S AFFAIRS**

- 4.1 The directors have been forwarded for completion, a statement of affairs in accordance with Section 235 of the Insolvency Act 1986 and schedule 1 to the Company Directors Disqualification Act 1988.
- 4.2 Philip Davies & Sons, Independent valuation agents, have valued the Company's chattel assets. A general write down of the asset values has been made for the estimated to realise figure.



## **5. THE ADMINISTRATOR'S ACTIONS SINCE 25 February 2002**

- 5.1 Since the Administration Order was granted an associated company, known as SPQR Restaurants Limited ("SPQR"), has funded the ongoing trading position of the Company and its associated companies SL, GOE and HRL which are also in Administration under a "Management and Trading" agreement.
- 5.2 SPQR has offered to purchase the business and assets of all four companies which includes the transfer of all the employees. The Administrator's intention and in accordance with the terms of the Administration Order was to seek the views of creditors on this offer at the forthcoming creditors meeting.
- 5.3 However SPQR was not prepared to continue funding the businesses without any indication that its offer would be accepted and as a consequence was threatening to withdraw its funding as well as its offer unless an answer was given immediately. In the circumstances, the Administrator believed it prudent to discuss the acceptability of this offer with the Inland Revenue, as it is the Company's principal creditor.
- 5.4 The Inland Revenue subsequently confirmed that subject to certain conditions the offer from SPQR would be acceptable. The Administrator, with the benefit of the Inland Revenue's comments, returned to Court in April 2002 to seek permission to sell the business and assets of the four companies before the section 23 meeting. The Court granted the Order and formal negotiations with SPQR were commenced at the beginning of May 2002.
- 5.7 The Administrator's time costs to 8 May 2002 have been estimated at £19,745 and this represents in excess of 107 hours at an average cost of £185 per hour, subject to audit and uncompleted time sheets.

## **6. THE ADMINISTRATOR'S PROPOSALS**

- 6.1 In accordance with Section 23 of the Act, the Administrator makes the following proposals for achieving the purposes of the Administration Order made on 25 February 2002.
- 6.2 The approval of the proposals will be considered as one resolution by a meeting of creditors to be held at 11.00am on 24 May 2002. The Administrator proposes that:
  - 6.2.1 creditors be given the opportunity to establish a Creditors' Committee. A Creditors' Committee must consist of at least 3 and not more than 5 creditors of the Company. The purpose of the Committee would be to represent creditors and to assist the Administrator in administering the Administration, including the approval of the Administrator's remuneration;
  - 6.2.2 if a Creditors' Committee is not formed the Administrator's remuneration be based on the time costs properly incurred in the conduct of the Administration, and that he may draw remuneration in respect of

these costs, as and when realisations allow (Creditors' Guide to Administrators Fees, attached Appendix E); and

- 6.2.3 the 2.2 Report preparation costs have been authorised as an expense of the Administration by the High Court.
- 6.2.4 the creditors to approve the continuation of the Administration in the short term until the sale of the businesses have been completed and the purposes of the Administration achieved.
- 6.2.5 when the above has been achieved the Administrator will seek to discharge the Administration Order pursuant to Section 18 and will seek his release as Administrator pursuant to Section 20 of the Act.

The proposals will be placed before creditors at a meeting of creditors convened at 11.00am on 24 May 2002 pursuant to Section 23 of the Insolvency Act 1986. If any creditor has any queries in relation to the above, please do not hesitate to contact Brent Quinn of Casson Beckman & Partners on 020 7400 5400.

Dated this 8th day of May 2002

A handwritten signature in black ink, appearing to be 'J S F Bennett', with a stylized flourish at the end.

John S F Bennett  
Administrator

# APPENDIX

## A

**STAUTORY DETAILS OF**  
**SCOFFERS GROUP LIMITED**

Company Number:	02915596
Date of Incorporation:	5 April 1994
Registered Office Address:	3 Dyer's Buildings, Holborn, London EC1N 2JT
Directors:	Kevin Patrick Victory Michael Victory
Authorised Capital:	£1000 by way of 1000 Ordinary Shares of £1 each
Issued and paid-up Capital	£2 by way of 2 Ordinary Shares of £1 each

# APPENDIX B

# SCOFFERS GROUP LIMITED

## ESTIMATED STATEMENT OF AFFAIRS AS AT 20 FEBRUARY 2002

	NOTES	BOOK VALUE £	ADMINISTRATION £	LIQUIDATION £
<b>ASSETS</b>				
Inter company debts	1	405,861	uncertain	uncertain
Recovery of legal costs	2	302,000	uncertain	uncertain
Restaurant furnishings, catering & related equipment	3	39,136	21,000	4,699
Bratts Limited	4	25,000	uncertain	uncertain
		771,997	21,000	4,699
<b>LIABILITIES</b>				
<b>PREFERENTIAL CREDITORS</b>				
PAYE & NIC	5	-276,000	-276,000	-276,000
HM Customs & Excise	5	-71,000	-71,000	-71,000
Estimated deficiency after preferential creditors		424,997	-326,000	-342,301
<b>UNSECURED CREDITORS</b>				
Trade & expense		-3,480	-3,480	-3,480
PAYE & NIC	5	-197,000	-197,000	-197,000
Redundancy & pay in lieu of notice claims	6	nil	nil	-175,899
SPQR Restaurants Limited	7	-65,452	nil	-65,452
Director's loan	8	-70,929	-70,929	-70,929
Estimated surplus/(deficiency) as regards creditors		88,136	-597,409	-855,061

# APPENDIX C

## Rule 8.1

Insolvency Act 1986

Proxy (Administration)

Scoffers Group Limited

Please give full name  
and address for  
communication

Name of Creditor \_\_\_\_\_

Address of Creditor \_\_\_\_\_

Please insert name of  
person (who must be  
18 or over) or the  
"chairman of the  
meeting".

Name of proxy-holder

1. \_\_\_\_\_

If you wish to  
provide for alternative  
proxy-holders in the  
circumstances that your  
first choice is unable  
to attend please state  
the name(s) of the  
alternatives as well

2. \_\_\_\_\_

3. \_\_\_\_\_

Please delete words in  
brackets if the proxy-  
holder is only to vote  
as directed, i.e. he has  
no discretion

I appoint the above person to be my/the creditors proxy-holder at the meeting of creditors to be held on 24 May 2002 or at any adjournment of that meeting. The proxy-holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given may vote or abstain at his/her discretion)

**Voting instructions for resolutions**

\*Please delete as appropriate

1. For the acceptance/rejection\* of the Administrators proposed/revised proposals\* as circulated

2. For the appointment of \_\_\_\_\_

of \_\_\_\_\_

representing \_\_\_\_\_

as a member of the creditors' committee.

This form must be  
signed

Signature \_\_\_\_\_ Date \_\_\_\_\_

Name in CAPITAL LETTERS \_\_\_\_\_

Only to be completed  
if the creditor has not  
signed in person

Position with creditor or relationship to creditor or other authority for signature

\_\_\_\_\_



# APPENDIX D

# **PROOF OF DEBT - GENERAL FORM**

## **In the matter of Scoffers Group Limited (In Administration) and in the matter of the Insolvency Act 1986**

Date of Administration Order - 25 February 2002

(see notes at end re VAT Bad Debt Relief and period dates)

1	Name of Creditor		
2	Address of Creditor		
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into liquidation (See Note)	(3a) Period A (3b) Period B (3c) Period C  Total gross claim	£ £ £ ----- -----
4	Details of any document by reference to which the debt can be substantiated. (Note: the liquidator may call for any document or evidence to substantiate the claim at his discretion)		
5	If the total amount shown above includes Value Added Tax, please show: (a) amount of Value Added Tax (b) amount of claim NET of Value Added Tax	Period A  £  (5a) £	Period B  £  (5b) £
6	If total amount above includes outstanding uncapitalised interest please state amount	£	
7	If you have filled in both box 3 and box 5, please state the amount you are claiming	Period A Period B Period C  Total net claim	(3a or 5a) (3b or 5b) (3c only)  ----- £ -----
8	Give details of whether the whole or any part of the debt falls within any (and if so which) of the categories of preferential debts under Section 386 of, and Schedule 6 to, the Insolvency Act 1986 (as read with Schedule 3 to the Social	Category        Amount(s) claimed as preferential	

9	Particulars of how and when debt incurred	
10	Particulars of any security held, the value of the security, and the date it was given	£
11	Signature of creditor or person authorised to act on his behalf _____	

Name in BLOCK LETTERS \_\_\_\_\_

Position with or relation to creditor \_\_\_\_\_ Date \_\_\_\_\_

Admitted to vote for

£

Date

Chairman

Admitted preferentially for

£

Date

Liquidator

Admitted non-preferentially for

£

Date

Liquidator

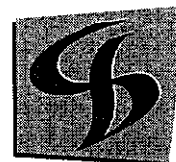
NOTE: A company goes into liquidation if it passes a resolution for voluntary winding up or an order for its winding up is made by the court at a time when it has not already gone into liquidation by passing such a resolution.

## VAT BAD DEBT RELIEF (Under Finance Act 1990)

- Period A Supplies on or before 31 March 1989.  
VAT Bad Debt Relief claimable from HM Customs & Excise after acknowledgement from Liquidator of net claim.
- Period B Supplies between 1 April 1989 and 25 July 1990 (inclusive).  
Supplier has choice of relief under A above or C below.
- Period C Supplies on or after 26 July 1990.  
VAT Bad Debt Relief available after one year direct from HM Customs & Excise - claim gross in liquidation.

# APPENDIX E

# **A CREDITORS' GUIDE TO ADMINISTRATORS' FEES ENGLAND AND WALES**



## **1 Introduction**

- 1.1 When a company goes into administration the costs of the proceedings are paid out of its assets. The creditors, who hope eventually to recover some of their debts out of the assets, therefore have a direct interest in the level of costs, and in particular the remuneration of the insolvency practitioner appointed to act as administrator. The insolvency legislation recognises this interest by providing mechanisms for creditors to determine the basis of the administrator's fees. This guide is intended to help creditors be aware of their rights under the legislation to approve and monitor fees and explains the basis on which fees are fixed.

## **2 The nature of administration**

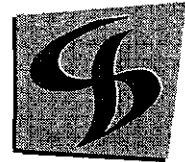
- 2.1 Administration is a procedure which places a company under the control of an insolvency practitioner and the protection of the court in order to achieve one or more of the following statutory purposes:
- the survival of the company and its business in whole or in part;
  - the approval of a company voluntary arrangement;
  - the sanctioning of a scheme under section 425 of the Companies Act 1985;
  - a better realisation of assets than would be possible in a liquidation.
- Administration may be followed by a company voluntary arrangement or liquidation.

## **3 The creditors' committee**

- 3.1 The creditors have the right to appoint a committee with a minimum of 3 and a maximum of 5 members. One of the functions of the committee is to determine the basis of the administrator's remuneration. The committee is established at the meeting of creditors which the administrator is required to hold within 3 months of the administration order to consider his proposals. The administrator must call the first meeting of the committee within 3 months of its establishment, and subsequent meetings must be held either at specified dates agreed by the committee, or when a member of the committee asks for one, or when the administrator decides he needs to hold one. The committee has power to summon the administrator to attend before it and provide such information as it may require.

## **4 Fixing the administrator's fees**

- 4.1 The basis for fixing the administrator's remuneration is set out in Rule 2.47 of the Insolvency Rules 1986, which states that it shall be fixed either:
- as a percentage of the value of the property which the administrator has to deal with, or
  - by reference to the time properly given by the administrator and his staff in attending to matters arising in the administration.
- 4.2 It is for the creditors' committee (if there is one) to determine on which of these bases the remuneration is to be fixed, and if it is fixed as a percentage, to fix the percentage to be applied. Rule 2.47 says that in arriving at its decision the committee shall have regard to the following matters:
- the complexity (or otherwise) of the case;
  - any responsibility of an exceptional kind or degree which falls on the administrator;
  - the effectiveness with which the administrator appears to be carrying out, or to have carried out, his duties;
  - the value and nature of the property which the administrator has to deal with.
- 4.3 If there is no creditors' committee, or the committee does not make the requisite determination, the administrator's remuneration may be fixed by a resolution of a meeting of creditors having regard to the same matters as the committee would. If the remuneration is not fixed in any of these ways, it will be fixed by the court on application by the administrator.



**5 What information should be provided by the administrator?**

- 5.1 When seeking agreement to his fees the administrator should provide sufficient supporting information to enable the committee or the creditors to form a judgement as to whether the proposed fee is reasonable having regard to all the circumstances of the case. The administrator should always make available an up to date receipts and payments account. Where the fee is to be charged on a time basis the administrator should be prepared to disclose the amount of time spent on the case and the charge-out value of the time spent, together with such additional information as may reasonably be required having regard to the size and complexity of the case. Where the fee is charged on a percentage basis the administrator should provide details of any work which has been or is intended to be contracted out which would normally be undertaken directly by an administrator or his staff.
- 5.2 The payment of expenses and disbursements is not subject to approval by the committee or the creditors. However, where an administrator makes, or proposes to make, a separate charge by way of expenses and disbursements to recover the cost of facilities provided by his own firm, he should disclose those charges to the committee or the creditors when seeking approval of his fees, together with an explanation of how those charges are made up and the basis on which they are arrived at.

**6 What if a creditor is dissatisfied?**

- 6.1 If a creditor believes that the administrator's remuneration is too high he may, if at least 25 per cent in value of the creditors (including himself) agree, apply to the court for an order that it be reduced. If the court does not dismiss the application (which it may if it considers that insufficient cause is shown) the applicant must give the administrator a copy of the application and supporting evidence at least 14 days before the hearing. Unless the court orders otherwise, the costs must be paid by the applicant and not as an expense of the administration.

**7 What if the administrator is dissatisfied?**

- 7.1 If the administrator considers that the remuneration fixed by the creditors' committee is insufficient he may request that it be increased by resolution of the creditors. If he considers that the remuneration fixed by the committee or the creditors is insufficient, he may apply to the court for it to be increased. If he decides to apply to the court he must give at least 14 days' notice to the members of the creditors' committee and the committee may nominate one or more of its members to appear or be represented on the application. If there is no committee, the administrator's notice of his application must be sent to such of the company's creditors as the court may direct, and they may nominate one or more of their number to appear or be represented. The court may order the costs to be paid as an expense of the administration.

**8 Other matters relating to fees**

- 8.1 Where there are joint administrators it is for them to agree between themselves how the remuneration payable should be apportioned. Any dispute arising between them may be referred to the court, the creditors' committee or a meeting of creditors. If the administrator is a solicitor and employs his own firm to act on behalf of the company, profit costs may not be paid unless authorised by the creditors' committee, the creditors or the court.