

Section 94

Form 4.71

Return of Final Meeting in a  
Members' Voluntary Winding Up

Pursuant to Section 94 of the  
Insolvency Act 1986

To the Registrar of Companies

**S.94**

Company Number

03366285

Name of Company

Sidmouth Flexible Forestry Limited

I / We

Christopher Kim Rayment, 125 Colmore Row, Birmingham, B3 3SD

Note The copy account must be  
authenticated by the written  
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was duly ~~held on~~/summoned for 21 July 2014 pursuant to section 94 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

The meeting was held at 125 Colmore Row, Birmingham, B3 3SD

The winding up covers the period from 1 May 2013 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

There was no quorum at the meeting

Signed



Date 21 July 2014

BDO LLP  
125 Colmore Row  
Birmingham  
B3 3SD

Ref 00228204/CKR/SPM/AEM

WEDNESDAY



\*A3CP7J7U\*

A20

23/07/2014

#34

COMPANIES HOUSE

**SIDMOUTH FLEXIBLE FORESTRY  
LIMITED**  
In Members' Voluntary Liquidation

Liquidator's Final Report to Members pursuant  
to S92A of the Insolvency Act 1986

Clients/S/Sidmouth Flexible Forestry Limited/Final  
Meeting/S94 Notice of Final Meeting and Report



**TABLE OF CONTENTS**

<b>Section</b>	<b>Page</b>
<b>1 INTRODUCTION</b>	<b>1</b>
<b>2 OBJECTIVE OF THE LIQUIDATION</b>	<b>1</b>
<b>3 RECEIPTS AND PAYMENTS ACCOUNT</b>	<b>1</b>
<b>4 COMPANY'S TAX AFFAIRS</b>	<b>1</b>
<b>5 DISTRIBUTIONS</b>	<b>1</b>
<b>6 LIQUIDATOR'S REMUNERATION</b>	<b>2</b>
<b>7 STATEMENT OF DISBURSEMENTS</b>	<b>3</b>
<b>8 RESOLUTIONS AND NOTICE</b>	<b>3</b>
<b>9 DISSOLUTION</b>	<b>3</b>

**Appendix 1 - Receipts and Payments Account**

**Appendix 2 - Extract from the Insolvency Rules 1986 in relation to Remuneration and Disbursements**

**Appendix 3 - Proxy Form**

## **SIDMOUTH FLEXIBLE FORESTRY LIMITED - IN MEMBERS' VOLUNTARY LIQUIDATION**

**Registered No. 03366285**

Registered office situated at 125 Colmore Row, Birmingham, B3 3SD

This report covers the period 1 May 2013 to 21 July 2014

### **1 Introduction**

1.1 This report is addressed to the members of Sidmouth Flexible Forestry Limited ("the Company") and is prepared in accordance with Section 94 of the Insolvency Act 1986. I am pleased to report on the conclusion of my administration of the above case, and this report includes an account of the winding up, notice of a general meeting of the Company for the purpose of presenting the account and a proxy form to enable you to vote at the meeting.

1.2 The members passed a resolution placing the Company into Members' Voluntary Liquidation on 1 May 2013 and appointed Christopher Kim Rayment (insolvency practitioner number 6775) as Liquidator.

### **2 Objective of the Liquidation**

2.1 The objective of liquidation was to ensure an orderly wind down of the Company, which included distributing the freehold properties and land held at liquidation, filing statutory returns at Companies House, advertising for any creditors and payment thereon, distributing the surplus funds to the members and finalising the tax affairs of the Company with HM Revenue and Customs ("HMRC"). All of this has been completed

### **3 Receipts and Payments Account**

3.1 The enclosed receipts and payments account includes the amounts shown in the declaration of solvency as sworn by the directors, and the realisations and payments actually made in the period 1 May 2013 to 21 July 2014. The receipts and payments are largely self-explanatory, but I would comment specifically on the following:

3.2 Rental income of £4,500.00 for the 6 months ended 25 September 2013 was received in respect of land at Ashdown Farm. It subsequently transpired that this land was encompassed within the Holyford, Colyton land transferred in August 2013

3.3 An amount of £4,269.56 was received from the Rural Payments Agency in respect of subsidies due to the Company, and this related to £2,104.54 for the 2011 year and £2,165.02 for the 2012 year

### **4 Company's Tax Affairs**

4.1 The outstanding tax returns up to the date of Liquidation were submitted to HMRC by CBHC LLP. There was no tax liability due. On 4 April 2014, a tax return for the Liquidation period was forwarded to HMRC. The tax liability of £6,048.00 was acknowledged by HMRC and paid in May 2014

### **5 Distributions**

#### **5.1 Preferential and Secured Creditors**

There were no preferential creditors in this Liquidation. SG Hambros has confirmed that the secured loan with SG Hambros was transferred from the Company to Mr E Truell with the main property when it was distributed in specie

## 5.2 Unsecured Creditors

An advertisement for claims was placed in the London Gazette on 14 May 2013

An amount of £18,510.00, together with statutory interest of £235.16, was paid to the Trade & Expense creditors. This equated to a distribution of 100p in the £ on the creditors' claims plus statutory interest, and this was paid in accordance with Section 189 of the Insolvency Act 1986. There was a liability on a loan due to Rockhopper shown in the declaration of solvency and was held in the name of the Company. The liability for this loan has been passed to the shareholders with their consent.

The claims from Tilhill Forestry Limited ("Tilhill") and 3D Farming Partnership took longer to resolve than anticipated, with the claim from 3D Farming Partnership being formally rejected in part. The claim from Tilhill was less than was anticipated and it subsequently transpired that Tilhill had offset the self-billing invoices against the monies due to them. In addition, further invoices and self-billing invoices were received from Tilhill after the date of Liquidation, and, after discussions and correspondence with Tilhill, these invoices were subsequently credited and re-invoiced to the correct parties.

The Company also received further correspondence from Tilhill, in respect of 'growing timber insurance', and after discussions with Tilhill and solicitors, this correspondence was forwarded to the solicitors.

## 5.3 Return to Shareholders

At the time of the Liquidator's appointment, the issued and paid up share capital of the Company was 414,000 Ordinary £1 shares. The Company held four properties, these being land at Holyford, Colyton, land on the north east side of Mottesmoor Road, Sidmouth; land at Peake Hill Wood, Sidmouth, and land forming part of Warborne Farm, Warborne Lane, Portmore, Lymington. As agreed, the first three mentioned properties were distributed, in specie, to Daniel Truell in August 2013. The fourth mentioned property, being the land forming part of Warborne Farm, was distributed to Edmund Truell on 1 May 2013. A cash distribution of £56,041.38 was declared and made to the shareholders on 28 May 2014. The distributions of the property and the cash amounted to a return of capital of £3.96 per £1 share.

## 6 Liquidator's Remuneration

- 6.1 In accordance with Rule 4.127 of the Insolvency Rules 1986, the basis of remuneration has to be fixed either as a percentage of the value of the property being dealt with, by reference to time spent by the Liquidator and his staff in attending to matters in this Liquidation, as a set amount, or as a combination of these.
- 6.2 It was agreed by Written Resolution on 1 May 2013, that the Liquidator's remuneration would be based on the time properly incurred by the Liquidator and his staff in attending to matters arising in the Liquidation.
- 6.3 The costs were higher than anticipated due to a number of unforeseen matters that needed to be dealt with and it was subsequently agreed that the liquidation would be completed for a set fee of £17,500. As at 6 June 2014, being the most practicable date, a total of 137.95 hours had been spent on the liquidation at a cost of £24,350.45. This represents an average charge out rate of £176.52 per hour. A full breakdown can be provided if requested.
- 6.4 The total disbursements amounted to £688.00, as detailed below. The disbursements were invoiced on 15 May 2014 and drawn on 28 May 2014.

- 6.5 I provide at the end of this report, at Appendix 2, an extract from the Insolvency Rules 1986 setting out the rights of members to request further information and/or challenge the remuneration or fees within the Liquidation

## **7 Disbursements**

- 7.1 Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements. During the period of the Liquidation the sum of £688.00 has been incurred in respect of category 1 disbursements, and this related to statutory advertising of £300.50 and statutory insurance of £387.50
- 7.2 Some Liquidators recharge expenses for, for example, postage, stationery, photocopying charges, telephone and fax costs, which cannot economically be recorded in respect of each specific case. Such expenses, which are apportioned to cases, require the approval of the creditors before they can be drawn, and these are known as category 2 disbursements. There have been no category 2 disbursements in this case

## **8 Resolutions and Notice**

- 8.1 As stated above, the purpose of this report is to convene a final meeting of the Company, pursuant to Section 94 of the Insolvency Act 1986. The resolutions to be proposed at the final meeting in the Liquidation (notice of which is given below) are as follows:
- 1 That the Liquidator's report dated 11 June 2014 be approved and adopted
  2. That the Liquidator be released from office following the final meeting of members on 21 July 2014
  3. That the Liquidator be authorised to destroy any Company records one year after the Company is dissolved, and his own records six years after the Company is dissolved.
- 8.2 Notice is hereby given, pursuant to Section 94 of the Insolvency Act 1986, that a meeting of shareholders will be held at these offices on 21 July 2014 at 10.00 hrs for the purposes of having an account laid before the meeting and to receive the Liquidator's report showing how the winding up of the Company has been conducted, and of hearing any explanation that might be given by the Liquidator. A form of general/special proxy is attached should it be required. This meeting is purely formal and a report similar to that outlined above will be provided at that meeting
- ## **9 Dissolution**
- 9.1 Following the final meeting, a return will be filed at Companies House. The Company will be struck from the register three months after the final meeting. The Directors remain in office until the Company is dissolved

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to me but are not satisfied with the response from me, then you should visit <http://www.bis.gov.uk/insolvency/contact-us/IP-Complaints-Gateway>, where you will find further information on how you may pursue the complaint.

Should you have any queries regarding this report or the Liquidation in general, please do not hesitate to contact me.

Dated 11 June 2014

  
.....  
Christopher Kim Rayment  
Liquidator

*Christopher Kim Rayment is authorised by the Institute of Chartered Accountants in England and Wales to act as an  
Insolvency Practitioner*

Sidmouth Flexible Forestry Limited  
In Members Voluntary Liquidation

Receipts and Payments from 1 May 2013 to 21 July 2014

	Notes 1	Declaration of Solvency £	Total Amounts to 30 4 2014 £	Movements to 21 7 2014	Total Amounts to 21 7 2014
<b>RECEIPTS</b>					
Cash Received from SG Hambros	}	80,481 00	78,298 09		78,298 09
Cash Received from Nat West Bank			7,947 85		7,947 85
Freehold Property	2	1,581,594 00			
Rental Income			4,500 00		4,500 00
Bank Interest Gross			129 52		129 52
Rural Payments Agency			4,269 56		4,269 56
VAT Refund			3,775 91		3,775 91
Insurance Refund			198 32		198 32
Trade Debtors			242 94		242 94
<b>Total</b>		<b>1,662,075 00</b>	<b>99,362 19</b>		<b>99,362 19</b>
<b>COST OF REALISATIONS</b>					
Liquidator's Fees		-	-	17,500 00	17,500 00
Statutory Advertising		-	-	300 50	300 50
Statutory Insurance		-	-	387 50	387 50
Corporation Tax		-	-	6,048 00	6,048 00
VAT Payable		-	239 65		239 65
		-	(239 65)	(24,236 00)	(24,475 65)
<b>UNSECURED CREDITORS</b>					
Trade & Expense Creditors		7,834 00	18,510 00		18,510 00
Creditor - HMRC			100 00		100 00
Creditors Statutory Interest			235 16		235 16
<b>Total</b>		<b>(7,834 00)</b>	<b>(18,845 16)</b>		<b>(18,845 16)</b>
<b>Balance Available for Shareholders</b>					<b>56,041 38</b>
<b>SHAREHOLDERS</b>					
Distribution to Shareholders on 28 May 2014	3		-	56,041 38	56,041 38
			-	(56,041 38)	(56,041 38)
<b>Balance</b>					

- 1 The amounts shown under Declaration of Solvency were taken from the Declaration sworn by the directors
- 2 The four freehold properties were distributed in specie to the members
- 4 A cash distribution was made to the members on 28 May 2014
- 5 Distribution of the freehold properties and the cash distribution amounted to a return of capital of £3 96 per £1 share
- 6 The funds were previously held on an interest bearing account

BDO LLP  
125 Colmore Row  
Birmingham  
B3 3SD

C K Rayment  
Liquidator  
11 June 2014



## Appendix 2

### 4.148C Members' claim that remuneration is excessive

- (1) Members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or any member with the permission of the court, may apply to the court for one or more of the orders in paragraph (6) on the grounds that—

- (a) the remuneration charged by the liquidator,
- (b) the basis fixed for the liquidator's remuneration under Rule 4.148A, 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

- (2) Application must, subject to any order of the court under Rule 4.49E(5), be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4.142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report")
- (3) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application; but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party
- (4) If the application is not dismissed under paragraph (3), the court must fix a venue for it to be heard and give notice to the applicant accordingly.
- (5) The applicant must 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.
- (6) 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

- (7) Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation.

**Rule 8.1 Insolvency Act 1986**  
**Proxy (Members' or Creditors' Voluntary Liquidation)**

\*Insert the name of the  
company

Notes to help completion of  
the form

**IN THE MATTER OF**  
**SIDMOUTH FLEXIBLE FORESTRY LIMITED**  
**and**  
**IN THE MATTER OF THE INSOLVENCY ACT 1986**

Please give full name and  
address for communication

Name of member

Address

---

Please insert name of person  
(who must be 18 or over) or  
the "Chairman of the Meeting"  
(see note below) If you wish  
to provide alternative proxy-  
holders in the circumstances  
that your first choice is unable  
to attend please state the  
name(s) of the alternatives as  
well

Name of proxy-holder

---



---



---



---



---



---



---



---

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

I appoint the above person to be my proxy-holder at the meeting of members to be held on 21 July 2014, 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)

Please complete paragraph 1 if  
you wish to nominate or vote  
for a specific person as  
Liquidator

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

Any other resolutions which  
the proxy-holder is to propose  
or vote in favour of or against  
should be set out in numbered  
paragraphs in the space  
provided below paragraph 1  
If more room is required  
please use the other side of  
this form

## Voting instructions for resolutions

(In the event of a person named in paragraph 1 withdrawing or being  
eliminated from any vote for the appointment of a Liquidator the proxy-holder  
may vote or abstain in any further ballot at his / her discretion )

- 1 That the Liquidator's report dated 11 June 2014 be approved and  
adopted

Approved/Rejected

2. That the Liquidator be released from office following the final meeting  
of members on 21 July 2014

Approved/Rejected

- 2 That the Liquidator be authorised to destroy any Company records one  
year after the Company is dissolved, and his own records six years after  
the Company is dissolved

Approved/Rejected

This form must be signed

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

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

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

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

**Please note that if you nominate the chairman of the meeting to be your  
proxy-holder he will either be a director of the company or the current  
Liquidator.**

Remember there may be resolutions on the other side of this form