

The Insolvency Act 1986

Administrator's progress report

Name of Company Carlson Properties Limited	Company number 03582766
In the Royal Courts of Justice, Chancery Division, Companies Court <small>[full name of court]</small>	Court case number 4474/2011

(a) Insert full name(s) and address(es) of administrator(s) ☒ We (a) Ian Best, Diana Frangou and Tomislav Lukic
Ernst & Young LLP, No 1 Colmore Square, Birmingham, B4 6HQ

administrator(s) of the above company attach a progress report for the period

from


to

(b) Insert dates

(b) 26 November 2012

(b) 6 April 2012

Signed



Joint / Administrator(s)

Dated

14 May 2012

Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Ankit Dhanjee	
Ernst & Young LLP, No 1 Colmore Square, Birmingham, B4 6HQ	
	Tel 0121 535 2863
DX Number	DX Exchange

When you have completed and signed this form please send it to the Registrar of Companies

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff



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COMPANIES HOUSE

TUESDAY



16 April 2012

Direct line 0121 335 2332
Direct fax 0121 555 2448

LEUNG, J. J. H. 1993.

Carlson Properties Limited (In Administration) ("the Company")

Carlson Properties Limited, registered number 03582766, entered Administration on 26 May 2011 and I Best, T Lukic and I were appointed to act as Joint Administrators. The appointment was made by The Governor and Company of the Bank of Ireland, acting as Security Trustee, under the provisions of paragraph 14 of Schedule B1 to the Insolvency Act 1986. Under the terms of the appointment, any act required or authorised to be done by the Joint Administrators can be done by any one of them.

This report also supports an application pursuant to Rule 2.47(5) of the Rules to vary the content of the progress report which must be sent to creditors for the six month period ending 25 May 2012 and should be read in conjunction with the Joint Administrators' Statement of Proposals dated 19 July 2011 ("the Proposals") and our previous report to creditors dated 22 December 2011

Summary of progress since the Proposals

- a) rescuing the Company as a going concern, or
- b) achieving a better result for the Company's creditors as a whole than would be likely if the Company was to be wound up (without first being in Administration), or
- c) realising property in order to make a distribution to one or more secured or preferential creditors



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As such, the Administrators are seeking to pursue objectives (b) and/or (c)

Property

As highlighted in our previous report, the only asset in the Company is a part developed property located at Bradstowe House, Harrow, HA1 1NL ("the Property" or "the Development"). The Property is freehold owned and part built with a concrete frame completed in 2008 with minimal construction work taking place since.

Subsequent to the withdrawal of the directors' offer for the Company, we instructed valuation and quantity surveying professional agents, Savills Commercial Limited ("Savills") and Davis Langdon LLP ("Davis Langdon"), to provide a valuation and a cost to complete report respectively for the Property. Following this, a revised strategy to maximise creditor realisations was put forward to the secured creditors, being the Bank of Ireland, HSBC Bank plc, and BNP Paribas (together "the Banks"). The revised strategy envisages either a sale of the Property in its current state ("as is") or a build out in conjunction with a new developer.

Following a period of information gathering and preparing the Property for marketing and sale, the Property was placed on the open market by our Real Estate and Corporate Finance ("RECF") team in February 2012 and interested parties were invited to submit indicative non-binding bids by early March 2012. The Administrators and our RECF team reviewed the indicative bids and prepared a report to the Banks identifying the preferred bidders, and recommending a short list to progress through a more detailed due diligence process. To date a number of bidders have been given data room access and have been invited to visit the Property as part of the due diligence process. Upon completion of the due diligence process and submission of formal bids, it should be clear whether a sale 'as is' or a build out of the Property delivers the better opportunity to maximise realisations.

In the event a sale 'as is' is to be pursued by the Banks, we would expect the timing of any sale process to last between two to four months, while selection of a joint venture partner would entail an anticipated period of up to twenty weeks following negotiation and signing of agreements before construction could commence. We expect the due diligence process and negotiations with interested parties to be complete by 31 May 2012. We would envisage that a build out of the Development may take 12 to 15 months and therefore require a further extension of the Administration.

Sale agreements

In February 2012, the Administrators were made aware of a number of sale agreements relating to the Development. No funds have been received by the Company in respect of these agreements. We have since gathered and reviewed all available information and are currently liaising with our legal advisors in this regard.

Conduct of the Directors of the Company

As previously advised, it is a statutory requirement for Administrators to perform a review of the conduct of Directors that held office in the three years prior to appointment. This has been completed and the resulting report, which is confidential, has been sent to the Secretary of State at the Department for Business, Innovation and Skills.

Conduct of the Administration

Details of other matters in the Administration are detailed below.

- ▶ **Funding requests** We will continue to request funding from the Banks to meet the expenses of the Administration.

- Operational matters We have been dealing with a number of third party suppliers including the local council to prepare the Property for, and facilitate a sale process

Receipts and payments accounts

I enclose receipts and payments accounts for the period from 26 May 2011 to 6 April 2012 for the Company at Appendix 2 These do not reflect estimated future realisations or costs

Income

No amounts have been received with respect to income since appointment

Expenses

Since the previous report, significant movements have occurred in the following principal areas

- £7,251 paid in agents' fees,
- £2,505 in payment of other professional fees, and
- £1,590 to settle the post appointment insurance premium

Joint Administrators' remuneration and disbursements

The basis of remuneration has been agreed with the secured creditors to be fixed on a time-cost basis

To date the Administrators have incurred time costs of £233,601, against which no sums have been drawn to date An analysis of the time spent and Category 2 disbursements is attached at Appendix 2 to this report At Appendix 3 there is a statement of the Administrators' policy in relation to charging time and disbursements

In certain circumstances, creditors are entitled to request further information regarding the Administrators' remuneration or expenses, or to apply to Court on the grounds that the costs are considered to be excessive (Rules 2.48A and 2.109 of the Insolvency Rules 1986) Further information is provided in Appendix 4

Pre-administration costs

The Proposals included a statement of pre-administration costs of £20,327 plus VAT which was outstanding at the date on which the Company entered Administration This amount includes an element of pre-appointment costs for Chantstream Limited and Rossmark Properties Limited (both in Administration) which are group companies placed in Administration simultaneously with the Company

Approval to pay these costs as an expense of the Administration will be sought from the Banks in accordance with Rule 2.67A of the Insolvency Rules 1986

Secured creditors

The Banks, which form a syndicate of Bank of Ireland, HSBC Bank plc and BNP Paribas, have a total indebtedness at 26 May 2011 of c £167m, excluding post appointment interest and charges

This amount is the combined indebtedness for the Company, Chantstream Limited and Rossmark Properties Limited (all in Administration)

Preferential creditors

There are no preferential creditors of the Company in respect of claims for employees' salaries, holiday pay and pension contributions

Non-preferential creditors

The listing of creditors at the date of our appointment indicated no non-preferential creditors other than those held by intercompany entities of c £12.6m

We have received a limited number of claims from third party creditors since our previous report and are working to establish the likely quantum of valid unsecured claims

Based on the level of expected realisations and the significant outstanding liability to the secured creditors, we do not anticipate funds being available to make a distribution to non-preferential creditors

The Prescribed Part

The Prescribed Part is a proportion of floating charge assets set aside for unsecured creditors pursuant to section 176A of the Insolvency Act 1986. The Prescribed Part applies to floating charges created on or after 15 September 2003.

The secured creditors' floating charge for the Company was created after 15 September 2003 and therefore the Prescribed Part applies for the Company. As commented above it is unlikely that there will be funds available for non-preferential creditors. On this basis, the Joint Administrators do not intend to make an application to the court under section 176A(5) of the Insolvency Act 1986 for an order not to distribute the Prescribed Part to creditors.

Corporation tax***Pre-appointment tax return***

The Administrators have been provided with pre-appointment tax returns for the tax years ending 2008 and 2009. We understand that the tax return for the year ending 2010 has not been lodged. Upon review of the information provided we are not aware of any tax losses in the group which may be available to the Administrator.

Post-appointment tax return

The first post-appointment period corporation tax calculation for the Company is currently being prepared. This relates to the period 26 May 2011 to 30 June 2011. It is anticipated the Company will have a nil liability.

VAT

The Company was previously registered as part of a VAT group of which the group representative member was Opecprime Properties Limited. As we were not appointed Administrators to Opecprime Properties Limited, the Company was removed from this VAT Group with effect from 25 May 2011. The Company has since been re-registered for VAT purposes with an effective registration date of 26 May 2011.

The Administrators have complied with all VAT obligations following our appointment and continue to do so.

Future conduct of the Administration

The primary areas of work which remain outstanding in the Administrations are as follows

- ▶ Realisation of the Property held by the Company The Administrators continue to liaise with the Banks regarding the realisation strategy for the site in order to extract the best value for the creditors The sale and marketing process continues
- ▶ Complete statutory returns to HM Revenue and Customs including those in relation to VAT and corporation tax
- ▶ Settle all costs and expenses of the Administration, including, with the approval of the Banks, the Joint Administrators' remuneration
- ▶ Satisfy statutory obligations during the Administration, including ongoing six monthly reporting to the Company's creditors
- ▶ Distribute available funds to the Banks

The end of the Administration

It is proposed that if at the end of the Administration, as is envisaged, the Company has no property which might permit a distribution to its creditors, the Joint Administrators will send a notice to that effect to the Registrar of Companies On registration of the notice, the Joint Administrators' appointments will come to an end In accordance with the provisions of paragraph 84(6) of Schedule B1 to the Insolvency Act 1986 the Company will be deemed to be dissolved three months after the registration of the notice

The key area which is likely to prevent the administration being closed before their 12 month anniversary is the realisation of the property assets Consequently, we consider an extension to the Administration of the Company for 12 months will be required

A further extension of the Administration could be required in the event that the better option for realisation is building out the Development



I will report to you again at the conclusion of the Administration or in six months' time, whichever is the sooner

Yours faithfully
for the Company

D Frangou
Joint Administrator

Enc	Appendix 1	Statutory information
	Appendix 2	Joint Administrators' receipts and payments accounts
	Appendix 3	Summary of Joint Administrators' time costs and Category 2 disbursements
	Appendix 4	Joint Administrators' policy on fees and disbursements
	Appendix 5	Creditors' request for further information regarding an Administrators' remuneration or expenses

The Institute of Chartered Accountants in England and Wales authorises I Best and T Lukic to act as Insolvency Practitioners under section 390(2)(a) of the Insolvency Act 1986 and The Association of Chartered Certified Accountants authorises D Frangou to act as Insolvency Practitioner under section 390(2)(a) of the Insolvency Act 1986

The affairs, business and property of the Company are being managed by the Administrators I Best, T Lukic and D Frangou, who act as agents of the Company only and without personal liability

We may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998

Appendix 1**Statutory information**

Company information	
Company names and registered numbers	Carlson Properties Limited (03582766)
Registered office address	Ernst & Young LLP, No 1 Colmore Square, Birmingham, B4 6HQ
Trading name(s)	N/A
Trading address(es)	Bradstowe House, Headstone Road, 1 Junction Road, Harrow, Middlesex, HA1 1NL

Details of the Administrators and of their appointment

Administrators I Best, D Frangou and T Lukic

Date of appointment 26 May 2011

By whom appointed The appointment was made by the Governor and Company of the Bank of Ireland

Court reference Carlson Properties Limited (4474 of 2011)

Any of the functions to be performed or powers exercisable by the Administrators may be carried out/exercised by any one of them acting alone or by any or all of them acting jointly

Statement concerning the EC Regulation

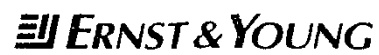
The EC Council Regulation on Insolvency Proceedings does apply to this Administration and the proceedings are main proceedings. This means that this Administration is conducted according to UK insolvency legislation and is not governed by the insolvency law of any other European Union Member State.

Presented below is a summary of the Companies' share capital and Directors

Share capital

Number of ordinary shares (all issued and fully paid)	2
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Value of shares (£)	2
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Directors and secretary and their shareholdings

Name	Brian Martin Comer	Luke Andrew Comer	Grosvenor Financial Nominees Limited
Director	✓	✓	✓
Secretary	✗	✗	✓
Date appointed	June 1998	June 1998	June 1998
Date resigned	N/A	N/A	N/A
Current shareholding	-	-	-

Appendix 2

Carlson Properties Limited (In Administration)

Administrators' receipts and payments account for the period from 26 May 2011 to 6 April 2012

	Estimated to Realise as per Directors' Statement of Affairs	26 May 2011 to 25 November 2011	26 November 2011 to 6 April 2012	26 May 2011 to 6 April 2012
	£000s	£000s	£000s	£000s
RECEIPTS				
Advances made by the Banks to fund				
Administration liabilities	-	25	-	25
Stock and work in progress	15,770	-	-	-
Cash at bank	1	-	-	-
Debtors				
Coral Bay Holdings Limited	3,614	-	-	-
		25	-	25
PAYMENTS				
Security	-	(9)	-	(9)
Agents' fees	-	-	(7)	(7)
Professional fees	-	-	(3)	(3)
Insurance	-	-	(2)	(2)
Sundry items	-	(1)	1	(0)
VAT	-	(2)	-	(2)
		(12)	(10)	(22)
BALANCE IN HAND		13	(10)	3

Appendix 3

Carlson Properties Limited (In Administration)

Summary of Joint Administrators' time costs and Category 2 disbursements

Time costs from 26 May 2011 to 23 March 2012

Carlson Properties Limited

Classification of work function	Hours				Total hours	Total time costs £	Total average hourly rate £
	Partner / director	Manager	Other senior professionals	Assistants & support			
Accounting and Administration			0.6	30.3	30.9	4,478.00	144.92
Bank & Statutory Reporting	49.3	11.0	3.0	18.9	80.2	30,305.00	377.87
Creditors (Mandatory)	2.2		5.0	1.4	8.6	2,344.00	272.58
Immediate Tasks	9.3	3.1	4.3	12.0	28.7	7,058.00	245.92
Investigation/CDDA (Mandatory)	0.3	0.2	1.5	8.0	10.0	1,542.50	154.25
Job Acceptance & Strategy (M)		0.2		2.4	2.6	417.00	160.38
Legal Issues	0.4				0.4	218.00	545.00
Other Assets (Mandatory)				0.4	0.4	70.00	175.00
Other Matters				0.8	0.8	128.00	160.00
Property	78.1	156.6	125.1	62.4	422.2	168,580.50	399.29
Retention of Title				0.5	0.5	87.50	175.00
Statutory Duties	4.6	9.6	15.2	1.4	30.8	8,507.50	278.22
Trading (Mandatory)	4.1	4.1	4.7	0.7	13.6	4,229.00	310.96
VAT & Taxation	2.0	7.1	2.7	2.9	14.7	5,635.50	383.37
Total hours	180.30	191.90	182.10	140.10	644.40	233,600.50	362.51
Total time costs	170,272.00	116,994.00	55,810.50	27,248.00			
Average hourly rate	1,132.88	609.66	344.30	194.49			

Category 1 expenses
Category 2 expenses

£289.43
£20.25
£233,910.18

Hourly charge out rates

Grade description	Job title	Rates 26/5/11 - 30/6/11 (£)	Rates 01/7/11 - date (£)
Partner / director	Partner	520	545
	Partner (tax)	875	920
	Account director	425	445
Manager	Assistant director (real estate)	620	650
	Assistant director (tax)	720	730
	Senior executive	290	305
	Senior executive (tax)	380	565
	Senior executive (real estate)	445	485
Other senior professionals	Executive	210	220
	Executive (real estate)	320	335
Assistants & support	Analyst	90-105	135-175
	Support	100	110

Category 2 disbursements

Nature of expense	Amount (£)	Basis of charge
Mileage – firm's car	20.25	Mileage is charged at 45p per mile
Total	20.25	

Carlson Properties Limited (In Administration)**Statement of Administrators' charging policy for remuneration and disbursements pursuant to Statement of Insolvency Practice No. 9****Administrators' charging policy for remuneration**

The Administrators have engaged managers and other staff to work on the Administrations. The work required is delegated to the most appropriate level of staff taking account of the nature of the work and the individual's experience. Additional assistance is provided by accounting and treasury executives dealing with the Company's bank accounts and statutory compliance diaries. Work carried out by all staff is subject to the overall supervision of the Administrators.

All time spent by staff working directly on case-related matters is charged to a time code established for the case. Each member of staff has a specific hourly rate, which is subject to change over time. The average hourly rate for each category of staff over the period is shown on the previous page, as are the current hourly rates used. The current hourly rates are higher than the average rates, since hourly rates have increased over the period covered by this fee request.

Administrators' charging policy for disbursements

Statement of Insolvency Practice No. 9 divides disbursements into two categories.

Category 1 disbursements are defined as specific expenditure relating to the Administration of the insolvent's affairs and referable to payment to an independent third party. Such disbursements can be paid from the insolvent's assets without approval from the Creditors' Committee or the general body of creditors. In line with Statement of Insolvency Practice No. 9, it is our policy to disclose Category 1 disbursements drawn but not to seek approval for their payment. We are prepared to provide such additional information as may reasonably be required to support the disbursements drawn.

Category 2 disbursements are charges made by the office holder's firm that include elements of shared or overhead costs. Statement of Insolvency Practice No. 9 provides that such disbursements are subject to approval as if they were remuneration. It is our policy, in line with the Statement, to seek approval for Category 2 disbursements before they are drawn.

Appendix 5

Creditors' request for further information regarding an Administrators' remuneration or expenses – Rule 2.48A, Insolvency Rules 1986

(1) If-

(a) within 21 days of receipt of a progress report under Rule 2.47-

(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 that period of 21 days, any unsecured creditor, makes a request in writing to the Administrator for further information about remuneration or expenses (other than pre-administration costs) set out in a statement required by Rule 2.47(1)(db) or (dc), the Administrator must, within 14 days of receipt of the request, comply with paragraph (2)

(2) The Administrator complies with this paragraph by either-

(a) providing all of the information asked for, or

(b) so far as the Administrator 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 Administration or might reasonably be expected to lead to violence against any person, or

(iii) the Administrator is subject to an obligation of confidentiality in respect of the information, giving reasons for not providing all of the information

(3) Any creditor, who need not be the same as the creditor who requested further information under paragraph (1), may apply to the court within 21 days of-

(a) the giving by the Administrator 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

(4) Without prejudice to the generality of paragraph (3), the order of the court under that paragraph may extend the period of eight weeks provided for in Rule 2.109(1B) by such further period as the court thinks just "

Creditors' claim that remuneration is excessive – extract from Rule 2.109 of the Insolvency Rules 1986

"(1) Any secured creditor, or any unsecured creditor with either the concurrence of at least 10% in value of the unsecured 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 may be made on the grounds that—



(a) the remuneration charged by the Administrator,

(b) the basis fixed for the Administrator's remuneration under Rule 2 106, or

(c) expenses incurred by the Administrator,

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 2 48A(4), be made no later than eight weeks after receipt by the applicant of the progress report which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report") "