

LIQ03

Notice of progress report in voluntary winding up



Companies House

WEDNESDAY



A6K7XXOH

A21

29/11/2017

#1

COMPANIES HOUSE

please

house

1 Company details

Company number 03829466

Company name in full Hawthorns Retirement UK Limited

➔ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Stephen Roland

Surname Browne

3 Liquidator's address

Building name/number PO Box 810

Street 66 Shoe Lane

Post town London

County/Region

Postcode EC4A 3WA

Country

4 Liquidator's name ①

Full forename(s) Ian Harvey

Surname Dean

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number PO Box 810

Street 66 Shoe Lane

Post town London

County/Region

Postcode EC4A 3WA

Country

② Other liquidator

Use this section to tell us about
another liquidator.

LIQ03

Notice of progress report in voluntary winding up

6 Period of progress report

From date	^d 3	^d 0	^m 0	^m 9	^y 2	^y 0	^y 1	^y 6
To date	^d 2	^d 9	^m 0	^m 9	^y 2	^y 0	^y 1	^y 7

7 Progress report

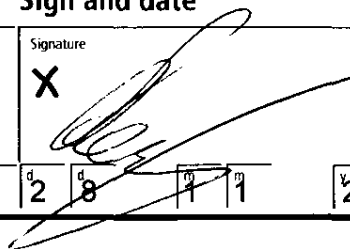
☒ The progress report is attached

8 Sign and date

Liquidator's signature

Signature

X



X

Signature date

^d 2	^d 8	^m 1	^m 1	^y 2	^y 0	^y 1	^y 7
----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

LIQ03

Notice of progress report in voluntary winding up

**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	Jordan Wilson
Company name	Deloitte LLP
Address	PO Box 810
	66 Shoe Lane
Post town	London
County/Region	
Postcode	E C 4 A 3 W A
Country	
DX	
Telephone	+44 20 7936 3000

**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

COLSON & COLSON LIMITED (Company Number: 06233950)
HAWTHORNS BRAINTREE LIMITED (Company Number: 05510498)
HAWTHORNS CLEVEDON LIMITED (Company Number: 04346456)
HAWTHORNS EASTBOURNE LIMITED (Company Number: 03592194)
HAWTHORNS RETIREMENT GROUP UK LIMITED (Company Number: 06123108)
HAWTHORNS RETIREMENT MANAGEMENT LIMITED (Company Number: 04321309)
HAWTHORNS RETIREMENT UK LIMITED (Company Number: 03829466)
HOLIDAY RETIREMENT (CLEVEDON) LIMITED (Company Number: 04350517)
LAWRENCE CARE (MAIDS MORETON) LIMITED (Company Number: 06557499)
OAKLAND CARE CENTRE LIMITED (Company Number: 07400474)
(ALL IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Companies")

Hill House
1 Little New Street
London
EC4A 3TR

ANNUAL PROGRESS REPORT TO THE MEMBERS FOR THE 12 MONTH PERIOD TO 29 SEPTEMBER 2017 PURSUANT TO SECTION 92A OF THE INSOLVENCY ACT 1986 (AS AMENDED) ("the Act") AND RULES 18.7 AND 18.12 OF THE INSOLVENCY (ENGLAND & WALES) RULES 2016 ("the Rules")


28 November 2017

Stephen Roland Browne and Christopher Richard Frederick Day ("the Liquidators") were appointed Joint Liquidators of the Companies further to the written resolution of the members dated 30 September 2015. Christopher Richard Frederick Day was subsequently removed as Liquidator of the Companies on 12 May 2017 following his retirement from Deloitte LLP ("Deloitte") and Ian Harvey Dean of Deloitte was appointed as Joint Liquidator by order of the Court. All licensed Insolvency Practitioners of Deloitte are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purpose of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

This report has been prepared for the sole purpose of updating the members for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the members for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.

S. R. Browne and I. H. Dean
Deloitte LLP
Athene Place
66 Shoe Lane
London
EC4A 3BQ



Tel: +44 (0) 20 7303 3691
Fax: +44 (0) 20 7007 3442

CONTENTS

Page

1. EXECUTIVE SUMMARY	1
2. PROGRESS OF THE LIQUIDATIONS	2
3. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNTS	4
4. INFORMATION FOR THE MEMBERS	5
5. LIQUIDATORS' REMUNERATION AND DISBURSEMENTS	6

APPENDICES

- 1. Liquidators' Receipts and Payments accounts for the 12 months to 29 September 2017 and for the period from 30 September 2015 to 29 September 2017**

1. EXECUTIVE SUMMARY

Key Messages	Commentary
Progress of the liquidation during the report period	<ul style="list-style-type: none"> • Lawrence Care (Maids Moreton) Limited and Oakland Care Centre Limited are still the registered proprietors of a property. The property interests will be transferred to the new owners once the Liquidators have received instructions from Welltower. • The Liquidators' Tax team have dealt with all outstanding tax matters in respect of the Companies. The outstanding pre-liquidation tax returns have been submitted to HM Revenue & Customs ("HMRC") and the liabilities are yet to be settled as we disagree with the penalties that had been applied. This case is an ongoing matter. Post-liquidation tax returns for the first year of the liquidation were filed with HMRC on 29 September 2017. • The Companies had previously received unsecured creditor claims for unpaid accounts relating to their former trading activities. All of these claims have been settled/resolved. • The two outstanding unsecured creditor claims received from British Gas have now been reallocated as they did not involve the Companies.
Costs	<ul style="list-style-type: none"> • The Liquidators' fees and the costs of the liquidations are being met by a fellow group undertaking. • Further details on our remuneration can be found on page 6.
Outstanding matters	<ul style="list-style-type: none"> • Finalisation of VAT matters in respect of Lawrence Care (Maids Moreton) Limited and Oakland Care Centre Limited. • Transfer of properties by Lawrence Care (Maids Moreton) Limited and Oakland Care Centre Limited. • Settlement of outstanding pre-liquidation tax liabilities for the Companies (where appropriate). • Completion and submission of the all relevant post-liquidation tax returns in respect of the Companies. • Receipt of formal tax clearance for the closure of the liquidations from HMRC. • Distribution of the surplus assets of the Companies on receipt of tax clearance.
Distributions made during the period	<ul style="list-style-type: none"> • The Liquidators have not made any distributions to the members during the report period.
Future distributions and closure	<ul style="list-style-type: none"> • A first and final distribution of the surplus assets of the Companies will be made to the members prior to the closure of the liquidations.

2. PROGRESS OF THE LIQUIDATIONS

2.1 Work done during the report period

Assets and Liabilities

At the outset of the liquidations, on the basis of the Declarations of Solvency, there were assets comprising investments in subsidiaries and amounts due from fellow group undertakings whilst liabilities comprised corporation tax payable and amounts due to fellow group undertakings. Please refer to Appendix 1 for full details of the figures contained in the Declarations of Solvency of the Companies.

Distributions

The Liquidators have not made any distributions to the members during the report period.

Statutory Tasks

During the period we carried out the following tasks, which primarily related to fulfilment of statutory and compliance obligations and other tasks of an administrative nature:

- case management;
- statutory reporting;
- correspondence;
- case reviews;
- cashiering functions (where relevant); and
- general liquidation administration and filing.

These tasks are a necessary part of the engagement but do not generate any direct financial benefit for the members.

Property

Lawrence Care (Maids Moreton) Limited and Oakland Care Centre Limited are each the registered proprietor of a property, which will be transferred to new owners once instructions have been received from Welltower. As Lawrence Care (Maids Moreton) Limited and Oakland Care Centre Limited do not hold bank accounts, the rental income received on the properties held by these two companies is paid into an account held by a fellow group undertaking, namely SIPL Holdco S.à.r.l. The inter-company balance positions have been adjusted accordingly.

Corporation Tax

The Liquidators liaised directly with the Deloitte Tax team on all matters relating to the Companies' tax affairs. There are no outstanding tax liabilities to be settled in respect of Colson & Colson Limited, Hawthorns Braintree Limited, Hawthorns Retirement UK Limited, Holiday Retirement (Clevedon) Limited, Lawrence Care (Maids Moreton) Limited and Oakland Care Centre Limited. HMRC have notified the Liquidators of pre-liquidation tax liabilities due in respect of Hawthorns Clevedon Limited, Hawthorns Eastbourne Limited and Hawthorns Retirement Management Limited, which are being clarified before settlement is arranged.

The Liquidators have received correspondence from HMRC stating that there is a liability of £135,535.48 due in respect of Hawthorns Retirement Group UK Limited for the year ended 29 September 2016 (comprising £133,168 of corporation tax and £2,367.48 of accrued interest). This liability was settled by a fellow group undertaking (SIPL Holdco S.à.r.l.) on behalf of the Company on 19 October 2017. The inter-company balances have been adjusted accordingly to account for this payment.

A post-liquidation tax return covering the period from 30 September 2015 to 29 September 2016 was filed on 29 September 2017 in respect of each of the Companies.

VAT

Oakland Care Centre Limited is still VAT registered and an application to cancel its VAT registration will be filed with HMRC once the aforementioned property has been transferred to another group entity. Once the company has been deregistered for VAT purposes a final VAT return (VAT 193 form) will need to be filed and any input VAT paid by the company can be recovered via a VAT 427 claim.

Replacement of Liquidator

Stephen Roland Browne and Christopher Richard Frederick Day were appointed Liquidators of the Companies further to the written resolution of the members dated 30 September 2015. Ian Harvey Dean replaced Christopher Richard Frederick Day as Liquidator of the Companies on 12 May 2017, following Chris Day's retirement from Deloitte.

3. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNTS

- 3.1 Receipts and payments accounts are provided at Appendix 1, detailing the transactions in the 12 month period since our last report together with a summary of all transactions since our appointment.

4. INFORMATION FOR THE MEMBERS

4.1 Distributions made

The Liquidators have not made any distributions during the report period.

4.2 Future distributions

A first and final distribution of the net surplus assets will be distributed to the shareholders of each of the Companies prior to the closure of the liquidations.

4.3 Members' right to request further information

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 18.9 of the Rules.

4.4 Members' right to challenge Remuneration and/or Expenses

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 permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34 of the Rules.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.

5. LIQUIDATORS' REMUNERATION AND DISBURSEMENTS

5.1 Basis of Liquidators' Remuneration

The Companies are billed as part of a wider corporate simplification programme. The Liquidators' fees and expenses are being met by a fellow group undertaking, namely HCN UK Investments Limited, and calculated by reference to the time properly given by the Liquidators and their staff in attending to matters arising in the liquidation, plus VAT. No remuneration has been paid during the reporting period. The total remuneration paid to date for this engagement is £175,117.

5.2 Liquidators' Disbursements

No disbursements were incurred by the Companies during the report period.

LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNTS FOR THE 12 MONTHS TO 29 SEPTEMBER 2017 AND FOR THE PERIOD FROM 30 SEPTEMBER 2015 TO 29 SEPTEMBER 2017

Colson & Colson Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments		
Amount due from SIPL Holdco S.à r.l	833					
Total receipts	<u>833</u>	<u>Nil</u>	<u>Nil</u>	Total payments	<u>-</u>	<u>Nil</u>
				Balance	<u>833</u>	<u>Nil</u>

Hawthorns Braintree Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments		
Amount due from Hawthorns Retirement Group UK Limited	11,100,000			Amount due to Hawthorns Retirement Group UK Limited	(11,767,020)	
Amount due from SIPL Holdco S.à r.l	44,937			Corporation Tax	(40,871)	
Amount due from SIPL Saints Propco S.à r.l	862,727					
Total receipts	<u>12,007,664</u>	<u>Nil</u>	<u>Nil</u>	Total payments	<u>(11,807,891)</u>	<u>Nil</u>
				Balance	<u>199,774</u>	<u>Nil</u>

Hawthorns Clevedon Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments		
Investment in subsidiary undertaking	1			Corporation Tax	(6,669)	
Amount due from SIPL Holdco S.à r.l	7,669					
Total receipts	<u>7,670</u>	<u>Nil</u>	<u>Nil</u>	Total payments	<u>(6,669)</u>	<u>Nil</u>
				Balance	<u>1,001</u>	<u>Nil</u>

Hawthorns Eastbourne Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments		
Amount due from Hawthorns Retirement Group UK Limited	2,469,967			Amount due to Hawthorns Retirement Group UK Limited	(3,906,134)	
Amount due from SIPL Holdco S.à r.l	51,045			Corporation Tax	(250,906)	
Amount due from SIPL Saints Propco S.à r.l	1,637,027					
Total receipts	<u>4,158,039</u>	<u>Nil</u>	<u>Nil</u>	Total payments	<u>(4,157,040)</u>	<u>Nil</u>
				Balance	<u>1,000</u>	<u>Nil</u>

APPENDIX 1
(Page 2 of 4)

Hawthorns Retirement Group UK Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments		
Investments in subsidiary undertakings	12,060,000			Amount due to Hawthorns Braintree Limited	(11,100,000)	
Investment in Hawthorns Retirement UK Limited	6,100,000			Amount due to Hawthorns Eastbourne Limited	(2,469,967)	
Amount due from Hawthorns Braintree Limited	11,767,020			Amount due to Hawthorns Retirement UK Limited	(4,155,957)	
Amount due from Hawthorns Eastbourne Limited	3,906,134			Amount due to Holiday Retirement (Clevedon) Limited	(2,789,438)	
Amount due from Hawthorns Retirement UK Limited	4,393,264			Corporation Tax	(1,779)	
Amount due from Holiday Retirement (Clevedon) Limited	3,934,444					
Amount due from SIPL Holdco S.à.r.l.	11,926,738					
Amount due from SIPL Saints Propco S.à.r.l.	534,278					
Total receipts	54,621,878	Nil	Nil	Total payments	(20,517,141)	Nil
				Balance	34,104,737	Nil

Hawthorns Retirement Management Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments		
Amount due from SIPL Holdco S.à.r.l.	833			Reimbursement to Hawthorns Avery Limited		(736,449.00)
VAT Refund			801,702.00	Reimbursement to SIPL Saints Propco S.à.r.l.		(65,217.00)
				Bank Charges		(24.00)
Total receipts	833	Nil	801,702.00	Total payments	Nil	(801,690.00)
				Balance	833	12.00

Hawthorns Retirement UK Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments		
Investments in subsidiary undertakings	7,246,210			Amount due to Hawthorns Retirement Group UK Limited	(4,393,264)	
Investment in Colson & Colson Limited	74,866					
Investment in Hawthorns Braintree Limited	5,496,753					
Investment Hawthorns Retirement Management Limited	528,381					
Amount due from Hawthorns Retirement Group UK Limited	4,155,958					
Amount due from SIPL Holdco S.à.r.l.	32,866					
Total receipts	17,535,034	Nil	Nil	Total payments	(4,393,264)	Nil
				Balance	13,141,770	Nil



APPENDIX 1
(Page 3 of 4)

Holiday Retirement (Clevedon) Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17		Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments			
Amount due from Hawthorns Retirement Group UK Limited	2,789,438			Amount due to Hawthorns Retirement Group UK Limited	(3,934,444)		
Amount due from SIPL Holdco S.à.r.l.	833			Corporation Tax	(89,521)		
Amount due from SIPL Saints Propco S.à.r.l.	1,234,694						
Total receipts	<u>4,024,966</u>	<u>Nil</u>	<u>Nil</u>	Total payments	<u>(4,023,965)</u>	<u>Nil</u>	<u>Nil</u>
				Balance	<u>1,000</u>	<u>Nil</u>	<u>Nil</u>

Lawrence Care (Maids Moreton) Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17		Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments			
Building	4,871,621			Loan Note	(5,271,000)		
Rental income		91,325	986,895	Accrued Interest	(271,276)		
Amount due from HCN UK Investments Limited	489,029						
Amount due from Maids Moreton Operations Limited	362,353						
Total receipts	<u>5,723,003</u>	<u>91,325</u>	<u>986,895</u>	Total payments	<u>(5,542,276)</u>	<u>Nil</u>	<u>Nil</u>
				Balance	<u>180,727</u>	<u>91,325</u>	<u>986,895</u>

Oakland Care Centre Limited

£	Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17		Declaration of Solvency values	30 Sept 16 to 29 Sept 17	30 Sept 15 to 29 Sept 17
Receipts				Payments			
Building	3,688,058			Loan Note	(3,892,000)		
Rental income		143,729	1,003,748	Accrued Interest	(200,305)		
Amount due from Bayfield Court Operations Limited	146,085			Corporation Tax	(704)		
Amount due from HCN UK Investments Limited	534,861						
Deferred Tax	122,649						
Total receipts	<u>4,491,653</u>	<u>143,729</u>	<u>1,003,748</u>	Total payments	<u>(4,093,009)</u>	<u>Nil</u>	<u>Nil</u>
				Balance	<u>398,644</u>	<u>143,729</u>	<u>1,003,748</u>

General Notes

The Receipts and Payments account must be read in conjunction with the attached notes and report.

NOTES TO THE RECEIPTS AND PAYMENTS ACCOUNT

1. The loan notes held by Lawrence Care (Maids Moreton) Limited and Oakland Care Centre Limited relate to an inter-company balance owed to HCN UK Investments Limited. Interest is accrued up to the date of liquidation, upon which date it ceased.
2. As Lawrence Care (Maids Moreton) Limited and Oakland Care Centre Limited do not hold bank accounts, the rental income received on the properties held by these two companies was paid into an account held by SIPL Holdco S.à.r.l. The inter-company balance positions have been adjusted accordingly.
3. The net assets will be distributed to the members of the Companies prior to the closure of the liquidations.

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 2 New Street Square, London EC4A 3BZ, United Kingdom.

Deloitte LLP is the United Kingdom affiliate of Deloitte NWE LLP, a member firm of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee ("DTTL"). DTTL and each of its member firms are legally separate and independent entities. DTTL and Deloitte NWE LLP do not provide services to clients. Please see www.deloitte.com/about to learn more about our global network of member firms.

© 2017 Deloitte LLP. All rights reserved.