The Insolvency Act 1986

#### Notice of move from administration to dissolution

2.35B

Name of Company

European Care & Lifestyles (UK) Limited

Company number

03856015

In the

High Court of Justice, Chancery Division,

Companies Court

(full name of court)

Court case number

2975 of 2014

(a) Insert full name(s) and address(es) of

administrator(s)

We

(a) A P Beveridge

AlixPartners Services UK LLP

10 Fleet Place

London

EC4M 7RB

D Imison

AlixPartners Services UK LLP

10 Fleet Place

London

EC4M 7RB

A C O'Keefe

AlixPartners Services UK LLP

The Zenith Building

26 Spring Gardens

Manchester

M2 1AB

(b) Insert name and address of the registered office of company

having been appointed Administrators of (b) European Care & Lifestyles (UK) Limited,

The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB

(c) Insert date of appointment

appointer

on (c) 16 April 2014

(d) insert name of by (d) Lloyds Bank Plc applicant/

hereby give notice that the provisions of paragraph 84(1) of Schedule B1 to the Insolvency Act 1986

apply

We attach a copy of the final progress report

Signed

Administrator

Dated

10/04/15

When you have completed and signed this form, please send it to the

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff

#### **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

Tanvir Miah AlixPartners The Zenith Building 26 Spring Gardens Manchester **M2 1AB** 

Tel Number +44 (0) 161 838 4500

Registrar of Companies at -

11/04/2015

COMPANIES HOUSE

A08

SATURDAY

# Administrators' Final Progress Report for the period 16 October 2014 to 10 April 2015

European Care & Lifestyles (UK) Limited In Administration

10 April 2015



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#### 1 Why this report has been prepared

- 1.1 As you will be aware Alastair Beveridge, Daniel Imison and Anne O'Keefe (the Administrators) were appointed on 16 April 2014
- In accordance with UK insolvency legislation, an administrator is required to provide a progress report covering the period of six months commencing on the date on which a company entered into administration and every subsequent period of six months or earlier if the administration has been finalised. This progress report covers the period 16 October 2014 to 10 April 2015 (the Period) This report should be read in conjunction with the Administrators' Disclosure Report pursuant to Statement of Insolvency Practice 16 (SIP16 Disclosure), the Administrators' Statement of Proposals (the Proposals) and the Administrators' Progress Report dated 5 November 2014 (the Previous Report)
- 1.3 This report has been prepared in accordance with rule 2.110 of the Insolvency Rules 1986.
- All matters in this Administration have now been finalised and the purpose of this report is to provide a final update on the progress of the Administration, including details of assets realised during the Period, the Administrators' fees and the outcome for each class of creditor. For details of the exit route please see section 8.
- 1.5 Details of the Administrators' fees and costs incurred are detailed at Appendices C to F.
- 1.6 More information relating to the Administration process, Administrators' fees and creditors' rights can be found on AlixPartners' creditor portal (http://www.alixpartnersinfoportal.com) Log-in details to access this information can be found within the covering letter you have received
- 1.7 If you require a hard copy of this report or have any queries in relation it contents or the Administration generally, please contact Leeleya Bachoco on 0161 838 4549, by email at creditorreports@alixpartners.com or write to AlixPartners' office at The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB.

#### 2 Summary of information for creditors

#### **Dividend distributions**

Description	Agreed debt £	Actual level of return £
Secured creditor – Lloyds Bank Pic as Security Agent for Current Senior Lenders	340.5 million	9 4 million
Secured creditor - Secured Convertible Unsecured Loan Notes	7.3 million	Nıl
Unsecured creditors	449 million	1.29 pence in the pound

#### Notes:

Lloyds Bank Plc, acts as Security Agent for Varde Capital Partners and DE Shaw & Co (Arvo Investment Holdings S.a.r.l. and SPV Capital Funding Luxembourg S.a.r.l.) (together the Current Senior Lenders) The Current Senior Lenders were owed £340.5 million (excluding accrued interest and charges) across the European Care Group (the Group) under their security. The sale of the Company's and Esquire Realty Holdings Limited's (ERHL) assets, as per the SIP16 Disclosure Report, reduced the Group's debt by £80.2 million.

The Secured Convertible Unsecured Loan Notes (CUL) rank part passu after the Current Senior Lenders' initial recovery of £158 million (excluding unpaid interest and hedging amounts) As the realisations from the sale did not exceed this level, the level of return for this secured creditor is

On 15 October 2014, pursuant to paragraph 65(3) of Schedule B1 to the Insolvency Act 1986, the court granted permission for the Administrators to distribute the Unsecured Creditors' Fund to the unsecured creditors of the Company. Funds available for distribution to the unsecured creditors were set at the maximum amount of £600,000

All unsecured creditors were invited to submit their claims by 8 December 2014. The directors' Statement of Affairs (SofA) indicated unsecured creditors were in the region of £70.9 million. The Administrators agreed claims totalling £44 9 million and a first and final distribution of 1.29 pence in the pound was issued on 4 February 2015

The Company had no employees and therefore no preferential claims were received.

In respect of unsecured creditors, UK insolvency legislation stipulates that creditors of the same class should be treated equally. Hence the funds available for distribution are split on a pro-rata basis amongst all creditors of this class, regardless of the size of their claims.

#### 3 Administrators' proposals

- 3.1 As a reminder, an administrator of a company must perform their functions with a view to achieving one of the following objectives:
  - Objective 1 rescuing a company as a going concern;
  - Objective 2. achieving a better result for a company's creditors as a whole than would be likely if the company were wound up (without first being in administration), or
  - Objective 3 realising property in order to make a distribution to one or more secured or preferential creditors.
- 3.2 As detailed in the Proposals, the Administrators pursued the second statutory objective in this case.
- The Company is an intermediate holding company within the Group The strategy for achieving this objective was to conclude the pre-packaged sale of some of the Company's business and assets to Berlin Acquisition Limited and its subsidiaries (the Purchaser) The pre-packaged sale enhanced asset realisations, reduced the level of claims made against the Company and has preserved jobs for those employed by the subsidiaries in the Group
- 3.4 Furthermore, the Administrators assigned the head office lease to the Purchaser thus reducing claims from the landlord of the head office and providing a successor in business to them and to the trade suppliers of the Company's trading subsidiaries.

#### 4 Progress of the Administration

Attached at Appendix B is the Administrators' Receipts and Payments Account for the Period and a Cumulative Account for the period since appointment. All expenses incurred to date have been paid

#### Transfer of shares

- As disclosed in the SIP16 Disclosure Report, some of the Company's assets (including the Company's interest and shareholding in some of its subsidiaries) were excluded from the sale. A conditional sale agreement (CSA) was entered into, the terms of which were that these assets may be sold to the Purchaser pending discussions with the landlord of the properties from which these subsidiaries operated.
- 4.3 The value of the Company's shares in the subsidiaries, namely; European Care (Dartmouth)
  Limited(Dartmouth), European Care (Danbury) Limited(Danbury), European Care (Gillingham)
  Limited (Gillingham) and European Care (West) Limited (West) (together the Subsidiaries),
  was reviewed as part of the pre-packaged sale of the Company's assets. It was determined that as
  the liabilities of the Subsidiaries exceeded any asset values, sale consideration for the shares of
  the Subsidiaries would be of a nominal value.
- The Administrators worked with their legal advisors and the management of the Subsidiaries to monitor the transactions under the CSA. The business and assets of Dartmouth, Danbury and Gillingham were sold to third parties, unconnected to the Group, therefore the Company still retains its shareholding of the Subsidiaries, which are now shell companies, but these have no realisable value.
- In accordance with Statement of Insolvency Practice 13 (Acquisition of Assets of Insolvent Companies by directors), the Administrators have a requirement to disclose details of any common directors or connected persons with the Company to whom the assets have been sold The shares in West were transferred to the Purchaser for a nominal value in accordance with the CSA and immediately sold to an unconnected third party. Connections between the directors, the shareholder, secured creditors, their associates and the Purchaser are detailed in the SIP16 Disclosure Report.

#### **Bank interest**

Bank interest of £237 was received in the Period bringing total bank interest received since appointment to £453.

#### 5 Unrealised assets

5.1 All assets have now been realised and the Receipts and Payments Account at Appendix B reflects the final position on both realisations achieved and payments discharged during the course of the Administration

#### 6 Investigations

6.1 The Administrators conducted investigations into the conduct of the directors and transactions entered into prior to the Company's insolvency, as required by the Company Directors Disqualification Act 1986 and Statement of Insolvency Practice 2 – Investigations by Office Holders in Administrations and Insolvent Liquidations. Based upon the outcome of the Administrators' investigations, there were no matters identified that required further action.

#### 7 Outcome for creditors

#### **Secured creditors**

Lloyds Bank Plc (as Security Agent to the Current Senior Lenders)

- 7.1 The Company granted a debenture on 25 July 2012, incorporating fixed and floating charges, to Lloyds Bank Plc. At the date of appointment, the Current Senior Lenders were owed £340 5 million (excluding accrued interest and charges) across the Group The sale of certain assets of the Company and ERHL decreased the Group's hability by £80.2 million.
- 7 2 No further distributions were made in the Administration.

#### Secured Convertible Unsecured Loan Notes

7.3 The Group has a secured term loan facility provided by European Real Estate Debt S a.r.l and FOFM-RPC International Investments II LLC. The Secured CULs rank pari passu with senior liabilities after the Current Senior Lenders' initial priority recovery of £158 million (excluding interest and hedging amount) and benefits from the same security as the senior liabilities. As the value of the sale did not exceed this level, the Secured CULs did not receive a distribution.

#### **Preferential creditors**

7.4 The Company had no employees therefore no preferential claims have been received

#### **Unsecured Creditors' Fund**

- 7.5 Where there is a floating charge created on or after 15 September 2003, the Administrators are required to create a fund from the Company's net property available for the benefit of unsecured creditors (Unsecured Creditors' Fund), commonly known as the 'Prescribed Part'.
- 7.6 As the Company granted a floating charge to the secured creditor after 15 September 2003, the Administrators were required to create an Unsecured Creditors' Fund Arising from the sale of the Company's assets, a maximum Unsecured Creditors' Fund of £600,000 was set aside for the benefit of the unsecured creditors.
- 7.7 All unsecured creditors were invited to submit their claims by 8 December 2014. A total of 14 creditors submitted claims totalling £44.9 million. A first and final dividend of 1.29 pence in the pound was distributed to agreed unsecured creditors on 4 February 2015.

#### Unclaimed dividends

- 7.8 All cheques paid to unsecured creditors should be banked as soon as possible, and in any event must be banked within six months of the date of the cheque. Any cheques which have not cleared by 5 August 2015 will be cancelled and the proceeds will be forwarded to The Insolvency Service, Estate Accounts Directorate, Unclaimed Monies Team, PO Box 3690, Birmingham, B2 4UY.
- 7.9 If your cheque is cancelled on or after this date, please allow ten working days to pass before submitting a claim to The Insolvency Service. To make a claim, creditors should contact the Insolvency Service by email at: eaips.unclaimed@insolvency.gsi.gov.uk and put "European Care & Lifestyles (UK) Limited" as the subject.

- 7 10 The transfer of responsibility to the Insolvency Service is a routine step which requires administrators of an insolvent company to transfer unclaimed dividends to the agency six months after the cheques were issued. The agency will hold the funds for the next six years, after which it will return any money that remains unclaimed to HM Treasury, however, this does not affect creditors' rights to claim funds after the six years has passed.
- 7.11 As shown in the Receipts and Payments Account at Appendix B, the Administrators have accrued the sum of £26 for bank charges associated with cheque processing and cancellation fees relating to the unclaimed dividends detailed above. In the event that these charges have not been incurred by the time any unclaimed dividends are remitted to the Insolvency Service, the balance of the accrued charges will be paid to the Treasury Solicitor.

#### 8 What happens next

#### **Exit routes**

#### **Dissolution of the Company**

The Administrators will file a notice, together with the final progress report, at court and with the Registrar of Companies for dissolution of the Company. The Administrators will send copies of these documents to the Company and its creditors. The appointment will end following the registration of the notice by the Registrar of Companies.

#### Discharge from liability

As per the approval received from the secured creditor on 7 November 2014, the Administrators will be discharged from liability under paragraph 98 of schedule B1 to the Insolvency Act 1986 directly after their appointment as Administrators ceases to have effect.

#### Creditors' rights

- Within 21 days of the receipt of the report, a secured creditor, or an unsecured creditor (with the agreement of at least 5% of the value of the unsecured creditors), may request in writing that the Administrators provide further information about their fees or expenses which have been itemised in this progress report.
- Any secured creditor, or an unsecured creditor (with the agreement of at least 10% of the value of unsecured creditors), may, within eight weeks of receipt of this progress report, make an application to court on the grounds that the basis fixed for the Administrators' fees are inappropriate, or that the fees or the expenses incurred by the Administrators as set out in this progress report are excessive.

For and on behalf of

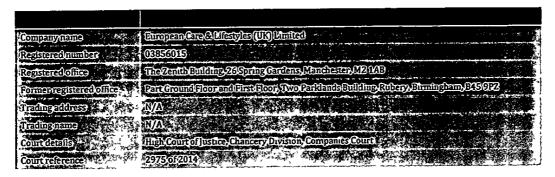
European Care & Lifestyles (UK) Limited

Alastair Beveridge Administrator

Encs

#### Appendix A. Statutory information

#### **Company information**



#### Appointor's information

Name	Address	Position
Lloyds Bank Plc (as Security Agent)	25 Gresham Street London EG2V	77HN Floating charge holder

#### Administrators' information

Marshid Evention 100 December Mace, Condon, ECM WIB 2001 Insolven	
	/Practitioners/Association
Daniellimison 10 December London, ECAM 7RB 18/80 Insolvence	Practitioners Association
Anne O'Reefe At Althe Zenith/Building 26 Spring 2. (8375) Insolvence	Practitioners/Association

In accordance with paragraph 100(2) of schedule B1 of the Insolvency Act 1986, all functions of the Administrators are to be exercised by any or all of the Administrators. All references to the Administrators should be read as the Joint Administrators.

## Appendix B. Receipts and Payments Account for the period 16 October 2014 to 10 April 2015 and a Cumulative Account for the period since appointment

Statement of Affairs £		Period £	Cumulative
Of Alialis E	Fixed charge assets		
	Receipts		
20	Shares in subsidiaries	-	2
1	Intellectual property	-	
•	andadouad property	•	2
	Distributions		
	Fixed chargeholder	_	2
		-	(2
	Balance of fixed charge assets	•	
	Roating charge assets		
	Receipts		
10,000,000	Intercompany debtors	<b>-</b> •	10,000,00
117,276	Prepayments	-	117,27
42,000	Office equipment	•	42,00
18,000	Computer hardware	-	18,00
1	Customer contracts	-	
1	Fotures and fillings	•	
-	Bank Interest	• 237	45
		237	10,177,73
	Payments		
	Administrators' fees	54,875	166,39
	Legal fees and disbursements	30,048	30,04
	Category 1 disbursements		
	Telephone charges		
	Stationery and postage	109	21
	Storage costs	2	
	Statulory advertising	85	10
	Specific penalty bond	•	22
	Category 2 disbursements		
	Photocopying and printing	219	76
	Agent's halver's fees	•	1,61
	Employee agent's fees	164	10
	Insurance		1:
	Irrecoverable VAT 1	23,048	38,27
	Accrued ISA charges	93	10
-	Bank charges	(108,643)	(238,24
	Distributions	(100,040)	حروب
	Floating chargeholder *	(49,305)	9,359,64
	Unsecured creditors	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	- • • • -
	1.29p/E, 04/02/2015	579,834	579,8
	t man formed a manuscata	(530,529)	(9,939,40
	Balance of floating charge assets	(638,935)	
	Total balance		

#### Note:

1 The Company was exempt for VAT purposes, therefore the Administrators cannot recover any VAT.

<sup>2</sup> At the date of appointment, the Administrators were provided with funds (the Funds) to meet, inter alia, the costs of the Administration. The Funds are held in a separate bank account and therefore not shown in the Receipts and Payments Account, as agreed with the Purchaser, the Company and the Current Senior Lenders The floating chargeholder has made a contribution to costs in the Period.

#### Appendix C. Time Analysis and details of time spent

The Administrators' time costs for the Period are £45,796. This represents 130 hours at an average rate of £352 per hour. Detailed below is a Time Analysis for the Period which provides details of the costs incurred by activity and by staff grade.

		Employee grade (hours)			c		
	Managing directors director	Sanjor associate	Associate/analyst	Assior analysti support	Total hours	Total cost	Average rata per hour
Administration and planning			-		l l		
Strategy and excitof	8.0	9.1	1.2	1.8	11.5	6,277,59	<b>541</b>
Elabolary duties	-		2.5	1.0	4.5	1,207.59	343
Case administration	2.1		32	1,4	LJ .	2,877.80	425
Appending and beesury		0.4	0.5	48	6.6	1,223.60	218
Internal documentation	•	23	0.2	0.3	2,8	1,270.00	454
Resilization of assets Souting Charge					`		
Asset resilsation strategy		0.2		•	0.2	11.00	498
Sain of assets			8.7		6.7	234.23	335
Recovery of essets		e.			0.1	49,67	495
Asset accounting and advantal valids	0.4	4.9	0.4	3.6	9.3	3,338,00	263
Creditors							
Credior dains	0.1	1.9		0,4	1.6	635.00	423
Reporting to creditors	2.6	5.4	10.7	3.7	22,6	6,716.60	385
Secured creditors		1.5	0.2	-	. 17	62.608	476
Preferential craditors	-		-	0.4	- 0,4	00.38	215
Unsequed geditors	0.2	9.4	22.7	29.2	61.5	13,678,60	302
Employees	~	-	•	e0	0.3	113,50	215
Totals	13.6	252	43.9	47.3	130.4	46,716.00	383

Principal areas of activity during the period are discussed in further detail below.

- Administration and planning time has been incurred monitoring and progressing the case strategy, complying with statutory duties and performing general administrative work. Case related treasury and support time is also recorded here
- Realisation of assets: floating charge time recorded within this category includes liaising with the solicitors regarding the Company's subsidiaries and effecting the transfer of the Company's shares in its various subsidiaries.
- Creditors time has been incurred preparing statutory reports, reporting to the secured creditors and
  answering general creditor queries. Time has also been spent complying with HM Revenue & Customs
  filings in respect of unsecured distributions made to previous employees. Time spent agreeing the
  claims of unsecured creditors, calculating the dividend and making the distribution is recorded in this
  section.

#### Appendix D. Cumulative Time Analysis for the period since appointment

	Employee grade (hours)					e j	
	Liumging directed directer	Socier associate	Associate/ enalysi	Juster acatysti support	Total hours	Total cost	Average cate per hear
Advalable atton and placeing				1	1		
Strategy and central	41.5	1.6	23,1	1.0 {	66.0	26,263.10	623
Statutery duties	•	21	8.4	1,4 [	12.9	4,671.50	347
Case administration	2.5	0.0	27 1	17.8	44.2	15,174.00	315
Accounting and treasury	6.7	3.1	12.6	8.5	24,9	7,730.00	311
Internal decurses to fice	-	111	8.3	e.)	20.7	8,587.69	429
Investigations				}			
Ofrector conduct reports	0.5	42	0.4	ţ	71	3,586.69	\$03
Other loves ligations	-	•	4.8	1	4.5	1,501.00	235
Internal decumentation	•	•	0.1	-	•1	33,59	335
Realization of assets - Stating charge				ŧ			
Assetreatisation strategy	-	12.4	•	- [	12.4	6,131,00	495
Asset Identification and valuation	•	-	6.7	i	0.7	234.69	335
Daile of essels	-	20.8	6.1	- 1	21.7	10,676.68	423
Recovery of assets	0.1	9.1	0.4		0.0	237.50	326
Deathur with Edite party assets	-	11	-	- 1	1.1	644.60	495
Asset accounting and admiréstration	0.4	4.5	6.3	6.5	13.7	4,543,00	849
Creditors				1			
Creditor cisions	0.1	1,2	1.1	1.0	1.2	1,132.00	354
Creditor strategy	-	1.2	0.7	- 1	1.9	#28.69	436
Repeding to creditors	43	171	25.0	37	80.E	20,524.60	406
Creditor meetings	-	1,2	•	-	1,2	694.00	493
Secured creditors	•	6,3	0.2	- 1	4.3	2,615.69	474
Unsecured creditors	1.4	21.5	\$7. <b>6</b>	33.8	114.5	38,152.60	333
Emplayers	-	0.1	0.9	0.0 1	1.0	\$44. <b>63</b>	287
Totals	iui	115.8	174.0	76,8	421.2	166,397,10	385

#### Appendix E. Administrators' fees and disbursements

#### **Fees**

Approval of the Administrators' fees has been sought in accordance with rule 2.106 of the Insolvency Rules 1986 On 30 May 2014, Lloyds Bank Plc as Security Agent for the Current Senior Lenders, approved that the basis of the Administrators' fees be fixed by reference to the time properly spent by the Administrators and their staff on matters arising in the Administration

Total fees of £166,397 has been drawn during the course of the Administration.

A copy of 'A Creditors' Guide to Administrations' can be downloaded from AlixPartners' creditor portal (http://www.alixpartnersinfoportal.com) If you would prefer this to be sent to you in hard copy please contact the Administrators and they will forward a copy to you

#### **Disbursements**

Category 1 disbursements of £620 have been drawn on account. On 30 May 2014, Lloyds Bank Plc (as Security Agent for the Current Senior Lenders) also authorised the Administrators to draw Category 2 disbursements on the basis proposed in the Proposals Category 2 disbursements totalling £724 have been drawn.

### Appendix F. Additional information in relation to the Administrators' fees pursuant to Statement of Insolvency Practice 9

#### Policy

Detailed below is AlixPartners's policy in relation to:

- staff allocation and the use of sub-contractors;
- professional advisors, and
- disbursements.

#### Staff allocation and the use of sub-contractors

The Administrators' general approach to resourcing their assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The case team will usually consist of a managing director, an associate director or a senior associate, an associate and an analyst. The exact case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. On larger, more complex cases, several staff at all grades may be allocated to meet the demands of the case. The Administrators' charge-out rate schedule overleaf provides details of all grades of staff

With regard to support staff, time spent by their treasury department in relation to tasks such as recording transactions and dealing with bank accounts is charged but secretarial time is only recovered if a large block of time is incurred, eg report compilation and distribution.

The Administrators have utilised the services of the following sub-contractor in this case,

Name of sub-contractor	Nature of work	Costs incurred £
Payco ERA/Limited	Submission of real-time information as required was the same	164

#### **Professional advisors**

On this assignment the Administrators have used the professional advisors listed below. The Administrators have also indicated the basis of their fee arrangement with them, which is subject to review on a regular basis.

Name of professional advisor	Basis of fee arrangement
Pinsent Masons LLP (legal advice)	and the same disbursements
Willis Limited (insurance)	Fixed premium for pre-pack administration

The Administrators' choice was based on their perception of the professional advisors' experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of their fee arrangement with them.

#### **Disbursements**

Category 1 disbursements do not require approval by creditors Category 1 disbursements may include external supplies of incidental services specifically identifiable to the case eg postage, case advertising, invoiced travel and external printing, room hire and document storage. Any properly reimbursed expenses incurred by the Administrators and their staff will also be chargeable.

Category 2 disbursements do require approval prior to being paid and will be drawn in accordance with the approval given, they may include:

- photocopying charged at the rate of 10 pence per sheet for notifications and reports to creditors and other copying;
- printing charged at the rate of 10 pence per sheet for black and white printing and 15 pence per sheet for colour; and
- business mileage for staff travel charged at the rate of 45 pence per mile.

#### **Charge-out rates**

A schedule of AlixPartners' charge-out rates for this assignment effective from 1 April 2014 is detailed below, together with those applicable prior to that date. Time is charged by managing directors and case staff in units of six minutes

Description	£
Managing director 1	725
Managing director 2	650
Director	540
Associate director	495
Senior associate	<del>44</del> 5
Associate	365
Analyst	335
Junior analyst	215
Senior treasury associate	250
Treasury associate	170
Treasury analyst	115
Support	89