

## The Insolvency Act 1986

## Statement of administrator's proposals

2.17B

Name of Company BHS Group Limited	Company number 03858895
In the High Court of Justice (full name of court)	Court case number 002221 of 2016

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

We (a)

Philip Duffy  
Duff & Phelps Ltd  
The Chancery  
58 Spring Gardens  
Manchester  
M2 1EW

Benjamin Wiles  
Duff & Phelps Ltd  
The Shard  
32 London Bridge Street  
London  
SE1 9SG

attach a copy of our proposals in respect of the administration of the above company

\* Delete as appropriate

A copy of these proposals was sent to all known creditors on

(b) Insert date

(b) 7 June 2016

Signed



Joint/Administrator(s)

Dated 13 June 2016

## 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 searches of  
the public record

Duff & Phelps Ltd  
35 Newhall Street  
Birmingham  
B3 3PU

Tel +44 (0) 121 214 1120

Completed and signed this form please send it to the Registrar of Companies at

se, Crown Way, Cardiff CF14 3UZ

DX 33050 Cardiff

FRIDAY



\*A59CK16Z\*

A28

17/06/2016

#2

COMPANIES HOUSE

---

# Report to Creditors

13 June 2016

**BHS Group Limited  
BHS Properties Limited  
BHS Services Limited  
Davenbush Limited  
Lowland Homes Limited  
(All In Administration)**

*Joint Administrators' Report to Creditors and Statement of Proposals  
for the period from 25 April 2016 to 27 May 2016  
Pursuant to Paragraph 49 of Schedule B1 to the Insolvency Act 1986*

**Duff & Phelps Ltd  
The Shard  
32 London Bridge Street  
London  
SE1 9SG**

## Definitions

Word or Phrase	Definition
ABL	Asset based lending facility
the Act	The Insolvency Act 1986 (as amended)
the Appointment Date	25 April 2016 being the date of appointment of the Joint Administrators
Arcadia	Arcadia Group Limited
Barclays	Barclays Bank Plc with whom the Companies banked
BHS	BHS Limited (In Administration)
BHS Group / the Group	BHS Group Limited and its subsidiaries
BHS Group Limited	BHS Group Limited (In Administration)
BHS Properties	BHS Properties Limited (In Administration)
BHS Services	BHS Services Limited (In Administration)
Carmen	Carmen Properties Limited, a subsidiary of the BHS Group, not in Administration
Category 2 Disbursements	The Joint Administrators' internal costs and expenses in dealing with the Administration
the Companies	BHS Group Limited (Company Number 03858895) BHS Properties Limited (Company Number 02139762) BHS Services Limited (Company Number 04002328) Davenbush Limited (Company Number 02341207) Lowland Homes Limited (Company Number 05565259)
CVA	Company Voluntary Arrangement
Davenbush	Davenbush Limited (In Administration)
DBIS	The Department for Business, Innovation and Skills
the Directors	<b>Dominic Chandler</b> , Director of BHS Group Limited, BHS Properties, BHS Services, Davenbush and Lowland <b>Dominic Chappell</b> , Director of BHS Group Limited, BHS Properties, BHS Services, Davenbush and Lowland <b>Lennart Henningson</b> , Director of BHS Group Limited, BHS Properties, BHS Services, Davenbush and Lowland <b>Keith Smith</b> , Director of BHS Group Limited <b>Darren Topp</b> , Director of BHS Group Limited
DLA	DLA Piper UK LLP, the Joint Administrators' instructed legal advisors
Duff & Phelps	Duff & Phelps Ltd
EC Regulation	EC Regulation on Insolvency Proceedings 2000

EPOCH	EPOCH Properties Limited, a subsidiary of the BHS Group not in Administration
Grovepoint	Grovepoint Credit Funding 2 Limited
HMRC	HM Revenue and Customs
HSBC	HSBC Bank Plc
the Joint Administrators	Philip Duffy of Duff & Phelps Ltd , The Chancery, 58 Spring Gardens, Manchester, M2 1EW and Benjamin Wiles of Duff & Phelps Ltd , The Shard, 32 London Bridge Street, London, SE1 9SG
Lloyds	Lloyds Bank Plc with whom BHS Group Limited banked
Lowland	Lowland Homes Limited (In Administration)
Prescribed Part	Pursuant to Section 176A of the Act where a floating charge is created after 15 September 2003 a designated amount of the company's net property (floating charge assets less costs of realisation) shall be made available to non-preferential unsecured creditors
the Property Agents	Savills Plc and CBRE Group Inc , both independent agents who have been instructed to advise on the sale of the properties of the Companies
RAL	Retail Acquisitions Limited, the ultimate shareholder
the Rules	The Insolvency Rules 1986 (as amended)
Secured Creditors	The holders of a fixed and/or floating charge over the Companies' assets
SIP 9	Statement of Insolvency Practice 9 – Industry best practice for Insolvency Practitioners in relation to disclosure of remuneration and disbursements
SOA	Statement of Affairs, documentation to be supplied by the Directors outlining the Companies' financial position as at the Appointment Date
TPR	The Pensions Regulator

## **Contents**

- 1 Introduction
- 2 Background
- 3 Events leading up to the Administrations
- 4 Purpose of the Administrations
- 5 Progress of the Administration to date
- 6 Statement of Affairs
- 7 Statement of Pre-Administration Costs
- 8 Joint Administrators' Costs
- 9 Dividend Prospects / Prescribed Part
- 10 EC Regulation
- 11 Creditors' Meetings
- 12 End of the Administrations
- 13 Joint Administrators' Proposals
- 14 Other Matters

## **Appendices**

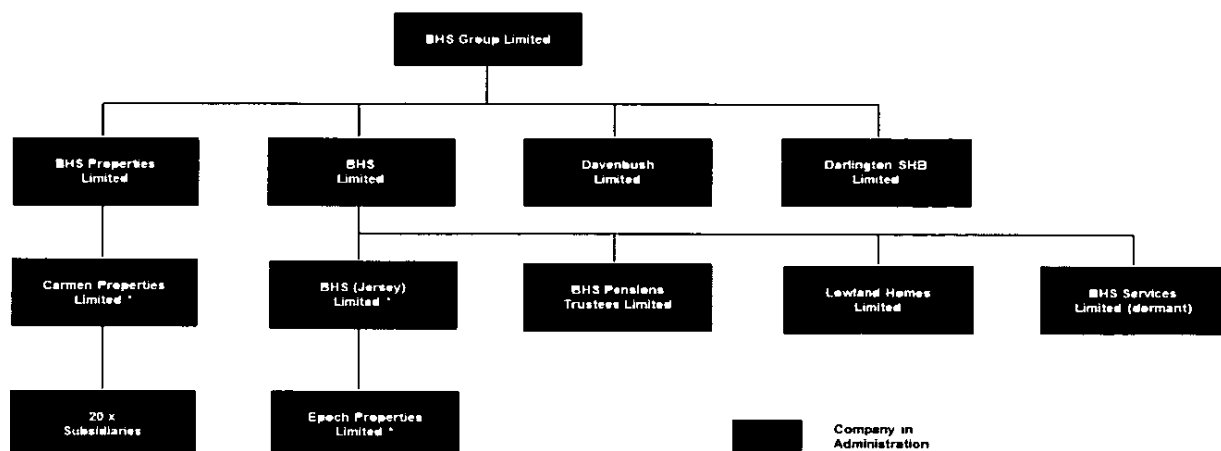
- 1 Statutory Information
- 2 Receipts and Payments Accounts
- 3 Estimated Financial Positions
- 4 Analysis of Time Charged and Expenses Incurred
- 5 Fee Estimates
- 6 Estimated Expenses of the Administrations
- 7 Fee Narratives
- 8 Notices of Meetings - BHS Properties and Davenbush
- 9 Proxy Forms - BHS Properties and Davenbush
- 10 Forms 2 21B - Creditor's request for a meeting – BHS Group Limited, BHS Services and Lowland
- 11 Proof of Debt Forms

## 1 Introduction

- 1.1 The Joint Administrators were appointed on the Appointment Date by the Directors of the Companies pursuant to Paragraph 22 of Schedule B1 to the Insolvency Act 1986
- 1.2 The Court References are
- BHS Group Limited (High Court of Justice No 002221)
  - BHS Properties (High Court of Justice No 002223)
  - BHS Services (High Court of Justice No 002219)
  - Davenbush (High Court of Justice No 002222)
  - Lowland (High Court of Justice No 002224)
- 1.3 In accordance with Paragraph 100(2) of Schedule B1 to the Act the functions of the Joint Administrators may be exercised by either of the Joint Administrators
- 1.4 This report sets out the circumstances leading up to the appointment of the Joint Administrators and the steps taken by them to date

## 2 Background

- 2.1 Statutory information on the Companies and a summary of their financial history is included at Appendix 1
- 2.2 BHS Group Limited was the group holding company. BHS Services and Lowland are dormant companies. Davenbush and BHS Properties were property investment companies with BHS Limited being the occupying tenant in respect of all properties owned by them.
- 2.3 The Companies operated from 129-137 Marylebone Road, London, NW1 5QD
- 2.4 All the Companies banked with Barclays whilst BHS Group also banked with Lloyds
- 2.5 HSBC provided term loan facilities to BHS Group Limited and Carmen. Certain group companies are guarantors to these loans.
- 2.6 The BHS Group structure is shown below. The companies to which the Joint Administrators have been appointed are highlighted.



### **3. Events Leading up to the Administrations**

- 3 1 Changes in the UK retail environment over the last decade have had a significant detrimental effect on the trading performance of the BHS Group. The retail market has become much more competitive with value retailers and supermarkets entering and growing their involvement in sectors such as clothing and housewares which have always been BHS Group's core offerings.
- 3 2 The BHS Group has incurred increasing losses over each of the last seven consecutive years of trading. The reported BHS loss for the year ended 30 August 2014 was £69 million. Management accounts for the year ended 31 August 2015 indicated a further loss of around £93 million (net profit before interest, tax and exceptionals).
- 3 3 In early 2015, trade credit insurers cut or withdrew cover for a large number of BHS Group's major suppliers. Up until that point BHS had traded with most suppliers on credit terms and did not use letters of credit on any significant scale. As a result of this withdrawal of cover, and the fact the whole market knew this, including parties who were interested in buying BHS, the Company was faced with having to fund over £25 million of letters of credit and £10 million of security deposits. This had a significant detrimental impact on BHS's cash flow. Despite attempts to have credit cover reinstated, this was not achieved.
- 3 4 BHS Group Limited, BHS' sole shareholder, was sold by Taveta Investments (No. 2) Limited (the owner of the Arcadia group) to Retail Acquisitions Limited on 11 March 2015.
- 3 5 In accordance with the terms of the sale, Arcadia Group Limited wrote off £215 million of inter-company debt, and took a floating charge in respect of a remaining £40 million loan to BHS Group Limited.
- 3 6 Following the acquisition, BHS management, together with RAL, prepared a three year turnaround plan with the primary aim of returning the business to profitability. Under the turnaround plan, BHS sought to reduce costs through closure of unviable stores, renegotiation of property lease terms and savings in payroll costs. It also negotiated new contracts in relation to its food business and concessions.
- 3 7 In June 2015 the BHS Group obtained a £25m loan from Allied Commercial Exporters Limited with the objective of refinancing two properties and providing additional working capital. Security was granted to Allied Commercial Exporters Limited over Group properties at Oxford Street and Manchester.
- 3 8 In September 2015, in order to alleviate BHS's short term cash flow pressures, and repay existing borrowings, BHS obtained a short term £62.4 million facility with Grovepoint. The facility was secured on Group properties at Scunthorpe, Carmarthen, Milton Keynes, Exeter, Grimsby, Manchester, Taunton, Blackpool, Sunderland and Oxford Street.
- 3 9 Christmas 2015 was a particularly poor trading period for the UK retail sector due to the unseasonably mild weather and deep discounting over an extended period. Sales at BHS during November and December 2015 were some £25 million below prior year and £18 million below budget. This performance was poorer than anticipated in the turnaround plan and placed additional pressure on BHS's ability to continue to trade. This performance compared to UK retail sales falling by 0.5% year-on-year (non-seasonally adjusted) in December 2015 according to the Retail Economics Sales Index. Over Christmas 2015 as a whole UK retail sales through physical stores saw their sharpest decline since 2009.
- 3 10 On 4 March 2016 BHS and BHS Properties proposed a CVA to its creditors. In that proposal it was stated that 'without a reduction in the BHS Group's lease obligations as planned under the CVA Proposal, the business does not have the working capital capability to meet its debt and working capital requirements beyond the next rent quarter date'.
- 3 11 The CVA proposal outlined a 're-setting' of the business focusing on three key areas. These were to align rents with market levels and exit loss making stores, reduce central overheads and reduce the store cost base.
-

- 3 12 The CVA proposals stated that the Directors were engaged in discussions with the Pension Protection Fund, the Pensions Regulator and the Trustees of the BHS defined benefit pension schemes in respect of a deficit in those schemes. The Directors believed that there was a reasonable prospect that a compromise would be agreed whereby the schemes would enter the Pension Protection Fund and BHS, post-CVA, would have no further liability in relation to either the deficit or ongoing funding requirements of either of the pension schemes. This consisted of an injection of £18m plus the PPF taking a third of the equity within the group, this proposal was being led by the Directors and their advisors Grant Thornton UK LLP. The CVA proposal for BHS and BHS Properties were approved by creditors on 23 March 2016.
- 3 13 In order to fully implement the CVAs the business required additional funding of around £100 million. It was proposed to generate this level of funding primarily through property disposals, introduction of a new ABL and the un-winding of letters of credit. Unfortunately the first tranche of ABL funding was offered on terms which would not generate the required net level of funding. The principal property disposal, of the store in Oxford Street, was at a much lower value than anticipated and a number of other property sales fell through.
- 3 14 On 15 April 2016 the BHS board sought the advice of Weil, Gotshal & Manges on their options including advice on insolvency.
- 3 15 At a meeting of the BHS board and Arcadia on Monday 18 April 2016 the BHS board advised that in light of reduced property sales resulting in the funding facility obtained from Gordon Brothers being insufficient, it had insufficient funds to continue to trade in the short to medium term and that an insolvency process was likely.
- 3 16 As a result of the meeting, Arcadia agreed with the BHS board and requested the board to meet with an Insolvency Practitioner. As a result of several other firms being conflicted, Arcadia contacted Duff & Phelps and requested them to meet with the Directors on 19 April 2016. At that meeting the BHS board advised that it had no alternative but to put the BHS Group, including BHS, into Administration and asked Duff & Phelps to prepare to be appointed Administrators.
- 3 17 At board meetings of the six companies, now in Administration, on Thursday 21 April 2016, the boards resolved to put the Companies into Administration on Friday 22 April 2016.
- 3 18 On the evening of 21 April 2016 the RAL board was approached by an unconnected UK retailer with a view to rescuing the BHS Group. Negotiations took place between RAL, their lawyers and the UK retailer over the weekend of 23 and 24 April 2016 but on the evening of 24 April 2016 these negotiations failed. Consequently the board resolved to place the Companies into Administration on Monday 25 April 2016.
- 3 19 The Joint Administrators considered the position prior to accepting the appointment and having regard to the Insolvency Practitioners Association's ethical guidelines, and having had no prior involvement with the BHS Group prior to 19 April 2016, considered that there were no circumstances preventing them from accepting the appointment.
- 3 20 Subsequently the Joint Administrators were appointed to the Company on the Appointment Date.

#### **4. Purpose of the Administrations**

- 4 1 The purpose of an Administration is to achieve one of the following hierarchical objectives
- Rescuing the company as a going concern, or
  - Achieving a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in Administration), or



- Realising property in order to make a distribution to one or more secured or preferential creditors
- 4.2 In accordance with Paragraph 49(2) of Schedule B1 to the Act the Joint Administrators note the following in respect of each of the Companies
- The first objective will not be achieved as there are insufficient funds and assets available to enable the Companies to be rescued as a going concern. RAL had explored these options in detail and were unable to secure the working capital required
  - The Joint Administrators are pursuing the second objective as it is likely that a better result for the Companies' creditors as a whole will be achieved than if the Companies were wound up without first being in Administration for the following reasons
    - In addition to being Joint Administrators of the Companies, the Joint Administrators were also appointed Joint Administrators to the Group's principal trading subsidiary BHS. BHS has continued to trade during its Administration in order to seek to achieve a going concern sale of its business and assets and thereby enhance realisations for its creditors. By placing the Companies into Administration it should help to maximise the realisable value of the Companies' assets (particularly freehold and leasehold properties) which could have been included in any going concern sale of BHS's business rather than realised through a distressed disposal strategy from a winding-up. As detailed later in this report, a sale of the whole group has not been possible and an orderly wind down has commenced
    - The Joint Administrators of each of the Companies will be able to undertake their investigations into the Companies' affairs on a Group wide basis which may enhance any recoveries that might be realisable as a result of such investigations for the benefit of the Companies' creditors
  - The third objective should also be achieved in BHS Group, Davenbush and BHS Properties as it is anticipated that a dividend will be paid to Secured Creditors of those Companies
- 4.3 The Joint Administrators' proposals for achieving the purpose of the Administrations are set out in the remainder of this report

## **5 Progress of the Administrations to Date**

- 5.1 The manner in which the affairs and business of the Companies have been managed, since the appointment of Joint Administrators and will continue to be managed and financed are set out below

### **Administration trading period**

- 5.2 None of the Companies actively trades and thus there was no business that could be continued during the Administrations

### **Sale of assets**

- 5.3 Upon the appointment of the Joint Administrators, the Property Agents were instructed to carry out a valuation of the properties held within BHS Properties and Davenbush
- 5.4 BHS traded from the properties held in BHS Properties and Davenbush, as such these assets were likely to have been included in any sale of the business and assets of BHS

5 5 Since a going concern sale of the business and assets of the Group as a whole could not be achieved, the Joint Administrators will be working with their Property Agents to market the properties for sale either individually or as a group of properties. Owing to commercial sensitivity the likely level of realisations from property sales cannot be provided although details of asset disposals will be provided in the Joint Administrators' subsequent progress reports

5 6 Further details on the marketing of the Group as a whole can be provided on request

#### **Book debts**

5 7 None of the Companies had any third party debtors

5 8 However, the inter-company debtor position was as follows at the Appointment Date

Owed To	Owed By	
	BHS Group Limited £'000	BHS £'000
BHS	48,793	
BHS Properties		53,153
Davenbush		31,390
Lowland		14,322
	48,793	98,865

5 9 It is anticipated that BHS Properties, Davenbush and Lowland Homes will receive an unsecured dividend distribution from BHS, however the quantum and timing is unknown. It is likely that BHS Group Limited will be in a position to pay a dividend to BHS on its claim under the Prescribed Part

#### **Investments**

5 10 BHS Properties and BHS Group Limited hold an investment (shareholding) in other Group companies, being Carmen and EPOCH. HSBC holds a fixed charge over the shares comprising of these investments

5 11 Carmen owns 100% of the shares in a number of property holding companies which in turn own a number of properties from which BHS trades. It is not possible at this stage to determine whether any value will be received for the investments in Carmen, held by BHS Properties, or EPOCH, held by BHS Group

#### **Cash at Bank**

5 12 BHS Group Limited had c£121k cash at bank at the Appointment Date

5 13 BHS Properties had an overdrawn bank balance of £1.1m at the Appointment Date

5 14 Davenbush had an overdrawn balance of £73k at the Appointment Date

5 15 Following the appointment the Barclays applied set-off of all overdrawn balances under the terms of their facility and security agreements. This will affect the inter-company debtor/credit matrix which the Joint Administrators will detail on in their next report

### **Investigations**

- 5 16 The Joint Administrators' investigations into the Companies' affairs are currently ongoing
- 5 17 The Joint Administrators have a statutory obligation to file a report with DBIS regarding the conduct of the Directors that held office in the three years prior to the Administration. This report must be filed within three months from the Appointment Date and the content of this report is confidential
- 5 18 The Joint Administrators also have a duty to investigate antecedent transactions which include
- Transactions at an undervalue, Section 238 of the Act,
  - Preferences, Section 239 of the Act, and
  - Transactions to defraud creditors, Section 423 of the Act
- 5 19 During the Joint Administrators' preliminary investigations there are a number of transactions that on the face of it may require investigation, including certain Group property disposals. Additional information is required to understand the true nature of the transactions. The Joint Administrators will keep the creditors informed of any significant developments, as pursuing such claims can be timely and expensive, resulting in little return to the creditors
- 5 20 The Joint Administrators are fully co-operating with the investigation being undertaken by The Insolvency Service and TPR into the Group. Further information regarding investigation work is included in the narrative to the Joint Administrators' fee narratives at Appendix 7

### **Receipts and Payments**

- 5 21 A Receipts and Payments account for each of the Companies are provided at Appendix 2 and are self-explanatory

### **6. Statement of Affairs**

- 6 1 In accordance with Paragraph 47 of Schedule B1 to the Act the Joint Administrators have requested that the Directors provide a SOA. To date a full SOA has not been received because the Directors had been assisting the Joint Administrators with the sale of the business and assets of the BHS Group
- 6 2 In the absence of a full SOA the Joint Administrators attach a schedule of creditors' names and addresses and an Estimated Financial Position for each Company and these can be found at Appendix 3 in accordance with Rule 2.33(2) of the Rules
- 6 3 Some creditor amounts shown may differ from the actual amount owed. This does not affect their claim

### **7. Statement of Pre-Administration Costs**

- 7 1 Pre-Administration costs are defined in the Rules as fees charged and expenses incurred by the administrators or their firm, or another person qualified to act as an Insolvency Practitioner, before the company entered Administration but with a view to its doing so
- 7 2 The agreement under which the Pre-Administration costs were incurred was set out in Duff & Phelps' Letter of Engagement dated 19 April 2016 between the Companies and BHS
- 7 3 It is not anticipated that any Pre-Appointment costs will be drawn from the Companies as the work undertaken was primarily to plan for the Administration and continued trading of BHS

**8 Joint Administrators' Costs**

**Estimated Fees and Expenses**

- 8.1 It is proposed that the Joint Administrators' fee basis is based on time costs
- 8.2 The time costs already charged since appointment in respect of each of the Companies are analysed at Appendix 4. Time is charged in six minute units
- 8.3 The amount expected to be drawn in fees by the Administrators in respect of the Companies are shown in Appendix 5 - Fee Estimate. The total amount indicated effectively acts as a cap on the level of fees to be drawn by the Administrators
- 8.4 The Administrators estimate the expenses of the Administrations to total the following (as shown in Appendix 6 Estimated Expense Schedule)

	£
BHS Group Limited	5,844
BHS Properties	30,844
BHS Services	5,844
Davenbush	20,844
Lowland Homes	5,844

- 8.5 These schedules illustrate the estimated expenses for the whole of the Administrations and is for information purposes only. No approval is required by creditors. These estimates may change over the course of the Administrations but creditors will be informed of any variations with associated reasons in the Annual Progress Reports
- 8.6 Also attached at Appendix 7 is the Fee Narratives, a summary of key issues, to assist creditors in understanding the strategy of the Administrators, the associated costs and expenses of the related activities and the financial benefit to creditors. Further details of assets and liabilities and the estimated return to creditors, if any, are in the body of this report
- 8.7 Information regarding the fees and disbursements of the Joint Administrators, including details of Duff & Phelps' disbursements policy and hourly charge out rates for each grade of staff that may undertake work on this case, is in a document called "A Creditors' Guide to Administrators' Fees". This can be viewed and downloaded from the Joint Administrators' website at <http://www.duffandphelps.com/uk-restructuring/creditor-guides> (click on the document 'Administration (appointment from 1 October 2015)'). Should you require a copy, please contact this office

**9 Dividend Prospects / Prescribed Part**

**Secured Creditors**

**Arcadia**

- 9 1 Each of the Companies has granted a debenture, containing a floating charge, to Arcadia covering all of the property (excluding certain real property assets) and undertaking of each of the Companies. The charges were created on 14 April 2015 and registered on 23 April 2015. The charges were granted in accordance with the agreement for the sale of the entire share capital of BHS Group Limited on 11 March 2015. These floating charges secure a debt of up to £40m due to Arcadia. The debt outstanding to Arcadia at the Appointment Date was £35m, subject to accruing interest and charges.
- 9 2 The validity of Arcadia's charge has been confirmed by DLA. The Joint Administrators estimate the secured debt will be repaid in full from floating charge realisations of BHS, which is likely to mean that BHS will then be subrogated to Arcadia's security.

**Grovepoint**

- 9 3 BHS Properties and Davenbush granted a legal charge dated 11 September 2015 to Grovepoint over a property portfolio covering ten freehold and leasehold properties owned by BHS Properties and BHS and one leasehold property owned by Davenbush. These charges secured a principal debt of £20.4m due to Grovepoint at the Appointment Date.
- 9 4 The Joint Administrators estimate that Grovepoint will receive a return from property realisations under its fixed charge security over properties owned by BHS Properties and Davenbush.

**HSBC**

- 9 5 BHS Properties and BHS Group Limited have granted a fixed charge over the shares they hold in Carmen and EPOCH (both Jersey registered entities) to HSBC. At the Appointment date, HSBC was owed £43.5m by Carmen and £11.3m by BHS Group Limited. BHS Properties and BHS Group Limited are guarantors to these facilities.
- 9 6 The Joint Administrators estimate that HSBC will receive a return from property realisations under its fixed charge security over properties within Carmen and EPOCH.
- 9 7 To avoid prejudicing the current realisations strategy details of the return to both Grovepoint and HSBC have not been disclosed. Further details will be provided in the next report.

**Preferential Creditors**

- 9 8 The Companies did not have any employees at the Appointment Date. All employee contracts were held by BHS. For this reason there will be no preferential claims arising in the Administrations of the Companies.

### Prescribed Part

- 9 9 The Prescribed Part is calculated as a percentage of net property, as follows

Net property less than £10,000	50% unless the Joint Administrator considers that the costs of making a distribution to the non-preferential unsecured creditors would be disproportionate to the benefits
Net property greater than £10,000	50% up to £10,000 plus 20% thereafter to a maximum of £600,000

- 9 10 The Companies granted floating charges to Arcadia Group on 14 April 2015 and the Prescribed Part provisions will apply. The prescribed part will be dependent on the level of property and inter-company debtor realisations. At this stage the Joint Administrators can't provide further details as the realisation strategy is ongoing.

### Non-Preferential Unsecured Creditors

- 9 11 According to the Estimated Financial Positions, non-preferential unsecured creditors can be summarised as follows

Creditor	Claim £000s				
	BHS Group Limited	BHS Properties	BHS Services	Davenbush	Lowland
Trade & Expense Creditors	0	1,055	0	369	0
HMRC – CGT	0	10,000	0	0	0
Arcadia Property Claim	0	TBC	0	0	0
Inter-Company Loan	48,973	0	0	0	0
Landlord Creditors – CVA (Estimated as per CVA dated 3 March)	0	41,800	0	15,100	0
Pension Protection Fund	-	-	-	TBC	-
HSBC	TBC	TBC	-	-	-
<b>Total</b>	<b>48,793</b>	<b>52,855</b>	<b>0</b>	<b>15,469</b>	<b>0</b>

- 9 12 Depending on realisations in other group companies and the operation of subrogation and set-off principles, the unsecured creditors of BHS Properties and Davenbush are likely to receive a dividend over and above the Prescribed Part dividend as discussed above. At the current time it is not possible to provide an estimate of the level of any such dividend.
- 9 13 If not already done so creditors of the Companies should complete the appropriate proof of debt form at Appendix 11 and return it to the Joint Administrators.

## **10. EC Regulation**

- 10 1 It is the Joint Administrators' opinion that the EC Regulation applies and these proceedings are main proceedings as defined in Article 3 of the EC Regulation. The centre of main interest of the Companies is in England.

## **11 Creditors' Meetings**

BHS Properties and Davenbush

- 11 1 In accordance with Paragraph 51 of Schedule B1 to the Act, creditors' meetings will be held in respect of BHS Properties and Davenbush at Duff & Phelps Ltd, The Shard, 32 Bridge Street, London, SE1 9SG on 30 June 2016 at 11 00am. Notices of the meetings of creditors are enclosed with this report at Appendix 8. We have enclosed proxy forms and proof of debt forms, at Appendix 9 and 11, for the purpose of these meetings.

- 11 2 It is the Joint Administrators' intention to hold one meeting in respect of both companies.

- 11 3 The purpose of this meeting is to vote on the Joint Administrators' proposals as outlined in Section 13 of this report.

BHS Group Limited, BHS Services and Lowland

- 11 4 In accordance with Paragraph 52(1) of Schedule B1 to the Act, a creditors' meeting will not be convened as the Joint Administrators believe that BHS Group Limited, BHS Services and Lowland will have insufficient property to enable a distribution to be made to non-preferential unsecured creditors other than from the Prescribed Part in the case of BHS Group Limited.

- 11 5 However, the Joint Administrators shall summon an initial creditors' meeting, if requested to by the creditors of the BHS Group Limited, BHS Services and Lowland, whose debts amount to at least 10% of the total debts of these companies, using the prescribed form 2.21B, attached at Appendix 10, within 8 business days from the day these proposals are sent out.

- 11 6 Creditors are reminded that the costs of any meeting called shall be paid for by them and that a deposit will be required for this purpose. These costs may be ordered to be paid as an expense of the Administration if the meetings so resolves.

## **12 End of the Administrations**

- 12 1 The options available to the Joint Administrators for the exit from the Administrations are as follows:

- Compulsory Liquidation
- Creditors' Voluntary Liquidation
- Company Voluntary Arrangement
- Return of control to the Director(s)
- Dissolution of Company

- 12 2 The Joint Administrators are yet to form a view in respect of each of the Companies and, therefore, to make a recommendation on this issue. The Joint Administrators are continuing to investigate the Companies' affairs and business.

- 12 3 If it transpires asset realisations are sufficient to enable a distribution to be made to the non-preferential unsecured creditors at a level greater than the Prescribed Part, the Joint Administrators are likely to recommend that the Companies be moved into Creditors' Voluntary Liquidation ("CVL")
- 12 4 It is proposed that the Joint Administrators, currently Philip Duffy and Benjamin Wiles of Duff & Phelps be appointed as Joint Liquidators of the Companies should they be placed into CVL
- 12 5 In the event that there are insufficient realisations to permit a distribution to the non-preferential unsecured creditors, the Joint Administrators recommend that the Companies be dissolved. In this event, it is proposed that once all outstanding matters have been satisfactorily completed, the Joint Administrators will give notice to the Registrar of Companies under Paragraph 84 of the Act to the effect that the Companies have no property to realise which might permit a distribution to the non-preferential unsecured creditors at which time the Administrations will cease. The Companies will be dissolved three months following the registration of the notice at the Registrar of Companies
- 12 6 You will note from the proposals section below that the Joint Administrators have left the choice of exit route from Administration open so that an alternative strategy can be adopted, should this prove more appropriate at the time

### **13. Joint Administrators' Proposals**

- 13 1 The Joint Administrators propose the following in respect of each of the Companies
- 13 1 1 That the Joint Administrators continue the Administration to deal with such outstanding matters in relation to the company as the Joint Administrators consider necessary until such time as the Administration ceases to have effect
- 13 1 2 That the Joint Administrators do all such other things and generally exercise all of their powers as contained in Schedule 1 of the Act, as they, in their sole and absolute discretion consider desirable or expedient in order to achieve the purpose of the Administration
- 13 1 3 That the Joint Administrators, once all outstanding matters have been satisfactorily completed, take the necessary steps to give notice under Paragraph 84 of Schedule B1 of the Act to the Registrar of Companies to the effect that the company has no remaining property which might permit a distribution to its creditors, at which stage the Administration will cease
- 13 1 4 That the Joint Administrators, where they consider that there are funds available to be distributed to the non-preferential unsecured creditors (other than under the prescribed part) take the necessary steps to put the company into either CVL or into Compulsory Liquidation as they deem appropriate. It is proposed that the Joint Administrators, currently Philip Duffy and Benjamin Wiles of Duff & Phelps would act as Joint Liquidators should the company be placed into CVL. In accordance with Paragraph 83(7) of Schedule B1 to the Act and Rule 2.117A of the Rules creditors may nominate a different person as the proposed liquidator, provided the nomination is received at this office prior to the approval of these proposals. In the absence of such nomination, the Joint Administrators will be appointed Joint Liquidators and in accordance with Section 231 of the Act any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of them
- 13 1 5 That the Joint Administrators be discharged from all liability pursuant to Paragraph 98 of Schedule B1 to the Insolvency Act 1986, upon filing the end of the Administration or their appointment otherwise ceasing
- 13 1 6 That the Joint Administrators' remuneration, where a Creditors' Committee is not established, be fixed by reference to the time properly given by them and their staff in attending to matters arising in the Administration



13 1 7 That, where a Creditors' Committee is not established, the Joint Administrators' Fee Estimate in the total sum of £60,305 for BHS Properties and £35,365 for Davenbush is approved

13 1 8 That the Joint Administrators be authorised, where a Creditors' Committee is not established, to draw their Cat 2 Disbursements

BHS Properties and Davenbush

13 2 Creditors will be asked to vote on the acceptance of the above proposals at the creditors meeting on 30 June 2016

BHS Group Limited, BHS Services and Lowland

13 3 Pursuant to Rule 2 33(5) of the Rules, the proposals in paragraphs 13 1 1 – 13 1 8 shall be deemed to be approved by the creditors on the expiry of the period in which a meeting can be requisitioned by creditors in the manner described in paragraph 11 5 above, provided that no meeting has been so requisitioned

13 4 The Joint Administrators will be seeking the following specific resolutions from the Secured Creditors

13 4 1 That the Joint Administrators be discharged from all liability pursuant to Paragraph 98 of Schedule B1 to the Insolvency Act 1986, upon filing the end of the Administrations or their appointment otherwise ceasing

13 4 2 That the Joint Administrators' remuneration be fixed by reference to the time properly given by them and their staff in attending to matters arising in the Administrations

13 4 3 That the Joint Administrators' Fee Estimate in the total sum of £55,970 for BHS Group Limited, £25,290 for BHS Services and £25,195 for Lowland is approved

13 4 4 That the Joint Administrators be authorised to draw their company's internal costs and expenses in dealing with the Administration ("Category 2 Disbursements")

#### 14 Other Matters

14 1 If any creditor has any information concerning the Companies' affairs that they would like to bring to the Joint Administrators' attention, then they would be pleased to hear from them

If you require further information or assistance, please do not hesitate to contact the Joint Administrators' staff on 0121 214 1120



**Philip Duffy**  
Joint Administrator

Enc

The affairs, business and property of the Companies are being managed by the Joint Administrators, Philip Duffy and Benjamin Wiles, who act as agents for the Companies and without personal liability. They are licensed in the UK by the Insolvency Practitioners Association and are bound by the Insolvency Code of Ethics

**Appendix 1**

**Statutory Information**

**BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016**

## Statutory Information

Statutory Information	BHS Group Limited	BHS Properties Limited	BHS Services Limited	Davenbush Limited	Lowland Homes Limited
Date of Incorporation	14 October 1999	10 June 1987	25 May 2000	30 January 1989	15 September 2005
Registered Number	03858895	02139762	04002328	02341207	05565259
Company Directors	Dominic Chappell Dominic Chandler Lennart Henningson Keith Smith Darren Topp	Dominic Chappell Dominic Chandler Lennart Henningson	Dominic Chappell Dominic Chandler Lennart Henningson	Dominic Chappell Dominic Chandler Lennart Henningson	Dominic Chappell Dominic Chandler Lennart Henningson
Company Secretary	Emma Reid	Emma Reid	Emma Reid	Emma Reid	Emma Reid
Shareholders	Retail Acquisitions Limited 42 000 000 Ordinary Shares	BHS Group Limited 10 000 000 Ordinary Shares	BHS Limited 1 Ordinary Share	BHS Group Limited 912 Ordinary Shares	BHS Limited 2 Ordinary Shares
Trading Address	129-137 Marylebone Road London NW1 5QD	129-137 Marylebone Road London NW1 5QD	129-137 Marylebone Road London NW1 5QD	129-137 Marylebone Road London NW1 5QD	129-137 Marylebone Road London NW1 5QD
Registered Office	Current: c/o Duff & Phelps Ltd The Shard 32 London Bridge Street London SE1 9SG  Former: 129-137 Marylebone Road London NW1 5QD	Current: c/o Duff & Phelps Ltd The Shard 32 London Bridge Street London SE1 9SG  Former: 129-137 Marylebone Road London NW1 5QD	Current: c/o Duff & Phelps Ltd The Shard 32 London Bridge Street London SE1 9SG  Former: 129-137 Marylebone Road London NW1 5QD	Current: c/o Duff & Phelps Ltd The Shard 32 London Bridge Street London SE1 9SG  Former: 129-137 Marylebone Road London NW1 5QD	Current: c/o Duff & Phelps Ltd The Shard 32 London Bridge Street London SE1 9SG  Former: 129-137 Marylebone Road London NW1 5QD
Any Other Trading Names	N/A	N/A	N/A	N/A	N/A

**BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016**

## Financial Information

### As at 30 April 2016 (Management)

<b>Balance Sheet As at 30 April 2016 (Management) £000s</b>	<b>BHS Group Limited</b>	<b>BHS Properties Limited</b>	<b>BHS Services Limited</b>	<b>Davenbush Limited</b>	<b>Lowland Homes Limited</b>
<b>Fixed Assets</b>	<b>82,668</b>	<b>29,443</b>	<b>-</b>	<b>1,529</b>	
<b>Current Assets</b>					
Debtors	20,833	53,969	-	31,610	21,324
Cash at bank and in hand	121	(1,767)	-	(1,014)	-
	<b>20,954</b>	<b>52,202</b>	<b>-</b>	<b>30,596</b>	<b>21,324</b>
<b>Current Liabilities</b>					
Creditors - amounts falling due within one year	(50,894)	(10,000)	-	(1,124)	-
	<b>(50,894)</b>	<b>(10,000)</b>	<b>-</b>	<b>(1,124)</b>	<b>-</b>
<b>Net Current Assets / (Liabilities)</b>	<b>(29,940)</b>	<b>42,202</b>	<b>-</b>	<b>29,472</b>	<b>21,324</b>
<b>Total Assets less Current Liabilities</b>	<b>52,728</b>	<b>71,645</b>	<b>-</b>	<b>31,001</b>	<b>21,324</b>
<b>Long Term Liabilities</b>					
Creditors - amounts falling due after more than one year	(43,168)	-	-	-	-
<b>Provisions for Liabilities</b>					
Other provisions	-	(7,819)	-	-	-
Deferred Tax	-	-	-	29	(230)
<b>Total Assets less Total Liabilities</b>	<b>9,560</b>	<b>63,826</b>	<b>-</b>	<b>31,030</b>	<b>21,094</b>
<b>Capital and Reserves</b>					
Called up Share Capital	(500)	(10,000)	-	(1)	-
Share Premium Account	(10,025)	-	-	(15,340)	-
Profit and Loss Account B/F	1,672	(51,873)	-	(16,018)	(21,094)
CY Profit and Loss	(707)	(1,953)	-	329	-
<b>Total Shareholders' funds</b>	<b>(9,560)</b>	<b>(63,826)</b>	<b>-</b>	<b>(31,030)</b>	<b>(21,094)</b>

**BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016**

## Financial Information

### As at 30 August 2014 (Audited)

<b>Balance Sheet As at 30 August 2014 (Audited) £000s</b>	<b>BHS Group Limited</b>	<b>BHS Properties Limited</b>	<b>BHS Services Limited</b>	<b>Davenbush Limited</b>	<b>Lowland Homes Limited</b>
<b>Fixed Assets</b>	<b>82,668</b>	<b>35,989</b>	<b>-</b>	<b>7,050</b>	<b>18,872</b>
<b>Current Assets</b>					
Debtors	28,707	18,071	1	15,753	8
Cash at bank and in hand	10	-	-	-	-
	<b>28,717</b>	<b>18,071</b>	<b>1</b>	<b>15,753</b>	<b>8</b>
<b>Current Liabilities</b>					
Creditors - amounts falling due within one year	(108,095)	(2,020)	-	(668)	(11,966)
	<b>(108,095)</b>	<b>(2,020)</b>	<b>-</b>	<b>(668)</b>	<b>(11,966)</b>
<b>Net Current Assets / (Liabilities)</b>	<b>(79,378)</b>	<b>16,051</b>	<b>1</b>	<b>15,085</b>	<b>(11,958)</b>
<b>Total Assets less Current Liabilities</b>	<b>3,290</b>	<b>52,040</b>	<b>1</b>	<b>22,135</b>	<b>6,914</b>
<b>Long Term Liabilities</b>					
Creditors - amounts falling due after more than one year	-	-	-	-	-
<b>Provisions for Liabilities</b>					
Other provisions	-	(8,024)	-	-	-
Deferred Tax	-	-	-	-	(230)
<b>Total Assets less Total Liabilities</b>	<b>3,290</b>	<b>44,016</b>	<b>1</b>	<b>22,135</b>	<b>6,684</b>
<b>Capital and Reserves</b>					
Called up Share Capital	(500)	(10,000)	(1)	(1)	-
Share Premium Account	(25)	-	-	(15,340)	-
Profit and Loss Account B/F	(2,765)	(34,016)	-	(6,794)	(6,684)
CY Profit and Loss	-	-	-	-	-
<b>Total Shareholders' funds</b>	<b>(3,290)</b>	<b>(44,016)</b>	<b>(1)</b>	<b>(22,135)</b>	<b>(6,684)</b>

**Appendix 2**

**Receipts and Payments Accounts**

---

**BHS Group Limited  
(In Administration)  
Joint Administrators' Abstract of Receipts & Payments**

<b>Statement of Affairs</b>	<b>From 25/04/2016 To 27/05/2016</b>	<b>From 25/04/2016 To 27/05/2016</b>
	<u><b>NIL</b></u>	<u><b>NIL</b></u>
REPRESENTED BY		<u><b>NIL</b></u>

---

**BHS Properties Limited  
(In Administration)  
Joint Administrators' Abstract of Receipts & Payments**

<b>Statement of Affairs</b>	<b>From 25/04/2016 To 27/05/2016</b>	<b>From 25/04/2016 To 27/05/2016</b>
	<b>NIL</b>	<b>NIL</b>
REPRESENTED BY		<b>NIL</b>

---

**DUFF & PHELPS**



**BHS Services Limited  
(In Administration)  
Joint Administrators' Abstract of Receipts & Payments**

<b>Statement of Affairs</b>	<b>From 25/04/2016 To 27/05/2016</b>	<b>From 25/04/2016 To 27/05/2016</b>
	<b>NIL</b>	<b>NIL</b>
REPRESENTED BY		<b>NIL</b>

---

**Davenbush Limited**  
**(In Administration)**  
**Joint Administrators' Abstract of Receipts & Payments**

<b>Statement of Affairs</b>	<b>From 25/04/2016 To 27/05/2016</b>	<b>From 25/04/2016 To 27/05/2016</b>
	<b>NIL</b>	<b>NIL</b>
REPRESENTED BY		<b>NIL</b>

---

**Lowland Homes Limited**  
**(In Administration)**  
**Joint Administrators' Abstract of Receipts & Payments**

<b>Statement of Affairs</b>	<b>From 25/04/2016 To 27/05/2016</b>	<b>From 25/04/2016 To 27/05/2016</b>
	<b>NIL</b>	<b>NIL</b>
REPRESENTED BY		<b>NIL</b>

## **Appendix 3**

### **Estimated Financial Positions**

**BHS Group Limited - In Administration**

**Summary of the Estimated Financial Position of BHS Group Limited as at 25 April 2016**

	Book Value £'000	Estimated to Realise £'000	Notes
<b><u>Assets subject to fixed charge</u></b>			
<b>HSBC</b>			
Investments	82,668	TBC	1
Less: Amount due to HSBC	<u>(11,290)</u>	<u>(11,290)</u>	2
	<b><u>71,378</u></b>	<b><u>(11,290)</u></b>	
<b><u>Assets subject to floating charge</u></b>			
Cash at Bank	121	121	3
Amounts due from RAL	833	0	4
Inter-company debt - BHS Jersey	<u>20,000</u>	<u>0</u>	5
<b>Total floating charge assets</b>	<b><u>20,954</u></b>	<b><u>121</u></b>	
<b>Preferential creditors</b>		<u>0</u>	6
<b>Amount available for Prescribed Part</b>		121	
<b>Prescribed Part</b>		<u>(27)</u>	
<b>Amount available for floating charge creditors</b>		94	
<b>Less: Amounts due to Arcadia</b>		<u>(35,000)</u>	7
<b>Estimated deficiency as regards to preferential and floating charge creditors</b>		<b><u>(34,906)</u></b>	
<b>Available for non-preferential unsecured creditors</b>		27	
Amounts due to BHS Limited	(48,973)		
HM Revenue & Customs	0		
<b>Total liabilities</b>		<b><u>(48,973)</u></b>	
<b>Estimated deficiency as regards to creditors</b>		<b>(83,852)</b>	
Issued and called up share capital		<u>(10,500)</u>	
<b>Estimated total deficiency as regards members</b>		<b><u>(94,352)</u></b>	

**Notes**

- 1 BHS Group Limited's investments are valued at £83m in the balance sheet. Some of these investments are in respect of subsidiaries that are not in Administration, however the Joint Administrators are not in a position to disclose the expected realisable value at present.
- 2 Amount due to HSBC under its fixed charge security.
- 3 Cash at bank at appointment subject to set-off by Barclays.
- 4 The Joint Administrators do not believe this to be recoverable.
- 5 BHS Jersey Limited (shareholding in EPOCH) do not have any assets so this amount will not be recoverable.
- 6 BHS Group Limited had no employees.
- 7 The amount due to Arcadia at the Appointment Date.

**Duff & Phelps Ltd.**  
**BHS Group Limited**  
**B - Company Creditors**

<b>Key</b>	<b>Name</b>	<b>Address</b>	<b>£</b>
CB00	BHS Limited c/o Duff & Phelps Ltd	The Shard, 32 London Bridge Street, London, SE1 9SG	48,973,000 00
<b>1 Entries Totalling</b>			<b>48,973,000.00</b>

**BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016**

**BHS Properties Limited - In Administration**

**Summary of the Estimated Financial Position of BHS Properties Limited as at 25 April 2016**

	Book Value £'000	Estimated to Realise £'000	Notes
<b><u>Assets subject to fixed charge</u></b>			
<b>HSBC</b>			
Investments	0	TBC	1
Less Amount due to HSBC	(43 489)	(43 489)	2
	<u>(43,489)</u>	<u>(43 489)</u>	
<b>Grovepoint</b>			
Freehold & Leasehold Properties	29 433	TBC	3
Less Amount due to Grovepoint	(19,513)	(19 513)	4
	<u>9,920</u>	<u>(19 513)</u>	
<b><u>Assets subject to floating charge</u></b>			
Trade Debtors	18	0	5
Cash at Bank	(1,125)	0	5
Prepayments	798	0	5
Unencumbered Leases	0	TBC	3
Inter-company debt - BHS Limited	53 153	1 748	6
<b>Total floating charge assets</b>	<u>52,844</u>	<u>1,748</u>	
<b>Preferential creditors</b>		0	7
<b>Amount available for Prescribed Part</b>		1,748	
<b>Prescribed Part</b>		<u>(353)</u>	
<b>Amount available for floating charge creditors</b>		1,395	
<b>Less Amounts due to Arcadia</b>		0	8
<b>Estimated deficiency as regards to preferential and floating charge creditors</b>		<u>1,395</u>	
<b>Available for non-preferential unsecured creditors</b>		1,748	
Trade & Expense Creditors	(939)		
Property Creditors	(116)		
Landlord Claims as per CVA	(41,800)		
HMRC - CGT in respect of Oxford Street	(10,000)		
Arcadia Property Claim	TBC		
HSBC	TBC		
<b>Total liabilities</b>		<u>(52,855)</u>	
<b>Estimated deficiency as regards to creditors</b>		(51 107)	
<b>Issued and called up share capital</b>		(10 000)	
<b>Estimated total deficiency as regards members</b>		<u>(61 107)</u>	

**Notes**

- 1 BHS Properties Limited has no investments
- 2 The amount guaranteed by BHS Properties Limited to HSBC in respect of their lending in BHS Properties subsidiary, Camen Properties Limited Secured by a charge over the shares of Camen Properties Limited
- 3 BHS Properties Limited holds a number of freehold and leasehold properties which the Joint Administrators have instructed agents to sell, therefore no realisable value has been provided at present
- 4 Amount due to Grovepoint
- 5 The Joint Administrators do not envisage realising anything for these class of assets
- 6 This is the estimated dividend in respect of the amount owing from BHS Limited
- 7 BHS Properties Limited had no employees
- 8 BHS Properties Limited has granted security to Arcadia in relation to the £35m due from BHS Group Limited It is likely that this will be repaid out of realisations from BHS Limited, which may lead to complex issues concerning subrogation, contribution and set off between the obligors, including BHS Properties Limited For the purposes of this EoS the impact of those principles has not been shown as it is not possible to determine at this stage

**DUFF & PHELPS**

**Duff & Phelps Ltd.**  
**BHS Properties Limited**  
**B - Company Creditors**

Key	Name	Address	£
CA05	AEQUITAS ESTATES LIMITED	7TH FLOOR METROPOLITAN HOUSE, DARKERS LANE, POTTERS BAR, HERTFORDSHIRE, EN6 1AG	77,200 00
CA03	AMAS LTD (CLIENTS ACCOUNT)	C/O JONES LANG LASALLE, PO BOX 62442, LONDON, E14 1HA	24,533 00
CA04	AMAS LTD/Common Receipts Account	PROPERTY ACCOUNTS DEPARTMENT, AMAS LTD PO BOX 55791, 40 BANK STREET, DOCKLANDS, LONDON, E14 5WQ	45,468 60
CA02	AMAS LTD/SCOTTISH WIDOWS/RENT	PROPERTY ACCOUNTS DEPARTMENT, AMAS LTD PO BOX 55791, 40 BANK STREET, DOCKLANDS, LONDON, E14 5WQ	31,780.13
CB01	B&M Retail Ltd		14,583 00
CC01	CARTER TOWLER	4TH FLOOR, CORONET HOUSE, QUEEN STREET, LEEDS, LS1 2TW	291 35
CC03	CB RICHARD ELLIS	ST MARTINS COURT, 10 PATERNOSTER ROW, LONDON, EC4M 7HP	58.50
CC04	CBRE LTD	ASSET MANAGEMENT, PACIFIC HOUSE, 1ST FLOOR 70 WELLINGTON STREET, GLASGOW, G2 6UA	20,325.26
CC02	CBRE LTD CLIENT ACCOUNT	C/O CBRE PRUDENTIAL LTD, PACIFIC HOUSE, 70 WELLINGTON STREET, GLASGOW, G2 6UA	93,393 20
CC00	CUSHMAN&WAKEFIELD HEALY&BAKER	ASSET MANAGEMENT DEPARTMENT, 9 COLEMORE ROW, BIRMINGHAM, B3 2BJ	48,452.88
CD03	DEEKAY MANAGEMENT LTD	KIMBERLEY HOUSE, 31 BURNT OAK BROADWAY, EDGWARE, MIDDLESEX, HA8 5LD	15,166 67
CD04	DLA PIPER RUDNICK GRAY CARY	PRINCES EXCHANGE, PRINCES SQUARE, LEEDS, LS1 4BY	46,203 00
CD01	DTZ	FAO DAVE TIMMINS, 1 COLMORE SQUARE, BIRMINGHAM, B4 6AJ	1,161.60
CD02	DTZ DEBENHAM TIE LEUNG	1 COLMORE SQUARE, BIRMINGHAM, B4 6AJ	16,497.39
CD05	DUK PROPERTY MANAGEMENT LIMITED	14 CORK STREET, LONDON, W1S 3NS	16,362.47
CE01	ENTIRE ESTATES LTD	129 STAMFORD HILL, LONDON, N16 5TW	3,030 00
CE02	ESTATES DUMMY SUPPLIER	PROPERTY DIVISION, LEEDS, XX1 1XX	21,978 80
CF02	F&C REIT ASSET MANAGEMENT	C/O F & C REIT ASSET MANAGEMENT, PARK LODGE, LONDON ROAD, DORKING, RH4 1QP	56,470 09
CF01	FREEMONT LIMITED	C/O BHAILOK FIELDING SOLICITORS, CLAYTON HALL, HARRIS PARK, 253 GARSTANG ROAD, PRESTON, LANCASHIRE, PR2 9AB	35,550.00
CH04	Hartshorne Motor Services Ltd		9,133 00
CH02	HM Revenue & Customs	Enforcement & Insolvency Service (EIS), Durrington Bridge House, Worthing, West Sussex, BN12 4SE	10,000,000.00
CI06	Iceland Foods Ltd		503 00



**Duff & Phelps Ltd.**  
**BHS Properties Limited**  
**B - Company Creditors**

Key	Name	Address	£
CI05	INTU LAKESIDE LIMITED	40 BROADWAY, LONDON, SW1H 0BU	75,396 80
CJ00	JONES LANG LASALLE	PROPERTY ACCOUNTS DEPARTMENT, AMAS LTD PO BOX 55791, 40 BANK STREET, DOCKLANDS, LONDON, E14 5WQ	13,751 25
CK00	KNIGHT FRANK	PROPERTY ACCOUNTS DEPARTMENT, 55 BAKER STREET, LONDON, W1U 8AN	61,096 93
CL03	LAKESIDE	LAKESIDE SHOPPING CENTRE, WEST THURROCK WAY, WEST THURROCK GRAYS, ESSEX, RM20 2ZP	53,054 89
CL04	LAMBERT SMITH HAMPTON	C/O KEELEY LACK, UNITED KINGDOM HOUSE, 180 OXFORD STREET, LONDON, W1D 1NN	38,750 00
CL02	LAZARI INVESTMENTS LTD	GREATER LONDON HOUSE, HAMPSTEAD ROAD, LONDON, NW1 7QX	30,350 00
CL01	LEWIS (AYR) LIMITED	CHELSEA HOUSE, WEST GATE, LONDON, W5 1DR	2,404 14
CL06	Liberty Centre Trust		7,709.00
CM00	MOLYNEUX ROSE LTD	143 NEW BOND STREET, LONDON, W1S 2TP	42,300.00
CO00	O2 (UK) Ltd		1,263.00
CC05	Pamela Creeley		4,018.00
CP00	Piction (General Partner) No.2		587.00
CL05	Potential Landlord Claims	As estimated in the CVA	41,800,000.00
CP01	Prudential Ltd		91 00
CR02	ROBERT PINKUS PROPERTY MANAGEMENT	16-18 RIVERSWAY BUSINESS VILLAGE, NAVIGATION WAY, PRESTON, PR2 2YP	1,170.00
CS02	SAVILLS COMMERCIAL LTD	TREASURY DEPT (M RIMMER), BELVEDERE, 12 BOOTH STREET, MANCHESTER, M2 4AW	54,693 74
CS03	SHEFFIELD CITY COUNCIL	CORPORATE RESOURCES, P O BOX 295, SHEFFIELD, S1 1GH	3 65
CS04	Simply News Limited		2,374 00
CS01	STANDARD LIFE ASSURANCE CO	PROPERTY INVESTMENTS, 1 GEORGE STREET, EDINBURGH, EH2 2LL	11,991 20
CT00	TAUNTON DEANE BOROUGH COUNCIL	FINANCIAL SERVICES ACCOUNTS RECBL TEAM, PO BOX 582, THE DEANE HOUSE, BELVEDERE ROAD, TAUNTON, TA1 1NG	16 03
CT01	The Outfit		75,412.00
<b>43 Entries Totalling</b>			<b>52,854,574.57</b>

**BHS Services Limited - In Administration**

**Summary of the Estimated Financial Position of BHS Services Limited as at 25 April 2016**

	Book Value £	Estimated to Realise (£)	Notes
<b><u>Assets subject to fixed charge</u></b>	<u>0</u>	<u>0</u>	1
	0	0	
<b><u>Assets subject to floating charge</u></b>	<u>0</u>	<u>0</u>	1
	0	0	
<b>Preferential creditors</b>		0	2
<b>Amount available for Prescribed Part</b>		0	
<b>Prescribed Part</b>		0	
<b>Amount available for floating charge creditors</b>		0	
<b>Less Amounts due to Arcadia</b>		0	3
<b>Estimated deficiency as regards to preferential and floating charge creditors</b>		0	
<b>Available for non-preferential unsecured creditors</b>		0	
<b>Trade &amp; Expense Creditors</b>	0		
<b>HMRC</b>	0		
<b>Total liabilities</b>		0	1
<b>Estimated deficiency as regards to creditors</b>		0	
<b>Issued and called up share capital</b>		(1)	
<b>Estimated total deficiency as regards members</b>		(1)	

1 According to the books and records of BHS Services Limited, it has no assets or liabilities

2 There were no employees

3 BHS Services Limited has granted security to Arcadia in relation to the £35m due from BHS Group Limited. It is likely that this will be repaid out of realisations from BHS Limited, which may lead to complex issues concerning subrogation, contribution and set off between the obligors, including BHS Services Limited. For the purposes of this EoS the impact of those principles has not been shown as it is not possible to determine at this stage.

**BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016**

**Davenbush Limited - In Administration**

**Summary of the Estimated Financial Position of Davenbush Limited as at 25 April 2016**

	Book Value £'000	Estimated to Realise £'000	Notes
<b><u>Assets subject to fixed charge</u></b>			
<b>Grovepoint</b>			
Freehold & Leasehold Properties	1,529	TBC	1
Less Amount due to Grovepoint	<u>(875)</u>	<u>(875)</u>	2
	<u>654</u>	<u>(875)</u>	
<b><u>Assets subject to floating charge</u></b>			
Trade Debtors	14	0	3
Cash at Bank	(73)	0	3
Prepayments	205	0	3
Inter-company debt - BHS Limited	<u>31,390</u>	<u>1,027</u>	4
<b>Total floating charge assets</b>	<u>31,536</u>	<u>1,027</u>	
<b>Preferential creditors</b>		<u>0</u>	5
<b>Amount available for Prescribed Part</b>		1,027	
<b>Prescribed Part</b>		<u>(208)</u>	
<b>Amount available for floating charge creditors</b>		819	
<b>Less Amounts due to Arcadia</b>		<u>0</u>	6
<b>Estimated deficiency as regards to preferential and floating charge creditors</b>		<u>819</u>	
<b>Available for non-preferential creditors</b>		1,027	
Trade & Expense Creditors	(354)		
Property Creditors	(15)		
Landlord Claims as per CVA	<u>(15,100)</u>		
<b>Total liabilities</b>		<u>(15,469)</u>	
<b>Estimated deficiency as regards to creditors</b>		<u>(14,442)</u>	
<b>Issued and called up share capital</b>		<u>(1)</u>	
<b>Estimated total deficiency as regards members</b>		<u>(14,443)</u>	

**Notes**

- 1 Davenbush Limited holds a number of freehold and leasehold properties which the Joint Administrators have instructed agents to sell therefore no realisable value has been provided at present
- 2 Amount due to Grovepoint
- 3 The Joint Administrators do not envisage realising anything for these class of assets
- 4 This is the estimated dividend in respect of the amount owing from BHS Limited
- 5 Davenbush Limited had no employees
- 6 Davenbush Limited has granted security to Arcadia in relation to the £35m due from BHS Group Limited. It is likely that this will be repaid out of realisations from BHS Limited, which may lead to complex issues concerning subrogation, contribution and set off between the obligors, including Davenbush Limited. For the purposes of this EoS the impact of those principles has not been shown as it is not possible to determine at this stage

**Duff & Phelps Ltd.**  
**Davenbush Limited**  
**B - Company Creditors**

Key	Name	Address	£
CB03	Blackburn with Darwen BC		1,721 00
CB00	BOROUGH OF WATFORD	BOROUGH TREASURERS DEPT, TOWN HALL, WATFORD, WD1 3EX	11,451 39
CB01	BOROUGH OF WATFORD	BOROUGH TREASURERS DEPT, TOWN HALL, WATFORD, WD1 3EX	3,817 13
CB02	BOROUGH OF WATFORD	BOROUGH TREASURERS DEPT, TOWN HALL, WATFORD, WD1 3EX	3,817.13
CC01	COLEBY INVESTMENTS LTD (BHS)	FESTIVAL HOUSE, JESSOP AVENUE, CHELTENHAM, GL50 3SH	217,500.00
CC02	COLEBY INVESTMENTS LTD (BHS)	FESTIVAL HOUSE, JESSOP AVENUE, CHELTENHAM, GL50 3SH	82,500 00
CS01	Sofa So Good Yorkshire Ltd		900 00
CS02	Sportsdirect.com Retail Ltd		12,410 00
CT00	THE MALL CORPORATION LTD	C/O THE MALL CORPORATION LTD, 52 GROSVENOR GARDENS, LONDON, SW1W 0AU	8,413 52
CT01	THE MALL CORPORATION LTD	C/O THE MALL CORPORATION LTD, 52 GROSVENOR GARDENS, LONDON, SW1W 0AU	26,500 00
<b>10 Entries Totalling</b>			<b>369,030.17</b>

**BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016**

**Lowland Homes Limited - In Administration**

**Summary of the Estimated Financial Position of Lowland Homes Limited as at 25 April 2016**

	Book Value £'000	Estimated to Realise £'000	Notes
<b><u>Assets subject to floating charge</u></b>			
Non-Trade Debtors	7,000	0	1
Intercompany Debtors	<u>14,322</u>	<u>457</u>	2
<b>Total floating charge assets</b>	<b><u>21,322</u></b>	<b><u>457</u></b>	
<b>Preferential creditors</b>		<u>0</u>	3
<b>Amount available for Prescribed Part</b>		457	
<b>Prescribed Part</b>		<u>(94)</u>	
<b>Amount available for floating charge creditors</b>		363	
<b>Less Arcadia Group</b>		<u>0</u>	4
<b>Available for non-preferential creditors</b>		<u>457</u>	
Trade & Expense Creditors	0		
HM Revenue & Customs	0		
<b>Total liabilities</b>		<u>0</u>	5
<b>Estimated surplus as regards to creditors</b>		457	
<b>Issued and called up share capital</b>		<u>0</u>	6
<b>Estimated total surplus as regards members</b>		<b><u>457</u></b>	

**Notes**

- 1 The Joint Administrators do not anticipate to receive any monies from the non-trade debtors
- 2 This is the estimated distribution Lowland Homes Limited will receive from other group companies in Administration
- 3 Lowland Homes Limited has no employees
- 4 Lowland Homes Limited has granted security to Arcadia in relation to the £35m due from BHS Group Limited. It is likely that this will be repaid out of realisations from BHS Limited, which may lead to complex issues concerning subrogation, contribution and set off between the obligors, including Lowland Homes Limited. For the purposes of this EoS the impact of those principles has not been shown as it is not possible to determine at this stage
- 5 Lowland Homes Limited has no creditors
- 6 Lowland Homes Limited's share value is £1

**Appendix 4**

**Analysis of Time Charged and Expenses Incurred**

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All in Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

BHS GROUP LIMITED (In Administration)								
Analysis of the Joint Administrators' Time Costs for the Period 25 April 2016 to 27 May 2016								
Classification of Work Function	Partner	Manager	Hours Senior	Assistant	Support	Total Hours	Time Cost	Avg Hourly Rate
<b>Administration and Planning</b>								
Case review and Case Diary management	0 00	0 20	0 00	1 80	0 00	2 00	282 00	141 00
Cashiering & accounting	0 00	0 00	0 20	0 10	0 00	0 30	75 50	251 67
IPS set up & maintenance	0 00	0 00	0 20	1 90	0 00	2 10	275 50	131 19
Statement of affairs	0 00	0 50	0 00	0 00	0 00	0 50	187 50	375 00
Statutory matters (Meetings & Reports & Notices)	0 00	5 60	1 00	5 30	0 00	11 90	3 120 50	262 23
Strategy planning & control	3 50	1 60	0 00	1 40	0 00	6 50	3 351 00	515 54
<b>Creditors</b>								
Secured Creditors	0 00	2 70	0 00	0 20	0 00	2 90	1 076 00	371 03
<b>Investigations</b>								
CDDA & reports & Communication	0 00	0 00	0 00	1 70	0 00	1 70	185 50	115 00
Financial review and investigations (S238/239 etc)	22 50	0 00	0 00	0 50	0 00	23 00	15 582 50	677 50
<b>Realisation of Assets</b>								
Freehold and Leasehold Property	0 00	0 10	0 00	0 00	0 00	0 10	39 00	390 00
Sale of business	0 00	30 70	0 00	17 90	0 00	48 60	15 277 00	314 34
<b>Trading</b>								
Trading - Operations	0 00	2 40	0 00	0 00	0 00	2 40	1,152 00	480 00
Trading - Retention of Title & Claims handling	0 00	0 20	0 00	0 00	0 00	0 20	96 00	480 00
<b>Total Hours</b>	<b>26 00</b>	<b>44 00</b>	<b>1 40</b>	<b>30.80</b>	<b>0 00</b>	<b>102.20</b>		<b>398.34</b>
<b>Total Fees Claimed</b>	<b>17,940 00</b>	<b>18,725 50</b>	<b>406 00</b>	<b>3,638 50</b>	<b>0 00</b>		<b>40,710 00</b>	

DUFF & PHELPS

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All in Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

**BHS PROPERTIES LIMITED (In Administration)**

**Analysis of the Joint Administrators Time Costs for the Period 25 April 2016 to 27 May 2016**

Classification of Work Function	Partner	Manager	Hours Senior	Assistant	Support	Total Hours	Time Cost	Avg Hourly Rate
<b>Administration and Planning</b>								
Case review and Case Diary management	0 00	0 20	0 00	1 80	0 00	2 00	282 00	141 00
Cashiering & accounting	0 00	0 00	0 20	0 10	0 00	0 30	75 50	251 67
IPS set up & maintenance	0 00	0 00	0 20	2 20	0 00	2 40	310 00	129 17
Statement of affairs	0 00	0 60	0 00	0 00	0 00	0 60	225 00	375 00
Statutory matters (Meetings & Reports & Notices)	0 00	3 70	1 00	4 60	0 00	9 30	2 224 00	239 14
Strategy planning & control	2 00	18 00	0 00	0 00	0 00	20 00	8 620 00	431 00
<b>Creditors</b>								
Non Pref Creditors/Employee claims handling	0 00	0 00	0 00	0 30	0 00	0 30	34 50	115 00
Secured Creditors	0 00	1 80	0 00	0 20	0 00	2 00	698 00	349 00
<b>Investigations</b>								
CDDA & reports & Communication	0 00	0 00	0 00	1 50	0 00	1 50	172 50	115 00
<b>Realisation of Assets</b>								
Freehold and Leasehold Property	0 00	41 10	0 00	0 00	0 00	41 10	17 262 00	420 00
<b>Total Hours</b>	<b>2.00</b>	<b>65.40</b>	<b>1.40</b>	<b>10.70</b>	<b>0.00</b>	<b>79.50</b>		<b>376.14</b>
<b>Total Fees Claimed</b>	<b>1,060.00</b>	<b>27,207.00</b>	<b>406.00</b>	<b>1,230.50</b>	<b>0.00</b>		<b>29,903.50</b>	

**DUFF & PHELPS**



BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All in Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

**BHS SERVICES LIMITED (In Administration)**

**Analysis of the Joint Administrators Time Costs for the Period 25 April 2016 to 27 May 2016**

Classification of Work Function	Partner	Manager	Hours Senior	Assistant	Support	Total Hours	Time Cost	Avg Hourly Rate
<b>Administration and Planning</b>								
Case review and Case Diary management	0 00	0 20	0 00	1 80	0 00	2 00	282 00	141 00
Cashiering & accounting	0 00	0 00	0 10	0 10	0 00	0 20	43 50	217 50
Dealings with Directors and Management	0 00	0 00	0 00	0 20	0 00	0 20	23 00	115 00
IPS set up & maintenance	0 00	0 00	0 20	1 80	0 00	2 00	264 00	132 00
Statement of affairs	0 00	0 30	0 00	0 00	0 00	0 30	112 50	375 00
Statutory matters (Meetings & Reports & Notices)	0 00	6 20	1 00	4 70	0 00	11 90	3,321 50	279 12
<b>Investigations</b>								
CDDA & reports & Communication	0 00	0 00	0 00	1 50	0 00	1 50	172 50	115 00
<b>Total Hours</b>	<b>0 00</b>	<b>6 70</b>	<b>1 30</b>	<b>10 10</b>	<b>0 00</b>	<b>18 10</b>		<b>233 09</b>
<b>Total Fees Claimed</b>	<b>0 00</b>	<b>2,683 50</b>	<b>374 00</b>	<b>1,161 50</b>	<b>0 00</b>		<b>4,219 00</b>	

**DUFF & PHELPS**

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All in Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

**DAVENBUSH LIMITED (In Administration)**

**Analysis of the Joint Administrators' Time Costs for the Period 25 April 2016 to 27 May 2016**

Classification of Work Function	Partner	Manager	Hours Senior	Assistant	Support	Total Hours	Time Cost	Avg Hourly Rate
<b>Administration and Planning</b>								
Case review and Case Diary management	0 00	0 20	0 00	1 80	0 00	2 00	282 00	141 00
Cashiering & accounting	0 00	0 00	0 10	0 10	0 00	0 20	43 50	217 50
IPS set up & maintenance	0 00	0 00	0 20	2 10	0 00	2 30	298 50	129 78
Statutory matters (Meetings & Reports & Notices)	0 00	6 30	1 00	4 80	0 00	11 90	3 334 00	280 17
<b>Creditors</b>								
Non Pref Creditors/Employee claims handling	0 00	0 00	0 00	0 30	0 00	0 30	34 50	115 00
<b>Investigations</b>								
CDDA & reports & Communication	0 00	0 00	0 00	1 50	0 00	1 50	172 50	115 00
<b>Realisation of Assets</b>								
Freehold and Leasehold Property	0 00	1 60	0 00	0 00	0 00	1 60	872 00	420 00
<b>Total Hours</b>	<b>0 00</b>	<b>8 10</b>	<b>1 30</b>	<b>10 40</b>	<b>0 00</b>	<b>19 80</b>		<b>244 29</b>
<b>Total Fees Claimed</b>	<b>0 00</b>	<b>3,267 00</b>	<b>374 00</b>	<b>1,198 00</b>	<b>0 00</b>		<b>4,837 00</b>	

**DUFF & PHELPS**

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

---

**LOWLAND HOMES LIMITED (In Administration)**

**Analysis of the Joint Administrators' Time Costs for the Period 25 April 2016 to 27 May 2016**

Classification of Work Function	Partner	Manager	Hours Senior	Assistant	Support	Total Hours	Time Cost	Avg Hourly Rate
<b>Administration and Planning</b>								
Case review and Case Diary management	0 00	0 20	0 00	1 80	0 00	2 00	282 00	141 00
Cashiering & accounting	0 00	0 00	0 10	0 10	0 00	0 20	43 50	217 50
IPS set up & maintenance	0 00	0 00	0 20	1 80	0 00	2 00	284 00	132 00
Statutory matters (Meetings & Reports & Notices)	0 00	5 90	1 00	4 50	0 00	11 40	3 154 50	276 71
<b>Investigations</b>								
CDDA & reports & Communication	0 00	0 00	0 00	1 50	0 00	1 50	172 50	115 00
<b>Total Hours</b>	<b>0 00</b>	<b>6 10</b>	<b>1 30</b>	<b>9 70</b>	<b>0 00</b>	<b>17 10</b>		<b>229 04</b>
<b>Total Fees Claimed</b>	<b>0 00</b>	<b>2,427 00</b>	<b>374 00</b>	<b>1,115 50</b>	<b>0 00</b>		<b>3,916 50</b>	

---

DUFF & PHELPS

## **Appendix 5**

### **Fee Estimates**

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All in Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

**Fees Estimate**

**BHS Group Limited (in Administration)**

From Apr 25, 2016 To Apr 24, 2017

Administration - Post Appointment (New)								
Classification of Work Function	Hours					Total Hours	Time Cost	Avg. Hourly
	Partner	Manager	Senior	Assistant	Support			
<b>Admin &amp; Planning</b>								
Case review and Case Diary management	1.00	1.00	0.00	4.00	0.00	6.00	1,750.00	291.67
Cashiering & accounting	0.00	0.00	0.00	3.00	0.00	3.00	585.00	195.00
IPS set up & maintenance	0.00	0.00	0.00	3.00	0.00	3.00	585.00	195.00
Statutory matters (Meetings, Reports and Notices)	3.00	10.00	5.00	15.00	0.00	33.00	10,325.00	312.88
Strategy planning & control	4.00	3.00	0.00	0.00	0.00	7.00	3,460.00	494.29
<b>Creditors</b>								
Communications with Creditors/Employees	0.00	3.00	2.00	0.00	0.00	5.00	1,880.00	376.00
Non Pref Creditor claims adjudication and dist'n	0.00	2.00	3.00	0.00	0.00	5.00	1,770.00	354.00
Secured Creditors	0.00	5.00	0.00	0.00	0.00	5.00	2,100.00	420.00
<b>Investigations</b>								
CDDA, reports & Communication	1.00	3.00	0.00	3.00	0.00	7.00	2,395.00	342.14
Financial review and Investigations (S238/239 etc)	25.00	2.00	0.00	0.00	0.00	27.00	14,590.00	540.37
<b>Realisation of assets</b>								
Sale of Business	0.00	31.00	0.00	18.00	0.00	49.00	16,530.00	337.35
<b>Total Hours</b>	<b>34.00</b>	<b>60.00</b>	<b>10.00</b>	<b>46.00</b>	<b>0.00</b>	<b>150.00</b>		
<b>Total Estimated Fees</b>	<b>18,700.00</b>	<b>25,200.00</b>	<b>3,100.00</b>	<b>8,970.00</b>	<b>0.00</b>		<b>55,970.00</b>	

**DUFF & PHELPS**

## Fees Estimate

### BHS Properties Limited (In Administration)

From Apr 25, 2016 To Apr 24, 2017

Administration - Post Appointment (New)								
Classification of Work Function	Hours					Total Hours	Time Cost	Avg. Hourly
	Partner	Manager	Senior	Assistant	Support			
<b>Admin &amp; Planning</b>								
Case review and Case Diary management	2 00	3 00	0 00	5 00	0 00	10 00	3,335 00	333 50
Cashiering & accounting	0 00	0 00	0 00	3 00	0 00	3 00	585 00	195 00
IPS set up & maintenance	0 00	0 00	0 00	3 00	0 00	3 00	585 00	195 00
Statutory matters (Meetings, Reports and Notices)	4 00	10 00	10 00	0 00	0 00	24 00	9,500 00	395 83
Strategy planning & control	3 00	20 00	0 00	0 00	0 00	23 00	10,050 00	436 96
<b>Creditors</b>								
Communications with Creditors/Employees	0 00	1 00	2 00	0 00	0 00	3 00	1,040 00	346 67
Non Pref Creditor claims adjudication and dist'n	0 00	2 00	3 00	0 00	0 00	5 00	1,770 00	354 00
Secured Creditors	2 00	8 00	0 00	0 00	0 00	10 00	4,460 00	446 00
<b>Investigations</b>								
CDDA, reports & Communication	1 00	4 00	5 00	0 00	0 00	10 00	3,780 00	378 00
Financial review and investigations (S238/239 etc)	0 00	0 00	0 00	0 00	0 00	0 00	0 00	#DIV/0!
<b>Realisation of assets</b>								
Freehold & Leasehold Property	0 00	60 00	0 00	0 00	0 00	60 00	25,200 00	420 00
<b>Total Hours</b>	<b>12 00</b>	<b>108 00</b>	<b>20 00</b>	<b>11 00</b>	<b>0 00</b>	<b>151 00</b>		
<b>Total Estimated Fees</b>	<b>6,600 00</b>	<b>45,360 00</b>	<b>6,200 00</b>	<b>2,145 00</b>	<b>0 00</b>		<b>60,305 00</b>	

## Fees Estimate

### BHS Services Limited (In Administration)

From Apr 25, 2016 To Apr 24, 2017

Administration - Post Appointment (New)								
Classification of Work Function	Hours					Total Hours	Time Cost	Avg. Hourly
	Partner	Manager	Sensor	Assistant	Support			
<b>Admin &amp; Planning</b>								
Case review and Case Diary management	2 00	3 00	0 00	5 00	0 00	10 00	3,335 00	333 50
Cashiering & accounting	0 00	0 00	0 00	3 00	0 00	3 00	585 00	195 00
IPS set up & maintenance	0 00	0 00	0 00	3 00	0 00	3 00	585 00	195 00
Statutory matters (Meetings, Reports and Notices)	4 00	10 00	5 00	5 00	0 00	24 00	8,925 00	371 88
Strategy planning & control	3 00	3 00	0 00	0 00	0 00	6 00	2,910 00	485 00
<b>Creditors</b>								
Communications with Creditors/Employees	0 00	1 00	2 00	0 00	0 00	3 00	1,040 00	346 67
Non Pref Creditor claims adjudication and dist'n	0 00	2 00	3 00	0 00	0 00	5 00	1,770 00	354 00
Secured Creditors	2 00	3 00	0 00	0 00	0 00	5 00	2,360 00	472 00
<b>Investigations</b>								
CDDA, reports & Communication	1 00	4 00	5 00	0 00	0 00	10 00	3,780 00	378 00
Financial review and investigations (S238/239 etc)	0 00	0 00	0 00	0 00	0 00	0 00	0 00	#DIV/0!
<b>Total Hours</b>	<b>12 00</b>	<b>26 00</b>	<b>15 00</b>	<b>16 00</b>	<b>0 00</b>	<b>69 00</b>		
<b>Total Estimated Fees</b>	<b>6,600 00</b>	<b>10,920 00</b>	<b>4,650 00</b>	<b>3,120 00</b>	<b>0 00</b>		<b>25,290 00</b>	

## Fees Estimate

### Davenbush Limited (In Administration)

From Apr 25, 2016 To Apr 24, 2017

Administration - Post Appointment (New)								
Classification of Work Function	Hours					Total Hours	Time Cost	Avg. Hourly
	Partner	Manager	Senior	Assistant	Support			
Admin & Planning								
Case review and Case Diary management	2 00	3 00	0 00	5 00	0 00	10 00	3,335 00	333 50
Cashiering & accounting	0 00	0 00	0 00	3 00	0 00	3 00	585 00	195 00
IPS set up & maintenance	0 00	0 00	0 00	3 00	0 00	3 00	585 00	195 00
Statutory matters (Meetings, Reports and Notices)	4 00	10 00	10 00	0 00	0 00	24 00	9,500 00	395 83
Strategy planning & control	3 00	3 00	0 00	0 00	0 00	6 00	2,910 00	485 00
Creditors								
Communications with Creditors/Employees	0 00	1 00	2 00	0 00	0 00	3 00	1,040 00	346 67
Non Pref Creditor claims adjudication and dist'n	0 00	2 00	3 00	0 00	0 00	5 00	1,770 00	354 00
Secured Creditors	2 00	3 00	0 00	0 00	0 00	5 00	2,360 00	472 00
Investigations								
CDDA, reports & Communication	1 00	4 00	5 00	0 00	0 00	10 00	3,780 00	378 00
Financial review and investigations (S238/239 etc)	0 00	0 00	0 00	0 00	0 00	0 00	0 00	#DIV/0!
Realisation of assets								
Freehold & Leasehold Property	2 00	20 00	0 00	0 00	0 00	22 00	9,500 00	431 82
<b>Total Hours</b>	<b>14 00</b>	<b>46 00</b>	<b>20 00</b>	<b>11 00</b>	<b>0 00</b>	<b>91 00</b>		
<b>Total Estimated Fees</b>	<b>7,700 00</b>	<b>19,320 00</b>	<b>6,200 00</b>	<b>2,145 00</b>	<b>0 00</b>		<b>35,365 00</b>	



## Fees Estimate

### Lowland Homes Limited (In Administration)

From Apr 25, 2016 To Apr 24, 2017

Administration - Post Appointment (New)								
Classification of Work Function	Hours					Total Hours	Time Cost	Avg. Hourly
	Partner	Manager	Senior	Assistant	Support			
Admin & Planning								
Case review and Case Diary management	2.00	3.00	2.00	5.00	0.00	12.00	3,955.00	329.58
Cashiering & accounting	0.00	0.00	2.00	3.00	0.00	5.00	1,205.00	241.00
IPS set up & maintenance	0.00	1.00	1.00	3.00	0.00	5.00	1,315.00	263.00
Statutory matters (Meetings, Reports and Notices)	4.00	10.00	5.00	10.00	0.00	29.00	9,900.00	341.38
Strategy planning & control	3.00	3.00	0.00	0.00	0.00	6.00	2,910.00	485.00
Creditors								
Secured Creditors	2.00	3.00	0.00	0.00	0.00	5.00	2,360.00	472.00
Investigations								
CDDA, reports & Communication	1.00	4.00	3.00	2.00	0.00	10.00	3,550.00	355.00
Financial review and investigations (5238/239 etc)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	#DIV/0!
<b>Total Hours</b>	<b>12.00</b>	<b>24.00</b>	<b>13.00</b>	<b>23.00</b>	<b>0.00</b>	<b>72.00</b>		
<b>Total Estimated Fees</b>	<b>6,600.00</b>	<b>10,080.00</b>	<b>4,030.00</b>	<b>4,485.00</b>	<b>0.00</b>		<b>25,195.00</b>	

**Appendix 6**

**Estimated Expenses of the Administrations**

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

APPENDIX 6

**BHS Group Limited (In Administration)**  
**Administrators' Estimated Expenses for Whole Period of Administration**

Notes	Company (if already instructed)	Activity	Date of Instruction	Fee Basis	Anticipated Total Cost
1	<b>Professional Advisors</b>				£
2	Accountants	Corporation Tax/VAT advice and returns	Not yet instructed	Time costs	5,000 00
	<b>Total professional advisor costs</b>				<b>5,000 00</b>
	<b>Disbursements</b>				
3	<b>Category 1</b>				
4	Statutory advertising				169 20
5	Bond premium				225 00
	<b>Total Category 1 disbursements</b>				<b>394 20</b>
6	<b>Category 2</b>				
7	Mileage @ 45p per mile				450 00
	<b>Total Category 2 disbursements</b>				<b>450 00</b>
8	<b>Total Estimated Expenses</b>			<b>TOTAL</b>	<b><u>£5,844 20</u></b>

**Notes to Estimated Expenses Schedule**

- 1 The Joint Administrators' choice of professional advisors will be based on their perception of the experience and ability of the respective firms/individuals to perform their work, the complexity and nature of the assignment and the basis of their fee
- 2 Accountants will be instructed to complete a review of the tax position within the last three years to understand any terminal loss relief claim and to submit post appointment tax returns
- 3 **Category 1 disbursements** are payments to independent third parties where there is specific expenditure directly referable to the Administration
- 4 Statutory advertising in the London Gazette is required under insolvency legislation
- 5 This is a statutory requirement and cost is based on the value of assets
- 6 **Category 2 disbursements** are costs that are directly referable to the Administration but not to a payment to an independent third party
- 7 Mileage is the reimbursement of staff expenses, at a specified rate, travelling by car to attend meetings. A nominal figure is shown
- 8 **The total anticipated expenses is an estimate based on information at the commencement of the appointment. The estimate should therefore be treated with caution as matters are likely to change over the life of the Administration.**

The above costs exclude VAT

APPENDIX 6

**BHS Properties Limited (In Administration)**  
**Administrators' Estimated Expenses for Whole Period of Administration**

Notes	Company (if already instructed)	Activity	Date of Instruction	Fee Basis	Anticipated Total Cost
1	<b>Professional Advisors</b>				£
2	Savills	Valuation of properties and provision of ad-hoc advice	25-Apr-16	Fixed Fee	20,000 00
3	Savills	Joint Agency - Sale of properties	02-Jun-16	2.5% of realisations (Unencumbered) 0.5% of realisations (Encumbered)	TBC
3	CBRE	Joint Agency - Sale of properties	02-Jun-16	2.5% of realisations (Unencumbered) 0.5% of realisations (Encumbered)	TBC
3	GL Hearn	Review of rates payments and obtaining refunds of over-payments	29-Apr-16	10% of realisations	0 - 100,000
	Allsops	Review of rates payments and obtaining refunds of over-payments	29-Apr-16	10% of realisations	0 - 100,000
4	Bellrock	Facilities management of the properties	25-Apr-16	Fixed Fee £45k per month	5,000 00
5	Accountants	Corporation Tax/VAT advice and returns	not yet instructed	Time costs	5,000 00
	<b>Total professional advisor costs</b>				<b>30,000 00</b>
	<b>Disbursements</b>				
6	<b>Category 1</b>				
7	Statutory advertising				169 20
8	Bond premium				225 00
	<b>Total Category 1 disbursements</b>				<b>394 20</b>
9	<b>Category 2</b>				
10	Mileage @ 45p per mile				450 00
	<b>Total Category 2 disbursements</b>				<b>450 00</b>
11	<b>Total Estimated Expenses</b>				<b>TOTAL £30,844 20</b>

**Notes to Estimated Expenses Schedule**

- 1 The Joint Administrators' choice of professional advisors will be based on their perception of the experience and ability of the respective firms/individuals to perform their work, the complexity and nature of the assignment and the basis of their fee
- 2 Property Agents have been engaged to provide valuations and advice on the Company's property portfolio
- 3 Savills and CBRE have been appointed Joint Agents to sell the property portfolio. As the properties are currently being marketed the Joint Administrators do not want to disclose the valuations received in respect of the properties, therefore we will provide an update on their fees in subsequent reports
- 3 GL Hearn and Allsops have been engaged to pursue ongoing business rates appeals. At present it is unclear how successful these appeals will be
- 4 Bellrock have been instructed to provide facilities management for all of the stores
- 5 Accountants will be instructed to complete a review of the tax position within the last three years to understand any terminal loss relief claim and to submit post appointment tax returns
- 6 **Category 1 disbursements** are payments to independent third parties where there is specific expenditure directly referable to the Administration
- 7 Statutory advertising in the London Gazette is required under insolvency legislation
- 8 This is a statutory requirement and cost is based on the value of assets
- 9 **Category 2 disbursements** are costs that are directly referable to the Administration but not to a payment to an independent third party
- 10 Mileage is the reimbursement of staff expenses at a specified rate, travelling by car to attend meetings. A nominal figure is shown
- 11 **The total anticipated expenses is an estimate based on information at the commencement of the appointment. The estimate should therefore be treated with caution as matters are likely to change over the life of the Administration**

The above costs exclude VAT

APPENDIX 6

**BHS Services Limited (In Administration)**  
**Administrators' Estimated Expenses for Whole Period of Administration**

Notes	Company (if already instructed)	Activity	Date of Instruction	Fee Basis	Anticipated Total Cost
1	<b>Professional Advisors</b>				<b>£</b>
2	Accountants	Corporation Tax/VAT advice and returns	Not yet instructed	Time costs	5,000 00
	<b>Total professional advisor costs</b>				<b>5,000 00</b>
	<b>Disbursements</b>				
3	<b>Category 1</b>				
4		Statutory advertising			169 20
5		Bond premium			225 00
	<b>Total Category 1 disbursements</b>				<b>394 20</b>
6	<b>Category 2</b>				
7		Mileage @ 45p per mile			450 00
	<b>Total Category 2 disbursements</b>				<b>450 00</b>
8	<b>Total Estimated Expenses</b>				<b>TOTAL    £5,844 20</b>

**Notes to Estimated Expenses Schedule**

- 1 The Joint Administrators' choice of professional advisors will be based on their perception of the experience and ability of the respective firms/individuals to perform their work, the complexity and nature of the assignment and the basis of their fee
- 2 Accountants will be instructed to complete a review of the tax position within the last three years to understand any terminal loss relief claim and to submit post appointment tax returns
- 3 **Category 1 disbursements** are payments to independent third parties where there is specific expenditure directly referable to the Administration
- 4 Statutory advertising in the London Gazette is required under insolvency legislation
- 5 This is a statutory requirement and cost is based on the value of assets
- 6 **Category 2 disbursements** are costs that are directly referable to the Administration but not to a payment to an independent third party
- 7 Mileage is the reimbursement of staff expenses, at a specified rate, travelling by car to attend meetings. A nominal figure is shown
- 8 **The total anticipated expenses is an estimate based on information at the commencement of the appointment. The estimate should therefore be treated with caution as matters are likely to change over the life of the Administration**

The above costs exclude VAT

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All in Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

APPENDIX 6

Davenbush Limited (In Administration)  
Administrators' Estimated Expenses for Whole Period of Administration

Notes	Company (if already instructed)	Activity	Date of Instruction	Fee Basis	Anticipated Total Cost
1	<b>Professional Advisors</b>				£
2	Savills	Valuation of properties and provision of ad-hoc advice	25-Apr-16	Fixed Fee	10,000 00
3	Savills	Joint Agency - Sale of properties	02-Jun-16	2.5% of realisations	TBC
3	CBRE	Joint Agency - Sale of properties	02-Jun-16	2.5% of realisations	TBC
4	Bellrock	Facilities management of the properties	25-Apr-16	Fixed Fee £45k per month	5,000 00
5	Accountants	Corporation Tax/VAT advice and returns	Not yet instructed	Time costs	5,000 00
	<b>Total professional advisor costs</b>				<b>20,000 00</b>
	<b>Disbursements</b>				
6	<b>Category 1</b>				
7	Statutory advertising				169 20
8	Bond premium				225 00
	<b>Total Category 1 disbursements</b>				<b>394 20</b>
9	<b>Category 2</b>				
10	Mileage @ 45p per mile				450 00
	<b>Total Category 2 disbursements</b>				<b>450 00</b>
11	<b>Total Estimated Expenses</b>				<b>TOTAL    £20,844 20</b>

**Notes to Estimated Expenses Schedule**

- 1 The Joint Administrators' choice of professional advisors will be based on their perception of the experience and ability of the respective firms/individuals to perform their work, the complexity and nature of the assignment and the basis of their fee
- 2 Property Agents have been engaged to provide valuations and advice on the Company's property portfolio
- 3 Savills and CBRE have been appointed Joint Agents to sell the property portfolio. As the properties are currently being marketed the Joint Administrators do not want to disclose the valuations received in respect of the properties, therefore we will provide an update on their fees in subsequent reports
- 4 Bellrock have been instructed to provide facilities management for all of the stores
- 5 Accountants will be instructed to complete a review of the tax position within the last three years to understand any terminal loss relief claim and to submit post appointment tax returns
- 6 **Category 1 disbursements** are payments to independent third parties where there is specific expenditure directly referable to the Administration
- 7 Statutory advertising in the London Gazette is required under insolvency legislation
- 8 This is a statutory requirement and cost is based on the value of assets
- 9 **Category 2 disbursements** are costs that are directly referable to the Administration but not to a payment to an independent third party
- 10 Mileage is the reimbursement of staff expenses, at a specified rate, travelling by car to attend meetings. A nominal figure is shown
- 11 **The total anticipated expenses is an estimate based on information at the commencement of the appointment. The estimate should therefore be treated with caution as matters are likely to change over the life of the Administration**

The above costs exclude VAT



APPENDIX 6

**Lowland Homes Limited (In Administration)**  
**Administrators' Estimated Expenses for Whole Period of Administration**

Notes	Company (if already instructed)	Activity	Date of Instruction	Fee Basis	Anticipated Total Cost
1	<b>Professional Advisors</b>				£
2	Accountants	Corporation Tax/VAT advice and returns	not yet instructed	Time costs	5,000 00
	<b>Total professional advisor costs</b>				<b>5,000 00</b>
	<b>Disbursements</b>				
3	<b>Category 1</b>				
4		Statutory advertising			169 20
5		Bond premium			225 00
	<b>Total Category 1 disbursements</b>				<b>394 20</b>
6	<b>Category 2</b>				
7		Mileage @ 45p per mile			450 00
	<b>Total Category 2 disbursements</b>				<b>450 00</b>
8	<b>Total Estimated Expenses</b>				<b>TOTAL £5,844 20</b>

**Notes to Estimated Expenses Schedule**

- 1 The Joint Administrators' choice of professional advisors will be based on their perception of the experience and ability of the respective firms/individuals to perform their work, the complexity and nature of the assignment and the basis of their fee
- 2 Accountants will be instructed to complete a review of the tax position within the last three years to understand any terminal loss relief claim and to submit post appointment tax returns
- 3 **Category 1 disbursements** are payments to independent third parties where there is specific expenditure directly referable to the Administration
- 4 Statutory advertising in the London Gazette is required under insolvency legislation
- 5 This is a statutory requirement and cost is based on the value of assets
- 6 **Category 2 disbursements** are costs that are directly referable to the Administration but not to a payment to an independent third party
- 7 Mileage is the reimbursement of staff expenses, at a specified rate, travelling by car to attend meetings. A nominal figure is shown
- 8 **The total anticipated expenses is an estimate based on information at the commencement of the appointment. The estimate should therefore be treated with caution as matters are likely to change over the life of the Administration**

The above costs exclude VAT

**Appendix 7**

**Fee Narratives**

**BHS Group Limited (In Administration) ("the Company")  
Fee Estimate for the whole period of the Administration**

Philip Duffy and Benjamin Wiles, appointed on 25 April 2016  
Administration commenced on 25 April 2016

**Introduction**

The following information is provided to creditors to enable them to consider and approve the Joint Administrators' remuneration. It is a summary of key issues, to assist creditors in understanding the strategy of the Joint Administrators, the associated costs and expenses of the related activities and the financial benefit to creditors.

This document should be read in conjunction with the Joint Administrators' Proposals Report which provides further details of the assets, liabilities and estimated return to creditors, if any. Particular reference is made to the Appendices entitled 'Analysis of Time Charged and Expenses Incurred', 'Fee Estimates' and 'Estimated Expenses of the Administrations'.

**Estimated Fees and Expenses**

The Joint Administrators propose that their fees will be based on time costs.

The Joint Administrators have also provided creditors with an estimate of the fees expected to be incurred and paid over the life of the case at Appendix 5. The Joint Administrators currently envisage the Company being placed into Liquidation within 12 months. The Joint Administrators will provide an update on the estimate in their First Progress Report to Creditors which will be circulated by 24 November 2016.

The Administrators' estimate the expenses of the Administration to total about £5,844 (as shown in Appendix 6 Estimated Expenses of the Administration). This Appendix illustrates the estimated expenses for the whole of the Administration and is for information purposes (not for approval by any class of creditor). This estimate may change over the course of the Administration but creditors will be informed of any variations with associated reasons in the Annual Progress Reports.

As detailed in paragraphs 13.1.6 and 13.4.4 of the main report, as part of the Proposals creditors are asked to approve the fee basis (time costs) and also the Fee Estimate in the total sum of £55,970.

**Estimated Return to Creditors**

On present information it is likely that there will be sufficient asset realisations to enable a small distribution to the non-preferential unsecured creditors from the Prescribed Part, however, the quantum and timing of any distribution is wholly dependent on the outcome of future asset realisations and the deduction of the associated costs of the Administration. Based on the Estimated Financial Position it is estimated that the sole creditor, BHS Limited, will receive a distribution of £121k however this will be dependent on total realisations and costs. The floating chargeholder should also receive a return. Further updates on the estimated return to creditors will be provided in the Joint Administrators' Progress Reports to Creditors.

**Strategy**

**Asset Realisation**

The significant asset in the balance sheet of the company is its investments in its subsidiaries, some of which the Joint Administrators have not been appointed over. HSBC have a charge over some of these investments so the Joint Administrators will look to realise any value there may be for the benefit of HSBC.

In addition, the Joint Administrators will realise the cash at bank of £121,000 for the benefit of the unsecured creditor.

On present information it is estimated that the Joint Administrators' time costs in realising assets will be £16,530, of which £15,316 has already been incurred principally in relation to the sale of business process

### ***Investigation***

Following the insolvency of the BHS Group there are now a number of public investigations currently underway in relation to the administration of the Companies

- The Insolvency Service has launched an investigation into the extent to which the conduct of the directors of Companies led to the administration,
- TPR has opened an anti-avoidance investigation in relation to the two defined benefit pension schemes,
- The Business, Innovation and Skills Committee of Parliament has launched an inquiry into the sale of the Companies to RAL in March 2015, and
- The Business, Innovation and Skills Committee and Work and Pensions Committee of Parliament are collating evidence in relation to the pension liabilities of the Companies

The Joint Administrators have been asked by The Insolvency Service, TPR and The Pension Protection Fund to co-operate with the investigations or reviews that they are undertaking. TPR has served a Section 72 notice under the Pensions Act 2004 on the Joint Administrators seeking copies of Company books and records including electronic media. In practice most of the work in this area relates to BHS Limited rather than the Companies

It is a statutory requirement that the Joint Administrators provide a report to the Secretary of State on the conduct of the Directors in their management of the Company to determine their unfitness to act in such a role. This will entail a broad level of investigation to ensure that best practice standards are met and the Fee Estimate reflects this standard. If the Secretary of State then instigates Director Disqualification proceedings, further time may be expended in providing supporting documents, witness statements etc. Such investigation may or may not lead to further asset recovery so creditors should not assume that this activity will provide a monetary benefit to the Administration estate.

Full details of the investigations to be conducted cannot be disclosed at this stage in order to avoid prejudicing any potential recovery or action in this regard.

Time costs are estimated at £16,985 for the above work (including £15,778 already incurred)

### ***Statutory Compliance***

An Administrator is highly regulated, being required to conform to insolvency legislation, industry Best Practice policies (Statements of Insolvency Practice) and relevant case law. Consequently Administrators are obliged to undertake many activities that do not provide a financial benefit to creditors. Such matters will include, but are not restricted to: Anti Money Laundering, Bribery Act and Ethical considerations and checks, statutory advertising, regular reporting to creditors including fee agreement procedures, obtaining and securing company books and records, pension review and liaison with the Pension Protection Fund, Companies House filing, completion and release of insolvency bond and various Treasury functions.

This work aims to ensure that the case is handled efficiently and in accordance with statutory requirements and professional standards. Time costs are estimated at £19,705 for the above areas (including £7,292 already incurred).

**BHS Properties Limited (In Administration) ("the Company")  
Fee Estimate for the whole period of the Administration**

Philip Duffy and Benjamin Wiles, appointed on 25 April 2016  
Administration commenced on 25 April 2016

**Introduction**

The following information is provided to creditors to enable them to consider and approve the Joint Administrators' remuneration. It is a summary of key issues, to assist creditors in understanding the strategy of the Administrators, the associated costs and expenses of the related activities and the financial benefit to creditors.

This document should be read in conjunction with the Joint Administrators' Proposals Report which provides further details of the assets, liabilities and estimated return to creditors, if any. Particular reference is made to the Appendices entitled 'Analysis of Time Charged and Expenses Incurred', 'Fee Estimates' and 'Estimated Expenses of the Administrations'.

**Estimated Fees and Expenses**

The Joint Administrators propose that their fees will be based on time costs.

The Joint Administrators have also provided creditors with an estimate of the fees expected to be incurred over the life of the case at Appendix 5. The Joint Administrators currently envisage the Company being placed into Liquidation within 12 months. The Joint Administrators will provide an update on the estimate on their First Progress Report to Creditors which will be circulated by 24 November 2016.

The Administrators' estimate the expenses of the Administration to total about £30,844 (as shown in Appendix 6 Estimated Expenses of the Administration). This Appendix illustrates the estimated expenses for the whole of the Administration and is for information purposes (not for approval by any class of creditor). This estimate may change over the course of the Administration but creditors will be informed of any variations with associated reasons in the Annual Progress Reports.

As detailed in para 13.1.6 and 13.1.7 of the main report, as part of the Proposals creditors are asked to approve the fee basis (time costs) and also the Fee Estimate in the total sum of £60,305.

**Estimated Return to Creditors**

On present information it is likely that there will be sufficient asset realisations to enable a distribution to the non-preferential unsecured creditors, however, the quantum and timing of any distribution is wholly dependent on the outcome of future asset realisations and the deduction of the associated costs of the Administration. Based on the Estimated Financial Position it is estimated that creditors will receive a distribution of 3p in the £, however this will be dependent on total realisations and creditor claims received. Further updates on the estimated return to creditors will be provided in the Joint Administrators' Progress Reports to Creditors.

**Strategy**

**Asset Realisation**

The Company holds a number of freehold and leasehold premises which are subject to a fixed charge. Due to the marketing that is currently being undertaken the Joint Administrators are not going to disclose the valuation received from Savills, however it is anticipated that there will be surplus after repaying the fixed charge creditor. Solicitors have already confirmed that the two fixed charges are valid. The net value to the Administration of a sale at valuation is significantly in excess of the associated costs and charges. On present information it is unlikely that a sale will be prolonged.

On present information it is estimated that the Joint Administrators' time costs in realising assets will be £25,200, of which £17,262 has already been incurred

### **Investigation**

Following the insolvency of the BHS Group there are now a number of public investigations currently underway in relation to the administration of the Companies

- The Insolvency Service has launched an investigation into the extent to which the conduct of the directors of Companies led to the administration,
- TPR has opened an anti-avoidance investigation in relation to the two defined benefit pension schemes,
- The Business, Innovation and Skills Committee of Parliament has launched an inquiry into the sale of the Companies to RAL in March 2015, and
- The Business, Innovation and Skills Committee and Work and Pensions Committee of Parliament are collating evidence in relation to the pension liabilities of the Companies

The Joint Administrators have been asked by The Insolvency Service, TPR and The Pension Protection Fund to co-operate with the investigations or reviews that they are undertaking TPR has served a Section 72 notice under the Pensions Act 2004 on the Joint Administrators seeking copies of company books and records including electronic media In practice most of the work in this area relates to BHS Limited rather than the Company

It is a statutory requirement that the Joint Administrators provide a report to the Secretary of State on the conduct of the Directors in their management of the Company to determine their unfitness to act in such a role This will entail a broad level of investigation to ensure that best practice standards are met and the Fee Estimate reflects this standard If the Secretary of State then instigates Directors Disqualification proceedings, further time may be expended in providing supporting documents, witness statements etc Such investigation may or may not lead to further asset recovery so creditors should not assume that this activity will provide a monetary benefit to the Administration estate

Full details of the investigations to be conducted cannot be disclosed at this stage in order to avoid prejudicing any potential recovery or action in this regard

Time costs are estimated at £3,780 for the above work (including £172 already incurred)

### **Statutory Compliance**

An Administrator is highly regulated, being required to conform to insolvency legislation, industry Best Practice policies (Statements of Insolvency Practice) and relevant case law Consequently Administrators are obliged to undertake many activities that do not provide a financial benefit to creditors Such matters will include, but are not restricted to Anti Money Laundering, Bribery Act and Ethical considerations and checks, statutory advertising, regular reporting to creditors including fee agreement procedures, obtaining and securing company books and records, pension review and liaison with the Pension Protection Fund, Companies House filing, completion and release of insolvency bond and various treasury functions

This work aims to ensure that the case is handled efficiently and in accordance with statutory requirements and professional standards Time costs are estimated at £24,055 for the above areas (including £11,736 already incurred)

**BHS Services Limited (In Administration) ("the Company")  
Fee Estimate for the whole period of the Administration**

Philip Duffy and Benjamin Wiles, appointed on 25 April 2016  
Administration commenced on 25 April 2016

**Introduction**

The following information is provided to creditors to enable them to consider and approve the Joint Administrators' remuneration. It is a summary of key issues, to assist creditors in understanding the strategy of the Joint Administrators, the associated costs and expenses of the related activities and the financial benefit to creditors.

This document should be read in conjunction with the Joint Administrators' Proposals Report which provides further details of the assets, liabilities and estimated return to creditors, if any. Particular reference is made to the Appendices entitled 'Analysis of Time Charged and Expenses Incurred', 'Fee Estimates' and 'Estimated Expenses of the Administrations'.

**Estimated Fees and Expenses**

The Joint Administrators propose that their fees will be based on time costs.

The Joint Administrators have also provided creditors with an estimate of the fees expected to be incurred over the life of the case at Appendix 5. The Joint Administrators currently envisage the Company being placed into Liquidation within 12 months. The Joint Administrators will provide an update on the estimate in their First Progress Report to Creditors which will be circulated by 24 November 2016.

The Administrators' estimate the expenses of the Administration to total about £5,844 (as shown in Appendix 6 Estimated Expenses of the Administration). This Appendix illustrates the estimated expenses for the whole of the Administration and is for information purposes (not for approval by any class of creditor). This estimate may change over the course of the Administration but creditors will be informed of any variations with associated reasons in the Annual Progress Reports.

As detailed in para 13.1.6 and 13.4.4 of the main report, as part of the Proposals creditors are asked to approve the fee basis (time costs) and also the Fee Estimate in the total sum of £25,290.

**Estimated Return to Creditors**

Based on the Estimated Financial Position, there are no assets or liabilities in this Company.

**Strategy**

**Asset Realisation**

BHS Services has no assets to realise therefore there will be no time charged by the Joint Administrators to asset realisation.

**Investigation**

Following the insolvency of the BHS Group there are now a number of public investigations currently underway in relation to the Administrations of the Companies:

- The Insolvency Service has launched an investigation into the extent to which the conduct of the directors of Companies led to the administration,
- TPR has opened an anti-avoidance investigation in relation to the two defined benefit pension schemes,

- The Business, Innovation and Skills Committee of Parliament has launched an inquiry into the sale of the Companies to RAL in March 2015, and
- The Business, Innovation and Skills Committee and Work and Pensions Committee of parliament are collating evidence in relation to the Pension liabilities of the Companies

The Joint Administrators have been asked by The Insolvency Service, TPR and The Pension Protection Fund to co-operate with the investigations or reviews that they are undertaking TPR has served a Section 72 notice under the Pensions Act 2004 on the Joint Administrators seeking copies of Company books and records including electronic media In practice most of the work in this area relates to BHS Limited rather than the Company

It is a statutory requirement that the Administrators provide a report to the Secretary of State on the conduct of the Directors in their management of the Company to determine their unfitness to act in such a role This will entail a broad level of investigation to ensure that best practice standards are met and the Fee Estimate reflects this standard If the Secretary of State then instigates Directors Disqualification proceedings, further time may be expended in providing supporting documents, witness statements etc Such investigation may or may not lead to further asset recovery so creditors should not assume that this activity will provide a monetary benefit to the Administration estate

Full details of the investigations to be conducted cannot be disclosed at this stage in order to avoid prejudicing any potential recovery or action in this regard

Time costs are estimated at £3,780 for the above work (including £172 already incurred)

#### **Statutory Compliance**

An Administrator is highly regulated, being required to conform to insolvency legislation, industry Best Practice policies (Statements of Insolvency Practice) and relevant case law Consequently Administrators are obliged to undertake many activities that do not provide a financial benefit to creditors Such matters will include, but are not restricted to Anti Money Laundering, Bribery Act and Ethical considerations and checks, statutory advertising, regular reporting to creditors including fee agreement procedures, obtaining and securing company books and records, pension review and liaison with the Pension Protection Fund, Companies House filing, completion and release of insolvency bond and various treasury functions

This work aims to ensure that the case is handled efficiently and in accordance with statutory requirements and professional standards Time costs are estimated at £16,340 for the above areas (including £4,047 already incurred)



**Davenbush Limited (In Administration) ("the Company")  
Fee Estimate for the whole period of the Administration**

Philip Duffy and Benjamin Wiles, appointed on 25 April 2016  
Administration commenced on 25 April 2016

**Introduction**

The following information is provided to creditors to enable them to consider and approve the Joint Administrators' remuneration. It is a summary of key issues, to assist creditors in understanding the strategy of the Joint Administrators, the associated costs and expenses of the related activities and the financial benefit to creditors.

This document should be read in conjunction with the Joint Administrators' Proposals Report which provides further details of the assets, liabilities and estimated return to creditors, if any. Particular reference is made to the Appendices entitled 'Analysis of Time Charged and Expenses Incurred', 'Fee Estimates' and 'Estimated Expenses of the Administrations'.

**Estimated Fees and Expenses**

The Joint Administrators propose that their fees will be based on time costs.

The Joint Administrators have also provided creditors with an estimate of the fees expected to be incurred over the life of the case at Appendix 5. The Joint Administrators currently envisage the Company being placed into Liquidation within 12 months. The Joint Administrators will provide an update on the estimate on their First Progress Report to Creditors which will be circulated by 24 November 2016.

The Administrators' estimate the expenses of the Administration to total about £20,844 (as shown in Appendix 6 Estimated Expenses of the Administration). This Appendix illustrates the estimated expenses for the whole of the Administration and is for information purposes (not for approval by any class of creditor). This estimate may change over the course of the Administration but creditors will be informed of any variations with associated reasons in the Annual Progress Reports.

As detailed in paragraphs 13.1.6 and 13.1.7 of the main report, as part of the Proposals creditors are asked to approve the fee basis (time costs) and also the Fee Estimate in the total sum of £35,365.

**Estimated Return to Creditors**

On present information it is likely that there will be sufficient asset realisations to enable a distribution to the non-preferential unsecured creditors, however, the quantum and timing of any distribution is wholly dependent on the outcome of future asset realisations and the deduction of the associated costs of the Administration. Based on the Estimated Financial Position it is estimated that creditors will receive a distribution of 6p in the £, however this will be dependent on total realisations and creditor claims received. Further updates on the estimated return to creditors will be provided in the Joint Administrators' Progress Reports to Creditors.

**Strategy**

**Asset Realisation**

The Company holds a number of freehold premises which are subject to a fixed charge. Due to the marketing that is currently being undertaken the Joint Administrators are not going to disclose the valuation received from Savills, however it is anticipated that there will be shortfall to the fixed charge holder in realising these assets.

On present information it is estimated that the Administrators' time costs in realising assets will be £9,500, of which £672 has already been incurred.

### ***Investigation***

Following the insolvency of the BHS Group there are now a number of public investigations currently underway in relation to the administration of the Companies

- The Insolvency Service has launched an investigation into the extent to which the conduct of the directors of Companies led to the administration,
- TPR has opened an anti-avoidance investigation in relation to the two defined benefit pension schemes,
- The Business, Innovation and Skills Committee of Parliament has launched an inquiry into the sale of the Companies to RAL in March 2015, and
- The Business, Innovation and Skills Committee and Work and Pensions Committee of parliament are collating evidence in relation to the Pension liabilities of the Companies

The Joint Administrators have been asked by The Insolvency Service, TPR and The Pension Protection Fund to co-operate with the investigations or reviews that they are undertaking TPR has served a Section 72 notice under the Pensions Act 2004 on the Joint Administrators seeking copies of Company books and records including electronic media In practice most of the work in this area relates to BHS Limited rather than the Company

It is a statutory requirement that the Joint Administrators provide a report to the Secretary of State on the conduct of the Directors in their management of the Company to determine their unfitness to act in such a role This will entail a broad level of investigation to ensure that best practice standards are met and the Fee Estimate reflects this standard If the Secretary of State then instigates Directors Disqualification proceedings, further time may be expended in providing supporting documents, witness statements etc Such investigation may or may not lead to further asset recovery so creditors should not assume that this activity will provide a monetary benefit to the Administration estate

Full details of the investigations to be conducted cannot be disclosed at this stage in order to avoid prejudicing any potential recovery or action in this regard

Time costs are estimated at £3,780 for the above work (including £172 already incurred)

### ***Statutory Compliance***

An Administrator is highly regulated, being required to conform to insolvency legislation, industry Best Practice policies (Statements of Insolvency Practice) and relevant case law Consequently Administrators are obliged to undertake many activities that do not provide a financial benefit to creditors Such matters will include, but are not restricted to Anti Money Laundering, Bribery Act and Ethical considerations and checks, statutory advertising, regular reporting to creditors including fee agreement procedures, obtaining and securing company books and records, pension review and liaison with the Pension Protection Fund, Companies House filing, completion and release of insolvency bond and various treasury functions

This work aims to ensure that the case is handled efficiently and in accordance with statutory requirements and professional standards Time costs are estimated at £16,915 for the above areas (including £3,958 already incurred)

**Lowland Homes Limited (In Administration) ("the Company")  
Fee Estimate for the whole period of the Administration**

Philip Duffy and Benjamin Wiles, appointed on 25 April 2016  
Administration commenced on 25 April 2016

**Introduction**

The following information is provided to creditors to enable them to consider and approve the Joint Administrators' remuneration. It is a summary of key issues, to assist creditors in understanding the strategy of the Joint Administrators, the associated costs and expenses of the related activities and the financial benefit to creditors.

This document should be read in conjunction with the Joint Administrators' Proposals Report which provides further details of the assets, liabilities and estimated return to creditors, if any. Particular reference is made to the Appendices entitled 'Analysis of Time Charged and Expenses Incurred', 'Fee Estimates' and 'Estimated Expenses of the Administrations'.

**Estimated Fees and Expenses**

The Joint Administrators propose that their fees will be based on time costs.

The Joint Administrators have also provided creditors with an estimate of the fees expected to be incurred over the life of the case at Appendix 5. The Joint Administrators currently envisage the Company being placed into Liquidation within 12 months. The Joint Administrators will provide an update on the estimate on their First Progress Report to Creditors which will be circulated by 24 November 2016.

The Administrators' estimate the expenses of the Administration to total about £5,844 (as shown in Appendix 6 Estimated Expenses of the Administration). This Appendix illustrates the estimated expenses for the whole of the Administration and is for information purposes (not for approval by any class of creditor). This estimate may change over the course of the Administration but creditors will be informed of any variations with associated reasons in the Annual Progress Reports.

As detailed in paragraphs 13.1.6 and 13.4.4 of the main report, as part of the Proposals creditors are asked to approve the fee basis (time costs) and also the Fee Estimate in the total sum of £25,195.

**Estimated Return to Creditors**

On present information there are no creditors in the Company therefore any realisations will be available to the Shareholder, being BHS Limited. Based on the estimated Financial Position it is estimated that the shareholder will receive £457,000.

**Strategy**

**Asset Realisation**

The only asset to realise in the Company is a dividend from BHS Limited therefore the Joint Administrators do not envisage incurring time costs in realising this asset.

**Investigation**

Following the insolvency of the BHS Group there are now a number of public investigations currently underway in relation to the administration of the Companies.

- The Insolvency Service has launched an investigation into the extent to which the conduct of the directors of Companies led to the administration,
- TPR has opened an anti-avoidance investigation in relation to the two defined benefit pension schemes,

- The Business, Innovation and Skills Committee of Parliament has launched an inquiry into the sale of the Companies to RAL in March 2015, and
- The Business, Innovation and Skills Committee and Work and Pensions Committee of parliament are collating evidence in relation to the Pension liabilities of the Companies

The Joint Administrators have been asked by The Insolvency Service, TPR and The Pension Protection Fund to co-operate with the investigations or reviews that they are undertaking TPR has served a Section 72 notice under the Pensions Act 2004 on the Joint Administrators seeking copies of Company books and records including electronic media In practice most of the work in this area relates to BHS Limited rather than the Company

It is a statutory requirement that the Joint Administrators provide a report to the Secretary of State on the conduct of the Directors in their management of the Company to determine their unfitness to act in such a role This will entail a broad level of investigation to ensure that best practice standards are met and the Fee Estimate reflects this standard If the Secretary of State then instigates Directors Disqualification proceedings, further time may be expended in providing supporting documents, witness statements etc Such investigation may or may not lead to further asset recovery so creditors should not assume that this activity will provide a monetary benefit to the Administration estate

Full details of the investigations to be conducted cannot be disclosed at this stage in order to avoid prejudicing any potential recovery or action in this regard

Time costs are estimated at £3,550 for the above work (including £172 already incurred)

#### ***Statutory Compliance***

An Administrator is highly regulated, being required to conform to insolvency legislation, industry Best Practice policies (Statements of Insolvency Practice) and relevant case law Consequently Administrators are obliged to undertake many activities that do not provide a financial benefit to creditors Such matters will include, but are not restricted to Anti Money Laundering, Bribery Act and Ethical considerations and checks, statutory advertising, regular reporting to creditors including fee agreement procedures, obtaining and securing company books and records, pension review and liaison with the Pension Protection Fund, Companies House filing, completion and release of insolvency bond and various Treasury functions

This work aims to ensure that the case is handled efficiently and in accordance with statutory requirements and professional standards Time costs are estimated at £19,285 for the above areas (including £3,744 already incurred)

**Appendix 8**

**Notices of Meetings - BHS Properties and Davenbush**

Form 2.20B

Rule 2.35

## Notice of a meeting of Creditors

Name of Company <b>BHS Properties Limited</b>	Company number <b>02139762</b>
In the High Court of Justice <small>(full name of court)</small>	Court case number <b>002224 of 2016</b>

(a) Insert full name(s)

Notice is hereby given by (a)

and address(es) of  
administrator(s)

**Philip Duffy**  
**Duff & Phelps Ltd.**  
**The Chancery**  
**58 Spring Gardens**  
**Manchester M2 1EW**

**Benjamin Wiles**  
**Duff & Phelps Ltd.**  
**The Shard**  
**32 London Bridge Street**  
**London SE1 9SG**

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

that a meeting of creditors of (b)

**BHS Properties Limited**  
**c/o Duff & Phelps Ltd**  
**The Shard**  
**32 London Bridge Street**  
**London**

(c) Insert details of place  
of meeting

is to be held at (c)

**Duff & Phelps Ltd., The Shard, 32 London Bridge Street, London, SE1 9SG**

(d) Insert date and time  
of meeting

on (d) **30 June 2016**

**at 11 00am**

The meeting is.

\*Delete as applicable

\*(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ('the schedule')

I invite you to attend the above meeting for the purpose of considering the Joint Administrators' Statement of Proposals and if thought fit, establishing a creditors' committee. Resolutions may be taken concerning the basis of the Joint Administrators' remuneration, the approval of their pre appointment fees and expenses and their discharge from liability

In order to be entitled to vote at the meeting, under Rule 2.38.

- you must give to me, as Joint Administrator, not later than 12 00 noon on the business day before the day fixed for the meeting (29 June 2016) details in writing of your claim,
- the claim has been duly admitted under r 2.38 or r 2.39, and
- there has been lodged with me, as Joint Administrator, any proxy which the creditor intends to use on his behalf

Claim forms and Proxy forms are enclosed

The meeting is

Signed



Joint / Administrator(s)

Dated **13 June 2016**

\*Delete as applicable

A copy of the ~~\*proposals/ revised proposals is attached~~

**DUFF & PHELPS**

Form 2.20B

Rule 2.35

## Notice of a meeting of Creditors

Name of Company

Davenbush Limited

Company number

0234 1207

In the  
High Court of Justice

(full name of court)

Court case number  
002222 of 2016

(a) Insert full name(s)

Notice is hereby given by (a)

and address(es) of  
administrator(s)

Philip Duffy  
Duff & Phelps Ltd.  
The Chancery  
58 Spring Gardens  
Manchester M2 1EW

Benjamin Wiles  
Duff & Phelps Ltd.  
The Shard  
32 London Bridge Street  
London SE1 9SG

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

that a meeting of creditors of (b)

Davenbush Limited  
c/o Duff & Phelps Ltd  
The Shard  
32 London Bridge Street  
London

(c) Insert details of place  
of meeting

is to be held at (c)

Duff & Phelps Ltd, The Shard, 32 London Bridge Street, London, SE1 9SG

(d) Insert date and time  
of meeting

on (d) 30 June 2016

at 11 00am

The meeting is

\*Delete as applicable

\*(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ('the schedule')

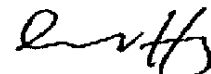
I invite you to attend the above meeting for the purpose of considering the Joint Administrators' Statement of Proposals and if thought fit, establishing a creditors' committee. Resolutions may be taken concerning the basis of the Joint Administrators' remuneration, the approval of their pre appointment fees and expenses and their discharge from liability.

In order to be entitled to vote at the meeting, under Rule 2.36:

- you must give to me, as Joint Administrator, not later than 12.00 noon on the business day before the day fixed for the meeting (29 June 2016) details in writing of your claim,
- the claim has been duly admitted under r 2.38 or r 2.39, and
- there has been lodged with me, as Joint Administrator, any proxy which the creditor intends to use on his behalf

Claim forms and Proxy forms are enclosed

Signed



Joint / Administrator(s)

Dated 13 June 2016

\*Delete as applicable

A copy of the ~~\*proposals/ revised proposals is attached~~

DUFF & PHELPS

**Appendix 9**

**Proxy Forms - BHS Properties and Davenbush**



**Rule 8.1**

**Insolvency Act 1986**

**Form 8 2**

**Proxy (Administration)**

**BHS Properties Limited**

Name of Creditor

Address

Name of Proxy Holder

- 1 \_\_\_\_\_  
2 \_\_\_\_\_  
3 \_\_\_\_\_

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

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

I appoint the above person to be my/the creditor's proxy holder at the meeting of creditors to be held on 30 June 2016, or at any adjournment of that meeting. The proxy holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion)

**Voting Instructions for resolutions**

**\* Please delete as applicable**

\*Please delete as appropriate

1 That the Joint Administrators' proposals/~~revised proposals~~\* as circulated are accepted

**\*For/Against**

2 That a Creditors' Committee be established

**\*For/Against**

*If you have voted 'for' please complete the following*

and I nominate \_\_\_\_\_ (name of individual)  
of \_\_\_\_\_ (company/organisation name)  
representing \_\_\_\_\_ (name of creditor)  
as a member of the Creditors Committee

**This form must be signed**

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

**Name in CAPITAL LETTERS -**

\_\_\_\_\_

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

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

\_\_\_\_\_  
\_\_\_\_\_

**Rule 8.1**

**Insolvency Act 1986**

**Form 8 2**

**Proxy (Administration)**

**Davenbush Limited**

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

Address \_\_\_\_\_

Name of Proxy Holder

1 \_\_\_\_\_

2 \_\_\_\_\_

3 \_\_\_\_\_

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

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

I appoint the above person to be my/the creditor's proxy holder at the meeting of creditors to be held on 30 June 2016, or at any adjournment of that meeting. The proxy holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion)

**Voting Instructions for resolutions**

**\* Please delete as applicable**

**\*Please delete as appropriate**

1 That the Joint Administrators' proposals/~~revised proposals~~\* as circulated are accepted

**\*For/Against**

2 That a Creditors' Committee be established

**\*For/Against**

*If you have voted 'for' please complete the following*

and I nominate

(name of individual)

of \_\_\_\_\_ (company/organisation name)

representing \_\_\_\_\_ (name of creditor)

as a member of the Creditors Committee

**This form must be signed**

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

**Name in CAPITAL LETTERS -**

\_\_\_\_\_

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

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

\_\_\_\_\_

\_\_\_\_\_

**Appendix 10**

**Forms 2 21B - Creditor's request for a meeting – BHS Group Limited, BHS Services and Lowland**

Form 2 21B

Rule 2 37

## Creditor's request for a meeting

Name of Company BHS Group Limited	Company number 03858895
In the High Court of Justice	Court case number 002221 of 2016

(a) Insert full name and address of the creditor making the request

I (a)

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

request a meeting of the creditors of BHS Group Limited

(b) Registered Office  
c/o Duff & Phelps Ltd  
The Shard  
32 London Bridge Street  
London  
SE1 9SG

(c) Insert amount of claim

My claim in the administration is (c)

(d) Insert full name(s) and address(es) of creditors concurring with the request (if any) and their claims in the administration if the Requesting creditor's claim is below the required 10%

(d)

concur with the above request, and I attach copies of their written confirmation of concurrence

(e) Insert details of the purpose of the meeting

The purpose of the meeting is (e)

Signed

---

Dated

---

DUFF & PHELPS

Form 2 21B

Rule 2 37

## Creditor's request for a meeting

Name of Company

BHS Services Limited

Company number

04002328

In the  
High Court of Justice

Court case number

002219 of 2016

(a) Insert full name and  
address of the creditor  
making the request

I (a)

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

request a meeting of the creditors of BHS Services Limited

(b) Registered Office  
c/o Duff & Phelps Ltd  
The Shard  
32 London Bridge Street  
London  
SE1 9SG

(c) Insert amount of claim

My claim in the administration is (c)

(d) Insert full name(s) and  
address(es) of creditors  
concurring with the  
request (if any) and their  
claims in the  
administration if the  
Requesting creditor's claim  
is below the required 10%

(d)

concur with the above request, and I attach copies of their written confirmation of  
concurrence

(e) Insert details of the  
purpose of the meeting

The purpose of the meeting is (e)

Signed

\_\_\_\_\_

Dated

\_\_\_\_\_

DUFF & PHELPS

Form 2 21B

Rule 2 37

## Creditor's request for a meeting

Name of Company
Lowland Homes Limited

Company number
05565259

In the High Court of Justice
---------------------------------

Court case number
002224 of 2016

(a) Insert full name and  
address of the creditor  
making the request

I (a)

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

request a meeting of the creditors of Lowland Homes Limited

(b) Registered Office  
c/o Duff & Phelps Ltd  
The Shard  
32 London Bridge Street  
London  
SE1 9SG

(c) Insert amount of claim

My claim in the administration is (c)

(d) Insert full name(s) and  
address(es) of creditors  
concurring with the  
request (if any) and their  
claims in the  
administration if the  
Requesting creditor's claim  
is below the required 10%

(d)

concur with the above request, and I attach copies of their written confirmation of  
concurrence

(e) Insert details of the  
purpose of the meeting

The purpose of the meeting is (e)

Signed

---

Dated

---

DUFF & PHELPS

**Appendix 11**

**Proof of Debt Forms**

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

**Proof of Debt – General Form**

<b>BHS Group Limited (In Administration)</b>		
Date of Administration 25/04/2016		
1	Name of creditor (If a company please also give company registration number)	
2	For correspondence Address of creditor	
	Contact telephone number of creditor	
	Email address of creditor	
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into Administration	
4	Details of any documents by reference to which the debt can be substantiated (Note There is no need to attach them now but the Administrator may call for any document or evidence to substantiate the claim at his discretion as may the chairman or convenor of any meeting)	
5	If amount in 3 above includes outstanding uncapitalised interest please state amount	£
6	Particulars of how and when debt incurred (If you need more space append a continuation sheet to this form)	
7	Particulars of any security held, the value of the security, and the date it was given	
8	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates	
9	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or in relation to creditor	
	Address of person signing (if different from 2 above)	
<b>For Administrators' Use only</b>		
Admitted to vote for		Admitted for dividend for
£		£
Date		Date
Administrator		Administrator

DUFF & PHELPS



**Proof of Debt – General Form**

<b>BHS Properties Limited (In Administration)</b>		
Date of Administration 25/04/2016		
1	Name of creditor (If a company please also give company registration number)	
2	For correspondence Address of creditor	
	Contact telephone number of creditor	
	Email address of creditor	
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into Administration	
4	Details of any documents by reference to which the debt can be substantiated (Note There is no need to attach them now but the Administrator may call for any document or evidence to substantiate the claim at his discretion as may the chairman or convenor of any meeting)	
5	If amount in 3 above includes outstanding uncapitalised interest please state amount	£
6	Particulars of how and when debt incurred (If you need more space append a continuation sheet to this form)	
7	Particulars of any security held, the value of the security, and the date it was given	
8	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates	
9	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or in relation to creditor	
	Address of person signing (if different from 2 above)	
<b>For Administrators' Use only</b>		
Admitted to vote for		Admitted for dividend for
£		£
Date		Date
Administrator		Administrator

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All in Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

**Proof of Debt – General Form**

<b>BHS Services Limited (In Administration)</b>		
Date of Administration 25/04/2016		
1	Name of creditor (If a company please also give company registration number)	
2	For correspondence Address of creditor	
	Contact telephone number of creditor	
	Email address of creditor	
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into Administration	
4	Details of any documents by reference to which the debt can be substantiated (Note There is no need to attach them now but the Administrator may call for any document or evidence to substantiate the claim at his discretion as may the chairman or convenor of any meeting)	
5	If amount in 3 above includes outstanding uncapitalised interest please state amount	£
6	Particulars of how and when debt incurred (If you need more space append a continuation sheet to this form)	
7	Particulars of any security held, the value of the security, and the date it was given	
8	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates	
9	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or in relation to creditor	
	Address of person signing (if different from 2 above)	
<b>For Administrators' Use only</b>		
Admitted to vote for		Admitted for dividend for
£		£
Date		Date
Administrator		Administrator

DUFF & PHELPS

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

**Proof of Debt – General Form**

<b>Davenbush Limited (In Administration)</b>		
Date of Administration 25/04/2016		
1	Name of creditor (If a company please also give company registration number)	
2	For correspondence Address of creditor	
	Contact telephone number of creditor	
	Email address of creditor	
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into Administration	
4	Details of any documents by reference to which the debt can be substantiated (Note There is no need to attach them now but the Administrator may call for any document or evidence to substantiate the claim at his discretion as may the chairman or convenor of any meeting)	
5	If amount in 3 above includes outstanding uncapitalised interest please state amount	£
6	Particulars of how and when debt incurred (If you need more space append a continuation sheet to this form)	
7	Particulars of any security held, the value of the security, and the date it was given	
8	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates	
9	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or in relation to creditor	
	Address of person signing (if different from 2 above)	
<b>For Administrators' Use only</b>		
Admitted to vote for		Admitted for dividend for
£		£
Date		Date
Administrator		Administrator

BHS Group Limited, BHS Properties Limited, BHS Services Limited,  
Davenbush Limited and Lowland Homes Limited (All In Administration)  
Joint Administrators' Report to Creditors and Statement of Proposals  
13 June 2016

**Proof of Debt – General Form**

<b>Lowland Homes Limited (In Administration)</b>		
Date of Administration 25/04/2016		
<b>1</b>	Name of creditor (If a company please also give company registration number)	
<b>2</b>	For correspondence Address of creditor	
	Contact telephone number of creditor	
	Email address of creditor	
<b>3</b>	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into Administration	
<b>4</b>	Details of any documents by reference to which the debt can be substantiated (Note There is no need to attach them now but the Administrator may call for any document or evidence to substantiate the claim at his discretion as may the chairman or convenor of any meeting)	
<b>5</b>	If amount in 3 above includes outstanding uncapitalised interest please state amount	£
<b>6</b>	Particulars of how and when debt incurred (If you need more space append a continuation sheet to this form)	
<b>7</b>	Particulars of any security held, the value of the security, and the date it was given	
<b>8</b>	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates	
<b>9</b>	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or in relation to creditor	
	Address of person signing (if different from 2 above)	
<b>For Administrators' Use only</b>		
Admitted to vote for		Admitted for dividend for
£		£
Date		Date
Administrator		Administrator

**DUFF & PHELPS**