

The Insolvency Act 1986

2.23B**Notice of result of meeting of Creditors**

Name of Company J C Whilton Limited t/a Icon Partnership	Company number 04069047
In the High Court of Justice, Manchester District Registry (full name of court)	Court case number 2135 of 2015

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

I/We (a)
Dean Nelson
Smith Cooper Limited
St Helens House
King Street
Derby
DE1 3EE

Nick Lee
Smith Cooper Limited
158 Edmund Street
Birmingham
B3 2HB

hereby report that a meeting of the creditors of the above company was held at

(b) Insert place of
meeting

(b) 2 Lace Market Square, Nottingham, NG1 1PB

(c) Insert date of meeting

on (c) 19 March, 2015 at which

*Delete as applicable

~~*1 Proposals/revised proposals were approved~~

~~*2 Proposals/revised proposals were modified and approved~~

~~The modifications made to the proposals are as follows—~~

(d) Give details of the
modifications (if any)

~~(d)–~~

~~*3 The proposals were rejected~~

(e) Insert time and date of
adjourned meeting

*4 The meeting was adjourned to (e) 2 April 2015 at 11 00am

(f) Details of other
resolutions passed

~~*5 Other resolutions (f)–~~

FRIDAY



QIQ 01/05/2015 #48
COMPANIES HOUSE

The revised date for automatic end to administration is

A creditors' committee was not formed

Signed

Joint Administrator

Dated

19 March 2015

*Delete as applicable

A copy of the *original proposals / ~~modified proposals / revised proposals~~ is attached for those who did not receive such documents prior to the meeting

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
will I
publ

Dean Nelson
Smith Cooper Limited
St Helens House
King Street
Derby
DE1 3EE

DX Number

01332 332021
DX Exchange

When you have completed and signed this form, please send it to the Registrar of Companies at -
Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff



Derby | St Helen's House | King Street | Derby | DE1 3E1 | 01332 332021
Nottingham | 2 Lace Market Square | Nottingham | NG1 1PB | 0115 945 4300
Birmingham | 158 Edmund Street | Birmingham | B3 2HB | 0121 236 6789
Burton upon Trent | 7 Firadav Court | First Avenue | Burton upon Trent | DE14 2WV | 01283 561 621
Ashbourne | 54 St John Street | Ashbourne | DE6 1GH | 01335 343 141
Buxton | 2a Grove Parade | Buxton | SK17 6AJ | 01298 24536
Telford | M54 Space Centre | Halesfield Business Park | Halesfield 8 | Telford | TF7 4QN | 01952 601052

W	smithcooper.co.uk
F	0115 824 2110
VAT	123354934
Our Ref	XXJC01/B8
Your Ref	
Date	25 February 2015

TO ALL KNOWN CREDITORS

Dear Sirs

J.C. Whilton Limited t/a Icon Partnership – In Administration (“the Company” or “Whilton”)
Registered in England & Wales No. 04069047 at 2 Lace Market Square, Nottingham, NG1 1PB
In the High Court of Justice, Chancery Division, Manchester District Registry Case No. 2135 of 2015

1. Introduction

I write to inform you that I, Dean Anthony Nelson, along with Nicholas Charles Osborn Lee were appointed Joint Administrators of the Company on 18 February 2015 on the making of an Order by the Court on the filing of an application by the director of the Company for an Administration Order pursuant to Paragraph 12(1)(b) of Schedule B1 to the Insolvency Act 1986. I enclose notice of my appointment as Joint Administrator on Form 2.12b for your information at Appendix XII.

I confirm that the Joint Administrators act as agents of the Company and can accept no personal liability in respect of any contract entered into by the Company prior to our appointment.

The following report has been prepared, pursuant to Paragraph 49 of Schedule B1 to the Insolvency Act 1986 and Rule 2.33 of the Insolvency Rules 1986 (as amended) and incorporates the Joint Administrator's proposals for achieving the purpose of the Administration. When acting as Joint Administrators, the affairs, business and property of the Company is being managed by them.

The Joint Administrators proposals are to be considered by the Company's creditors at a meeting convened pursuant to Paragraph 51 of Schedule B1 of the Insolvency Act 1986, to be held at the offices of Smith Cooper, 2 Lace Market Square, Nottingham, NG1 1PB on 19 March 2015 at 11.00 am.

The purposes of the meeting are

1. To consider and, if creditors think fit, approve the Joint Administrators proposals for achieving the purpose of Administration.

Sent from Smith Cooper, 2 Lace Market Square, Nottingham NG1 1PB

Smith Cooper is the trading name of SC Advisory Services Limited, a company registered in England. Registered number 7678255.
Registered Office: St Helen's House, King Street, Derby DE1 3EE.
A list of directors is available for inspection at the above address.

Dean Anthony Nelson and Nicholas Charles Osborn Lee are licensed in the UK as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales. When acting as Receiver, Administrative Receiver or Administrator they act as agent only, without personal liability and when acting as Administrator, the affairs, business and property of the company are being managed by them.

Regulated by the Institute of Chartered Accountants in England & Wales for a range of investment business activities.



Creditors may approve the proposals or approve them with modifications subject to the Joint Administrators accepting those modifications. If the creditors reject the proposals, the Court may then provide that the appointment of the Joint Administrator ceases to have effect from a specified time, or make any other Order that it thinks appropriate.

- 2 To consider the method by which the Joint Administrators' remuneration is to be fixed
- 3 To establish a creditors' committee to assist the Joint Administrator in discharging his functions

This document contains formal notice of the meeting (Appendix VII) and proxy form with supporting proof of debt (Appendix X). The proxy and proof should be returned by 12 noon on 18 March 2015 if you wish to attend or be represented.

2. Enclosures

Creditors are being sent the following appendices with this report -

- I. Statutory information
- II. Estimated statement of affairs
- III. Receipts and payments account
- IV. Estimated outcome statement
- V. Charge out rates & disbursements
- VI. Pre and post appointment remuneration summary
- VII. Form 2 20B – Notice of a meeting of creditors
- VIII. Statement of entitlement to vote
- IX. Creditors' questionnaire
- X. Proxy and proof of debt form
- XI. SIP16 pre-packaged sale justification summary
- XII. Form 2 12b – Notice of appointment as Joint Administrator

3. Background and circumstances giving rise to the appointment of the Joint Administrator

Please note that the Company history has been compiled from information provided by the Company and the Joint Administrators accept no personal liability in respect of its contents.

J C Whilton Ltd was first incorporated as a limited company in 2000 but remained dormant until it commenced trading in August 2009, with its first financial results filed at Companies House in 2011. The Company commenced trading with the objective of designing and delivering a full distribution service for UK brands to enter the global fragrance market.

The Company was successful in securing four licence agreements whilst being able to outsource the manufacturing, warehousing and distribution elements needed to meet those agreements. As a result of this success customers ranged from UK High Street retailers to overseas retailers and distributors. This was only achievable due to the unparalleled breadth of experience in premium fragrances that the team at Whilton had previously obtained in the industry.

Despite the performance achieved in its first year of trading turnover did not then increase in line with forecasts as a result of several issues beyond the control of Whilton as follows:

- The publicity for the Sugababes brand did not materialise as their new album and tour was cancelled,
- Jane Packer sadly passed away, leaving that brand without a recognisable spokesperson,
- The National Trust product did not gain sufficient support from its own stores in respect of the toiletries brand to enable it to achieve its potential,
- Unfortunately Superdry was unable to deliver the number of international wholesale outlets originally suggested limiting its exposure to the market,

Furthermore the Company experienced major quality control issues with the products of its major brand, with independent tests proving that the products that were supplied by the manufacturers were faulty. This suppressed sales and profits substantially.

During 2012 negotiations began with a very high profile brand who had expressed a strong interest in entering the UK toiletries market. In 2013, discussions also began with another brand with strong potential to create a worldwide fragrance. Unfortunately neither of these projects came to fruition. As a result of the issues faced and potentially beneficial brands not proceeding, cash flow needed to be carefully managed and overheads were reduced substantially in 2013 to assist with that. In addition, in early 2013, a large investment had been agreed in principle with a third party to purchase 50% of Whilton's shares. However despite exhaustive and detailed negotiations, the investment was not forthcoming. Notwithstanding the issues faced the Company continued to trade and improve its balance sheet position.

However, the Company's problems were further compounded in February 2015 when a third party who provided warehousing and distribution issued an immediate demand for payment of their debt in full whilst exercising a lien over the stock in their possession.

Given the circumstances the Company was left with no alternative other than to seek advice and contacted Smith Cooper to provide advice on the options available to the Company.

It became immediately apparent that the Company was insolvent and Smith Cooper were engaged to put an interim moratorium in place with the proposed Joint Administrators' strategy being to try and extract an offer to purchase the Company's business and assets as a going concern with a view to affecting a sale on a pre-packaged basis shortly after appointment. This was due to the fact that the Company had insufficient working capital to enable the Joint Administrator to trade the Company whilst a purchaser was sought to acquire the business and assets as a going concern.

The proposed Joint Administrator received two expressions of interest. However, only one offer was forthcoming, which was received from Ikon Perfumes Limited ("Ikon") in the sum of c £113.5k to acquire the business and assets as a going concern.

My agent's, Kumar & Company, chartered surveyors, auctioneers and valuers of Birmingham ("Kumar"), and Colligant Limited ("Colligant"), a commercial debt recovery specialist based in Nottingham, reviewed the level of the offer and recommended that it be accepted in view of the anticipated realisable value of the assets on a break-up basis, which would have been the strategy undertaken if the offer was not accepted.

The offer for the Company's interest in the goodwill, fixed assets, stock (subject to lien) and the book debts, of £113.5k was in excess of my agents forced sale valuation which would be obtained on the Company's cessation of trade and subsequent Liquidation. Furthermore, not only have my agents indicated that they would not be able to guarantee an enhanced realisation of the assets should this offer not be proceeded with but that there would be substantial costs incurred in uplifting/ realising the assets following the occurrence of an insolvency event, such as Liquidation.

My appointment as Joint Administrator became effective on 18 February 2015, following an Administration Order being granted by the Court.

Detailed disclosure for the reasoning behind the pre-packaged sale to Ikon Perfumes Limited is attached at Appendix XI as required by Statement of Insolvency Practice 16 ("SIP16").

In conclusion the director attributes the failure of the Company to

- The publicity for the Sugababes brand did not materialise as their new album and tour was cancelled,
- Jane Packer sadly passed away, leaving that brand without a recognisable spokesperson,
- The National Trust product did not gain sufficient support from its own stores in respect of the toiletries brand to enable it to achieve its potential,
- Unfortunately Superdry was unable to deliver the number of international wholesale outlets originally suggested limiting its exposure to the market,
- Major quality control issues with the products of its major brand

4. SIP 13 Disclosures

I am required, in accordance with Statement of Insolvency Practice 13 ("SIP13"), to disclose to creditors the details of any asset sale by the Joint Administrator to connected parties

I can confirm that only one formal offer of £113.5k was received from an independent third party, Ikon Perfumes Limited. The offer was recommended to be accepted by Kumar and Colligant and is apportioned as follows

Assets	
Goodwill	£6,999
Stock (subject to lien)	£1
Fixed assets	£500
Debtors	<u>£106,018</u>
	<u>£113,518</u>

The transaction was duly completed on 19 February 2015

5. Purposes of Administration

The Joint Administrator has been endeavouring to achieve the sole purpose of Administration as defined in Paragraph 111 of Schedule B1 to the Insolvency Act 1986 (as amended by the Enterprise Act 2002) by performing his function with the purpose of achieving one or more of the objectives set out in Paragraph 3(1) of Schedule B1 of the Insolvency Act 1986, namely

- a) Rescuing the Company as a going concern, or failing that
- b) Achieving a better result for the Company's creditors as a whole than would likely if the Company were wound up (without first being in Administration), or failing that
- c) If neither of the first two objectives are reasonably achievable, realising property in order to make a distribution to one or more secured or preferential creditors, provided that this does not unnecessarily harm the interests of the creditors of the Company as a whole

Due to the reasoning stated above, the Company was placed into Administration based on objectives b and c with the Joint Administrators strategy focussed on achieving objectives b and c

The EC Regulation on Insolvency Proceedings applied to the Joint Administrator of the Company and these proceedings are main proceedings as defined in Article 3 of the EC Regulation

6. Estimated Statement of Affairs

An estimated statement of affairs as at 18 February 2015 has been prepared on a forced sale / Liquidation basis, and is attached at Appendix II, together with a list of the Company's creditors. It has been prepared from information provided by the director and from information extracted from the Company's books and records. The director has been asked to sign the statement of affairs as at the date of the Administration Order, in accordance with the provisions of the Insolvency Act 1986 (as amended by the Enterprise Act 2002). It is anticipated that this document will not differ substantially from that included in Appendix II.

My comments on the Statement of Affairs are as follows:

- The estimated statement of affairs incorporates approximate book and estimated to realise values and discloses an estimated deficiency to creditors of c £804k before the costs of realisation of Administration and / or Liquidation / Dissolution.
- The value of creditors' claims has been extracted from the information available within the Company's books and records. Inclusion in the list does not constitute any admission of liability as all claims will be subject to agreement by the Joint Administrator / Liquidator, should funds become available for dividend.
- Certain creditors will no doubt submit claims which differ in value from those shown within the Company's books and records. It is likely that this difference is a result of the Company's cessation of trade and the fact that the additional invoices have not been processed by the Company.

7. Receipts and Payments Account

Attached at Appendix III is a summary of the Joint Administrators receipts and payments for the period from the date of appointment to 25 February 2015, the contents of which are self explanatory.

8. Estimated Outcome Statement & Dividend Prospects

Attached at Appendix IV is an estimated outcome statement which has been prepared from information presently available to the Joint Administrator and incorporates estimated future realisations, costs and expenses.

Lloyds Commercial Finance Limited ("LCF") held an all assets debenture albeit, I understand that their indebtedness has now been settled and that the relevant satisfaction documents have been signed and submitted to the Registrar of Companies.

Technical & General Guarantee Company S A ("TGGC") held a legal charge over cash sums, albeit, I understand that their indebtedness has now been settled and that this matter is currently with my solicitors to prepare and file the relevant satisfaction documents with the Registrar of Companies.

Preferential Creditors

Preferential creditors are made up of employee arrears of pay and holiday pay. Based on current information it is anticipated that there will be sufficient funds to enable a dividend distribution to be made to preferential creditors in full, however the timing at present is not known and as such I will provide creditors with an update in my next report.

Unsecured Creditors

Based on current information it is anticipated that there will be sufficient funds to enable a dividend distribution to be made to unsecured creditors, however the timing at present is not known and as such I will provide creditors with an update in my next report

Creditors, whose terms and conditions include a Reservation of Title clause, should contact my colleague, Kimberley Waplington, by no later than 4 March 2015

9. Investigation Matters

The Joint Administrator has a statutory duty to report on the conduct of the director pursuant to the provisions of the Company Directors Disqualification Act 1986

If creditors are aware of any matters which they consider should be brought to the Joint Administrators' attention, please complete and return the attached questionnaire at Appendix IX. This request for information forms part of my firm's usual investigation procedure, and does not imply that there may be any cause or action against any person concerned in the Company's affairs

10. Administrators Remuneration

The basis for fixing the Joint Administrators remuneration is set out in Rule 2.106 of the Insolvency Rules 1986. This is further detailed in the Creditors' Guide to Administrators Fees. Creditors should note that a copy of the Creditors' Guide to Administrators Fees is available on request from this office or a copy can also be found on the R3 website (www.r3.org.uk) under the heading 'publications' and follow the link to Statement of Insolvency Practice ("SIP"). SIP9 contains the relevant guide.

Post Appointment Costs

Please find attached at Appendix V details of my firm's charge out rates and policy regarding the recharge of disbursements

The Joint Administrators time costs incurred since the date of appointment to 23 February 2015, being the most practicable date for the purposes of this report, are attached at Appendix VI and amount to c £2.8k plus VAT, representing 15.8 hours at an average rate of £176 per hour.

Professional fees of c £980 plus VAT have also been incurred by my solicitors, Howes Percival LLP, for their assistance in finalising the SPA agreement, providing advice on the legal charges and completing the sale.

Pre-Administration Costs

Enclosed at Appendix VI is an analysis of work undertaken by Smith Cooper in the period prior to my appointment as Joint Administrator, which covers a period of 13 days.

Prior to my formal appointment as Joint Administrator, Smith Cooper LLP was engaged by the Company to advise on the options available to the board of directors pursuant to an engagement letter duly signed on 4 February 2015.

Once the financial position of the Company was determined and strategy agreed, the director took the decision to take steps to place the Company into Administration by making an application to Court that the Joint Administrators be appointed. This resulted in substantial time being incurred by Smith Cooper LLP and its solicitors, Howes Percival ("HP"), in dealing with the sales process which culminated in the pre-packaged sale of part of the Company's business and assets as a going concern to Ikon.

Pursuant to Rule 2 33(2A) and (2B), pre-Administration costs amount to c £5 4k plus VAT, and relate to 27 hours at an average charge out rate of £204 per hour, and represent time costs and expenses incurred by the Joint Administrator and his staff in attending to matters before the Company entered Administration but with a view to it doing so

Legal fees of c £7 1k plus VAT plus disbursements of £50 plus VAT, have also been incurred by Howes Percival LLP, who were instructed by me, on behalf of the Company, for their assistance provided in the following

- Preparing and filing a notice of intention to appoint Joint Administrators and the supporting board resolution,
- Arranging service of notice of intention to appoint Joint Administrators on relevant parties,
- Reviewing lien documents and preparing advice as to the validity,
- Drafting, negotiating and completing Sale and Purchase Agreement,
- Preparing and filing Notice of Appointment and supporting documents (Statement of Joint Administrators, Statement of Prior Professional Relationship)

Howes Percival were chosen to assist in undertaking these aspects based upon my perception of their expertise and experience in dealing with insolvency matters, particularly those specifically dealt with in this matter

Agent's costs of c £1 6k plus VAT have been incurred by Kumar, for the preparation of the asset valuation, on a forced sale and going concern basis, and for assistance in reviewing the offer received and recommending whether the final offer should be accepted.

Professional costs of £1k plus VAT have been incurred by Colligant a commercial debt collection specialist for their assistance in reviewing the outstanding debtors and the likely recovery of the same. Also, for providing advice on the offer received and recommending that the final offer should be accepted

These fees and expenses have been incurred with a view to enabling the Company's business and assets to be sold as a going concern which has achieved the statutory objectives outlined in section 5 of this report. I confirm that at the date of this report amounts totalling c £15 2k plus VAT remain outstanding

Attached to this report at Appendix XI is a SIP16 pre-packaged sale justification summary which sets out the reasoning for this transaction being undertaken immediately on my appointment as Joint Administrator. The sale to Ikon has achieved the furtherance of the statutory objectives b and c as set out in Paragraph 3(1) of Schedule B1 of the Insolvency Act 1986 by

- The increased realisations for the chattel assets against that projected on a break up basis,
- Maximising asset realisations including obtaining a payment for goodwill and enhancing the projected recovery of the book debts;
- Mitigating the costs of realising the chattel assets on a forced sale basis
- A reduction in the claims arising in respect of redundancy and pay in lieu of notice of c £18 1k that would otherwise be furthered in the event that the business ceased to trade,
- Enabling a distribution to the preferential creditors
- Enabling a distribution to unsecured creditors

11. Administrators Proposals

In accordance with Paragraph 49 of Schedule B1 of the Insolvency Act 1986, (as amended by the Enterprise Act 2002), the Joint Administrators proposals for achieving the purposes of the Administration are set out in the following paragraphs. Approval of these proposals will be considered at a meeting of creditors to be held at Smith Cooper, 2 Lace Market Square, Nottingham, NG1 1PB on 19 March 2015 at 11:00 am

The Joint Administrator proposes that

- He will continue to manage the affairs and property of the Company, in such manner as he considers expedient, in order to realise the remaining property and settle the preferential claims at the earliest opportunity, or pursue any other purpose set out in these proposals or incidental to them
- When deemed appropriate, the Joint Administrator shall bring the Administration to a close using one of the following exit routes -
 - a) They shall place the Company into Creditors' Voluntary Liquidation and file notice with the Registrar of Companies. The proposed Joint Liquidators for this purpose are to be Dean Anthony Nelson and Nicholas Lee of Smith Cooper

In accordance with paragraph 83(7)(a) of Schedule B1 of the Insolvency Act 1986 and with Rule 2.117A(2)(b) of the Insolvency Rules 1986, creditors may nominate a different person as the proposed Liquidator, provided that the nomination is received prior to the proposals being approved (or deemed to be approved)

- b) Issue a Notice of Dissolution of the Company pursuant to Paragraph 84 of Schedule B1 of the Insolvency Act 1986
 - c) The Joint Administrator will petition the Court to make a Compulsory Winding up Order against the Company, and seek the appointment of the Joint Administrator as Liquidator.

Based on current information, it is anticipated that there will be sufficient funds to enable a distribution to unsecured creditors in this matter and as such, the Administration will end by placing the Company into Creditors' Voluntary Liquidation by filing notice with the Registrar of Companies, to enable the dividend distribution to be declared and paid

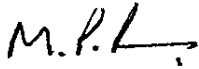
- The Joint Administrator may, at his discretion, apply to extend the period of Administration as he determines necessary
- The Joint Administrator be authorised to make such application to the Court for directions as he considers appropriate with a view to achieving the purposes of the Administration or his proposals
- The Joint Administrator is authorised to investigate and if appropriate pursue any claims that the Company may have.
- In addition, the Joint Administrator may do all such other things and generally exercise all his powers as Joint Administrator as, in his discretion, considered desirable in order to achieve the purposes of the Administration or to protect and preserve the assets of the Company or to maximise their realisations for any other purpose incidental to these proposals
- The Joint Administrators' remuneration be fixed by reference to the time properly given by the Joint Administrators and their staff in attending to matters arising during the Administration at the usual charge out rate applied from time to time by Smith Cooper for work of this nature and that approval is hereby given to allow the Joint Administrators to draw such fees on account from time to time as and when funds permit
- The Joint Administrators' category 2 disbursements be calculated in accordance with Smith Cooper's disbursement policy and be reimbursed as and when funds permit

- The pre-Administration costs and expenses incurred by the Joint Administrators amounting to £15 2k plus VAT, but including disbursements, which specifically relate to the formalities of appointment, dealing with the pre-packaged sale of the business and assets as a going concern and requisite strategy considerations, be approved as an expense of the Administration pursuant to Rule 2 67A of the Insolvency Rules 1986
- On the date of cessation of the Joint Administrators' appointment either pursuant to Paragraphs 83(6)(a) or 84(4) of Schedule B1 of the Insolvency Act 1986, as appropriate, the Joint Administrators be discharged from liability in accordance with paragraph 98 of the said schedule

My next report to creditors will be sent on or before 17 September 2015, however should you have any matters you wish to discuss, or wish to provide any comments in relation to this report, please do not hesitate to contact Kimberley Waplington at my office

Yours faithfully

For and on behalf of J C Whilton Limited – In Administration



Dean Nelson
Joint Administrator

Encs

J.C. WHILTON LIMITED T/A ICON PARTNERSHIP**Registered in England and Wales under Company No 04069047****STATUTORY INFORMATION**

Date of Incorporation: 11 September 2000

Nature of Business: Manufacture of perfumes and toilet preparations

SIC Code: 20420

Trading Address: Ground Floor
Lockton House
Clarendon Road
Cambridge
Cambridgeshire
CB2 8FH

Registered Office: 2 Lace Market Square
Nottingham
NG1 1PB

Directors and Company Secretaries within last 3 years:

Name	Position	Date Appointed	Resigned
David Strickley	Director	04 March 2010	-
Colin Richard White	Director	23 November 2000	14 June 2013

Issued Share Capital: 827 Ordinary 'A' Shares
173 Ordinary 'B' Shares

Shareholders:

Name	Share Type	Shares Held
David Strickley	Ordinary 'A' Shares	610
Tony Measom	Ordinary 'A' Shares	50
Darren Card	Ordinary 'A' Shares	50
Michael Strickley	Ordinary 'A' Shares	10
Gary Craddock	Ordinary 'A' Shares	50
Helen Watson	Ordinary 'A' Shares	12
Robin Burnett	Ordinary 'A' Shares	22
Tony Meason	Ordinary 'B' Shares	50
Darren Card	Ordinary 'B' Shares	50
Michael Strickley	Ordinary 'B' Shares	10
Gary Craddock	Ordinary 'B' Shares	50
Helen Watson	Ordinary 'B' Shares	13
Robin Burnett	Ordinary 'B' Shares	23

Chargeholders:

Lloyds Commercial Finance Limited held an all assets debenture, albeit I understand that their indebtedness has been satisfied and the relevant satisfaction documents have been signed and submitted to the Registrar of Companies

Technical & General Guarantee Company S.A ("TGGC") held a legal charge over cash sums, albeit, I understand that their indebtedness has now been settled and that this matter is currently with my solicitors to prepare and file the relevant satisfaction documents with the Registrar of Companies

J.C. WHILTON LIMITED T/A ICON PARTNERSHIP
Summary of Results

Extracts from the Company's accounts are given below. None of the accounts have been qualified by the Company's accountants

	Year Ended 31 December 2008	Year Ended 31 December 2009	Year Ended 31 December 2010
PROFIT & LOSS	£	£	£
Turnover	1,924,411	2,352,062	2,272,554
Cost Of Sales	<u>(1,471,289)</u>	<u>(2,036,220)</u>	<u>(2,006,096)</u>
Gross Profit/(loss)	453,122	315,842	266,458
Gross Profit %	24%	13%	12%
Overheads	(421,595)	(636,574)	(467,059)
Net Profit/(loss) after taxation	<u>31,527</u>	<u>(320,732)</u>	<u>(200,601)</u>
BALANCE SHEET	£	£	£
Fixed Assets	250	1,978	4,723
Current Assets	2,016,427	2,827,874	3,717,497
Prepayments & accrued income	381	3,766	-
Liabilities within one year	(1,697,550)	(2,484,276)	(2,709,501)
Liabilities after one year	(775,850)	(853,158)	(702,763)
Accrual & deferred income	(44,500)	(26,224)	(209,501)
Net Assets / (Liabilities)	<u>(500,842)</u>	<u>(530,040)</u>	<u>100,455</u>
Share Capital	197,845	197,845	197,845
Share Premium Account	344,655	344,655	344,655
Profit & Loss Account	<u>(1,043,342)</u>	<u>(1,072,540)</u>	<u>(442,045)</u>
Shareholder Fund	<u>(500,842)</u>	<u>(530,040)</u>	<u>100,455</u>

The company is entitled to exemption from the requirement to obtain an audit under section 477 of the Companies Act 2006. The financial statements have been prepared in accordance with the special provisions relating to the small companies regime within Part 15 of the Companies Act 2006.

J.C. Whilton Limited t/a Icon Partnership
Statement Of Affairs as at 18 February 2015

A - Summary of Assets

Assets	Book Value £	Estimated to Realise £
Assets subject to fixed charge:		
Assets subject to floating charge:		
Fixtures & Fittings	250 00	NIL
Stock	225,532 00	1 00
Book Debts	214,012 00	105,000 00
Cash at Bank	59,230 00	59,230 00
Goodwill		NIL
Uncharged assets		
Estimated total assets available for preferential creditors		164,231 00

Signature _____ Date _____

J C Whilton Limited t/a Icon Partnership
Statement Of Affairs as at 18 February 2015

A1 - Summary of Liabilities

	Estimated to Realise £
Estimated total assets available for preferential creditors (Carried from Page A)	164,231 00
Liabilities	
Preferential Creditors -	
Employee Arrears/Hol Pay	2,857 00
	2,857 00
Estimated deficiency/surplus as regards preferential creditors	161,374 00
Debts secured by floating charge pre 15 September 2003	
Other Pre 15 September 2003 Floating Charge Creditors	NIL
	161,374 00
Estimated prescribed part of net property where applicable (to carry forward)	35,274 80
Estimated total assets available for floating charge holders	126,099 20
Debts secured by floating charges post 15 September 2003	
Lloyds Commercial Finance Limited	NIL
Technical & General Guarantee Co S A	NIL
	NIL
Estimated deficiency/surplus of assets after floating charges	126,099 20
Estimated prescribed part of net property where applicable (brought down)	35,274 80
Total assets available to unsecured creditors	161,374 00
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	
Trade & Expense Creditors	884,156 00
Employees Wage Arrears	3,781 00
Employees Redundancy & PILON	18,129 00
HM Revenue & Customs - VAT	55,925 00
HM Revenue & Customs - PAYE / NIC	3,356 00
	965,347 00
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall in respect of F C's post 14 September 2003)	(803,973 00)
Estimated deficiency/surplus as regards creditors	(803,973 00)
Issued and called up capital	
Ordinary A Shareholders	827 00
Ordinary B Shareholders	173 00
	1,000 00
Estimated total deficiency/surplus as regards members	(804,973 00)

Signature _____ Date _____

Smith Cooper Limited
J.C. Whilton Limited t/a Icon Partnership
A3 - Floating Charge Creditors Statement of Affairs Figures

Key	Name	£
CL00	Lloyds Commercial Finance Limited	0 00
CT00	Technical & General Guarantee Co S A	0 00
2 Entries Totalling		0.00

Signature _____

Smith Cooper Limited
J.C. Whilton Limited t/a Icon Partnership
A4 - Preferential Creditors Statement of Affairs Figures

Key	Name	£
CE00	Employees Wage Arrears / Holiday Pay	2,857 00
1 Entries Totalling		2,857.00

Signature _____

Smith Cooper Limited
J.C. Whilton Limited t/a Icon Partnership
A5 - Unsecured Creditors Statement of Affairs Figures

Key	Name	£
CC00	Cargo Link Express Limited	376,972 99
CE01	Employees Wage Arrears	3,781 00
CE02	Employees Redundancy & PILON	18,129 00
CH00	H M Revenue & Customs	0 00
CH01	H M Revenue & Customs - PAYE / NIC	3,356 00
CH02	H M Revenue & Customs - VAT	55,925 00
CH03	H M Revenue & Customs	0 00
CH04	H M Revenue & Customs	0 00
CH05	Heavyweight Air Express Limited	48,820 26
CM00	Maesa Group SA	458,195 40
CN00	Nuance UK	0 00
CS00	@David Strickley	167 84
12 Entries Totalling		965,347.49

@ - Denotes associate creditor

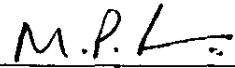
Signature _____


J.C. Whilton Limited t/a Icon Partnership
(In Administration)
Joint Administrators' Abstract of Receipts & Payments
To 25/02/2015

S of A £		£	£
ASSET REALISATIONS			
NIL	Fixtures & Fittings	500 00	
1 00	Stock	1 00	
105,000 00	Book Debts	106,018 80	
59,230 00	Cash at Bank	NIL	
NIL	Goodwill	6,999 00	
			113,518 80
COST OF REALISATIONS			
(312 00)	Specific Bond	NIL	
(5,411 30)	Pre-Appointment Administrators Fees	NIL	
(25,000 00)	Post Appointment Administrators Fee	NIL	
(500 00)	Post Appointment Administrators Dis	NIL	
(1,000 00)	Pre-Appointment Commercial Debt Fe	NIL	
(1,654 00)	Pre-Appointment Agents Fees	NIL	
(250 00)	Post Appointment Agents Fees	NIL	
(7,110 00)	Pre-Appointment Legal Fees	NIL	
(50 00)	Pre-Appointment Legal Disbursement	NIL	
(1,500.00)	Post Appointment Legal Fees	NIL	
(200.00)	Post Appointment Legal Disbursemen	NIL	
(120 00)	Re-Direction of Mail	NIL	
(136 40)	Statutory Advertising	NIL	
			NIL
PREFERENTIAL CREDITORS			
(2,857 00)	Employee Arrears/Hol Pay	NIL	
			NIL
FLOATING CHARGE CREDITORS			
NIL	Lloyds Commercial Finance Limited	NIL	
NIL	Technical & General Guarantee Co S	NIL	
			NIL
UNSECURED CREDITORS			
(884,156 00)	Trade & Expense Creditors	NIL	
(3,781 00)	Employees Wage Arrears	NIL	
(18,129 00)	Employees Redundancy & PILON	NIL	
(55,925 00)	HM Revenue & Customs - VAT	NIL	
(3,356 00)	HM Revenue & Customs - PAYE / NIC	NIL	
			NIL
DISTRIBUTIONS			
(827 00)	Ordinary A Shareholders	NIL	
(173 00)	Ordinary B Shareholders	NIL	
			NIL
(848,216.70)			113,518.80
REPRESENTED BY			
	Bank 1 Deposit		113,518 80
			113,518.80

Note

The amounts stated are net of VAT



 Dean Nelson
Joint Administrator

J.C. Whilton Limited t/a Icon Partnership
(In Administration)
Joint Administrators' Estimated Outcome Statement
To 25/02/2015

Statement of Affairs		Realised / Paid	Projected	Total £
ASSET REALISATIONS				
NIL	Fixtures & Fittings	500 00	NIL	500 00
1 00	Stock	1 00	NIL	1 00
105,000 00	Book Debts	106,018 80	NIL	106,018 80
59,230 00	Cash at Bank	NIL	59,230 00	59,230 00
NIL	Goodwill	6,999 00	NIL	6,999 00
		113,518 80	59,230 00	172,748 80
COST OF REALISATIONS				
(312 00)	Specific Bond	NIL	312 00	312 00
(5,411 30)	Pre-Appointment Administrators Fees	NIL	5,411 30	5,411 30
(25,000 00)	Post Appointment Administrators Fees	NIL	25,000 00	25,000 00
(500 00)	Post Appointment Administrators Disbs	NIL	500 00	500 00
(1,000 00)	Pre-Appointment Commercial Debt Fees	NIL	1,000 00	1,000 00
(1,654 00)	Pre-Appointment Agents Fees	NIL	1,654 00	1,654 00
(250 00)	Post Appointment Agents Fees	NIL	250 00	250 00
(7,110 00)	Pre-Appointment Legal Fees	NIL	7,110 00	7,110 00
(50 00)	Pre-Appointment Legal Disbursements	NIL	50 00	50 00
(1,500 00)	Post Appointment Legal Fees	NIL	1,500 00	1,500 00
(200 00)	Post Appointment Legal Disbursements	NIL	200 00	200 00
(120 00)	Re-Direction of Mail	NIL	120 00	120 00
(136 40)	Statutory Advertising	NIL	136 40	136 40
		NIL	(43,243.70)	(43,243 70)
PREFERENTIAL CREDITORS				
(2,857 00)	Employee Arrears/Hol Pay	NIL	2,857 00	2,857 00
		NIL	(2,857 00)	(2,857 00)
FLOATING CHARGE CREDITORS				
NIL	Lloyds Commercial Finance Limited	NIL	NIL	NIL
NIL	Technical & General Guarantee Co S A	NIL	NIL	NIL
		NIL	NIL	NIL
UNSECURED CREDITORS				
(884,156 00)	Trade & Expense Creditors	NIL	115,984 34	115,984 34
(3,781 00)	Employees Wage Arrears	NIL	493 92	493 92
(18,129 00)	Employees Redundancy & PILON	NIL	2,368 32	2,368 32
(55,925 00)	HM Revenue & Customs - VAT	NIL	7,332 93	7,332 93
(3,356 00)	HM Revenue & Customs - PAYE / NIC	NIL	468 59	468 59
		NIL	(126,648 10)	(126,648 10)
DISTRIBUTIONS				
(827 00)	Ordinary A Shareholders	NIL	NIL	NIL
(173 00)	Ordinary B Shareholders	NIL	NIL	NIL
		NIL	NIL	NIL
(848,216 70)		113,518 80	(113,518 80)	0 00
REPRESENTED BY				
	Bank 1 Deposit	113,518 80	(113,518 80)	NIL
		113,518 80	(113,518 80)	NIL

FEES AND DISBURSEMENTS COMMENCING 1 JULY 2014

APPENDIX ✓

Smith Cooper
St Helens House
King Street
Derby
DE1 3LF

W smithcooper.co.uk

T 01332 332021

F 01332 650290

VAT 123354934

Charge Out Rates

Grade	Charge out rate (£ per hour)
Partner	323
Director	231
Manager	173
Assistant Manager	173
Senior Insolvency Administrator	147
Administrator	116
Junior Administrator	79
Cashier	79
Other	55

Time costs are calculated using 6 minute units

The Office Holder does not recover the costs of support staff other than where their time is specifically incurred and can be identified in dealing with work undertaken on a specific engagement

Agent's Costs

Charged at cost based upon the charge made by the Agent instructed, the term Agent includes

- Solicitors/Legal Advisors
- Auctioneers/Valuers
- Accountants
- Quantity Surveyors
- Estate Agents
- Other Specialist Advisors

Disbursements

In accordance with Statement of Insolvency Practice 9 (SIP9) the basis of disbursement allocation in respect of disbursements incurred by the Office Holder in connection with the administration of the estate must be fully disclosed to creditors. Disbursements are categorised as either Category 1, being expenses directly referable to a third party, eg statutory advertising, external meeting room hire, specific bond insurance and courier costs, external archive, storage and subsequent destruction and Company Search fees, or Category 2, being expenses incurred by the firm and recharged to the estate, which may include a profit element, eg postage, stationery and storage

Category 1 disbursements are recoverable in full from the estate without the prior approval of creditors. Category 2 disbursements are recoverable in full from the estate, subject to the basis of the disbursement allocation being approved by creditors in advance.

Category 2 disbursements are proposed to be recovered as follows -

Postage	Charged at actual cost (first class)
Photocopying	Recharged at 17p per sheet
Storage	Charged at cost
Room Hire	£50 per meeting held Smith Cooper offices
Archiving case files & closure	Recharged at £42.70 per box
Archiving records & closure	Recharged at £9.55 per box
Mileage	45p per mile

Offices at Alfreton, Ashbourne, Birmingham, Burton on Trent, Buxton, Derby, Ilkeston, Nottingham

Smith Cooper is the trading name of SC Advisory Services Limited, a company registered in England. Registered number 7678255. Registered Office: St Helen's House, King Street, Derby DE1 3EE. A list of directors is available for inspection at the above address.



Dean Nelson is licensed in the UK as an Insolvency Practitioner by the Institute of Chartered Accountants in England and Wales. When acting as Receiver, Administrative Receiver or Administrator he acts as agent only, without personal liability and when acting as Administrator, the affairs, business and property of the company is being managed by him.

SC Advisory Services Limited is regulated for a range of investment business activities by The Institute of Chartered Accountants in England & Wales.

J C WHILTON LIMITED - IN ADMINISTRATION

SUMMARY OF TIME SPENT IN THE PERIOD FROM 4 FEBRUARY 2015 TO 18 FEBRUARY 2015

CLASSIFICATION OF WORK FUNCTION	HOURS SPENT					TOTAL COSTS £	AVERAGE HOURLY RATE £
	Partners/ Directors	Manager	Other/Senior Professionals	Assistants & Support Staff	Total Hours		
Case Administration and Planning	8 60	9 10	-	1 00	18 70	3,639 90	194 65
Realisation of Assets	6 10	-	-	-	6 10	1,409 10	231 00
Creditors	1 50	-	-	0 20	1 70	362 30	213 12
Total Hours	16 20	9 10	-	1 20	26 50		
Total Costs £	3,742 20	1,574 30	-	94 80		5,411 30	204.20

J C WHILTON LIMITED - IN ADMINISTRATION

SUMMARY OF TIME SPENT IN THE PERIOD FROM 18 FEBRUARY 2015 TO 23 FEBRUARY 2015

CLASSIFICATION OF WORK FUNCTION	HOURS SPENT					TOTAL COSTS £	AVERAGE HOURLY RATE £
	Partners/ Directors	Manager	Other/Senior Professionals	Assistants & Support Staff	Total Hours		
Case Administration and Planning	2 10	0 60	-	0 90	3 60	660 00	183 33
Investigations	0 10	-	-	-	0 10	23 10	231 00
Realisation of Assets	0 40	1 40	-	-	1 80	334 60	185 89
Cashiering	-	0 40	-	0 90	1 30	140 30	107 92
Creditors	2 10	6 30	-	0 60	9 00	1,622 40	180 27
Total Hours	4 70	8 70	-	2 40	15 80		
Total Costs £	1,085 70	1,505 10	-	189 60		2,780 40	175 97

Rule 2.35

Notice of a meeting of Creditors

Name of Company J C Whilton Limited t/a Icon Partnership	Company number 04069047
In the High Court of Justice, Chancery Division, Manchester District Registry (full name of court)	Court case number 2135 of 2015

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

Notice is hereby given by
Dean Nelson
Smith Cooper Limited
St Helen's House
King Street
Derby
DE1 3EE

Nick Lee
Smith Cooper Limited
158 Edmund Street
Birmingham
B3 2HB

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

that a meeting of creditors of
J C Whilton Limited t/a Icon Partnership
2 Lace Market Square
Nottingham
NG1 1PB

(c) Insert details of place
of meeting

is to be held at
2 Lace Market Square, Nottingham, NG1 1PB

(d) Insert date and time
of meeting

on 19 March 2015 at 11 00 am

The meeting is

*Delete as applicable

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

A proxy form is enclosed which should be completed and returned to me by the date of the
meeting if you cannot attend and wish to be represented

In order to be entitled to vote under Rule 2 38 at the meeting you must give to me, not later
than 12 00 hours on the business day before the day fixed for the meeting, details in writing
of your claim

Signed M. P. L.

Joint Administrator

Dated 25.02.14

*Delete as applicable

A copy of the proposals is attached

ABSTRACT FROM THE INSOLVENCY RULES 1986

CREDITORS' ENTITLEMENT TO VOTE

Rule 2.38 Entitlement to Vote

2 38 (1) **(Conditions for voting)** Subject as follows, at a meeting of creditors in administration proceedings a person is entitled to vote only if -

(a) He has given to the Administrator, not later than 12 00 hours on the business day before the day fixed for the meeting, details in writing of the debt which -

(i) he claims to be due to him from the company or

(ii) in relation to a Member State Liquidator, is claimed to be due to creditors in proceedings in relation to which he holds office

(b) the claim has been duly admitted under the following provisions of this Rule, and

(c) there has been lodged with the Administrator any proxy which he intends to be used on his behalf,

And details of the debt must include any calculation for the purposes of Rule 2 40 to 2 42

2 38(2) **(Voting despite failure to comply with r.2.38(1)(a)).** The chairman of the meeting may allow a creditor to vote, notwithstanding that he has failed to comply with paragraph (1)(a), if satisfied that the failure was due to circumstances beyond the creditor's control

2 38(3) **(Call for documents to substantiate claim)** The Chairman of the meeting may call for any document or other evidence to be produced to him, where he thinks it necessary for the purpose of substantiating the whole or any part of the claim

2 38(4) **(Calculation of votes).** Votes are calculated according to the amount of a creditor's claim as at the date on which the company entered Administration, less any payments that have been made to him after that date in respect of his claim and any adjustment by way of set-off in accordance with Rule 2 85 as if that Rule were applied on the date that the votes are counted

2 38(5) **(Unliquidated debts).** A creditor shall not vote in respect of a debt for an unliquidated amount, or any debt whose value is not ascertained, except where the chairman agrees to put upon the debt an estimated minimum value for the purpose of entitlement to vote and admits the claim for that purpose

2 38(6) **(Votes cast only once).** No vote shall be cast by virtue of a claim more than once on any resolution put to the meeting

2 38(7) **(Creditor's vote priority over Member State Liquidator)** Where -

(a) a creditor is entitled to vote under this Rule,

(b) has lodged his claim in one or more sets of other proceedings, and

(c) votes (either in person or by proxy) on a resolution put to the meeting, and

- (d) the Member State Liquidator casts a vote in respect of the same claim,
Only the creditor's vote shall be counted

2 38(8) **(Voting in more than one set of proceedings).** Where -

- (a) a creditor has lodged his claim in more than one set of other proceedings, and
- (b) more than one Member State Liquidator seeks to vote by virtue of that claim,

The entitlement to vote by virtue of that claim is excisable by the Member State Liquidator in main proceedings, whether or not the creditor has lodged his claim in the main proceedings

2 38(9) **(Creditor and Member State Liquidator single claim).** For the purposes of paragraph (6), the claim of a creditor and of any Member State Liquidator in relation to the same debt are a single claim

2 38(10) **(“Other proceedings”).** For the purposes of paragraphs (7) and (8), “other proceedings” means main proceedings, secondary proceedings or territorial proceedings in another Member State.

CREDITOR QUESTIONNAIRE
INVESTIGATION INTO THE AFFAIRS OF
J.C. WHILTON LIMITED T/A ICON PARTNERSHIP

- 1 Creditors' Name and Address

- 2 Estimated claim

- 3 If the estimated claim exceeds the credit limit, on what basis or terms was the additional credit allowed?

- 4 Please provide details of any comfort, security or assurance given to you to allow continuation of credit

- 5 When were you first aware that there were difficulties in getting payment and what was the evidence of this (e g extended credit, lump sum payments, dishonoured cheques)?

- 6 Please provide details, including dates, of any writs, summons, decrees or other legal action you took to recover your debt

7. Please provide details of any cheques which were dishonoured, including dates and amounts

8 Are there any particular matters you feel should be considered? If so, please provide brief details

Date . . .

Signature . . .

Name . (block capitals please)

Position . .

Proxy (Administration)

J.C. WHILTON LIMITED T/A ICON PARTNERSHIP

Name of Creditor _____

Address _____

Name of Proxy Holder

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.

1 _____

2 _____

3 _____

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 19 March 2015, 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 appropriate

1 For the acceptance/rejection* of the administrator's proposals as circulated

2 For the appointment of

of

representing _____

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

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

PROOF OF DEBT - GENERAL FORM

**In the matter of J.C. Whilton Limited t/a Icon Partnership
In Administration
and in the matter of The Insolvency Act 1986**

Date of Administration Order 18 February 2015

1	Name of Creditor	
2	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 liquidation (see note)	£
4	Details of any document by reference to which the debt can be substantiated [Note the liquidator may call for any document or evidence to substantiate the claim at his discretion]	
5	If the total amount shown above includes Value Added Tax, please show - (a) amount of Value Added Tax (b) amount of claim NET of Value Added Tax	£ £
6	If total amount above includes outstanding uncapitalised interest please state amount	£
7	If you have filled in both box 3 and box 5, please state whether you are claiming the amount shown in box 3 or the amount shown in box 5(b)	
8	Give details of whether the whole or any part of the debt falls within any (and if so which) of the categories of preferential debts under section 386 of, and schedule 6 to, the Insolvency Act 1986 (as read with schedule 3 to the Social Security Pensions Act 1975)	Category Amount(s) claimed as preferential £
9	Particulars of how and when debt incurred	
10	Particulars of any security held, the value of the security, and the date it was given	£
11	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or relation to creditor	

J. C. Whilton Limited t/a Icon Partnership ("Company" or "Whilton")

**SIP 16 Pre-Packaged Administration
Justification Summary**

Source of the Administrators introduction

I confirm that my firm was contacted by the board of directors upon the advice of their solicitors, Shakespeares, in September 2012. My firm was immediately instructed to advise the board of directors of the Company as to the risks available to them pursuant to Section 214 of the Insolvency Act 1986 (Wrongful Trading) and advise on the options and actions in mitigating any such claim arising in the event that the Company was placed into a formal insolvency procedure.

The extent of the Administrators' involvement prior to appointment

Since delivering the phase of work referred to above, back in 2012, my firm has retained contact with the board given its balance sheet position but no formal advice was given / sought until I was requested to meet with the board on 4 February 2015 following receipt of demand for payment from one of the Company's major creditors who was holding a lien over the Company's stock.

Michael Roome, an employee and Director of Business Recovery & Insolvency at Smith Cooper met with David Strickley on 4 February 2015. Initial informal discussions examined the options that were open to the Company including continuing to trade, cash injections and a Company Voluntary Arrangement.

It was immediately apparent, due to the lien held over the Company's only stock, that a formal insolvency process was the appropriate course of action and that Administration would provide the best return for creditors.

More detailed discussions were held regarding the possibility of finding a purchaser for the Company's business and assets as a going concern within an Administration process, as this would maximise the asset values compared to the value that would be achievable on cessation of trade and subsequent Liquidation.

It was hoped that a purchaser could be immediately found to continue the Company's business and avoid any detriment to goodwill and employees' liabilities crystallising on Liquidation and on cessation of trade.

Details of any marketing activities conducted by the Company and/or Administrators

The advising members, prior to their appointment, marketed the Company's distressed business and assets for sale as a going concern on behalf of the Company. Sales particulars were circulated, on a no name basis, to clients of their firm and to a database of over 140 interested parties and acquirers requesting expressions of interest.

We were approached by two parties who expressed an interest in acquiring the Company's business and assets. However, only one formal offer was forthcoming, before the deadline given, which was received from Ikon Perfumes Limited ("Ikon").

Various offers were received from Ikon and, after substantial negotiations, an offer of £113.5k, for the Company's interest in the goodwill, stock (subject to lien), fixtures and fittings and book debts, was reviewed and recommended to be accepted in view of the anticipated realisable value of the Company's assets on a break-up basis, on the advice of my agents, Kumar & Company, chartered surveyors, auctioneers and valuers of Birmingham ("Kumar"), and Colligant Limited ("Colligant"), a commercial debt recovery specialist based in Nottingham.

The names and professional qualifications of the valuers and confirmation that they have confirmed their independence

I confirm that the chattel agent, Rajiv Kumar of Kumar, has confirmed his independence and that of his firm in undertaking the valuation, he has had no prior involvement with the Company Mr Kumar is a RICS registered valuer

John Miles, the commercial debt collection specialist, of Colligant, has 30 years experience in debt recovery and legal services, across the commercial sector, with a specialism in worldwide debt recovery Mr Miles has also confirmed his independence and that of his firm in undertaking the valuation, he has had no prior involvement with the Company

Valuations obtained for the business or the underlying assets

My agents subsequently advised that the open market value of the chattel assets under offer both in and ex situ, excluding stock and book debts, would have little or no value

Kumar also provided a valuation of the stock, subject to the lien, in situ of £200k and ex situ of £40k respectively

My solicitors, Howes Percival, subsequently confirmed the validity of the lien in favour of a third party who were owed in the region of £426k Therefore, it was clear that upon the advice provided that no further action should be taken in relation to that stock given that it would achieve no net realisable value for the benefit of creditors

Given the varied nature of the debtor ledger, I also sought advice from Colligant in relation to the collectability of the ledger in the event that Whilton was placed into an insolvency process Colligant reviewed the ledger in detail, discussed certain aspects with the director and advised that they would estimate a recovery of c £105k on the sums due and payable for the benefit of an insolvency process, after their costs, but before the costs incurred in an Administration specifically in dealing with pursuing the ledger, together with the legal costs that would naturally be incurred in assisting with the same

Despite marketing the business and assets for sale only one formal offer of £113.5k was received from Ikon for certain assets, which was recommended to be accepted by both Kumar and Colligant and is apportioned as follows

Goodwill	£6,999
Stock (subject to lien)	£1
Fixed assets	£500
Debtors	<u>£106,018</u>
	<u>£113,518</u>

The Company's cash at bank was excluded from the sale

The offer for the Company's interest in the assets was in excess of my agents forced sale valuation that would likely have been obtained on the Company's cessation of trade and subsequent Liquidation. Furthermore, not only have my agents indicated that they would not be able to guarantee an enhanced realisation of the assets should this offer not be proceeded with, but that there would be substantial costs incurred in pursuing the book debts

Kumar have not placed a value on goodwill but have recommended that the offer of c £7k be accepted following the extensive marketing and sales process undertaken by the Administrator prior to his appointment and the absence of any other offers being received, together with the general paucity of interest shown

Alternative courses of action considered by the Administrator and possible financial outcomes

The Company was experiencing cash flow difficulties, exacerbated by a lack of working capital at its disposal. Its liabilities owed to creditors were unable to be met as and when they fell due, evidenced by the repayment agreements that it had previously entered into with its two major creditors.

A Company Voluntary Arrangement ("CVA") was considered, however due to the impact of the lien and the projected level of working capital required to facilitate continued trading in its current structure, together with the level of overheads and finance commitments, it was clear that a proposal for a CVA would not have been viable in this instance.

Furthermore, a Creditors Voluntary Liquidation was also considered, however this would have resulted in the projected asset values reducing to a forced sale basis and employees liability crystallising on cessation of trade.

Prior to being appointed, the proposed Joint Administrators had considered whether trading the business as Joint Administrators, whilst simultaneously marketing it for sale, was a viable option. However, given the issues arising as a result of the lien the Joint Administrators did not have sufficient stock available at their disposal to facilitate continued trading whilst the sale of the business and assets of the Company was marketed / explored. Therefore, a sale of the Company's assets immediately following the Joint Administrator's appointment was necessary to mitigate any costs.

Administration and more importantly the sale of the Company's business and assets as a going concern facilitated a greater realisable value for the books, debts and chattel assets, whilst also resulting in a payment for goodwill.

An estimated outcome statement has been prepared as at 25 February 2015 and is attached to this report at Appendix IV.

Why it was not considered appropriate to trade the business, and offer it for sale as a going concern, during Administration

Whilst this moratorium was in place the proposed Joint Administrator's strategy was to try and extract an offer to purchase the Company's business and assets as a going concern with a view to affecting a sale on a pre-packaged basis shortly after appointment.

As stated above the proposed Joint Administrators had considered whether trading the business, whilst simultaneously marketing it for sale, was a viable option. However, given the issues arising as a result of the lien the Joint Administrators did not have sufficient stock available at their disposal to facilitate continued trading whilst the sale of the business and assets of the Company was marketed / explored.

Details of requests made to potential funders to fund working capital requirements

Whilst considering the viability of a CVA, an option to re-finance the current assets was explored, however as a result of the lien there were insufficient assets to leverage against and this option was not deemed viable.

It was apparent, due to the Company's precarious financial position, that the Company's existing funders were not prepared to provide any further extension to funding to assist the Company's short term working capital requirements. The director was asked whether he would be prepared to inject further working capital or provide the additional personal guarantees to assist the Company, however he was not in a position to do so therefore this option was not achievable.

Details of registered charges with dates of creation

Lloyds Commercial Finance Limited ("LCF") held an all assets debenture albeit, I understand that their indebtedness has now been settled and that the relevant satisfaction documents have been signed and submitted to the Registrar of Companies

Technical & General Guarantee Company S A ("TGGC") held a legal charge over cash sums, albeit, I understand that their indebtedness has now been settled and that this matter is currently with my solicitors to prepare and file the relevant satisfaction documents with the Registrar of Companies

Details of efforts made to consult with major creditors

Upon meeting with the board on 4 February the advising members have been in constant discussion with LCF as to the Administration strategy and the appropriate course of action, with the necessary consent being obtained from LCF in relation to the appointment when required

Date of the transaction

The transaction was completed shortly after the appointment of the Joint Administrators on 19 February 2015

Details of the assets involved and nature of the transaction

The allocation of the sale consideration and description of assets sold have been previously indicated above

The consideration for the transaction, terms of payment and any condition of the contract, which could materially affect the consideration

The total consideration under the asset sale and purchase agreement was £113.5k being payable in full on completion

A description of the other aspects of the transaction where the sale is part of a wider transaction

The sale is not part of a wider transaction

Details of any options, buy-back arrangements or similar conditions attached to the sale contract

None

The identity of the purchaser

The purchaser is Ikon Perfumes Limited ("Ikon") of Unit 3 Cygnus Court, Beverley Road, East Midlands Airport, Castle Donington, Derbyshire, DE74 2SA, company registration number 09445872

Details of any connection between the purchaser and the directors, shareholders or secured creditors of the Company or their associates

I have commented on this further in the following section

The names of the directors or former directors of the Company who are involved in the management or ownership of the purchaser, or of any other entity into which any of the assets are transferred

David Strickley is not listed as a director or shareholder of the purchaser. However, given that he is integral to the business he will be involved in the management of the purchaser.

The shares of Ikon are owned by HAE Global Limited ("HAE"). A former director of Whilton, Colin Richard White, is a minority shareholder and director of HAE. Mr White has not been a director of the Company for in excess of 20 months.

Details as to whether any directors had given guarantees for amounts due from the Company to a prior financier and whether that financier is financing the new business

I have made enquiries of the director and to the best of my knowledge and belief the director has not given any personal guarantees.

In Summary

The sale to Ikon has achieved the furtherance of the statutory objectives b and c as set out in Paragraph 3(1) of Schedule B1 of the Insolvency Act 1986 by

- The increased realisations for the chattel assets against that projected on a break up basis,
- Maximising asset realisations including obtaining a payment for goodwill and enhancing the projected recovery of the book debts,
- Mitigating the costs of realising the chattel assets on a forced sale basis
- A reduction in the claims arising in respect of redundancy and pay in lieu of notice of c £181k that would otherwise be furthered in the event that the business ceased to trade,
- Enabling a distribution to the preferential creditors,
- Enabling a distribution to unsecured creditors

2.12B

The Insolvency Act 1986

Notice of administrator's appointment

Name of Company J C Whilton Limited t/a Icon Partnership	Company number 04069047
In the High Court of Justice, Chancery Division, Manchester District Registry (full name of court)	Court case number 2135 of 2015

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

We
Dean Nelson
Smith Cooper Limited
St Helen's House
King Street
Derby
DE1 3EE

Nick Lee
Smith Cooper Limited
158 Edmund Street
Birmingham
B3 2HB

give notice that we were appointed as Joint Administrators of the above company on

(b) Insert date

18 February 2015

Signed

Dated

Joint Administrator (IP No 9443)

Contact Details:

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

Dean Nelson
Smith Cooper Limited
St Helen's House
King Street
Derby
DE1 3EE

DX Number

01332 332021
DX Exchange



A21

A46HCNN7
01/05/2015
COMPANIES HOUSE

#327

When you have completed and signed this form, please send it to the
Registrar of Companies at -
Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff