

**2.24B**

The Insolvency Act 1986

**Joint Administrators' progress report**

Name of Company

Berkshire GP Limited

Company number:

05507172

In the High Court of Justice, Chancery  
Division, Companies Court

(full name of court)

Court case number:  
5501 of 2016(a) Insert full  
name(s) and

I/We (a)

David Thurgood and Simon Underwood of

address(es) of

Menzies LLP, Lynton House, 7-12 Tavistock Square  
London, WC1H 9LT

administrator(s)

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

From

To

(b) Insert date

(b) 7 September 2016

(b) 6 March 2017

Signed

Joint Administrator(s)

Dated

4 April 2017

**Contact Details:**You do not have to give any contact  
information in the box opposite but ifyou 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 recordMenzies LLP  
Lynton House  
7-12 Tavistock Square  
London, WC1H 9LT

Tel: 020 7387 5868

DX Number

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

WEDNESDAY



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05/04/2017

#24

COMPANIES HOUSE

by Limited, Glasgow, Scotland

**Berkshire Nominee 1 Limited - High Court of Justice No. 5507 of 2016**  
**Berkshire Nominee 2 Limited - High Court of Justice No. 5505 of 2016**  
**Berkshire GP Limited – High Court of Justice No. 5501 of 2016**  
**(All In Administration)**

**Joint Administrators' Six Monthly Progress Report**  
**In accordance with Rule 2.47 of the Insolvency Rules 1986 (as amended)**

**Dated: 4 April 2017**

**If you require any further information please contact:**  
**Caroline Davenport – 020 7465 1956 or [cdavenport@menzies.co.uk](mailto:cdavenport@menzies.co.uk)**

<b>Name of Joint Administrators:</b>	Simon James Underwood & David Robert Thurgood Menzies LLP Lynton House 7-12 Tavistock Square London WC1H 9LT
<b>Date of appointment:</b>	7 September 2016
<b>Report period to:</b>	6 March 2017
<b>Appointed by:</b>	Appointed by the qualifying floating charge holder in accordance with Paragraph 14 of Schedule B1 to the Insolvency Act 1986.
<b>Court reference:</b>	High Court of Justice 5507 of 2016 High Court of Justice 5505 of 2016 High Court of Justice 5501 of 2016
<b>Functions of Joint Administrators:</b>	In accordance with Paragraph 100(2) of Schedule B1 of the Insolvency Act 1986 the functions of the Joint Administrators are being exercised by either of them.
<b>Details of any extension to the initial period of appointment:</b>	None

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## GLOSSARY OF TERMS

Berkshire Nominee 1 Limited	"Nom 1"
Berkshire Nominee 2 Limited	"Nom 2"
Berkshire GP Limited	"GP Limited"
Berkshire Nominee 1 Limited, Berkshire Nominee 2 Limited & Berkshire GP Limited	"the Companies"
The Insolvency Act 1986 (as amended)	"the Act"
Schedule B1 of the Act	"the Schedule"
The Insolvency Rules 1986 (as amended)	"the Rules"

## INTRODUCTION

- 1.1 In accordance with Rule 2.47 of the Rules, I now report on the progress made in the administrations of the Companies during the six months ended 6 March 2017.
- 1.2 This report should be read in conjunction with the Joint Administrators' Statement of Proposals ("the Proposals") dated 1 November 2016, copies of which are attached at Appendix IV. The Proposals were deemed to have been approved on 16 November 2016.

## 2. COMPANY INFORMATION

- 2.1 A schedule of statutory information in respect of the Companies is attached at Appendix I.
- 2.2 The Companies form part of the "Shoreham Airport" group, which owns the Brighton City Airport site extending approximately 242 acres and comprises three runways and a portfolio of property, including a number of industrial units and two listed buildings.
- 2.3 Creditors should please refer to the Proposals dated 1 November 2016 for a detailed history of the Companies.

## 3. PROGRESS TO DATE

- 3.1 The manner in which the affairs and property of the Companies have been managed since the appointment of Joint Administrators and how they will continue to be managed are set out below. Attached at Appendix II are receipts and payments accounts for the period.

### *Progress to Date*

- 3.2 As mentioned in my proposals that were circulated to all known creditors, it is the intention of the Administrators to complete a sale of the Companies' assets, being the airport land and buildings, without being on a forced sale basis.
- 3.3 The Joint Administrators are continuing to operate the business of Nom 1 and Nom 2, with the approval of the secured creditor, Longbow Investments No. 3 S.A.R.L. ("Longbow") with the intention of developing the airport site as a whole in order to improve the asset and increase its overall value. It is hoped this medium term strategy will enable a sale of the land and property, to enable a significant distribution to be made to the secured creditor.
- 3.4 In order to achieve a successful sale of the site, property development agents Tavis House Properties Limited ("Tavis House") have been engaged to provide a strategy report and oversee the development and rejuvenation of the site, which can be split into two areas. Firstly, the joint development with New Monks Farm Limited (BHA Football Club) ("NMF") for the development of approximately 600 new houses, employment space and a new access road on land adjoining NMF and Shoreham Airport.
- 3.5 To date this has involved Tavis House commissioning architects and other specialist advisers to assist in the design and submission of an outline planning application. Local planning inspectors have visited the site and the formal application will be submitted to local councils and the Secretary of State for independent inspection and review in April 2017. Tavis House have engaged a professional team with local experience, with estimated costs provided to

the Administrators and secured creditors for approval, to produce reports provided for the planning application and ongoing development.

- 3.6 Key issues identified to date that will require resolution will include highways and access, flooding, and the visual impact of the scheme from the South Downs National Park.
- 3.7 The second stage of the development is the construction of a new sea wall, along the Shoreham Airport property border. I have been liaising directly with the Environment Agency to discuss the location, timeframe and issues arising following the initial plans for the construction of the sea wall. There are numerous complex issues to be resolved in this major project to ensure all stakeholders are protected as far as possible. To date it is estimated that this will not be completed until late 2018.
- 3.8 During the course of this reporting period, in dealing with the above developments and ongoing business of the Companies, myself and my staff have met and attended numerous meetings with the following:

***Development of site***

- The freehold landowners – Brighton & Hove City Council and Worthing Borough Council, to discuss the purchase of the freehold or extension of the long leasehold, planning applications etc.;
- The property development agent – Tavis House;
- The Environment Agency;
- An open event updating the local community and stakeholders;
- Brighton City Airport Limited ("BCAL"), to discuss numerous issues;
- The secured creditor – Longbow to discuss the ongoing strategy; and
- Solicitors, Gowlings WLG (UK) LLP ("Gowlings"), engaged to liaise with the environment agency.

***Day to day operations***

- The property management agents – Egan Property Asset Management Limited ("EPAM"), to agree short terms lets, manage quarterly rent and service charge income etc.;
- Alternative property management agents, to consider engaging following a change in staffing at EPAM;
- Tenants of the leasehold properties;
- Potential tenants for vacant sites;
- BCAL, to discuss the current lease agreement and gather financial information etc.;
- Gowlings to deal with real estate issues and other ad hoc matters; and
- The secured creditor – Longbow to provide regular updates.

- 3.9 In addition to the above, the following statutory duties have been carried out:

- Formally notifying all creditors of the appointments
- Writing to the Companies' pre-appointment bankers, Coutts & Company ("Coutts"), requesting the Companies' accounts be closed
- Liaising with the directors regarding various matters including preparation and submission of a Statement of Affairs for each of the Companies
- Instructing solicitors in relation to real estate issues and other legal matters
- Completing investigations into the events leading up to the Administrations and the conduct of the directors
- Submitting my confidential reports to the Insolvency Service
- Notifying HM Revenue & Customs ("HMRC") of the appointments
- Preparing and submitting returns to HMRC
- Liaising with unsecured creditors regarding claims and enquiries
- Liaising with the Companies pre-appointment insurers

- Instructing my own insurers to review the Companies' trading site, conduct a health and safety survey and review the pre-appointment policies to establish their viability during the Administration period
- Drafting proposals and reports to creditors
- Addressing any other statutory duties associated with the Administrations

## 4. ASSETS

- 4.1 As mentioned above, the intention of the Administrators is to complete a sale of the assets held within the Shoreham Airport Group, which were estimated within the accounts of the Group as at March 2016, as follows:

<u>Ownership</u>	<u>Ownership</u>	<u>Land</u>	<u>Estimated in Group Accounts as at March 2016</u>
Albemarle Shoreham Airport Limited	Long Leasehold (Airport Lease)	Terminal Building, operational land, perimeter land & aviation square	£4.1 million
Albemarle(Shoreham) LLP	Freehold	1 Acre Site	£150,000
Albemarle(Shoreham) LLP	Long leasehold (Commercial Lease)	Plot 1, Plot 16 & expansion land surrounding areas	£1.545 million
Berkshire Nominee 1 & 2	Long Leasehold (Commercial Lease)	Investment Property - East and West	£15 million
<b>Total</b>			<b>£20.795 million</b>

### Nom 1 & Nom 2 Assets

#### *Land and Property/ Rental Income*

- 4.2 Nom 1 and Nom 2 hold registered titles under the long term commercial lease of the site, for commercial and industrial land and buildings on the East and West side of the Airport site. This had a book value of £15 million in the Companies accounts as at March 2016. The land and property comprises 15 occupational leases and 15 ground leases, with an estimated annual income of circa £850,000.
- 4.3 Part of the site development, includes the additional funding from Longbow to improve the overall appearance of these properties in order to increase the marketing potential. Whilst this is being undertaken EPAM have been engaged to continue to property manage these offices and industrial units, including the collecting of quarterly rent, services charges, maintaining the books and records, arranging payments of utilities and services, maintaining buildings and public areas and arranging re-lettings and lease renewals.
- 4.4 During this reporting period, the following funds have been realised in relation to the leased properties:

<b>Income</b>	<b>Amount (£)</b>
Rental Income	316,068.00
Security Charges	26,704.80
Insurance	4,511.67
Water	2,253.86
Service Charge Contributions	19,366.33
Electric	702.35
<b>Total</b>	<b>369,607.01</b>

## *Book Debts*

- 4.5 As at the date of Administration, the director advised there were outstanding amounts due in relation to outstanding rent of £5,270.00 and services charges of £42,901. I understand EPAM are continuing to collect these outstanding amounts.

## *Cash at Bank*

- 4.6 Nom 1 and Nom 2 operated a client account through EPAM, which had a balance of £64,828.55 as at the date of Administration. EPAM continue to operate this account, under the supervisor of the Joint Administrators. Following the receipts of additional rental income £388,000 has been transferred to the Administration bank account.

## *Inter Company Debt*

- 4.7 The Companies' accounts show Nom 1 and Nom 2 provided a loan of £1.042 million to Albemarle Shoreham Airport Limited (In Administration) ("ASAL") to help fund the trading of ASAL. ASAL was also placed into Administration on 7 September 2016, and accordingly it is not expected this amount will be recoverable.

## *Bank Interest Gross*

- 4.8 Bank interest of £84.53 has been realised during the period of this report.
- 4.9 I am not aware of any assets in GP Limited, other than shares in its subsidiaries, being Nom 1 and Nom 2. Accordingly, there have been no assets realisation in GP Limited to date.

## **5. INVESTIGATIONS**

- 5.1 The Companies' affairs have been investigated and, in accordance with Section 7(3) of the Company Directors Disqualification Act 1986, a submission on the directors' conduct has been filed with the Secretary of State. The content of these reports is confidential.
- 5.2 No matters were uncovered during my investigations which I considered may lead to further recoveries.

## **6. CREDITORS' CLAIMS**

### *Secured creditors*

- 6.1 Longbow hold a fixed and floating charge over the Companies, in relation to a mezzanine loan facility of £15.4 million, provided to Single Source Aviation Brighton LLP ("Single Source"), a corporate designated member of Albemarle(Shoreham) LLP. Following additional drawdowns on the facility, together with interest, charges and a minimum percentage return, the amount due to Longbow as at the date of Administration was £24,073,480.
- 6.2 Longbow will be relying on its fixed and floating charge in order to recover the outstanding balance. At this stage, it is not yet known if Longbow will be repaid in full.



- 6.3 It should be noted that Companies House, lists a number of outstanding charges registered against the Companies in favour of Nationwide. It is understood Nationwide was paid out in full when the facility agreement was taken out with Longbow, however notices of satisfaction of charge have yet to be lodged with Companies House.

## *Unsecured preferential creditors*

- 6.4 None of the Companies have any employees, accordingly there are no unsecured preferential creditor claims.

## *Prescribed Part*

- 6.5 There are provisions in the insolvency legislation that require the administrators to set aside a percentage of a company's assets for the benefit of the unsecured creditors in cases where the company gave a floating charge over its assets to a lender on or after 15 September 2003. This is known as the prescribed part of the company's net property. A company's net property is that amount left after paying the preferential creditors, but before paying the lender who holds a floating charge. The administrators have to set aside:

50% of the first £10,000

20% of the remaining net property up to a maximum of £600,000

- 6.6 The Companies provided floating charges to Longbow in June 2014. Given there is a qualified floating charge holder, the prescribed part provision will apply. Creditors should note however, that I intend to seek legal advice for clarification as to whether the rental income received from the properties should be treated as a fixed charge or floating charge realisation under Longbow's security.
- 6.7 At present I am unable to advise on the expected value of net property available in Nom 1 and Nom 2 as this will be dependent upon the level of rental income received and it is uncertain how long the Administrations will continue.
- 6.8 There is not expected to be any prescribed part distribution available to creditors of GP Limited.

## *Unsecured non-preferential creditors*

- 6.9 As at the date of my Proposals, the only creditor claim I was aware of, was the amount due to Longbow of £17,694,472.00 as per the company accounts.
- 6.10 To date, in addition to the Longbow debt, I am aware of the following unsecured non-preferential creditor claims of Nom 1 & Nom 2:

Creditor	Amount (£)
Adur & Worthing Councils	77,308.94
Brighton City Airport Limited	480.00
Single Source Aviation Brighton LLP	11,840,216.00
<b>Total</b>	<b>11,918,004.94</b>

- 6.11 At this stage, the inter-company balance due to Single Source has not been reconciled nor investigated any further.
- 6.12 I have also received a proof of debt form from HMRC in relation to pre-appointment VAT due of £5,997.00.
- 6.13 The Joint Administrators will adjudicate upon the non-preferential unsecured creditor claims if and when there are funds available to enable a prescribed part dividend to be paid.

## **7. DIVIDEND PROSPECTS**

### *Secured Creditors*

- 7.1 Based on expected realisations, there will be sufficient funds available to enable a distribution to be paid to secured creditors of the Companies, however the value of any distribution is as yet uncertain.

### *Unsecured preferential Creditors*

- 7.2 As mentioned above, there are no unsecured preferential creditors of the Companies.

### *Unsecured non-preferential Creditors*

- 7.3 Based on current information available, it is not expected there will be funds available to distribute a dividend to unsecured non-preferential creditors, other than by way of a prescribed part distribution.

## **8. COSTS AND EXPENSES**

### *Joint Administrators' post appointment remuneration*

- 8.1 Given a creditors' committee was not formed and that there will be insufficient funds available to enable a distribution to be made to unsecured creditors, other than by way of a prescribed part distribution, it is for the secured creditor to approve the Joint Administrators' remuneration.
- 8.2 On 5 January 2017, the secured creditor resolved for Nom 1 that "that the Joint Administrators be remunerated on a time costs basis subject by reference to the time properly given by them and their staff in attending to matters arising in the Administration and that the Joint Administrators can only draw fees up to an amount of £30,420 plus VAT, as set out in the fees estimate circulated within the Joint Administrators' proposals. Should the Joint Administrators exceed the fee estimate, they shall seek authority from creditors to draw further fees".
- 8.3 On 5 January 2017, the secured creditor resolved for Nom 2 that "that the Joint Administrators be remunerated on a time costs basis subject by reference to the time properly given by them and their staff in attending to matters arising in the Administration and that the Joint Administrators can only draw fees up to an amount of £30,420 plus VAT, as set out in the fees estimate circulated within the Joint Administrators' proposals. Should

the Joint Administrators exceed the fee estimate, they shall seek authority from creditors to draw further fees”.

- 8.4 The Joint Administrators’ time costs incurred during the period for Nom 1 totals £16,437.58 plus VAT representing 64.62 hours at an average charge out rate of £254.37 per hour, of which £10,000.00 plus VAT has been drawn during this report period.
- 8.5 The Joint Administrators’ time costs incurred during the period for Nom 2 totals £13,192.00 plus VAT representing 55.60 hours at an average charge out rate of £237.27 per hour, of which £10,000 plus VAT has been drawn during this reporting period.
- 8.6 The Joint Administrators’ time costs incurred during the period for GP Limited totals £3,492.00 plus VAT representing 17 hours at an average charge out rate of £205.41. No remuneration has paid for GP Limited during this reporting period.
- 8.7 A schedule of these time costs is set out at Appendix III.
- 8.8 No pre-appointment time costs were incurred in relation to the Companies.
- 8.9 A Creditors’ guide to Administrators’ fees is available via the following link:  
<https://www.menzies.co.uk/helping-you/business-recovery/fees-guide/>
- 8.10 Alternatively, it is available free of charge by contacting this office. Full details of those staff involved with the matter are as follows:

	<i>Rate per hour 1 October 2016</i>	<i>Rate per hour 1 October 2015</i>
	<i>£</i>	<i>£</i>
Partner/Director	315-505	330-505
Manager	225-345	210-400
Senior Administrator	185-230	175-230
Administrator	85-180	80-170
Support staff	105	54-75

#### *Joint Administrators’ disbursements*

- 8.11 In relation to disbursements, where our firm has incurred a cost that is directly referable to this matter and payment is made to a third party, these have been reimbursed. Disbursements incurred to date for Nom 1 are as follows:

Disbursement	Incurring to date	Reimbursed to date	Outstanding amount
	<i>£</i>	<i>£</i>	<i>£</i>
Specific Bond	420.00	420.00	0.00
	<u>420.00</u>	<u>420.00</u>	<u>0.00</u>

8.12 Disbursements incurred to date for Nom 2 are as follows:

Disbursement	Incurred to date £	Reimbursed to date £	Outstanding amount £
Specific Bond	420.00	420.00	0.00
	<u>420.00</u>	<u>420.00</u>	<u>0.00</u>

8.13 Disbursements incurred to date for GP Limited are as follows:

Disbursement	Incurred to date £	Reimbursed to date £	Outstanding amount £
Specific Bond	20.00	0.00	20.00
	<u>20.00</u>	<u>0.00</u>	<u>20.00</u>

8.14 No disbursements have or will be claimed which, while directly referable to this matter, did not involve a payment to a third party. Neither will any cost be reimbursed which included an element of shared or allocated cost.

#### *Professionals and sub-contractors*

8.15 Where appropriate, professionals have been engaged to advise in relation to certain specialist matters.

8.16 The firms engaged to provide this specialist assistance were chosen on the basis of their experience and knowledge of the areas in which they are advising, taking into account the complexity of the assignment. They were contracted to be paid as set out below. The fees charged are reviewed for reasonableness, given the amount and level of work undertaken.

8.17 Menzies LLP were engaged pre-appointment by Longbow on 1 September 2016 to advise Longbow in relation to their security held and enforcement options available to them, whilst understanding the group structure and the effect of any enforcement action. Advice was given to Longbow of the advantages and disadvantages of placing the Companies into administration, and other potential exit strategies for Longbow. A fixed fee of £8,000 plus VAT and disbursements was agreed and paid by ASAL.

8.18 Please see below a breakdown of the post-appointment professional fees that have been or will be incurred by Nom 1 and Nom 2 during this reporting period:

Charged by	Brief description of services to be provided	Basis of fee	Original Estimate for Group of Companies	Total paid to Date by Nom 1 & Nom 2
Gowlings WLG (UK) LLP	Real estate advice and preparation of lease agreements	Time cost basis	£30,000 plus VAT and disbursements	£32,238.93 plus VAT
Forsters LLP	Legal advice on the Companies' asset structure and real estate	Time costs basis	£7,500.00 plus VAT and disbursements	£7,303.93 plus VAT
Cirpro Ltd	Reviewing lease agreement and schedule of dilapidations	Fixed fee	£1,020 plus VAT	£1,020.00 plus VAT

Graves Son & Pilcher LLP	Marketing and arranging short term lettings	Percentage of Income	£5,000.00 plus VAT	£5,000.00 plus VAT
Avire UK Lettings Ltd	Business rates review / Business rates payment	Percentage of realisations	£2,831.12	£2,831.12
Tavis House Properties Limited	Land Development Management	Fixed fee	£50,000 plus VAT and disbursements	£30,256.00
Egan Property Asset Management Limited	Property management	Fixed fee	£60,000 per annum	Nil
Menzies LLP	The preparation of pre and post appointment tax returns (if any).	Fixed fee	£3,000 pre - appointment returns & £275 per return post appointment	Nil

- 8.19 Gowlings WLG (UK) LLP has been engaged to provide legal advice, review and prepare documents including management agreements, lease agreements, heads of terms, title reports and to liaise with the environment agency. These costs will be incurred on a time costs basis, and the estimate is likely to increase depending on the number of new lease agreements required during the course of the Administrations. To date an amount of £32,238.93 plus VAT has been incurred and paid.
- 8.20 Forsters LLP were engaged by the Companies prior to the Administrations and were engaged to provide advice regarding the existing lease agreement, group structure and debt position. An amount of £7,303.93 plus VAT has been paid to date.
- 8.21 Cirpro Ltd were engaged to provide building survey and development advice. An amount of £1,020 plus VAT has been paid to date.
- 8.22 Graves Son & Pilcher LLP were engaged as real estate agents to market and arrange short term lettings of vacant sites. An amount of £5,000 plus VAT has been paid to date.
- 8.23 Avire UK Lettings Ltd were engaged to assist with business rates savings and recoveries. £2,831.12 plus VAT has been paid to date.
- 8.24 Tavis House have been engaged to assist with providing services to obtain planning and development consent and to provide project co-ordination on a fixed fee basis of £50,000 plus VAT and disbursements. To date an amount of £30,256.00 plus VAT had been paid to date.
- 8.25 EPAM has been engaged to act as property managers on an annual fixed fee basis of £60,000 per year. EPAM services will include but not be limited to, assisting with collecting rents and service charges, maintaining the properties in accordance with the relevant terms, overseeing the completion of all necessary works and repairs and maintaining all necessary books and records.
- 8.26 Menzies LLP be authorised to deal with all matters of corporation tax. As regards the completion of pre-administration corporation tax affairs they will charge time costs, but these will not exceed £3,000. Post appointment returns will be charged at a fixed rate of £275 per return.

## *Creditors' rights to request information*

- 8.27 Any secured creditor, or an unsecured creditor with the support of at least 5% in value of the unsecured creditors, or any unsecured creditor with the leave of court, may (in writing) request the Joint Administrators to provide additional information regarding remuneration or expenses already supplied within this report. In accordance with Rule 2.48A of the Rules, such a request or application for leave must be made within 21 days of receipt of this report.

## *Creditors' right to challenge remuneration and/or expenses*

- 8.28 Any secured creditor, or an unsecured creditor with the support of at least 10% in value of the unsecured creditors or with the permission of the court, may apply to court for one or more orders under Rule 2.109(4) of the Rules. In accordance with Rule 2.109, such applications must be made within 8 weeks of receipt of this report.

## **9. CONCLUDING REMARKS**

- 9.1 I am continuing to operate the business for Nom 1 and Nom 2, with the approval of the secured creditor, with the intention of developing the airport site as a whole in order to improve the overall asset and increase its overall value. This is a medium term strategy with the hope of resulting in a sale of the land and property without being on a forced sale basis.
- 9.2 My next report will be sent to creditors within one month of the 12 month anniversary of the Administrations.
- 9.3 If any creditor has any information concerning the Companies' affairs that they would like to bring to my attention then I would be pleased to hear from you.
- 9.4 Should creditors have any queries regarding the report or the conduct of the Administrations, please contact Caroline Davenport of my office.

Yours faithfully

For and on behalf of

Berkshire Nominee 1 Limited

Berkshire Nominee 2 Limited

Berkshire GP Limited



**David Thurgood**  
**Joint Administrator**

## APPENDIX I Statutory Information

### STATUTORY INFORMATION – BERKSHIRE NOMINEE 1 LIMITED

**Date of Incorporation** 13 July 2005

**Registered Number** 05507175

#### Director

<u>Name</u>	<u>From</u>	<u>To</u>
Geoffrey Egan	22/03/2007	Current
Albemarle(Shoreham) LLP	16/06/2014	Current
Richard Belfield	20/02/2014	16/06/2014
Ian Jacques	20/05/2011	20/02/2014
Mark Parsons	22/12/2010	20/02/2014

#### Shareholders

<u>Name</u>	<u>Type</u>	<u>Number Held</u>
Berkshire GP Limited	Ordinary	1

#### Trading address

Shoreham Airport  
Cecil Pashley Way  
Shoreham-by-Sea, BN43 5FF

#### Registered Office

##### Current:

C/o Menzies LLP  
Lynton House  
7-12 Tavistock Square  
London, WC1H 9LT

##### Formerly:

C/o Shelley Stock Hutter LLP  
1<sup>st</sup> Floor, 7-10 Chandos Street  
London, W1G 9DQ

#### Bankers

Coutts & Company

#### Secured Creditor

<u>Name of Creditor</u>	<u>Type of Security</u>	<u>Date Created</u>	<u>Date Registered</u>
Longbow Investment No. 3 S.A.R.L.	Fixed & Floating Charge	16/06/2014	20/06/2014
Nationwide Building Society	Supplemental Legal Charge	02/04/2012	04/04/2012
Nationwide Building Society	Supplemental Composite Charge	30/06/2006	03/07/2006
Nationwide Building Society	Supplemental Composite Charge	21/12/2005	22/12/2005
Nationwide Building Society	Supplemental Composite Charge	15/11/2005	21/11/2005
Nationwide Building Society	Composite Debenture	14/10/2005	18/10/2005

## STATUTORY INFORMATION – BERKSHIRE NOMINEE 2 LIMITED

**Date of Incorporation** 21 July 2005

**Registered Number** 05514942

### Directors

<u>Name</u>	<u>From</u>	<u>To</u>
Geoffrey Egan	02/03/2007	Current
Albemarle(Shoreham) LLP	20/02/2014	Current
Ian Jacques	20/05/2011	20/02/2014
Mark Parsons	22/12/2010	20/02/2014

### Members

<u>Name</u>	<u>Type</u>	<u>Number Held</u>
Berkshire Limited	GP Ordinary	1

### Trading address

Shoreham Airport  
Cecil Pashley Way  
Shoreham-by-Sea, BN43 5FF

### Registered Office

#### Current:

C/o Menzies LLP  
Lynton House  
7-12 Tavistock Square  
London, WC1H 9LT

#### Formerly:

C/o Shelley Stock Hutter LLP  
1<sup>st</sup> Floor, 7-10 Chandos Street  
London, W1G 9DQ

### Bankers

Coutts & Company

### Secured Creditor

<u>Name of Creditor</u>	<u>Type of Security</u>	<u>Date Created</u>	<u>Date Registered</u>
Longbow Investment No. 3 S.A.R.L.	Fixed & Floating Charge	16/06/2014	20/06/2014
Nationwide Building Society	Supplemental Legal Charge	02/04/2012	04/04/2012
Nationwide Building Society	Supplemental Composite Charge	30/06/2006	03/07/2006
Nationwide Building Society	Supplemental Composite Charge	21/12/2005	22/12/2005
Nationwide Building Society	Supplemental Composite Charge	15/11/2005	21/11/2005
Nationwide Building Society	Composite Debenture	14/10/2005	18/10/2005



## STATUTORY INFORMATION – BERKSHIRE GP LIMITED

**Date of Incorporation** 13 July 2005

**Registered Number** 05507172

### Company Directors

<u>Name</u>	<u>From</u>	<u>To</u>
Geoffrey Egan	22/03/2007	Current
Mark Parsons	27/08/2007	Current

### Shareholders

<u>Name</u>	<u>Type</u>	<u>Number Held</u>
Albemarle(Shoreham) LLP	Ordinary	2

### Trading address

Shoreham Airport  
Cecil Pashley Way  
Shoreham-by-Sea, BN43 5FF

### Registered Office

#### Current:

C/o Menzies LLP  
Lynton House  
7-12 Tavistock Square  
London, WC1H 9LT

#### Formerly:

C/o Shelley Stock Hutter LLP  
1<sup>st</sup> Floor, 7-10 Chandos Street  
London, W1G 9DQ

### Bankers

Coutts & Company

### Secured Creditor

<u>Name of Creditor</u>	<u>Type of Security</u>	<u>Date Created</u>	<u>Date Registered</u>
Longbow Investment No. 3 S.A.R.L.	Fixed & Floating Charge	16/06/2014	20/06/2014
Nationwide Building Society	Supplemental Legal Charge	02/04/2012	04/04/2012
Nationwide Building Society	Supplemental Composite Charge	30/06/2006	03/07/2006
Nationwide Building Society	Supplemental Composite Charge	21/12/2005	22/12/2005
Nationwide Building Society	Supplemental Composite Charge	15/11/2005	21/11/2005
Nationwide Building Society	Composite Debenture	14/10/2005	18/10/2005

## APPENDIX II

### Joint Administrators' receipts and payments account

#### Berkshire Nominee 1 Limited and Berkshire Nominee 2 Limited (Both In Administration)

#### Receipts and Payments Summary 7 September 2016 to 6 March 2017

Receipts	Administration Account (£)	EPAM Account (£)	Total (£)
Transfer from EPAM to Adminsitratation Account	388,000.00	(388,000.00)	-
Cash held Pre-appointment	-	64,828.55	64,828.55
Rental Income	-	316,068.00	316,068.00
Security Charges	-	26,704.80	26,704.80
Insurance	-	4,511.67	4,511.67
Water	-	2,253.86	2,253.86
Service Charge Contributions	-	19,366.33	19,366.33
Payment in Advance	-	2,709.20	2,709.20
CRAR	-	75.00	75.00
Electric	-	702.35	702.35
Dilapidations	-	1,020.00	1,020.00
Lease Premiums / Variations	62,250.00	68,000.00	130,250.00
Bank Interest	84.53	-	84.53
Sundry	526.03	-	526.03
<b>Total</b>	<b>450,860.56</b>	<b>118,239.76</b>	<b>569,100.32</b>
<b>Payments</b>			
Office Holders Fees	20,000.00	-	20,000.00
Office Holders Disbursements	840.00	-	840.00
Distribution to secured creditor	100,000.00	-	100,000.00
Legal Fees	32,238.93	-	32,238.93
Agents Fees	8,851.12	-	8,851.12
Transfer of Group Funds	70,000.00	-	70,000.00
Land Developments Fees	63,128.50	-	63,128.50
Cleaning	-	1,439.90	1,439.90
Electricity	-	11,206.78	11,206.78
Gas	-	166.76	166.76
Fire Precautions	-	1,189.08	1,189.08
Water	-	14,105.69	14,105.69
Health & Safety	-	2,226.08	2,226.08
Repairs and Maintenance	-	26,663.74	26,663.74
Rates	3,692.78	10,494.00	14,186.78
Professional Fees	-	1,500.00	1,500.00
Legal & Professional	-	350.00	350.00
Debt Recovery	-	300.00	300.00
Bank Charges	50.00	142.42	192.42
	<b>298,801.33</b>	<b>69,784.45</b>	<b>368,585.78</b>
<b>Balance Available</b>	<b>152,059.23</b>	<b>48,455.31</b>	<b>200,514.54</b>
<b>Made up of:</b>			
Balance in EPAM	-	128,366.85	128,366.85
Balance in Berkshire Nominee 1 Ltd	112,870.62	-	112,870.62
Balance in Berkshire Nominee 2 Ltd	26,896.51	-	26,896.51
VAT Payable	(12,555.21)	(88,589.80)	(101,145.01)
VAT Receivable	24,847.31	8,678.26	33,525.57
	<b>152,059.23</b>	<b>48,455.31</b>	<b>200,514.54</b>

**Berkshire GP Limited  
(In Administration)**

**Receipts and Payments Account**

**7 September 2016 to 6 March 2017**

<b>Receipts</b>	<b>Total (£)</b>
	<u>NIL</u>
<b>Payments</b>	
	<u>NIL</u>
<b>Balance</b>	<u><u>NIL</u></u>

## APPENDIX III

### Analysis of post appointment time costs

#### BERKSHIRE NOMINEE 1 LIMITED - IN ADMINISTRATION

##### Analysis of Time Costs

Period 7 September 2016 to 6 March 2017

	Director	Manager	Senior	Administrator	Cashier	Total Hours	Charge £	Average rate £
Administration and planning	6.02	-	3.50	14.00	4.40	27.92	5,495.33	196.82
Creditors	2.95	-	1.30	0.50	-	4.75	1,375.75	289.63
Investigations	0.40	0.20	3.80	-	-	4.40	921.00	209.32
Realisation of assets	8.70	-	-	-	-	8.70	3,189.25	366.58
Trading	5.00	-	0.80	-	-	5.80	2,023.00	348.79
Statutory	5.45	-	7.60	-	-	13.05	3,433.25	263.08
<b>Hours</b>	<b>28.52</b>	<b>0.20</b>	<b>17.00</b>	<b>14.50</b>	<b>4.40</b>	<b>64.62</b>		
<b>Charge (£)</b>	<b>10,673.08</b>	<b>59.00</b>	<b>3,124.00</b>	<b>1,792.50</b>	<b>789.00</b>		<b>16,437.58</b>	<b>254.37</b>

##### Fees Charged & Paid

For the period 07/09/2016 to 06/03/2017

10,000.00  
10,000.00

#### BERKSHIRE NOMINEE 2 LIMITED - IN ADMINISTRATION

##### Analysis of Time Costs

Period 7 September 2016 to 6 March 2017

	Director	Manager	Senior	Administrator	Cashier	Total Hours	Charge £	Average rate £
Administration and planning	8.62	-	2.90	13.20	4.60	29.32	6,268.33	213.79
Creditors	-	-	1.10	0.50	-	1.60	1,340.75	837.97
Investigations	3.35	0.20	3.00	-	-	6.55	773.00	118.02
Realisation of assets	7.28	-	1.70	-	-	8.98	2,989.17	332.87
Trading	0.50	-	1.00	-	-	1.50	372.50	248.33
Statutory	0.25	-	7.40	-	-	7.65	1,448.25	189.31
<b>Hours</b>	<b>20.00</b>	<b>0.20</b>	<b>17.10</b>	<b>13.70</b>	<b>4.60</b>	<b>55.60</b>		
<b>Charge (£)</b>	<b>7,487.00</b>	<b>59.00</b>	<b>3,144.50</b>	<b>1,676.50</b>	<b>825.00</b>		<b>13,192.00</b>	<b>237.27</b>

##### Fees Charged & Paid

For the period 07/09/2016 to 06/03/2017

10,000.00  
10,000.00

## BERKSHIRE GP LIMITED - IN ADMINISTRATION

### Analysis of Time Costs

Period 7 September 2016 to 6 March 2017

	Director	Manager	Senior	Administrator	Cashier	Total Hours	Charge £	Average rate £
Administration and planning	1.50	-	0.50	4.80	0.60	7.40	1,257.00	169.86
Creditors	-	-	0.60	0.20	-	0.80	132.00	165.00
Investigations	0.40	0.20	4.00	-	-	4.60	958.00	208.26
Realisation of assets	-	-	-	-	-	-	-	-
Trading	-	-	-	-	-	-	-	-
Statutory	2.00	-	2.20	-	-	4.20	1,145.00	272.62
Hours	3.90	0.20	7.30	5.00	0.60	17.00		
Charge (£)	1,370.00	59.00	1,331.50	623.50	108.00		3,492.00	205.41

### Fees Charged and Paid

For the period 07/09/2016 to 06/03/2017

0.00

0.00

### CHARGE OUT RATE OF INSOLVENCY TEAM MEMBERS

	From 1 October 2016	From 1 October 2015
	£ per hour	£ per hour
Partner / Director	315-505	350-560
Manager	225-345	250-330
Senior	185-230	175-230
Administrator	85-180	100-170
Support Staff	105	54-75

## APPENDIX IV

### Joint Administrators' proposals

#### JOINT ADMINISTRATORS' ORIGINAL PROPOSALS

##### NOM 1

**In accordance with Paragraph 49 of Schedule B1 of the Act and in order to achieve the objective set out in Section 3 above, the following proposals are made to creditors:**

- a) 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 set out above.
- b) The Joint Administrators will investigate the financial affairs of Nom 1 and, as appropriate, pursue any claims Nom 1 may have.
- c) The Joint Administrators be authorised to agree the claims of all creditors, and the costs of doing so shall be met as a cost of the Administration as part of the Administrators' remuneration. Further, they shall be authorised to distribute funds to secured creditors and prescribed part funds to unsecured creditors as and when claims are agreed.
- d) If having realised Nom 1's assets the Joint Administrators are of the opinion that a distribution will be made to unsecured non-preferential creditors, other than by way of the prescribed part, it is proposed that Nom 1 exit Administration by being placed into Creditors' Voluntary Liquidation. In these circumstances, it is proposed that the Joint Administrators be appointed Joint Liquidators. Pursuant to 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 the persons for the time being holding office as Liquidator.
- e) In accordance with Paragraph 83(7)(a) of Schedule B1 of the Act and Rule 2.117A(2)(b) of the Rules, creditors may nominate a different person as the proposed Liquidators, provided the nomination is received by the Joint Administrators prior to the approval of the proposals. In the absence of such nomination, the Joint Administrators will be appointed Joint Liquidators.
- f) If, having realised the assets of Nom 1, the Administrators think that Nom 1 has no property which might permit a distribution to its unsecured non-preferential creditors, they will file a notice with the Registrar of Companies for the dissolution of Nom 1.
- g) The Joint Administrators be authorised to seek an extension to the Administration period if deemed necessary by them.
- h) That the Joint Administrators be discharged from all liability pursuant to Paragraph 98 of Schedule B1 to the Act, in respect of any action by them as Administrators, immediately upon their appointment ceasing to have effect.

**NOM 2**

In accordance with Paragraph 49 of Schedule B1 of the Act and in order to achieve the objective set out in Section 3 above, the following proposals are made to creditors:

- a) 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 set out above.
- b) The Joint Administrators will investigate the financial affairs of Nom 2 and, as appropriate, pursue any claims Nom 2 may have.
- c) The Joint Administrators be authorised to agree the claims of all creditors, and the costs of doing so shall be met as a cost of the Administration as part of the Administrators' remuneration. Further, they shall be authorised to distribute funds to secured creditors and prescribed part funds to unsecured creditors as and when claims are agreed.
- d) If having realised Nom 2's assets the Joint Administrators are of the opinion that a distribution will be made to unsecured non-preferential creditors, other than by way of the prescribed part, it is proposed that Nom 2 exit Administration by being placed into Creditors' Voluntary Liquidation. In these circumstances, it is proposed that the Joint Administrators be appointed Joint Liquidators. Pursuant to 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 the persons for the time being holding office as Liquidator.
- e) In accordance with Paragraph 83(7)(a) of Schedule B1 of the Act and Rule 2.117A(2)(b) of the Rules, creditors may nominate a different person as the proposed Liquidators, provided the nomination is received by the Joint Administrators prior to the approval of the proposals. In the absence of such nomination, the Joint Administrators will be appointed Joint Liquidators.
- f) If, having realised the assets of Nom 2, the Administrators think that Nom 2 has no property which might permit a distribution to its unsecured non-preferential creditors, they will file a notice with the Registrar of Companies for the dissolution of Nom 2.
- g) The Joint Administrators be authorised to seek an extension to the Administration period if deemed necessary by them.
- h) That the Joint Administrators be discharged from all liability pursuant to Paragraph 98 of Schedule B1 to the Act, in respect of any action by them as Administrators, immediately upon their appointment ceasing to have effect.

**GP**

In accordance with Paragraph 49 of Schedule B1 of the Act and in order to achieve the objective set out in Section 3 above, the following proposals are made to creditors:

- a) 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 set out above.
- b) The Joint Administrators will investigate the financial affairs of GP and, as appropriate, pursue any claims GP may have.
- c) The Joint Administrators be authorised to agree the claims of all creditors, and the costs of doing so shall be met as a cost of the Administration as part of the Administrators' remuneration. Further, they shall be authorised to distribute funds to secured creditors and prescribed part funds to unsecured creditors as and when claims are agreed.
- d) If having realised GP's assets the Joint Administrators are of the opinion that a distribution will be made to unsecured non-preferential creditors, other than by way of the prescribed part, it is proposed that GP exit Administration by being placed into Creditors' Voluntary Liquidation. In these circumstances, it is proposed that the Joint Administrators be appointed Joint Liquidators. Pursuant to 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 the persons for the time being holding office as Liquidator.
- e) In accordance with Paragraph 83(7)(a) of Schedule B1 of the Act and Rule 2.117A(2)(b) of the Rules, creditors may nominate a different person as the proposed Liquidators, provided the nomination is received by the Joint Administrators prior to the approval of the proposals. In the absence of such nomination, the Joint Administrators will be appointed Joint Liquidators.
- f) If, having realised the assets of GP, the Administrators think that GP has no property which might permit a distribution to its unsecured non-preferential creditors, they will file a notice with the Registrar of Companies for the dissolution of GP.
- g) The Joint Administrators be authorised to seek an extension to the Administration period if deemed necessary by them.
- h) That the Joint Administrators be discharged from all liability pursuant to Paragraph 98 of Schedule B1 to the Act, in respect of any action by them as Administrators, immediately upon their appointment ceasing to have effect.