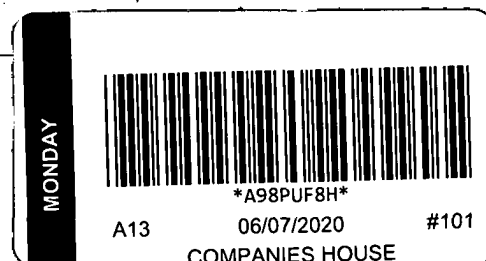


AM10

Notice of administrator's progress report



Companies House



1 Company details

Company number 0 5 7 7 6 8 9 4

Company name in full BARNSDALE HILLS LIMITED

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) LLOYD EDWARD

Surname HINTON

3 Administrator's address

Building name/number ALLAN HOUSE

Street 10 JOHN PRINCES STREET

Post town LONDON

County/Region

Postcode W 1 G 0 A H

Country

4 Administrator's name ①

Full forename(s)

Surname

① Other administrator
Use this section to tell us about
another administrator.

5 Administrator's address ②

Building name/number

Street

Post town

County/Region

Postcode

Country

② Other administrator
Use this section to tell us about
another administrator.

AM10

Notice of administrator's progress report

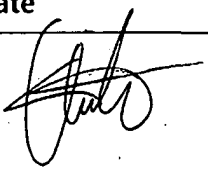
6 Period of progress report

From date	d 1 d 2	m 1 m 2	y 2 y 0 y 1 y 9	
To date	d 1 d 1	m 0 m 6	y 2 y 0 y 2 y 0	

7 Progress report

☒ I attach a copy of the progress report

8 Sign and date

Administrator's signature	Signature X  X			
Signature date	d 0 d 6	m 0 m 7	y 2 y 0 y 2 y 0	

AM10

Notice of administrator's progress report

**Presenter information**

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

Contact name **LLOYD HINTON**

Company name **INSOLVE PLUS LTD**

Address **ALLAN HOUSE**

10 JOHN PRINCES STREET

Post town **LONDON**

County/Region

Postcode **W 1 G 0 A H**

Country

DX

Telephone **0207 495 2348**

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.

**Important information**

All information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse



insolve plus

Private and Confidential

Allan House
10 John Princes Street
London W1G 0AH
t 020 7495 2348

www.insolveplus.com

6 July 2020

Our Ref: LM/I048H/ 3.1

**ADMINISTRATOR'S REPORT TO CREDITORS
FOR THE PERIOD FROM 12 DECEMBER 2019 TO 11 JUNE 2020**

Dear Sirs

**Barnsdale Hills Limited (formerly Ingenious Film Partners 3 Limited) - In Administration
High Court of Justice Number 10272 of 2018**

1. EXECUTIVE SUMMARY

This is my report on the progress of the Administration of the Company for the period from 12 December 2019 to 11 June 2020 and should be read in conjunction with my previous progress reports to creditors.

2. STATUTORY INFORMATION

Company name:	Barnsdale Hills Limited
Formerly known as:	Ingenious Film Partners 3 Limited
Court name and reference:	High Court of Justice 10272 of 2018
Registered office:	4th Floor Allan House, 10 John Princes Street, London, W1G 0AH
Former registered office:	15 Golden Square, London, W1F 9JG
Registered number:	05776894
Administrator's name:	Lloyd Edward Hinton
Administrator's address:	4th Floor Allan House, 10 John Princes Street, London, W1G 0AH
Administrator's date of appointment:	12 December 2018
Appointed by:	The Company

As the Company had its only place of business at premises in the UK, the EC regulations apply, these proceedings are Main Proceedings as defined in Article 3 of the EC Regulation.

3. OBJECTIVES OF THE ADMINISTRATION AND THE ADMINISTRATOR'S STRATEGY FOR ACHIEVING THEM

As the Administrator of the Company, I am an officer of the Court, and must perform my duties in the interests of the creditors as a whole in order to achieve the purpose of the Administration, which is to achieve one of the three objectives set out in the insolvency legislation.

As previously reported, the objective I am seeking is to achieve a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in Administration) which will be achieved, in the event that the tax case (detailed further below) with HM Revenue & Customs ("HMRC") is not successful, or not wholly successful, by the Parent Company contributing an element of cash to the Company and provide all ongoing services to the Company without cost.

The insolvency legislation has set a 12 month maximum duration for Administrations, unless the duration is extended by the Court or the creditors. I sought a decision from creditors to extend the duration of the Administration for a further period of 12 months. The creditors agreed and therefore the Administration will end automatically on 11 December 2020. However, I will need to make an Application to Court prior to that date to further extend the period of Administration.

4. ADMINISTRATOR'S ACTIONS SINCE LAST PROGRESS REPORT

I issued my progress report for the period 12 June 2019 to 11 December 2019 on 17 December 2019.

As previously reported, the Ingenious companies held discussions with HMRC over their ability to pay the PPN liabilities and those arising from the assessments to withdraw the benefit of group relief. They made hardship claims to HMRC and requested that the collection of the outstanding tax is not pursued. These requests were under consideration by HMRC for many months and further queries have recently been raised by HMRC which have been referred to the Ingenious Group for their attention. This matter is ongoing and I will provide an update to creditors in due course.

The Company is a member of an Ingenious Film Partners partnership ("the Partnership"), and the Partnership continues to be engaged in a long running tax case with HMRC. Following the decision of the Upper Tribunal which was received in July 2019, the Partnership has been granted permission to appeal the decision to the Court of Appeal on the substantive issues in the case (i.e. "trading" and "view to profit"). The Court of Appeal hearing date is 11 March 2021 and the hearing is expected to last 6 days.

As previously reported, prior to Administration the Company instructed Reynolds Porter Chamberlain LLP ("RPC") of Tower Bridge House, St Katherine's Way, London E1W 1AA in relation to the above proceedings being brought by groups of claimants to which the Company is a defendant. I have continued with the instruction.

In order to achieve the objective of the Administration of the Company I will continue to liaise with the Ingenious Group with regard to potential further appeals following the outcome of the hearing and in the event that any appeal is not successful, I will request that the parent company settles any associated costs of the proceedings.

5. RECEIPTS AND PAYMENTS ACCOUNT

My Receipts and Payments Account for the period from 12 December 2019 to 11 June 2020 and the entire period of the Administration to 11 June 2020 is attached, from which creditors will note there

have been no receipts and payments.

5.1 Assets Remaining/Unable to be Realised

5.1.1 Investments

The Company retains the right to drawings from the LLP, the majority of which must be used to repay the limited recourse loan received by the Company which financed its investment in the LLP. The drawings available to the Company are driven by the level of film income received by the LLP from its exploitation of the films produced. I am seeking advice in relation to the investment and security.

5.1.2 Cash at Bank

It was anticipated at the outset of the Administration that there may be an amount available to be realised in respect of Cash at Bank. After making enquiries of the Company's bank it transpired that there was a zero balance on the Company bank account.

6. LIABILITIES

6.1 Secured Creditors

As reported above, the Company holds an interest in the LLP. The value of the investment is approximately £5,402,450. It should be noted that the investment is subject to fixed charges and the liability totals £5,402,450.

An examination of the Company's mortgage register held by the Registrar of Companies, showed that the Company granted 9 outstanding charges registered at Companies House, details of which were provided with my Proposals to creditors dated 29 January 2019. It would appear that these are fixed charges over specific assets. I have instructed Solicitors to review the position.

There are provisions of the insolvency legislation that require an Administrator 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 net property." A Company's net property is that left after paying the preferential creditors, but before paying the lender who holds a floating charge. An Administrator has to set aside:

- 50% of the first £10,000 of the net property; and
- 20% of the remaining net property;

up to a maximum of £600,000. The Prescribed Part provisions will not apply.

6.2 Preferential Creditors

It was not anticipated that there would be any preferential creditor claims and I confirm no preferential claims have been received.

6.3 Non-preferential unsecured Creditors

The Company has two known intercompany creditors, who are owed a total of approximately £6,773. A claim in the sum of £3,773 has been received.

7. DIVIDEND PROSPECTS

7.1 Secured creditors

The position regarding the LLP investment and the secured creditors is being reviewed and further information concerning any return to the secured creditors will be provided in due course.

7.2 Non-preferential unsecured creditors

At this stage it does not appear that there will be a return to unsecured creditors.

8. INVESTIGATION INTO THE AFFAIRS OF THE COMPANY

Since my last report there have been no matters that justified further investigation in the circumstances of this appointment.

9. PRE-ADMINISTRATION COSTS

On 19 February 2019 the following pre-administration costs as detailed in my Proposals were approved by the creditors by correspondence;

- The pre-Administration fixed fee of £5,000 plus VAT.
- The costs incurred by Brecher LLP of £3,000 plus VAT

It was decided by the creditors of the connected companies Langreave Limited (in Administration) and Cradgrove Limited (in Administration) that the above fees would be paid from those companies in Administration as there were unlikely to be sufficient realisations to enable payment from the Company. The fees were paid by those companies in the first 6 months of the Administration.

10. ADMINISTRATOR'S REMUNERATION

On 19 February 2019, creditors voted on decisions by correspondence that my remuneration be approved on a time cost basis based on a fee estimate of £49,258. My time costs from 12 December 2018 to 11 June 2020 amount to £20,546, representing 63 hours and 12 minutes work at a blended charge out rate of £325, of which £2,163 representing 5 hours work at a blended charge out rate of £433 per hour were incurred in the period from 12 December 2019 to 11 June 2020. The actual blended charge out rate incurred compares with the estimated blended charge out rate of £332 in my fees estimate.

A schedule of my time costs incurred from 12 December 2019 to 11 June 2020 together with a schedule of the total time costs incurred for the entire period of the Administration to 11 June 2020 is enclosed.

I do not anticipate that the total time costs will exceed the total estimated remuneration I set out in my fees estimate when my remuneration was authorised by the creditors.

Whilst the fees were authorised by creditors, it was also agreed, by the creditors of Langreave Limited in Administration and Cradgrove Limited in Administration, that the time costs in respect of the Company could be paid by those companies in Administration. Accordingly, the sum of £16,864 including VAT (£8,432 each) was paid by those companies in a prior reporting period.

Further information about creditors' rights can be obtained by visiting the creditors' information micro-site published by the Association of Business Recovery Professionals (R3) at <http://www.creditorinsolvencyguide.co.uk/>. A copy of 'A Creditors Guide to Administrators' Fees' also

published by R3, together with an explanatory note which shows Insolve Plus Ltd's fee policy are available at the link <http://www.insolveplus.com/services/creditors-guides/>.

11. ADMINISTRATOR'S EXPENSES

11.1 Category 1 Disbursements

I have not incurred any expenses in the period covered by this report. As previously reported, I incurred expenses of £182 in the prior reporting period, which have not yet been paid.

11.2 Category 2 Disbursements

On 19 February 2019 Creditors agreed by correspondence that the Administrator be authorised to draw Category 2 Disbursements. During the period covered by this report no Category 2 Disbursements have been incurred.

12. PROFESSIONAL ADVISORS APPOINTED

I have utilised the following professional advisors since my appointment as Administrator, who have continued to be instructed throughout the period covered by this report:

Professional Advisor	Nature of Work	Fee Arrangement
Brick Court	Legal advice	Time costs
RPC	Legal advice	Time costs

The choice of professionals was based on my perception of their experience and ability to perform this type of work having previously acted for the Company and the complexity and nature of the assignment. It should be noted that the legal costs in relation to the proceedings will be met by the Ingenious group.

13. FURTHER INFORMATION

An unsecured creditor may, with the permission of the court or with the concurrence of 5% in value of the unsecured creditors (including the creditor in question) request further details of my remuneration and expenses, within 21 days of receipt of this report. Any secured creditor may request the same details in the same time limit.

An unsecured creditor may, with the permission of the court or with the concurrence of 10% in value of the unsecured creditors (including the creditor in question), apply to court to challenge the amount and/or basis of my fees and the amount of any proposed expenses or expenses already incurred, within 8 weeks of receipt of this report. Any secured creditor may make a similar application to court within the same time limit.

To comply with the Provision of Services Regulations, some general information about Insolve Plus Ltd can be found at <http://www.insolveplus.com/about-us/>.

14. SUMMARY

Clarity must be obtained concerning the investment and secured liability position. I estimate that this will take approximately 2 years, and once these matters have been finalised the Administration will cease and my files will be closed, or the Administration will be converted to a Liquidation, as approved in the proposals.

If creditors have any queries regarding the conduct of the Administration, or if they require hard copies of any of the documents made available online, they should contact Christine Vaines by email at christinevaines@insolveplus.com, or by phone on 020 7495 2348.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Lloyd Hinton', written over a horizontal line.

Lloyd Hinton FIPA
Administrator

The affairs, business and property of the Company are being managed by the Administrator, Lloyd Edward Hinton. The Administrator acts as an agent of the Company and contract without personal liability.

Barnsdale Hills Limited formerly Ingenious Film Partners 3 Limited
(In Administration)
Administrator's Summary of Receipts & Payments

Statement of Affairs £		From 12/12/2019 To 11/06/2020 £	From 12/12/2018 To 11/06/2020 £
5,402,450.00	SECURED ASSETS Investments	NIL NIL	NIL NIL
(5,402,450.00)	SECURED CREDITORS Chargeholder	NIL NIL	NIL NIL
6,382.00	ASSET REALISATIONS Cash at Bank	NIL NIL	NIL NIL
(3,000.00)	UNSECURED CREDITORS Ingenious Media Investments Limited	NIL	NIL
(3,773.28)	Ingenious Media Limited	NIL NIL	NIL NIL
(1.00)	DISTRIBUTIONS Ordinary Shareholders	NIL NIL	NIL NIL
(392.28)		NIL	NIL
	REPRESENTED BY		NIL

Rule 18.9 – Creditors' and members' requests for further information in administration, winding up and bankruptcy

18.9.—(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report under rule 18.14—

- (a) a secured creditor;
- (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
- (c) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company;
- (d) any unsecured creditor with the permission of the court; or
- (e) any member of the company in a members' voluntary winding up with the permission of the court.

(2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report by the person, or by the last of them in the case of an application by more than one member or creditor.

(3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—

- (a) providing all of the information requested;
- (b) providing some of the information requested; or
- (c) declining to provide the information requested.

(4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—

- (a) the time or cost of preparation of the information would be excessive; or
- (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
- (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
- (d) the office-holder is subject to an obligation of confidentiality in relation to the information.

(5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.

(6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—

- (a) the office-holder giving reasons for not providing all of the information requested; or
- (b) the expiry of the 14 days within which an office-holder must respond to a request.

(7) The court may make such order as it thinks just on an application under paragraph (6).

Rule 18.34 – Remuneration and expenses: application to court by a creditor or member on grounds that remuneration or expenses are excessive

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

- (a) the remuneration charged by the office-holder is in all the circumstances excessive;
- (b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or
- (c) the expenses incurred by the office-holder are in all the circumstances excessive.

(2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—

- (a) a secured creditor,
- (b) an unsecured creditor with either—
 - (i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or
 - (ii) the permission of the court, or
- (c) in a members' voluntary winding up—
 - (i) members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or
 - (ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

Time Entry - SIP9 Time & Cost Summary

IO48H - Burrsdale Hills Limited formerly Ingenious Film Partners 3 Limited
All Post Appointment Project Codes
From: 12/12/2018 To: 11/06/2020

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Administration & Planning	8.50	13.50	26.50	3.90	52.40	15,717.50	299.95
Case Specific Matters	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Creditors	4.20	0.70	0.00	0.00	4.90	2,534.00	517.14
Investigations	2.50	0.20	0.70	0.50	3.90	1,545.00	396.15
Realisation of Assets	0.70	0.30	1.00	0.00	2.00	749.00	374.50
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	15.90	14.70	28.20	4.40	63.20	20,545.50	325.09
Total Fees Claimed						19,053.00	
Total Disbursements Claimed						0.00	

Time Entry - SIP9 Time & Cost Summary

I048H - Barnsdale Hills Limited formerly Ingenious Film Partners 3 Limited
All Post Appointment Project Codes
From: 12/12/2019 To: 11/06/2020

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Administration & Planning	1.20	0.00	1.40	0.70	3.30	1,161.60	348.94
Case Specific Matters	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Creditors	1.00	0.00	0.00	0.00	1.00	595.00	595.00
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.70	0.00	0.00	0.00	0.70	416.50	595.00
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	2.90	0.00	1.40	0.70	5.00	2,163.00	432.60
Total Fees Claimed						0.00	
Total Disbursements Claimed						0.00	