

LIQ03

Notice of progress report in voluntary winding up



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 0 5 9 9 9 2 5 0

Company name in full Summerhill Cardiff Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Michael

Surname Solomons

3 Liquidator's address

Building name/number 82 St John Street

Street

Post town London

County/Region

Postcode E C 1 M 4 J N

Country

4 Liquidator's name ①

Full forename(s) Andrew

Surname Pear

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 82 St John Street

Street

Post town London

County/Region

Postcode E C 1 M 4 J N

Country

② Other liquidator

Use this section to tell us about
another liquidator.

LIQ03

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6	Period of progress report											
From date	^d 2	^d 9	^m 1	^m 0	^y 2	^y 0	^y 2	^y 2				
To date	^d 2	^d 8	^m 1	^m 0	^y 2	^y 0	^y 2	^y 3				
7	Progress report											
☒ The progress report is attached												
8	Sign and date											
Liquidator's signature	Signature X 								X			
Signature date	^d 0	^d 6	^m 1	^m 1	^y 2	^y 0	^y 2	^y 3				

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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 Adam Mitchell

Company name Moorfields

Address 82 St John Street

Post town London

County/Region

Postcode EC1M 4JN

Country

DX

Telephone 020 7186 1144



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

Summerhill Cardiff Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Declaration of Solvency £		From 29/10/2022 To 28/10/2023 £	From 29/10/2021 To 28/10/2023 £
	ASSET REALISATIONS		
	Cash at bank	NIL	23,658.63
	Shares & investments	NIL	3,100,000.00
		NIL	3,123,658.63
	COST OF REALISATIONS		
	Irrecoverable VAT	NIL	553.20
	Officeholders' expenses	NIL	266.00
	Officeholders' fees	NIL	2,500.00
		NIL	(3,319.20)
	DISTRIBUTIONS		
(100.00)	Ordinary shareholders	NIL	3,119,000.00
		NIL	(3,119,000.00)
(100.00)		NIL	1,339.43
	REPRESENTED BY		
	Estate account - non interest bearing		1,339.43
			1,339.43

Note:



TO ALL MEMBERS AS ADDRESSED

Our ref: CB/SUM002MS

6 November 2023

Dear Sirs

Summerhill Cardiff Limited – In Members’ Voluntary Liquidation (“the Company”)

As you are aware, Andrew Pear and I were appointed Joint Liquidators of the Company on 29 October 2021. In accordance with section 92A of the Insolvency Act 1986, I have prepared my second annual progress report on the Company for the period 29 October 2022 to 28 October 2023 (the reporting period). Statutory information regarding the Company is attached at **Appendix I**, together with a list of associated companies in the Tonstate and TH Holdings group of companies.

The Liquidators have acted jointly and severally in all matters relating to the Liquidation and there have been no changes in the office holders since my last report. This report should be read in conjunction with my previous reports, copies of which are available on request. Further information can also be found at www.creditorinsolvencyguide.co.uk which is designed to provide a step by step guide to the Liquidation process.

CONDUCT OF LIQUIDATION

During this reporting period, I have attended to the statutory duties incumbent upon Liquidators generally, including (but not limited to) completing statutory filings at Companies House, fulfilling necessary tax obligations, and reporting to members and creditors (if applicable).

In due course, I will seek tax clearance from HM Revenue and Customs (“HMRC”).

Prior to my appointment, the Company, along with connected companies within the TH Holdings and Tonstate group of companies (“the Tonstate Group”), initiated legal action against a range of connected and unconnected parties, primarily stemming from the conduct of the Company’s former director and shareholder, Mr. Edward Wojakovski. Whilst the litigation is ongoing, I am unable to close the Liquidation.

RECEIPTS AND PAYMENTS ACCOUNT

A receipts and payments account for the reporting period and also for the whole period of the Liquidation is attached at **Appendix II** and shows a balance of £1,339.43. Estate funds were banked in a designated non-interest bearing estate account and the account has been reconciled to required financial records.

Moorfields, 82 St John Street, London EC1M 4JN

+44 (0)20 7186 1144

moorfieldscr.com

info@moorfieldscr.com

ASSETS

No assets have been realised in this reporting period. Full details of all asset realisations can be found in previous reports issued to members.

It is anticipated that a further distribution will be made to the Company via its corporate shareholding in Hotel Innovations (Cardiff) Limited, however the quantum of any distribution is currently uncertain.

LIABILITIES

Secured creditors

An examination of the Company's mortgage register held by the Registrar of Companies, showed that the Company has no current charges over its assets.

Preferential creditors (primary and secondary)

No preferential claims have been received or are expected.

Unsecured creditors

No unsecured claims have been received or are expected.

Share Capital

The following distributions were made to the members holding ordinary shares:

Date	Amount of Distribution	Rate of Distribution per share
18 February 2022	£3,119,000	£31,190 per share

Once asset realisations are complete, it is anticipated that a further distribution will be declared to the Company's corporate shareholder, TH Holdings Limited.

PRE-APPOINTMENT REMUNERATION

The Joint Liquidators were authorised to be remunerated on the basis of a fixed fee of £2,500 plus VAT and disbursements for assistance with placing the Company into Liquidation, including convening the meetings of members and directors, and assisting the directors in drafting the Declaration of Solvency. These fees have been paid from first realisations in the Liquidation.

JOINT LIQUIDATORS' REMUNERATION

The Joint Liquidators' pre appointment fixed fee of £2,500 plus VAT and disbursements covered all post-appointment filing and reporting, and all statutory compliance work to be undertaken during the Liquidation.

The Liquidators of Tonstate Group Limited have obtained authority from the members of that company relating to the post liquidation costs incurred in respect of the Tonstate Group. In the event that these costs need to be allocated to companies within the Tonstate Group appropriate authority will be sought.

JOINT LIQUIDATORS' EXPENSES

Category 2 expenses were agreed by members at the meeting held on 29 October 2021, and are as detailed in Moorfields Advisory's policy on fees, attached at **Appendix III**. Category 1 expenses do not need approval and can be drawn at the Liquidators' discretion without authority.

Detailed below are the expenses I expected to incur during the Liquidation and what I have incurred in this period and to date, together with details of what has been paid in this period and what remains unpaid.

		Estimated total cost £	Incurred in period £	Incurred to date £	Paid during period £	Remains unpaid £
Statutory advertising	Category 1	240.00	-	255.00	-	15.00
Land Registry search	Category 1	11.00	-	11.00	-	-
Bond	Category 1	15.00	-	15.00	-	-
TOTAL		266.00	-	281.00	-	15.00

The expenses incurred have exceeded the estimate previously given to members. This is as a result of an increase in the charges applied for the statutory advertising. I do not anticipate any other significant expenses in the Liquidation.

SUMMARY

I shall report again on the next anniversary of my appointment, or the closure of the Liquidation, whichever is sooner.

To comply with the Provision of Services Regulations, some general information about Moorfields Advisory Limited, including about our complaints policy and Professional Indemnity Insurance, can be found at www.moorfieldscr.com/terms-and-conditions.

In accordance with the provisions of the General Data Protection Regulations the lawful basis for processing your personal data is in order to comply with my legal obligations set out in the Insolvency Legislation, the purpose of processing the data is to administer the insolvent estate. Your data will be retained by me for 6 years and 3 months following my vacation of office. Further details regarding how we process your personal data can be found in our Privacy policy at www.moorfieldscr.com/privacy-policy

If you have any queries on this report, please contact Adam Mitchell of this office, at adam.mitchell@moorfieldscr.com.

Yours faithfully



Michael Solomons
Joint Liquidator

STATUTORY INFORMATION**Tonstate group**

Company name	Company number	Appointment date
Tonstate Group Limited	03162082	26 October 2021
Tonstate (Bournemouth) Limited	04261348	29 October 2021
Tonstate (Distribution Warehouses) Limited	03675484	29 October 2021
Tonstate (Retail) Limited	04486032	29 October 2021
Tonstate (Staple Inn) Limited	05494594	29 October 2021
Tonstate (Yeovil Leisure) Limited	04141120	29 October 2021
Tonstate (HQ) Limited	04006126	29 October 2021
Tonstate (St Andrew's Square) Limited	03747321	29 October 2021
Tonstate Edinburgh Limited	04842144	29 October 2021
Tonstate Ten Limited	06004660	29 October 2021
Dan-Ton Investments Limited	03527283	29 October 2021
Glasgow Airport Hotels Holdings Limited	04006185	29 October 2021

TH Holdings group

Company name	Company number	Appointment date
TH Holdings Limited	05995053	26 October 2021
Summerhill Cardiff Limited	05999250	29 October 2021
Hotel Innovations (Cardiff) Limited	05497110	29 October 2021
Summerhill Properties Limited	03454201	29 October 2021

Registered office:	82 St John Street, London, EC1M 4JN
Former registered office:	3 Park Place, St James, London, SW1A 1LP
Former trading address:	3 Park Place, St James, London, SW1A 1LP
Joint Liquidators' names:	Michael Solomons and Andrew Pear
Joint Liquidators' address:	82 St John Street, London, EC1M 4JN

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(In Liquidation)
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(100.00)		NIL	1,339.43
	REPRESENTED BY		
	Estate account - non interest bearing		1,339.43
			1,339.43

Note:

Michael Solomons
Joint Liquidator

Moorfields

Policy on Charging Remuneration and Expenses

Remuneration and charge out rates

Work undertaken on the insolvency estate ("estate" or "case") will include statutory and professional best practice duties, case management and cashiering. It may be delegated as appropriate, including to a sub-contractor where engaged. The rate agreed with a sub-contractor may vary but is subject to commercial considerations. Work carried out by all staff and any sub-contractor is subject to the overall supervision of the Partners.

All time spent working directly on the estate is charged at the prevailing specific hourly charge out rate for the relevant Partner or member of staff to a time code established for the case. Time spent by a sub-contractor may also be charged to the time code at a charge out rate commensurate with the applicable staff grade. Time spent on case work is recorded directly to the relevant estate in units of 6 minutes.

The rates charged by Moorfields are reviewed periodically and may be adjusted from time to time. The current charge out rates per hour of Partners and staff who may be involved in working on the estate are detailed below, together with prior rates:

Grade	Current rate (£)	Rate to 31 December 2021 (£)
Partner	475-650	625
Director	400-550	550
Senior Manager	375-530	530
Manager	345-500	500
Assistant Manager	315-450	450
Senior Associate	265-375	375
Associate	205-250	250
Junior Associate	140-200	200
Cashier/Support	95-195	195

Where an office holder's remuneration is approved on a time cost basis the time invoiced to the case will be subject to VAT at the prevailing rate, where applicable. Information on the time incurred and remuneration drawn will be provided to any creditors' committee ("committee") appointed by the creditors or, in the absence of a committee, to the creditors.

Expenses and disbursements

Expenses and disbursements ("expenses") are any payments from the estate which are not office holder's remuneration nor a distribution to a creditor or a member. Disbursements are payments which are first met by the office holder, or their firm, and then reimbursed from the estate. It should be noted that expense rates may increase periodically in line with increases from our suppliers.

Category 1 expenses: these are directly attributable to the estate and may include travelling, postage, photocopying (where external provider), statutory advertising, professional advisors and other expenses made on behalf of the estate. These are payments made to providers who are not an associate of the office holder or firm. Such expenses can be paid from the estate without approval from the committee or the creditors. We are prepared to provide such additional information as may reasonably be required to support the expenses paid.

Category 2 expenses: these are payments to associates or those which have an element of shared costs. Before being paid, they require approval from the committee or creditors in the same manner as an office holder's remuneration. Mileage is a Category 2 expense charged by this firm, which is paid at prevailing HM Revenue & Customs approved rates. For personnel using their own vehicles, these are currently 45 pence per mile for the first 10,000 miles and 25 pence per mile thereafter.