

in accordance with
Rule 18.7 of the
Insolvency (England &
Wales) Rules 2016 and
Sections 92A, 104A and
192 of the Insolvency
Act 1986.

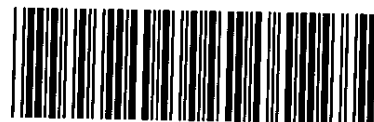
LIQ03

Notice of progress report in voluntary winding up



Companies House

WEDNESDAY




A18 *A761NR40* 16/05/2018 #36
COMPANIES HOUSE

| | | |
|----------------------|-------------------------------|--|
| 1 | Company details | |
| Company number | 0 6 4 4 8 1 2 6 | → Filling in this form Please complete in typescript or in bold black capitals. |
| Company name in full | Vireol Limited | |
| 2 | Liquidator's name | |
| Full forename(s) | Alastair Rex | |
| Surname | Massey | |
| 3 | Liquidator's address | |
| Building name/number | 2nd Floor | |
| Street | 110 Cannon Street | |
| Post town | London | |
| County/Region | | |
| Postcode | E C 4 N 6 E U | |
| Country | | |
| 4 | Liquidator's name ① | |
| Full forename(s) | Anthony John | ① Other liquidator Use this section to tell us about another liquidator. |
| Surname | Wright | |
| 5 | Liquidator's address ② | |
| Building name/number | 2nd Floor | ② Other liquidator Use this section to tell us about another liquidator. |
| Street | 110 Cannon Street | |
| Post town | London | |
| County/Region | | |
| Postcode | E C 4 N 6 E U | |
| Country | | |

LIQ03

Notice of progress report in voluntary winding up

| | | | | | | | | | | | | | |
|------------------------|--|---|----------------|--|----------------|----------------|--|----------------|----------------|----------------|----------------|---|--|
| 6 | | Period of progress report | | | | | | | | | | | |
| From date | | ^d 2 | ^d 3 | | ^m 0 | ^m 3 | | ^y 2 | ^y 0 | ^y 1 | ^y 7 | | |
| To date | | ^d 2 | ^d 2 | | ^m 0 | ^m 3 | | ^y 2 | ^y 0 | ^y 1 | ^y 8 | | |
| 7 | | Progress report | | | | | | | | | | | |
| | | <input checked="" type="checkbox"/> The progress report is attached | | | | | | | | | | | |
| 8 | | Sign and date | | | | | | | | | | | |
| Liquidator's signature | | <div>Signature</div> <div>X </div> | | | | | | | | | | X | |
| Signature date | | ^d 1 | ^d 5 | | ^m 0 | ^m 5 | | ^y 2 | ^y 0 | ^y 1 | ^y 8 | | |

Vireol Limited (in Liquidation) (“the Company”)

The Joint Liquidators’ Progress Report for the period from 23 March 2017 to 22 March 2018 pursuant to section 104A of the Insolvency Act 1986 and the Insolvency (England and Wales) Rules 2016

15 May 2018



Contents and abbreviations



| Section | Content | The following abbreviations may be used in this report: |
|-----------------|---|--|
| 1. | Progress of the liquidation | FRP Advisory FRP Advisory LLP |
| 2. | Estimated outcome for the creditors | The Company Vireol Limited (in Liquidation) |
| 3. | Joint Liquidators' remuneration, disbursements and expenses | The Joint Liquidators Alastair Rex Massey and Anthony John Wright of FRP Advisory |
| Appendix | Content | The Period The reporting period, being from 23 March 2017 to 22 March 2018 |
| A. | Statutory information about the Company and the liquidation | CVL Creditors' Voluntary Liquidation |
| B. | Joint Liquidators' receipts & payments account for the both the Period and cumulatively | SIP Statement of Insolvency Practice |
| C. | A schedule of work | HMRC HM Revenue & Customs |
| D | Statement of expenses incurred in the Period | FF1 Future Fuels No. 1 LLP |
| | | EPS Ethanol Project Services Limited (in Liquidation) |



1. Progress of the liquidation

Work undertaken during the Period and work yet to be completed

I attach at Appendix C a schedule of work undertaken during the Period together with a summary of work still to be completed.

No assets have been realised in the Period. I have commented on each asset disclosed on the directors' statement of affairs below:

"Ebury Engineering Services Ltd", "Vireol Mezz Ltd" and "Vireol Bio Energy Ltd"

These assets relate to the equity held by the Company in these entities. Ebury Engineering Services Limited entered liquidation on 23 March 2016 and as such the Joint Liquidators do not consider this asset to have realisable value. Vireol Mezz Ltd was a dormant company and was struck off via voluntary strike off on 24 May 2016 and as such the equity has no realisable value. Vireol Bio Energy Limited is also a dormant company and the Joint Liquidators do not believe the shares currently have any value.

"Ceres Technical Services Ltd"

The Company owns a 5% shareholding in Ceres Technical Services Limited which had shareholder funds of £35,945 as at 31 March 2017. Given the minority stake and the small value of shareholder funds, the Joint Liquidators do not believe this asset to be of any value.

"Loans to Investors in Ceres & Demeter"

The Joint Liquidators have reviewed the underlying documentation behind these loans and have concluded they are not recoverable.

"Loans to EPS"

The Joint Liquidators were appointed over EPS on 18 August 2017. EPS was the vehicle which made loans available to the investors in Elysian schemes 1 to 6. As per the statement of affairs the realisable value of EPS' assets are uncertain.

Vireol Limited (in Liquidation)
The Joint Liquidators' Progress Report

"Loans to Future Capital Project Finance"

The Joint Liquidators have sought assurances from Future Capital Project Finance Ltd that no event of default (as defined in the loan agreement underpinning this balance) has occurred which would accelerate the repayment terms. Future Capital Project Finance Ltd have confirmed the same.

"Debtors"

The Joint Liquidators understand that this figure was an accrual for interest due to the Company in respect of the inter-company loans made to Ebury Engineering Services Ltd, Ethanol Ventures Ltd and Future Fuels No. 1 LLP. These loans are not recoverable as they will be offset against larger inter-company creditor balances.

"Other Debtors & Recharges"

The Joint Liquidators believe this relates to interest due from inter-company debtors (Ethanol Project Services Ltd, Future Capital Project Finance Ltd, Ebury Engineering Services Ltd and FF1). The recoverability of these sums is contingent on the solvency of the inter-company debtors.

"Bank Account"

The Joint Liquidators wrote to the Company's bankers following their appointment. The bank subsequently confirmed that the credit balance in the account had been used to meet final bank charges and there was no sum available for the estate.

"Prepayments"

The Joint Liquidators understand that this relates to funds spent by the Company on the Business Premises Renovation Allowance and is not of any realisable value in a liquidation.

"VAT Receivable"

HMRC have submitted a claim of £749,360 in the liquidation and will offset any pre-appointment refund against this sum.



1. Progress of the liquidation

"Loans to Future Fuels No. 1 LLP"

The Joint Liquidators have investigated the circumstances around a loan being made from the Company to FF1. These investigations are ongoing.

Future Fuels No. 1 LLP received an assignment of creditor claims from two related parties and the Joint Liquidators investigations into these transactions are ongoing.

"Inter-company with Vireol Bio Energy Ltd"

This entity is dormant and the Joint Liquidators do not consider this loan to be recoverable.

"Inter-company with Ebury Engineering Services Ltd"

Ebury Engineering Services Limited are a large creditor of the Company and it is likely this debtor balance will be offset against any sum due.

"Inter-company with Vireol Bio Energy Holdings Limited"

This entity had negative shareholders' funds of £4,006,388 as at 31 March 2016 and as such the Joint Liquidators do not believe this loan to be recoverable.

Receipts and payments account

Attached at Appendix B is a receipts and payments account detailing both transactions for the Period and also cumulatively since my appointment as Joint Liquidator.

Investigations

Part of my duties include carrying out proportionate investigations into what assets the Company has, including any potential claims that could be brought by the Company or by me in my capacity as Liquidator against any party which could result in a benefit to the estate. I have reviewed the Company's books and records and accounting information, requested further information from the directors, and invited creditors to provide information on any concerns they have concerning the way in which the Company's business has been conducted.

Further details of the conduct of my investigations are set out in the schedule of work attached. I can confirm that my review is currently ongoing.

Outcome for the creditors

The estimated outcome for creditors was included in correspondence previously circulated by me.

Outcome for secured creditors

Charge over cash deposit and assignment in favour of EPS created on 1 April 2010

EPS appears to be a debtor of the Company based on the above and no claim has been received.

Legal charge in favour of Humber Land (Grimsby) Trustee One Limited and Humber Lane (Grimsby) Trustee Two Limited (acting in their capacity as Joint Trustees of Humber Land (Grimsby) Unit Trust created on 6 March 2009

The Company sold the plant at Grimsby (to which the legal charge relates) to FF1. This charge should appear as satisfied however it would appear the directors did not file the requisite papers prior to the Company entering liquidation.

Preferential Creditors

There are no preferential creditors in this matter.

Unsecured creditors

I have received claims totalling £291,525,480 from unsecured creditors who have proved their debts in these proceedings. No claims have been agreed to date as it is not yet clear whether there will be a dividend to unsecured creditors.

Unsecured claims as per the directors' statement of affairs totalled £367,503,122.

The Prescribed Part

In accordance with the Insolvency Act 1986, the prescribed part is an element of net realisations due to the floating charge holder which is made available for unsecured creditors (subject to the floating charge post-dating 15 September 2003).

As there is no floating charge the prescribed part does not apply in this instance.

3. 'Joint Liquidators' remuneration, disbursements and expenses

Joint Liquidators' remuneration

As advised in previous correspondence the creditors passed resolutions that the Joint Liquidator's remuneration should be calculated on the following basis:

Fixed fee

The creditors passed a resolution fixing the basis of the Joint Liquidators remuneration for dealing with all statutory requirements of the liquidation (i.e. excluding any work in respect of asset realisations, investigations, and if it becomes appropriate, agreeing the claims of unsecured creditors and distributing funds) as a fixed fee of £60k.

No fees have been drawn in respect of this resolution.

Percentage of realisations

The creditors passed a resolution fixing the basis of the Joint Liquidators remuneration for dealing with asset realisations, investigations, agreeing the claims of unsecured creditors and paying a dividend as a percentage of the value of the assets realised using the following sliding scale:

| Realisations | Percentage |
|--------------------------|------------|
| 0 to £250,000 | 50% |
| £250,001 to £1,000,000 | 20% |
| £1,000,001 to £5,000,000 | 10% |
| £5,000,001 and above | 0.5% |

No fees have been drawn in respect of this resolution.

Joint Liquidators' disbursements

The Joint Liquidator's disbursements are a recharge of actual costs incurred by the Joint Liquidators in dealing with this matter. Mileage payments made for expenses relating to the use of private vehicles for business travel, which is directly attributable to the insolvency estate, are paid by FRP Advisory at the HMRC approved mileage rate

prevailing at the time the mileage was incurred. Details of disbursements incurred during the Period are set out in Appendix D.

Expenses of the liquidation

An estimate of the Joint Liquidators' expenses was set out in the information previously circulated to creditors. I attach at Appendix D a statement of expenses that have been incurred during the Period. It is currently expected that the expenses incurred or anticipated to be incurred are not likely to exceed the details provided prior to the determination of the basis of the Liquidator's remuneration.

Creditors have a right to request further information from the Joint Liquidators and further have a right to challenge the Joint Liquidators' remuneration and other expenses, which are first disclosed in this report, under the Insolvency (England and Wales) Rules 2016. For ease of reference these are the expenses incurred in the Period as set out in Appendix D only. Further details of these rights can be found in the Creditors' Guide to Fees which you can access using the following link <http://creditors.frapadvisory.com/feesguide.htm> and select the guide for liquidations. Alternatively, a hard copy of the relevant guide will be sent to you on request. Please note there is a time limit for requesting information being 21 days following the receipt of this progress report. There is a time limit of 8 weeks following the receipt of this report for a Court application that the remuneration or expenses are excessive.

Appendix A



Statutory information about the Company and the liquidation

VIREOL LIMITED (IN LIQUIDATION)

LIQUIDATION DETAILS:

COMPANY INFORMATION:

| | | | |
|-----------------------------|--|--|--|
| Other trading names: | None | Liquidators: | Alastair Rex Massey & Anthony John Wright |
| Date of incorporation: | 07 December 2007 | Address of Liquidators: | FRP Advisory LLP, 2 nd Floor, 110 Cannon Street, London, EC4N 6EU |
| Company number: | 06448126 | Date of appointment of Liquidators: | 23 March 2016 |
| Registered office: | 2nd Floor, 110 Cannon Street, London, EC4N 6EU | Court in which Liquidation proceedings were brought: | N/A |
| Previous registered office: | 10 Old Burlington Street, London, W1S 4AG | | |
| Business address: | 10 Old Burlington Street, London, W1S 3AG | Court reference number: | N/A |

Joint Liquidators' receipts & payments account for the both the Period and cumulatively

**Vireol Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments**

[illegible]

Viireol Limited (in Liquidation) The Joint Liquidators' Progress Report

Appendix C

A schedule of work

The table below sets out a detailed summary of the work undertaken by the Joint Liquidators during the Period, together with an outline of work still to complete.

Where work undertaken results in the realisation of funds (from the realisation of assets or recoveries from successful actions taken against third parties), there may be a financial benefit to creditors should there be sufficient funds available to make a distribution to one or more class of creditor. In this case work undertaken will include the scrutiny and agreement of creditor claims.

A proportion of the work undertaken by the Joint Liquidators is required by statute, notifications of the appointment to third parties, regular reporting on the progress, notifying statutory bodies where required in relation to the conduct of the directors, complying with relevant legislation and regulatory matters. This may not have a direct financial benefit to creditors but is substantially there to protect creditors and other stakeholders and ensuring they are kept informed of developments.

| Note | Category | | Fee basis agreed |
|------|---|--|-------------------------|
| 1 | ADMINISTRATION AND PLANNING | ADMINISTRATION AND PLANNING | Fixed Fee - £60k |
| | Work undertaken during the reporting period | Future work to be undertaken | |
| | Regulatory Requirements | | |
| | Completion of money laundering risk assessment procedures and know your client checks in accordance with Money Laundering Regulations. | Continue to monitor the case in accordance with Money Laundering Regulations. | |
| | Completion of take on procedures which include consideration of professional and ethical matters and other legislation such as Bribery Act 2010 and Data Protection Act 1998. | Consideration of professional and ethical matters for the duration of the liquidation. | |
| | Consideration to professional and ethical matters which require to be considered in line with guidance issued. | | |
| | Case Management Requirements | | |
| | Determine case strategy and documenting. | | |
| | Setting up and administering the insolvent estate bank accounts throughout the duration of the case. | Continuing to update the case strategy document as the liquidation progresses. | |

Appendix C

A schedule of work

| | | | |
|---|--|---|--|
| | <p>Compiling a forecast of work that has been or is anticipated will be undertaken throughout the duration of the case, circulating to creditors together with other such documentation as required to enable the relevant approving creditors to assess and vote on the fee basis proposed.</p> <p>Periodic reviews of the working files to ensure that all compliance matters are attended to.</p> | <p>Updating the forecast of work as required and circulating to creditors.</p> <p>Periodic reviews of the working files to ensure that all compliance matters are adhered to.</p> | |
| 2 | <p>ASSET REALISATION</p> <p>Work undertaken during the reporting period</p> <p>As disclosed in the directors' statement of affairs, the Company's assets largely consist of loans made on various terms to connected companies.</p> <p>The repayment of these loans are governed by a number of agreements and some are un-documented inter-company balances. These agreements have previously been reviewed to ascertain the repayment terms and whether the Joint Liquidators had any rights to accelerate the same.</p> <p>The majority of the debts are repayable at a future date however a number are repayable on demand should an event of default occur. It does not appear an event of default has occurred and as such the loans are not yet repayable.</p> <p>In the absence of agreements governing the terms of the inter-company balances, it has been assumed they are repayable on demand. Demand has been served in respect of these balances and two debtors responded to state that they were unable to pay.</p> | <p>ASSET REALISATION</p> <p>Future work to be undertaken</p> <p>The Joint Liquidators will continue liaise with the debtors to secure repayment of any sums due to the Company, in line with the various loan agreements.</p> | <p>Percentage of realisations</p> |

Appendix C

A schedule of work

| | | | |
|---|---|--|--|
| | <p>The third debtor responded to state that it had been assigned a number of creditor balances the effect of which the entity had now become a net creditor of the Company.</p> <p>The remaining assets of the Company detailed on the directors' statement of affairs are a VAT receivable figure and a cash at bank balance. The Joint Liquidators have received an unsecured claim from HMRC so any VAT receivable balance will be offset and the Company's bankers have confirmed the balance of the account is nil.</p> | | |
| 3 | <p>CREDITORS</p> <p>Work undertaken during the reporting period</p> <p>Ad-hoc liaison with unsecured creditors as and when required.</p> | <p>CREDITORS</p> <p>Future work to be undertaken</p> <p>Ongoing liaison with creditors as required.</p> <p>The adjudication of unsecured claims should funds become available to earnable to enable a dividend to unsecured creditors.</p> | <p>Fixed fee - £60k</p> |
| 4 | <p>INVESTIGATIONS</p> <p>Work undertaken during the reporting period</p> <p>The Joint Liquidators investigations into a number of transactions entered into by the Company prior to it entering liquidation are ongoing. Further details cannot be disclosed at this stage as it may prejudice any potential recovery.</p> <p>The Joint Liquidators have obtained a copy of the Company's email server and hard books and records and have made requests of third parties for documentation relating to the</p> | <p>INVESTIGATIONS</p> <p>Future work to be undertaken</p> <p>The Joint Liquidators will continue to review the information available to them and review the merits of any potential claims identified.</p> | <p>Percentage of realisations</p> |

Appendix C

A schedule of work

| | | | |
|---|--|---|-------------------------|
| | Company's affairs. A review of the same is underway in order to assist with the Joint Liquidators enquiries. | | |
| 5 | STATUTORY COMPLIANCE AND REPORTING Work undertaken during the reporting period | STATUTORY COMPLIANCE AND REPORTING Future work to be undertaken | Fixed fee - £60k |
| | The Joint Liquidators have prepared several letters to creditors to agree the basis of their remuneration in accordance with SIP 9. The Joint Liquidators prepared their first progress report on the liquidation and circulated to creditors in addition to filing at Companies House. | The Joint Liquidators will continue to circulate reports following each anniversary of the liquidation until all outstanding matters are dealt with and the Company can be dissolved. | |

Appendix D

Statement of expenses incurred in the Period

| Vireol Limited (In Liquidation) | | |
|---|---------------------------------|--|
| Statement of expenses for the period ended 22 March 2018 | | |
| | Period to 22 March 2018 £ | Cumulative period to 22 March 2018 £ |
| Expenses | | |
| Office Holders' remuneration (Fixed Fee) | - | 60,000 |
| Office Holders' disbursements | 105 | 2,795 |
| Legal Fees | 5,800 | 11,085 |
| Total | 5,905 | 73,880 |

Disbursements for the period

23 March 2017 to 22 March 2018

| | Value £ |
|--------------------|---------------|
| Category 1 | |
| Postage | 46.75 |
| Storage | 38.48 |
| Telephone | 19.57 |
| Grand total | 104.80 |

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Notice of progress report in voluntary winding up



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 | Patrick Donnan |
| Company name | FRP Advisory LLP |
| | |
| Address | 2nd Floor |
| | 110 Cannon Street |
| | |
| Post town | London |
| County/Region | |
| Postcode | E C 4 N 6 E U |
| Country | |
| DX | |
| Telephone | 020 3005 4000 |



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