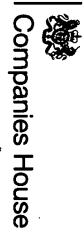


# AM03

## Notice of administrator's proposals



Companies House



<b>1 Company details</b>	
Company number	07520075
Company name in full	W2D2 Limited
<b>2 Administrator's name</b>	
Full forename(s)	Daniel James Mark
Surname	Smith
<b>3 Administrator's address</b>	
Building name/number	PO Box 500
Street	2 Hardman Street
Post town County/	Manchester
Region	
Postcode	M602AT
Country	
<b>4 Administrator's name</b>	
Full forename(s)	Clare
Surname	Boardman
<b>5 Administrator's address</b>	
Building name/number	1 City Square
Street	Leeds
Post town County/	West Yorkshire
Region	
Postcode	LS12AP
Country	

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

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

AM03

## Notice of Administrator's Proposals

### 6 Statement of proposals



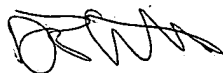
I attach a copy of the statement of proposals

### 7 Sign and date

Administrator's  
Signature

Signature

×



×

Signature date

<sup>d</sup>

04

<sup>m</sup>

12

<sup>y</sup>

20

<sup>y</sup>

20

## AM03

### Notice of Administrator's Proposals



#### 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 Radha Kaur

Company name Deloitte LLP

Address Four Brindleyplace

Birmingham

Post town B1 2HZ

County/Region

Postcode

Country

DX

Telephone +44 121 632 6000



#### 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 and dated 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

# Deloitte.

**Individual Restaurant Company Limited ("IRC")  
Restaurants Bar and Grill Limited ("RGB")  
W2D2 Limited ("W2D2")  
Bank Restaurant Company Limited ("BRC")  
(all in administration)  
("the Companies" / "the Group")**

JOINT ADMINISTRATORS' STATEMENT OF  
PROPOSALS PURSUANT TO PARAGRAPH 49 OF  
SCHEDULE B1 OF THE INSOLVENCY ACT 1986 (AS  
AMENDED) ("the Act").

Daniel James Mark Smith and Clare Boardman ("the Joint Administrators") were appointed Joint Administrators of Companies on 25 November 2020 by the Directors of the Companies. The affairs, business and property of the Companies are managed by the Joint Administrators. The Joint Administrators act as agents of the Companies and contract without personal liability. All licensed Insolvency Practitioners of Deloitte LLP ("Deloitte") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purposes of paragraph 100(2) of Schedule B1 of the Act, the Joint Administrators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

Court Case Nos. LDS-000852, LDS-000853, LDS-000855 and LDS-000854 of 2020  
High Court of Justice, Business and Property Court in Leeds

Registered Office: c/o Deloitte LLP  
Four Brindleyplace  
Birmingham  
B1 2HZ

04 December 2020

## Definitions

<b>Bank / Secured Lender</b>	HSBC Bank Plc	<b>Ice, Purchaser</b>	Ice Acquisitions Limited, the purchaser for the Transaction
<b>IRC</b>	Individual Restaurant Company Limited	<b>Iceland</b>	Iceland Limited
<b>RBG</b>	Restaurant Bar and Grill Limited	<b>IM</b>	Information Memorandum
<b>W2D2</b>	W2D2 Limited	<b>IP</b>	Intellectual Property
<b>BRC</b>	Bank Restaurant Company Limited	<b>IT</b>	Information Technology
<b>Companies</b>	The four companies in administration	<b>Joint Administrators</b>	Daniel Smith and Clare Boardman
<b>COVID-19</b>	The global coronavirus pandemic	<b>LTO</b>	Licence to occupy
<b>CVA</b>	Company Voluntary Arrangement	<b>M&amp;A</b>	Mergers and acquisitions
<b>Deloitte ACF</b>	Deloitte Advisory Corporate Finance	<b>NDA</b>	Non disclosure agreement
<b>Directors</b>		<b>P&amp;M</b>	Plant and machinery
<b>IRC</b>	Tarsem Dhaliwal, Steven Walker and Conrad Walker	<b>RCF</b>	Revolving credit facility
<b>RBG</b>	Tarsem Dhaliwal and Steven Walker	<b>SIP16</b>	Statement of Insolvency Practice 16
<b>W2D2</b>	Tarsem Dhaliwal, Steven Walker, Conrad Walker, Paul Dawes, Alexia Gharagiolou, Ruth Gooding and Richard Malcolm Walker	<b>SSLN</b>	Secured Shareholder Loan Notes
<b>BRC</b>	Steven Walker	<b>SOA</b>	Statement of affairs
<b>FCA</b>	Financial Conduct Authority	<b>SPA</b>	Sale and purchase agreement
<b>EBITDA</b>	Earnings before interest, tax, depreciation and amortisation	<b>Transaction</b>	The pre-packaged sales of the business and assets of IRC, RBG, W2D2 and BRC
<b>Group</b>	Individual Restaurant Company Limited, Restaurant Bar and Grill Limited, W2D2 Limited and Bank Restaurant Company Limited	<b>TUPE</b>	The Transfer of Undertakings (Protection of Employment) Regulations 2006
<b>HMRC</b>	Her Majesty's Revenue and Customs	<b>WIP</b>	Work in progress
		<b>VAT</b>	Value Added Tax





**Individual Restaurant Company Limited ("IRC")**

**Restaurant Bar and Grill Limited ("RBG")**

**W2D2 Limited ("W2D2")**

**Bank Restaurant Company Limited ("BRC")**

**(all in administration)**

This Statement of Joint Administrators' Proposals ("the Proposals" or "our Proposals") has been prepared pursuant to paragraph 49 of Schedule B1 of the Act, which requires that we, as the Joint Administrators, provide creditors with details of our Proposals to achieve the purpose of the administrations.

It appears that the Company may have sufficient property to enable a distribution to be made to unsecured creditors. As such we are required in accordance with paragraph 51 of Schedule B1 of the Insolvency Act 1986 to seek creditors' approval of our Proposals. In this instance, we propose to seek approval of our Proposals by deemed consent, Notice of which has been posted to the website on Form ADM\_F03. The proposed decision to approve our Proposals will be treated as having been made by creditors unless objected to, using the appropriate procedure as set out in the Notice, by 10% or more in value of creditors. Should that happen, the decision on approval will not be made and a further decision procedure will be held. Unless you object to our Proposals, no action is required from you. Please refer to the website for further details including forms and guidance.

Please refer to the Frequently Asked Questions section on the case website for more information about decision procedures in insolvency proceedings.

Please also note that hard copies of any of these documents will be provided free of charge on request.

We have also included the following information in this report:

- background of the Companies
- the circumstances giving rise to the appointment of the Joint Administrators;
- the progress of the administrations to date; and,
- the Joint Administrators' Proposals for achieving the objective of the administrations (Appendix E).

Yours faithfully








For and on behalf of the Companies

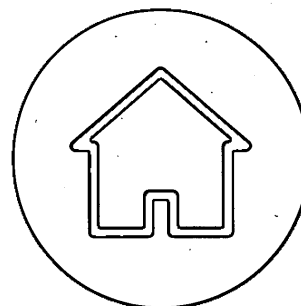
Joint Administrators

Deloitte LLP  
Four Brindleyplace  
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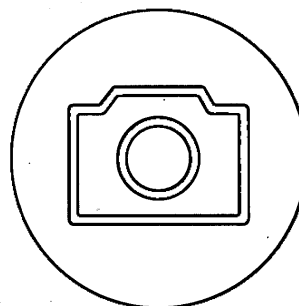
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## Key messages





## Key messages

### Joint Administrators of the Companies

Daniel James Mark Smith  
Clare Boardman  
Deloitte LLP  
Four Brindleyplace  
Birmingham  
B1 2HZ

### Contact details

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Website: [www.ips-docs.com](http://www.ips-docs.com)  
Tel: 0121 695 5049  
Date Proposals delivered to creditors: 3 December 2020

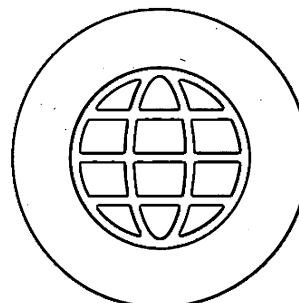


	Commentary
<b>Purpose of the administrations</b>	<ul style="list-style-type: none"> <li>The purpose of the administrations is to achieve a better result for the Companies' creditors as a whole than through liquidations of the Companies.</li> </ul>
<b>Pre pack</b>	<ul style="list-style-type: none"> <li>The business and assets were sold on 25 November 2020 ("the Transaction") as detailed in our SIP 16 Statement dated 2 December 2020 a copy of which can be viewed here <a href="http://www.ips-docs.com">www.ips-docs.com</a>.</li> </ul>
<b>Joint Administrators' strategy</b>	<ul style="list-style-type: none"> <li>The Companies ceased trading on 25 November 2020 following the Transaction. We are now working to complete our obligations under the sales agreement with the Purchaser, Ice Acquisitions Limited ("the Purchaser") as detailed on page 11.</li> </ul>
<b>Approval of the Proposals</b>	<ul style="list-style-type: none"> <li>We are required to seek a decision from unsecured creditors on approval of our Proposals. We intend to take the decision by deemed consent, Notice of which has been posted to the case websites together with guidance on what action if any is required.</li> </ul>
<b>Estimated Timescale</b>	<ul style="list-style-type: none"> <li>On current information the duration of the administrations are not likely to exceed 12 months following which it is anticipated that the Companies will move to dissolution.</li> </ul>
<b>Estimated Costs and Estimate of work required to be done</b>	<ul style="list-style-type: none"> <li>We propose to seek approval to charge our fees on the following bases: <ul style="list-style-type: none"> <li><b>Restaurant Bar and Grill Ltd</b> – a set fee of £700k.</li> <li>We have provided an outline of the work we propose to undertake and our anticipated costs for so doing at page 29 and Appendix C.</li> <li><b>IRC, W2D2 and BRC</b> – we are not currently seeking to fix a basis for our fees.</li> </ul> </li> <li>We anticipate that disbursements of approximately £1,730 in relation to RBG and £730 in the remaining entities which will be incurred over the duration of the appointments as detailed on page 41.</li> <li>We anticipate that third party costs in relation to legal fees are estimated to be in the region of £35,000 across the four entities as follows: RBG £20k, W2D2 £5k, IRC £5k and BRC £5k over the duration of the appointment as detailed on page 30.</li> </ul>
<b>Estimated Outcomes</b>	<p>On current information, we anticipate the following outcome for each category of creditor:</p> <ul style="list-style-type: none"> <li>Secured creditor – The £16.3m shareholder loan note was novated in full to the Purchaser and as such repaid in full via deemed distributions.</li> <li>Preferential creditors – There will be no preferential creditors. All employees of RBG transferred at the date of appointment by TUPE as part of the Transaction. There were no employees in W2D2, IRC and BRC.</li> <li>Unsecured creditors – Distributions will be made in RBG and W2D2 out of the prescribed part funds in the amount of £600k and £171k respectively. It is possible that there will be funds available for a prescribed part distribution in BRC. There will be no distribution in IRC. Please refer to page 25 for further details.</li> </ul>
<b>Proposals</b>	<ul style="list-style-type: none"> <li>Our Proposals for managing the business and affairs of the Companies can be found on page 24.</li> </ul>



## Background

The Group	7
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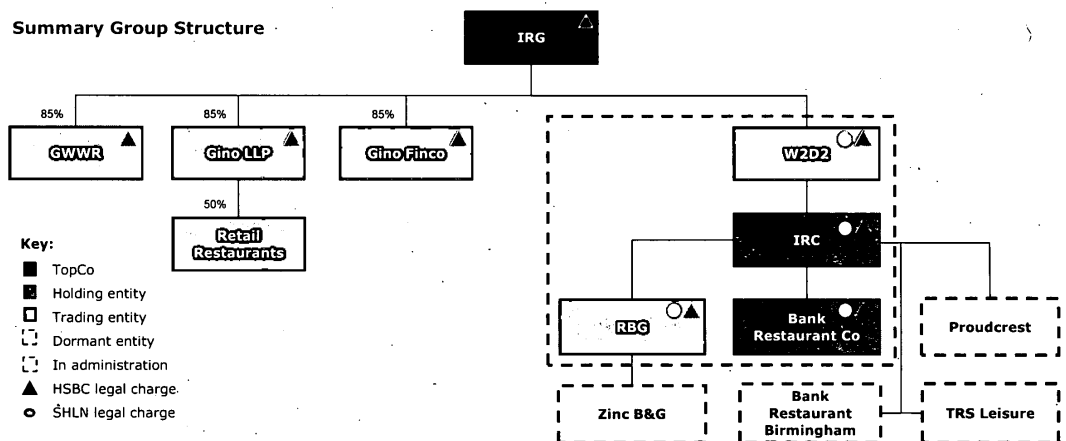


## Background

### Overview

### Group structure

#### Summary Group Structure



#### Background

- The Companies formed part of the IRG Group, as shown above ("the IRG Group"). Only the four Companies shown are in administration and subject to the Transaction.
- GWWR operates the Gino D'Acampo My Restaurant brand ("Gino") which operates out of eight sites. GWWR, Gino LLP, Gino Finco and Retail Restaurants together form "the Gino Group".
- The Gino Group did not enter an insolvency process as its Directors' view is that it can continue to service its debts on a standalone basis
- The Piccolino and Restaurant Bar and Grill brands (together "the RBG Group") were held by RBG, and operated out of 20 and eight restaurant sites respectively.
- IRG Group operated a central kitchen ("Cucina"), the employees and assets for which sit within RBG. Cucina supplied all Restaurant Bar & Grill, Piccolino and Gino restaurants.
- RBG employed all Restaurant Bar and Grill and Piccolino restaurant staff, as well as central head office and support staff for the Group (total c.1,300 employees). GWWR continues to employ all Gino restaurant staff.
- RBG suffered from declining turnover in recent years due to falling customer demand, combined with the increasing cost pressures facing the wider casual dining sector, including higher business rates and the National Living Wage. RBG consequently recorded an operating loss of £4.3m in FY20.
- Underlying business challenges in RBG were exacerbated by Covid-19, with restaurants required to close for a c. 3-month period to 4 July 2020, followed by further local Covid-19 restrictions. A second national lockdown commenced on 5 November 2020.
- This drove an operating loss of £2.8m in the 4 months ending 31 July 2020, which resulted in significant cash flow pressure.

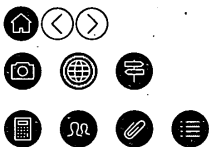
## Background

Overview

Group structure

### background (continued)

- Notwithstanding the fact that the trading operations of the businesses were limited due to lockdown, and RBG Group had accessed the CJRS scheme in respect of employee liabilities, the Directors identified an imminent funding shortfall which could not be wholly mitigated.
- The secured creditors confirmed that no further funding would be available. Given the substantial level of secured debt in the business, the Directors concluded there was no prospect of raising additional third party debt.
- Accordingly, the Directors concluded that the RBG Group had no reasonable prospect of avoiding insolvency.



## Background Overview



### Funding

IRG Group was funded by the following facilities, for which the Companies were either direct recipients or provided cross company guarantees:

- Total £39.0m lending from HSBC Bank plc, split between:
  - £29.0m term loan in IRG
  - £7.0m RCF in IRG
  - £2.6m overdraft facilities in RBG
  - £0.4m overdraft facilities in Gino
  - Corporate credit cards (less than £50k)
- Of the term loan and RCF above, £24.2m was lent down from IRG to RBG via an intercompany loan.
- £16.3m secured share holder loan notes ("SHLNs") split between:
  - £11.2m W2D2;
  - £4.0m RBG; and
  - £1.1m IRC.

Legal advice has confirmed that:

- HSBC facilities benefitted from first ranking all monies debenture, created on 29 August 2019 (registered on 4 September 2019), granting fixed and floating charges over all W2D2, RBG and IRC's assets and undertakings, also benefitting from full cross company guarantees. This followed a refinancing in August 2019, before which HSBC facilities of £24m (at March 2019) sat within RBG directly.
- SHLN facilities benefitted from a second ranking all monies debenture, created on 10 October 2012 (registered on 15 October 2012), as amended by a supplemental deed, created on 11 July 2017 (registered on 18 July 2017), granting fixed and floating charges over all the Group's assets and undertakings, also benefitting from cross company guarantees from W2D2, IRC, RBG and BRC (together "RBG Group").
- Legal advice has confirmed that:
  - HSBC and SHLN debts were subject to valid fixed and floating charges; and
  - The HSBC and SHLN debentures provided a qualifying floating charge which gives the secured creditors the ability to appoint administrators to the Companies.

## Background Overview

### AMA process

The Directors concluded that the Gino Group is able to continue operating on a stand alone basis. Deloitte were engaged to advise on the proposed disposal of either the shares and/or some or all of the business and assets of RBG Group via an AMA process, by an Engagement Letter dated 16 October 2020.

After three weeks, on the indicative offer deadline of 11 November 2020, six first round indicative bids were received from third parties and a connected party bid from the SHLN holders.

Following press coverage on 12 November 2020, inbound interest was received from a further 4 parties. The Deloitte AMA team engaged with each of these parties in order to establish the level of interest. It was agreed with management that parties demonstrating genuine interest would be provided with the process materials (Information Memorandum, financial data pack and process letter). In total, 1 inbound party was provided with these materials and invited to make an indicative offer by 18 November 2020. However, upon review of the information this party declined to submit an indicative offer.

Clarification calls were held with each of the parties that submitted an indicative bid. These conversations took place with bidders over the course of 11 and 12 November 2020.

Having reviewed and clarified the indicative offers, the Deloitte AMA team presented an offer summary to the Directors on 12 November 2020.

It was agreed that the 3<sup>rd</sup> party bidders who submitted offers would be not be progressed, as:

- The process no longer had the support of the SHLN providers, who were not prepared to provide additional funds for the business which as noted previously was facing an imminent funding shortfall;
- No additional funding was available from HSBC; and
- The SHLN bid was materially better for creditors than both alternate insolvency scenarios and the best third party bid identified in the AMA.

Under the SHLN bid, "the Purchaser" is Ice Acquisitions Limited a company owned by Iceland. The Purchaser is connected to the Companies.

### Employees

The Transaction resulted in the TUPE transfer of all c.1,300 employees in RBG, securing all jobs and reducing preferential and unsecured claims in relation to employee arrears to nil.

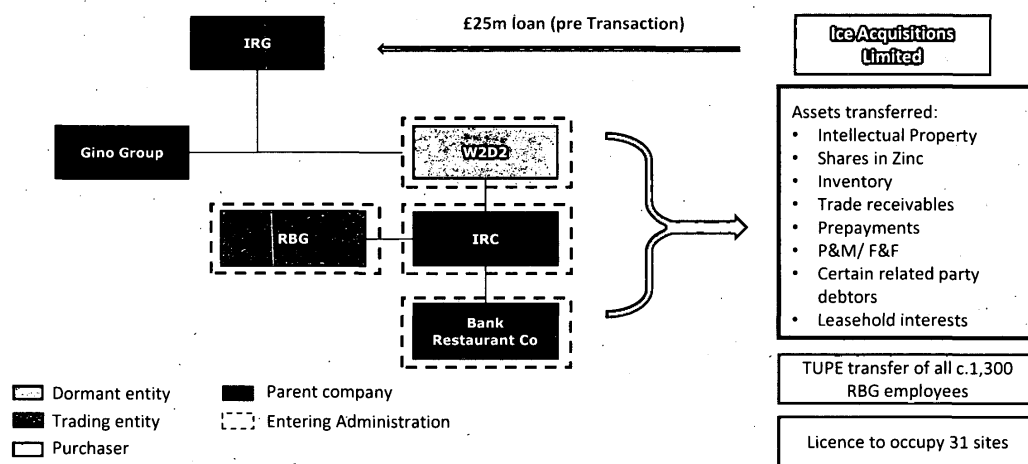
### Group Structure Chart

A summarised group structure chart (at the date of our appointment) is set out on page 7.

Details of the Directors and the Directors' shareholdings are included in the statutory information on page 36.



## Background Group Overview



### Transaction overview

Immediately prior to the transaction and in direct contemplation of completing the Transaction immediately following our appointments, the Purchaser loaned £25.0m to IRG Group's ultimate holding company, IRG, for the purpose of repaying:

- £2.6m overdraft in RBG;
- £0.4m overdraft in Gino Finco;
- £7.0m of the RCF in IRG; and
- £15.0m balance paid down the IRG term loan.

In exchange, HSBC released its guarantees and security over W2D2, IRC and RBG.

As a result, on appointment, the SHLN were the only remaining secured creditor.

The RBG Group Companies ("the Companies") were then placed into administration by the Directors. The business and assets of the Companies were then immediately sold to the Purchaser by the Joint Administrators.

All c1,300 RBG employees will transfer via TUPE to the Purchaser, resulting in zero redundancies.

The Purchaser entered into licences to occupy for up to 10 months in respect of:

- 26 sites (RBG), including IRG Group's head office;
- 4 sites (IRC);
- 1 site (BRC);

The licences are terminable on two weeks' notice. If the Purchaser agrees new lease arrangements with landlords prior to expiry, each such property will be removed from the licence agreement.

The licence is structured to pass on the associated property lease costs to the Purchaser and will not generate income for the Administration estates.

Any sites not required by the Purchaser, or vacated before the expiry of the Licence to occupy (LTO), will be immediately surrendered back to the landlord.

## Background Group Overview



### Transaction (continued)

#### Assets

The assets included in the Transaction were as follows:

- Intellectual Property comprising the trading brands of the restaurant business, and the customer database
- Shares in Zinc (a non-trading business holding certain leasehold interests)
- Inventory, principally comprising food and beverage stock (excluding that subject to ROT)
- Trade receivables and prepayments
- Tangible assets principally comprising restaurant fixtures and fittings
- Certain related party debtors
- Leasehold interests

The principal assets excluded from the Transaction were the majority of non-trading debtor and intercompany balances.

#### Consideration

The total consideration for the Transaction was £17.9m comprising:

- The £16.3m SHLNs sat within W2D2, RBG and IRC have been novated to the Purchaser;
- Cash consideration of £1.6m.

In addition, immediately prior to the Transaction, before the Joint Administrators' appointment, but in direct contemplation of completing the Transaction immediately following our appointment, the Purchaser repaid £25m of secured liabilities due to HSBC in order to release the HSBC guarantees over the RBG Group.

The consideration for the Transaction has resulted in a deemed distribution to SHLN holders in satisfaction of the security held on their behalf over the Companies' assets.

The Transaction consideration was apportioned as follows:

Consideration				
£s	RBG	W2D2	IRC	BRC
Zinc Shares	1			
Leasehold properties	26		4	1
Benefit of Landlord deposits	1		1	1
Intellectual Property	500,000		1	1
Business Records	1	1	1	1
Customer contracts	1	1	1	1
Moo Moo Debt	1,006,000			
Gino Finco Debt	30,000			
Gino LLP Debt	70,000			
GWWR Debt	115,000			
Retail Restaurants Debt	70,000			
IRG Debt	201,000			
Goodwill	12,013,000			
IT	1	1	1	1
P&M, F&F	1,500,000			
Supplier contracts	1	1	1	1
Stock	1,500,000			
Aldpic debt	5,000	5,000		
SW Director Loan		862,000		
	<b>17,010,032</b>	<b>867,004</b>	<b>10</b>	<b>7</b>

Comprised of:				
Loan Note Novation	15,614,996	671,004		
Cash	1,395,036	196,000	10	7
	<b>17,010,032</b>	<b>867,004</b>	<b>10</b>	<b>7</b>

The Transaction has generated floating charge realisations in RBG and W2D2, which in turn have created Prescribed Part realisations for unsecured creditors. The Purchaser has provided the cash for these distributions as part of the £1.6m cash consideration.



## Background

### Summary Financials

#### Restaurant Bar and Grill Limited - P&L

£m	Audited		Management	
	FY18	FY19	FY20	FY21YTD
Turnover- Piccolino	37.9	35.4	33.3	2.2
Turnover- RBG	23.9	23.0	18.7	0.9
Turnover- At Home	-	-	-	0.3
<b>Turnover</b>	<b>61.8</b>	<b>58.4</b>	<b>52.1</b>	<b>3.4</b>
CoS- Piccolino	(8.6)	(8.1)	(7.4)	(0.5)
CoS- RGB	(5.8)	(5.8)	(4.6)	(0.3)
CoS- At Home	-	-	-	(0.2)
CoS-Cucina	1.1	1.2	1.0	0.0
<b>CoS</b>	<b>(13.3)</b>	<b>(12.7)</b>	<b>(11.0)</b>	<b>(0.9)</b>
<b>Gross Profit</b>	<b>48.5</b>	<b>45.6</b>	<b>41.1</b>	<b>2.5</b>
Admin Expenses	(45.8)	(42.5)	(45.3)	(5.2)
<b>Operating (loss)/profit</b>	<b>2.7</b>	<b>3.2</b>	<b>(4.3)</b>	<b>(2.8)</b>

Source: Financial Statements & Management information

Note: FY21YTD represents the 4 months ending 31 July 2020

#### RBG profit and loss account

##### Historical trading

- Total revenues in RBG declined by £9.7m between FY18 and FY20, as a result of declining customer demand.
- RBG's operating result has declined over this period, from profit of £2.7m in FY18 to a loss of £4.3m in FY20, driven by the challenges facing the wider casual dining sector in recent years, including increasing costs of wages (following the introduction of the National Living Wage) and business rates.

##### FY21 and impact of Covid-19

- In the 4 months to July 2020, RBG generated an operating loss of £2.8m.
- The Group was forced to close all its restaurants for three months at the start of FY21 due to Covid-19, with revenue collapsing to nil as a result.
- Management took steps to mitigate the Group's position, placing all employees on furlough during the lockdown period and negotiating concessions from landlords.
- Whilst the Group benefited from a partial recovery from July 2020, driven by the reopening of restaurants and the Government's Eat Out to Help Out scheme, subsequent regional and national lockdowns have exacerbated the impact on the Group's cash flow, driving the immediate funding requirement.

#### Other Companies profit and loss account

- The remaining Companies entering administration are not trading Companies, so consequently we have not included a profit and loss account, but have summarised the balance sheets on the following pages.



## Background Balance Sheet

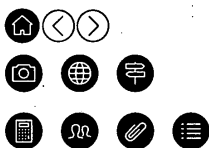
Restaurant Bar and Grill Limited - Balance sheet

£m	Audited		Management	
	Mar-18	Mar-19	Mar-20	Sep-20
Intangible assets	0.6	0.8	0.2	0.8
Property plant & equipment	35.4	35.9	36.5	32.8
Intercompany receivable	1.5	1.5	-	0.4
Related Party Receivable	4.9	1.1	-	2.8
Inventories	3.2	3.4	3.4	3.6
Trade Receivables	0.7	0.4	0.9	0.3
Other receivables	4.8	5.6	2.4	5.0
Cash	2.0	3.0	0.0	2.8
<b>Total Assets</b>	<b>53.2</b>	<b>51.7</b>	<b>43.4</b>	<b>48.5</b>
Trade Payables	(5.9)	(10.2)	(10.7)	(9.5)
Other payables	(10.9)	(11.7)	(11.2)	(16.5)
Intercompany payables	(10.6)	(11.1)	(6.7)	(35.2)
Bank Loan	(24.0)	(24.0)	(25.2)	(1.7)
Shareholder Loans	-	(1.0)	(6.0)	(4.0)
Provisions	(0.5)	(0.9)	-	-
<b>Total Liabilities</b>	<b>(51.8)</b>	<b>(58.9)</b>	<b>(54.8)</b>	<b>(67.0)</b>
<b>Net Assets (Liabilities)</b>	<b>1.3</b>	<b>(7.2)</b>	<b>(11.4)</b>	<b>(18.2)</b>

Source: Financial Statements & Management information

### RBG balance sheet

- RBG has been balance sheet insolvent since FY19, with the net liability position increasing driven by losses in FY20 and FY21.
- The tangible fixed assets primarily relate to site fixtures and fittings and capital expenditure at the restaurants. A desktop review of the Company tangible fixed assets was undertaken by Hilco Global, who estimated realisations of £0.3m in a shutdown scenario.
- Certain intercompany and related third party receivables are included in the Transaction.
- Inventories principally comprise food and drink to be prepared and sold in the restaurants.
- Other receivables is made up of prepayments and accrued income, the majority of which relate to supplier rebates.
- RBG has the benefit of £36m external bank debt sat in IRG, of which £24.2m has been paid to RBG via an intercompany loan, in addition to a £2.6m overdraft facility (undrawn as at Sep-20). RBG has provided a cross-guarantee to HSBC for IRG Group's bank debt.
- As at Sep-20 £4.0m of SHLN sat within RBG. RBG has provided a cross guarantee to the SHLN holders, which ranks behind HSBC's security.
- The intercompany payables relate to £8.0m owed to BRC and £3.0m to IRC.
- Trade payables primarily relate to stock suppliers.
- Other payables is made up of accruals and deferred income relating to customer reward scheme, as well as obligations under finance leases.



## Background Balance Sheet

### W2D2 Limited - Balance sheet

£m	Audited		Management	
	FY18	FY19	FY20	FY21 Sept
Investments	8.7	8.7	n/a	8.7
Intercompany receivable	8.7	8.7		8.0
Related Party receivable	0.8	0.8		0.8
Directors Loan	1.8	2.0		1.0
Prepayments & accrued income	0.7	0.5		0.5
<b>Total Assets</b>	<b>20.7</b>	<b>20.8</b>	<b>n/a</b>	<b>19.1</b>
Accruals & deferred income	(0.4)	(0.4)		(0.4)
Shareholder loans	(8.8)	(8.8)		(11.2)
Intercompany Payables	(2.1)	(2.1)		(0.4)
<b>Total Liabilities</b>	<b>(11.4)</b>	<b>(11.4)</b>		<b>(12.1)</b>
<b>Net Assets (Liabilities)</b>	<b>9.3</b>	<b>9.4</b>		<b>7.0</b>

Source: Financial Statements & Management information

### Individual Restaurant Company Limited - Balance sheet

£m	Audited		Management	
	FY18	FY19	FY20	FY21 Sept
Investments	6.3	6.3		6.3
Intercompany receivable	3.0	3.0		3.0
<b>Total Assets</b>	<b>9.3</b>	<b>9.3</b>	<b>n/a</b>	<b>9.3</b>
Shareholder Loans	(1.0)	(1.0)		(1.1)
<b>Total Liabilities</b>	<b>(1.0)</b>	<b>(1.0)</b>		<b>(1.1)</b>
<b>Net Assets (Liabilities)</b>	<b>8.3</b>	<b>8.3</b>		<b>8.2</b>

Source: Financial Statements & Management information

### W2D2 balance sheet

- W2D2 is a non-trading holding company.
- The £8.7m investments relates to W2D2's shares in subsidiary Companies.
- The intercompany receivable of £8.0m is owed by BRC, which has an equal intercompany payable balance owing from RBG.
- The related party receivable of £0.8m (as at Sep-20, £0.4m as at Transaction date) is owed by Aldpic Limited, a related company but outside the RBG Group.
- W2D2 has outstanding loan balances with Steven Walker, a current director (£0.9m) and Vernon Lord, a former director (£0.1m).
- As at Sep-20 £11.2m SHLNs sat within W2D2. W2D2 has provided cross guarantees for the SHLN in the RBG Group.
- W2D2 has a £0.4m intercompany payable owing to RBG.
- We understand that the £0.4m against accruals and deferred income is a historical balance, and that there are no unsecured third party creditors in W2D2.

### IRC balance sheet

- IRC is a non-trading holding company.
- The £6.3m investments relates to IRC's shares in subsidiary Companies.
- The intercompany receivable of £3.0m is owed by RBG.
- As at Sep-20, £1.1m SHLNs sat within IRC. IRC is a guarantor for the remaining SHLN balances in other RBG Group Companies.



## Background Balance Sheet

### Bank Restaurant Company Limited - Balance Sheet

£m	Audited		Management	
	FY18	FY19	FY20	FY21 Sept
Intercompany receivable	8.0	8.0		8.0
<b>Total Assets</b>	<b>8.0</b>	<b>8.0</b>		
Intercompany payables	(8.0)	(8.0)	n/a	(8.0)
<b>Total Liabilities</b>	<b>(8.0)</b>	<b>(8.0)</b>		
<b>Net Assets (Liabilities)</b>	<b>-</b>	<b>-</b>		

Source: Financial Statements & Management information

### BRC balance sheet

- BRC is a dormant entity, whose only asset is a £8.0m intercompany receivable owing from RBG, with an equal intercompany payable balance owing from BRC to W2D2.
- BRC has no external creditors, however it holds the lease for one site.
- BRC is a guarantor company for both the HSBC debt in IRG Group and the SHLNs in RBG Group.



## Background

### Joint Administrators' appointment

#### Circumstances giving rise to the appointment of the Joint Administrators

##### Reasons for failure & financial distress

IRG Group suffered from a continued decline in performance over recent years, with EBITDA falling from £7.0m in FY16 (y/e 31 March) to £3.4m in FY19 and generated a loss before tax of £7.6m in FY19. In the 4 months to July 2020, RBG generated an operating loss of £2.8m.

These losses were driven by declining customer demand and the challenges facing the wider casual dining sector in recent years, including increasing costs of wages (following the introduction of the National Living Wage) and an increase in business rates.

Underlying business challenges were exacerbated by Covid-19, with restaurants being required to close for a c. 3-month period to 4 July 2020, followed by further local restrictions. A second national lockdown commenced on 5 November 2020. This has resulted in significant cash flow pressure.

IRG Group took measures to mitigate the cash flow pressure, including negotiating deferrals with landlords, suppliers and HMRC, however its current trading performance does not generate sufficient cash to service its debts or cover its other liabilities without additional funding.

The secured creditors also confirmed that no further funding would be available.

#### Steps taken to remedy/turnaround

Once the Directors of Gino Group concluded that the Gino Group was able to continue operating on a stand alone basis a number of options were considered and an AMA process commenced for the RBG Group.

- Management attempted to navigate the crisis through significant cash saving measures which were put in place to preserve business continuity, such as:
  - Deferrals of rents and supplier payments;
  - Furloughing of the majority of employees; and
  - Deferrals of VAT and PAYE.
- COVID-19 funding schemes were utilised including the CJRS and HMRC payment deferrals however this only provided short term working capital support.
- A refinancing and/or solvent sale of the businesses were considered but were not viable given the level of existing secured liabilities, the time available, the asset base and the loss making position of the Companies.
- A CVA was not considered an appropriate alternative deliverable strategy given the imminent funding requirement, ongoing losses, uncertainty regarding national/regional lockdowns forcing sites to remain closed, and timetable/execution risk of a CVA.
- A full and expansive marketing process has been completed, covering both trade and financial investors, including distressed investors. Therefore, it was unlikely that any new credible potential purchasers would arise through any administration trading period. In any event, the secured creditor was not be prepared to provide funds to support a trading administration. Further information on the marketing process was outlined in our SIP16 statement published to creditors.
- The Companies were marketed as a going concern share sale as part of the AMA process. No offers for the business capable of being transacted were forthcoming on that basis.



## Background

### Joint Administrators' appointment

#### When decision to appoint was made

Deloitte were initially invited by the Directors of IRG to advise IRG Group on its options in July 2020. Following this the Directors concluded that the Gino Group was able to continue operating on a stand alone basis. Therefore, the Directors decided to explore a sale of the RBG Group only.

We were thus engaged in October 2020 to carry out a further advisory engagement, involving:

- Advise and assist with the potential disposal of the shares and/or all or part of the business and assets of RBG Group; and
- Advise and assist with contingency planning services.

#### Phase 1 offers received

Offers were received from 6 parties, on the indicative offer deadline of 11 November 2020. Of the 3<sup>rd</sup> party offers, 3 were initially received in writing with the other 3 being received verbally. Following clarification calls with Deloitte, two verbal offers were subsequently submitted in writing.

A further offer from the Secured Shareholder Loan Note holders (SHLN Offer) was also received. The indicative offer was finalised on 19 November 2020.

#### Inbound interest received

Following press coverage on 12 November 2020, inbound interest was received from 4 parties. The Deloitte AMA team engaged with each of these parties in order to establish the level of interest. It was agreed with management that parties demonstrating genuine interest would be provided with the process materials (IM, financial data pack and process letter). In total, 1 inbound party was provided with these materials and invited to make an indicative offer by 18 November 2020. However, upon review of the information this party declined to submit an indicative offer.

#### Next steps

Clarification calls were held with each of the parties that submitted an indicative bid. These conversations took place with bidders over the course of 11 and 12 November 2020.

Having reviewed and clarified the indicative offers, the Deloitte AMA team presented an offer summary to the Directors on 12 November 2020.

It was agreed that the 3<sup>rd</sup> party bidders who submitted offers would be not be progressed, as:

- The process no longer had the support of the SHLN providers, who were not prepared to provide additional funds for the business which as noted previously was facing an imminent funding shortfall;
- No additional funding was available from HSBC; and
- The SHLN bid was materially better for creditors than both alternate insolvency scenarios and the best third party bid identified in the AMA for the reasons set out in our SIP16 Statement, copies of which are on the case websites.



## Background

### Joint Administrators' appointment

#### The Transaction

Immediately prior to our appointment on 25 November 2020, and in direct contemplation of completing the Transaction immediately following our appointment, Ice Acquisitions Limited ("the Purchaser", "Newco") loaned £25.0m to the ultimate parent company of the RBG Group, Individual Restaurants Group Limited ("IRG") for the purpose of repaying the indebtedness to HSBC the first ranking secured creditor to enable HSBC to release all of its guarantees and security over the Companies.

Immediately following this, on 25 November 2020, Daniel James Mark Smith and Clare Boardman were appointed as Joint Administrators of the Companies, immediately after which the following took place ("the Transaction"):

- All the business and assets of RBG Group (excluding certain debtors relating to non-trading activity) were sold to the Purchaser for £17.9m, comprising:
  - Novation of £16.3m of SHLN-debt over the Companies to the Purchaser; and
  - £1.6m cash consideration to cover unsecured dividends, professional fees and administration expenses
- All c.1,300 RBG employees transferred via TUPE to the Purchaser. There were no redundancies as a result of the Transaction, mitigating c.£3.5m of preferential and unsecured creditor claims in relation to employee and pension liabilities;
- The Purchaser also assumed liabilities relating to customer deposits and loyalty schemes with an estimated value of c.£4.4m.
- The Joint Administrators have granted a licence to occupy to the Purchaser for 31 sites for up to 10 months which, assuming commercial agreements can be reached, will substantially reduce unsecured landlord claims.

The Purchaser is connected to the Group as Tarsem Dhaliwal is a director of the Purchaser and he and Malcolm Walker are shareholders of the Purchaser, and:

- Malcolm Walker is a director of W2D2 and IRC and a SHLN holder.
- Tarsem Dhaliwal is a director of W2D2, RBG and IRC, a shareholder of RBG Group and a SHLN holder.

#### Other involvement of Deloitte pre-appointment

Other than the engagements set out earlier in the proposals Deloitte has previously undertaken following, Tax and VAT services for the Companies;

- Personal tax services to certain Directors and shareholders of the Companies; and
- Tax and VAT services to Companies in the wider IRG Group.

Further details of these engagements are provided in the SIP 16 Statement.

Please note that we have not provided any advice to the Directors in their personal capacity other than advising them to take independent advice on their own position.

#### Pre-packaged sale

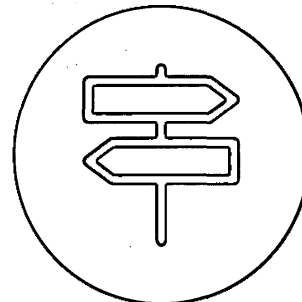
Full details of the pre-pack sale in relation to the Companies are set out in our SIP16 Statement, copies of which are on the case websites.





## Post-appointment

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## Post-appointment Purpose

### Appointment of the Joint Administrators

Daniel James Mark Smith and Clare Boardman of Deloitte were appointed Joint Administrators of the Companies by the Directors of the Companies on 25 November 2020, following the filing of Notices of Appointment of Joint Administrators by the Companies' Directors.

### Purpose of the administrations

The Companies had significant levels of borrowing (secured debt) which would need to be restructured in order to rescue the business as a going concern. However, having regard to the likely value of the underlying business and assets, as based on available financial information and valuations obtained, there is unlikely to be any interest from third parties in a debt restructuring.

Accordingly, the purpose of the administrations is to achieve a better result for creditors as a whole than would be obtained through immediate liquidations of the Companies.

The purpose of the administrations has been achieved by securing pre-packaged a sale of the business and assets as a going concern and transfer under TUPE of all employees thus reducing the claims against the estates and improving returns to creditors.



## Post-appointment Joint Administrators' strategy

**How the affairs and business of the Company have been managed and financed since appointment, and the Joint Administrators' intended strategy if their Proposals are approved**

### **Sale of business**

#### Pre-Packaged Transactions

Immediately prior to the transaction and in direct contemplation of completing the Transaction immediately following our appointment, the Purchaser loaned £25.0m to IRG Group's ultimate holding company, IRG, for the purpose of repaying:

- £2.6m overdraft in RBG;
- £0.4m overdraft in Gino Finco;
- £7.0m of the RCF in IRG; and
- £15.0m balance paid down the IRG term loan.

In exchange, HSBC released its guarantees and security over W2D2, IRC and RBG.

As a result, on appointment, the SHLN were the only remaining secured creditor.

The RBG Group Companies ("the Companies") were then placed into administration by the Directors. The business and assets of the Companies were then immediately sold to the Purchaser by the Joint Administrators.

All c1,300 RBG employees transferred via TUPE to the Purchaser, resulting in zero redundancies.

The Purchaser entered into licences to occupy for up to 10 months in respect of:

- 26 sites (RBG), including IRG Group's head office;
- 4 sites (IRC);
- 1 site (BRC);

The licences are terminable on two weeks' notice. If the Purchaser agrees new lease arrangements with landlords prior to expiry, each such property will be removed from the licence agreement.

The licence is structured to pass on the associated property lease costs to the Purchaser and will not generate income for the Administration estate.

Any sites not required by the Purchaser, or vacated before the expiry of the LTO, will be immediately surrendered back to the landlord.

### **Consideration**

The total consideration for the Transaction was £17.9m comprising:

- The £16.3m SHLNs sat within W2D2, RBG and IRC have been novated to the Purchaser;
- Cash consideration of £1.6m.

In addition, immediately prior to the Transaction, before the Joint Administrators' appointment, but in direct contemplation of completing the Transaction immediately following our appointment, the Purchaser repaid £25m of secured liabilities due to HSBC in order to release the HSBC guarantees over the RBG Group.

The consideration for the Transaction has resulted in a deemed distribution to SHLN holders in satisfaction of the security held on their behalf over the Companies' assets.

The Transaction has generated floating charge realisations in RBG and W2D2, which in turn have created Prescribed Part realisations for unsecured creditors. The Purchaser has provided the cash for these distributions as part of the £1.6m cash consideration.



## Post-appointment Joint Administrators' strategy



### Asset realisations

#### Assets

The assets included in the Transaction were as follows:

- Intellectual Property comprising the trading brands of the restaurant business, and the customer database
- Shares in Zinc (a non-trading business holding certain leasehold interests)
- Inventory, principally comprising food and beverage stock (excluding that subject to ROT)
- Trade receivables and prepayments
- Tangible assets principally comprising restaurant fixtures and fittings
- Certain related party debtors
- Leasehold interests

The principal assets excluded from the Transaction were the majority of non-trading debtor and intercompany balances.

#### Leasehold property

The Companies operated from 31 leasehold properties including the head office lease at the date of appointment.

The Purchaser entered into 10 month licences to occupy:

- 26 sites (RBG), including IRG Group's head office;
- 4 sites (IRC);
- 1 site (BRC);

The licences are terminable on two weeks' notice. If the Purchaser agrees new lease arrangements with landlords prior to expiry, each such property will be removed from the licence agreement.

The licence is structured to pass on the associated property lease costs to the Purchaser and will not generate income for the Administration estate.

Any sites not required by the Purchaser, or vacated before the expiry of the LTO, will be immediately surrendered back to the landlord.

#### Leasehold property (continued)

The amounts charged will be in line with the previous contractual rates.

The Joint Administrators will continue to pay the property charges per the relevant lease terms during the Licence to Occupy period.

The Administrators' allocated a nominal value to leasehold property interest for transferring properties as highlighted in the table on page 12.

#### Receipts and Payment accounts

Receipts and payments accounts, detailing asset realisations achieved and costs paid up to 2 December 2020 are provided on pages 38 and 39.

## Post-appointment Joint Administrators' Proposals

### The Joint Administrators' Proposals

Our Proposals for the administrations include:

- continuing to manage the affairs and any remaining assets of the Companies and the settlement of all administration expenses; and
- assessing the affairs of the Companies and reviewing and reporting on the conduct of their Directors and, where required, providing assistance to any regulatory authorities with any investigation into the affairs of the Companies or their management; and
- agreement of the claims of any secured, preferential and unsecured creditors against the Companies unless we conclude, in our reasonable opinion, that the Companies will have no assets available for distribution; and
- distributing funds to any secured and preferential creditors and, where applicable, to unsecured creditors under the Prescribed Part as and when their claims are agreed and funds permit, and to make distributions to unsecured creditors, other than out of the Prescribed Part if the court gives permission following an appropriate application; and
- that, following the realisation of assets and resolution of all matters in the administrations, and as quickly and efficiently as is reasonably practicable, we will implement the most appropriate exit routes to formally conclude the administrations; and
- that, if a Company is to be placed into Creditors' Voluntary Liquidation ("CVL"), we (or any person appointed as a replacement office holder) propose to be appointed Joint Liquidators and for the purposes of section 231 of the Act the Joint Liquidators will each be authorised to carry out all functions, duties and powers either jointly or severally.

We will separately seek specific approval from the unsecured creditors to fix the basis of and the ability to draw our remuneration and expenses, including pre administration costs and expenses, and to agree the time of our discharges on conclusion of the administrations.

We anticipate sending the relevant notices to creditors after our Proposals have been approved.

Please refer to Appendix E for further details.



## Post-appointment Outcome for creditors

### Estimated outcome for creditors

#### Secured creditors

Immediately prior to our appointment on 25 November 2020, and in direct contemplation of completing the Transaction immediately following our appointment, Ice Acquisitions Limited ("the Purchaser", "Newco") loaned £25.0m to the ultimate parent company of the RBG Group, Individual Restaurants Group Limited ("IRG") for the purpose of repaying the indebtedness to HSBC the first ranking secured creditor to enable HSBC to release all of its guarantees and security over the Companies (totalling £39m).

As a result, on appointment, the SHLN were the only remaining secured creditor

The Transaction has resulted in the release of the SHLN security from the Companies, with the consideration for the Transaction resulting in a deemed distribution to SHLN holders.

#### Preferential creditors

As previously stated all employees were in RBG and were TUPE transferred as part of the Transaction. There were no employees in W2D2, IRC and BRC, as such we do not anticipate any preferential claims will be made against the Companies.

#### Prescribed Part

The Prescribed Part is an amount set aside for unsecured creditors from asset realisations that would otherwise be paid to secured creditors under their floating charge, (referred to as the net property), as set out under section 176A of the Act. It applies only where the charge was created on or after 15 September 2003.

The Prescribed Part is calculated as a % of the net property and is subject to a statutory maximum of £600,000 per company.

Where the value of the Prescribed Part is so small as to make the costs of distributing it disproportionate, the court may, on our application, disapply it.

Based on current information, we anticipate a maximum prescribed part of £600k in RBG and a prescribed part of £171k in W2D2. After deduction of the costs for dealing with the Prescribed Part (which chiefly comprise our time costs for agreeing creditors' claims and making the distribution to them) this is likely, on present information, to equate to a distribution for unsecured creditors of circa. 1p/£ in RBG based on estimated claims of £10,492,447 and 41p/£ for W2D2 based on claims of £414,000. It is anticipated prescribed part funds may be available in BRC for distribution to unsecured creditors, however, we are unable to give an indication of quantum at this time. We will provide an update in future progress reports.

#### Unsecured creditors

We are currently awaiting the Directors' statements of affairs which will be sent to Companies House once received and published on the case websites.

There will be no distribution in IRC.



## Post-appointment Outcome for creditors

### Estimated outcome for creditors

#### Claims process

##### RBG, W2D2 and BRC

As we anticipate a prescribed part distribution may be payable in the above Companies we invite creditors to claim, following the guidance in the paragraphs below.

##### Creditors with debts of £1,000 or less

You do not need to prove your debt for dividend purposes if the amount you are owed, according to the Company's statement of affairs, is £1,000 or less. Instead, we will notify you if funds become available for dividend purposes and provide you with details of the amount at which your claim has been admitted. If you disagree with that amount, you will be provided with an opportunity to notify us of the correct amount.

Please note that should you wish to vote in a decision procedure, you will then need to submit a proof of claim to us.

##### Creditors with debts of more than £1,000

Unsecured creditors with claims of more than £1,000 are invited to submit their claims to us either directly via the case website at [www.ips-docs.com](http://www.ips-docs.com) or by downloading and completing a proof of debt form from the case website and which should be sent to the address on the cover page. Alternatively, a hard copy proof of debt form will be provided free of charge on request.

##### IRC

As there is no prospect of a distribution for unsecured creditors, we do not intend to undertake any work to agree any creditor claims received.



## Post-appointment Extensions & exit routes

### Exit routes

In accordance with the provisions of the Act, all administrations automatically come to an end after one year, unless an extension is granted by the court or with consent of the creditors.

There are several possible exit routes from administration. Based on current information, we consider the following exit routes may be appropriate:

- *Dissolution* – If there is no further property which might permit a distribution to the Company's creditors, we may file notice to that effect with the Registrar of Companies and the Companies will be dissolved three months later.
- *Compulsory Liquidation ("WUC")* – where there is a possibility, but no certainty, of recoveries being made or matters such as property to disclaim or further enquiry, it may be appropriate to ask the court to end the administration and to make an order to wind up the Companies.
- *Creditors' Voluntary Liquidation ("CVL")* – Where a distribution to unsecured creditors will be made, other than by virtue of the Prescribed Part, we may file a notice to that effect with the Registrar of Companies. The administrations will cease on the date that notice is registered and the Companies will be wound up.

Please note that if the Companies are placed into CVL, the Joint Administrators (or any person appointed as a replacement office holder) propose to be appointed as Joint Liquidators. The creditors may nominate a different person to be liquidator(s) provided the nomination is made before the Proposals are deemed approved by creditors i.e. by 18 December 2020.

- Any creditors' committee appointed in the administrations will become a liquidation committee and the basis of the Joint Administrators' remuneration fixed during the administrations will apply in the liquidations.
- For the purposes of section 231 of the Act the liquidators will each be authorised to carry out all functions, duties and powers either jointly or severally.

### Discharge of Joint Administrators' liability

Pursuant to paragraph 98 of Schedule B1 of the Act, the Joint Administrators' discharge of liability in respect of their actions as administrators takes effect at the specific time appointed by either the court, the creditors (either via the creditors' committee or by decision of the creditors) or, in specific circumstances, by the secured (and preferential) creditors.

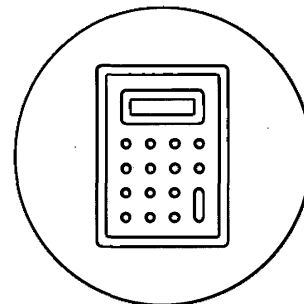
In this case, we will request approval from the Creditors of the Companies for us to be discharged from liability as at the date the Registrar of Companies registers the Joint Administrators' final progress reports.





## Remuneration and expenses

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## Remuneration and expenses

### Creditors' Guide to Administrators' Remuneration

A Creditors' Guide to Administrators' Remuneration" is appended to SIP 9 and is provided on the administration website and also available for download at [www.deloitte.com/uk/sip-9-england-and-wales](http://www.deloitte.com/uk/sip-9-england-and-wales)

Should you require a paper copy, please send your request in writing to the Joint Administrators at the address on page 4 and this will be provided to you at no cost.



#### Basis of Administrators' remuneration

Pursuant to Rule 18.16 of the Insolvency Rules 2016 ("the Rules"), the basis of the Joint Administrators' remuneration may be fixed:

- as a percentage of the value of the property with which the Joint Administrators have to deal;
- by reference to time properly given by the insolvency practitioners and their staff in attending to matters arising in the administration;
- as a set amount;
- or, any combination of the above.

#### RBG

We intend to invite the creditors, or the creditors' committee should one be formed, to formally approve that the basis of our remuneration be fixed as a set amount of £700k.

In advance of seeking that approval we have set out in more detail what work we will be required to carry out in our estimate of work required opposite.

We will seek this approval through a further decision procedure once the outcome of the decision on approval of our proposals is known.

This further decision procedure will be held by correspondence. We will give formal Notice of this together with the resolutions being requested in respect of our remuneration and expenses, voting forms and general guidance via the website at [www.ips-docs.com](http://www.ips-docs.com) and which we anticipate doing within a month. We will also provide hard copies of any of these documents to you on request to Radha Kaur.

Please note that in the event that a creditors' committee is formed, the resolutions tabled in this decision procedure will be determined by that committee.

#### Estimate of work required – Set Amount (Fixed Fee)

There are a number of tasks which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature. These tasks are a necessary part of the engagement but do not generate any direct benefit for creditors. As such we consider it appropriate to limit our fee to a set or fixed amount in relation to performance of these tasks. Based on previous appointments of this nature and having regard to the likely number and grades of staff required to fulfil these obligations, we intend to seek approval to draw a fee of £700k. Full details of the work anticipated to be performed are provided at Appendix D.

As all assets were dealt with under the Pre Pack sale, our remaining tasks are primarily administrative/statutory in nature.

#### W2D2, IRC and BRC

We are not seeking to fix a basis for our remuneration with respect to these Companies at this time.

## Remuneration and expenses

### Creditors' Guide to Administrators' Remuneration

#### Joint Administrators' Expenses

We anticipate that we will incur the following disbursements during the appointment:

- Statutory Advertising - we are required to give notice by advert in the London Gazette in respect of our appointment. We estimate the advertising costs in this regard will be £94.50 for each of the Companies.
- Storage costs - we are required to retain the Groups books and records. The Joint Administrators are currently working to ascertain the level of records that will be required to be stored. As such, an estimate of the costs anticipated to be incurred during the duration of the administrations will be provided in our first progress report to creditors.

#### Expenses - Professional costs

- We have instructed Pinsent Masons, a firm of lawyers with the appropriate expertise and experience in dealing with these types of administrations, to advise on the following legal matters and to prepare required legal documentation in relation to:
  - Validity of Appointment review - we instructed Pinsent Masons to review the validity of our appointment.
  - Other - act and advise in relation to licence to occupy, other property matters and general administration matters.

They have estimated that their future fees will be in the region of £35,000 (plus VAT) across the Companies as follows:

- RBG - £20k
- W2D2 - £5k
- IRC - £5k
- BRC - £5k

All professional costs are reviewed by us and analysed in detail before payment is approved or made.



## Remuneration and expenses

### Pre-administration costs

#### Statement of pre-administration costs

In the following paragraphs we have provided an explanation of the work carried out by us and our agents Pinsent Masons LLP ("Pinsents") and Hilco in the period prior to the administrations and which was carried out with the intention of helping to achieve the objective of the administrations being a better outcome for the creditors compared to liquidation.

The pre-pack enabled the sale of Companies, to be delivered immediately on appointment protecting the continuity of business post appointment. Ensuring the necessary licences were transferred and maximising the value of the business thus delivering a better outcome for creditors.

#### Pinsents

During the planning for the administrations, we were assisted by Pinsents on matters necessary to enable the Transactions to be delivered immediately on the administration appointments, including:

- assistance with finalising the sale documents;
- drafting the LTOs
- preparing intellectual property and debt novation
- validity of security review

In respect of this work, Pinsents incurred £190,000 across the Companies as follows:

- RBG - £125k
- W2D2 - £20k
- IRC - £25k
- BRC - £20k

#### Agent's Costs

We instructed Hilco Appraisal Limited a firm of agents with the appropriate expertise and experience, to assist in ascertaining the break up value of the assets of RBG in a liquidation scenario. We estimate their fees for so doing will be £2,000 plus VAT.

#### Deloitte

We are not proposing to seek any pre appointment fees, as fees were paid up, at the date of appointment. Please refer to the SIP16 Statement for further detail

#### Approval of unpaid pre-administration costs

As set out opposite we have unpaid pre administration expenses of £190,000 and £2,000 plus VAT in respect of legal fees and agent's costs. The payment of these unpaid costs as expenses of the administrations is subject to approval under Rule 3.52. In this regard we will invite the creditors to decide whether and to what extent the unpaid pre-administration costs should be approved for payment.





## Additional information

Investigations

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Case specific matters

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## Additional information Investigations

### Connected party transactions

Purchaser	Connection	Date	Consideration (£'000s)	Transaction
Ice Acquisitions Limited	Common director	25/11/2020	867	Acquired business and assets of W2D2 Limited
Ice Acquisitions Limited	Common director	25/11/2020	10	Acquired business and assets of Individual Restaurant Company Limited
Ice Acquisitions Limited	Common director	25/11/2020	17,010	Acquired business and assets of Restaurant Bar and Grill Limited
Ice Acquisitions Limited	Common director	25/11/2020	7	Acquired business and assets of Bank Restaurant Company Limited

### Transactions with connected parties

As documented in our SIP 16 Statement regarding the pre packaged sale of the Companies business all of the Companies' assets have been sold to Ice Acquisitions Limited which are connected parties as detailed in the table above.



## Additional information

### Case specific matters and Investigations

#### EU Regulations

As stated in the administration appointment documents, Council Regulation (EU) No 2015/848 applies and these are the main proceedings as defined in Article 3(1) of that regulation.

#### Third party assets

Should you believe that you own or have a claim regarding items that may have been present at the Company's premises at the date of our appointment please contact us as soon as possible.

#### Website

In order to facilitate communication, all statutory reports, documents and notices will be posted on to a website which has been set up specifically for each company. The web address is [www.ips-docs.com](http://www.ips-docs.com).

All documents will be retained on the website which will remain live until two months after the conclusion of the proceedings. Please contact Radha Kaur using any of the contact details given on page 5 if you would like to be provided, free of charge, with a hard copy of documents posted, either now or in the future, to the website.

**Please note that, other than notice of intended dividend, no further notice will be given to you when documents are uploaded to the website. It is thus important that you review the website regularly to check for updates, such as notices of decision procedures or our six monthly reports on progress.**

#### Shareholders

We are not obliged to provide further information or reports to shareholders of the Companies. However regular updates will be uploaded to the website set up for the administrations at: [www.ips-docs.com](http://www.ips-docs.com).

Due to the insolvency of the Companies and anticipated level of asset realisations compared with the level of creditor liabilities owed by the Companies, there is no prospect of a return being made to the shareholders.

Following our appointment, the Companies are no longer able to process transfers of shares, nor re-issue unclaimed dividend cheques.

#### Investigations

As part of our duties, we are obliged shortly after our appointment to review all of the information available to us and conduct an initial assessment of whether there are any matters that might lead to a recovery for the benefit of creditors. This initial assessment includes enquiries into any potential claims that may be brought against parties either connected to or who have had past dealings with the Companies.

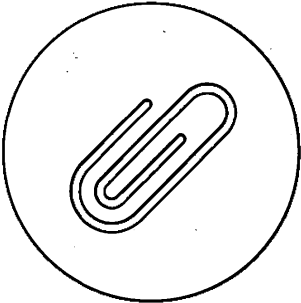
In addition, we are required to consider the conduct of the Directors and any person we consider to have acted as a shadow or de facto director in relation to their management of the affairs of the Companies and the causes of failure and we will submit a confidential report to the Insolvency Service, a division of the Department for Business, Energy and Industrial Strategy. Creditors who wish to draw any matters to our attention should contact us using the contact details given on page 5 as soon as possible.





**Appendices**

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## Appendices

### Appendix A

#### Statutory Information

	Individual Restaurant Company Limited	Restaurant Bar and Grill Limited	W2D2 Limited	Bank Restaurant Company Limited
Company number	7520075	3610858	7520075	4930977
Registered office	Ridgefield House, 4th Floor, 14 John Dalton Street, Manchester, M2 6JR	Ridgefield House, 4th Floor, 14 John Dalton Street, Manchester, M2 6JR	Ridgefield House, 4th Floor, 14 John Dalton Street, Manchester, M2 6JR	Ridgefield House, 4th Floor, 14 John Dalton Street, Manchester, M2 6JR
Trading names			N/A	
Previous names	Individual Restaurant Company Plc (until 09 September 2011) Bank Restaurant Group Plc (until 22 December 2006) Apristar Plc (until 03 October 2000)	Metropolitan Restaurants Group Limited (until 26 March 2002) Estpresso Limited (until 02 January 2001)	Alnery Co, 2959 Limited (until 01 April 2011)	Individual Restaurant Company Limited (until 22 December 2000) Broonco (3326) Limited (until 18 December 2003)
Court		High Court of Justice, Business and Property Courts in Leeds		
Court reference	CR-LDS - 000852 of 2020	CR-LDS - 000854 of 2020	CR-LDS - 000855 of 2020	CR-LDS - 000854 of 2020
Company directors at time of appointment	Mr Tarsem Singh Mr Steven John Walker Mr Malcolm Conrad Walker	Mr Tarsem Singh Mr Steven John Walker	Mr Tarsem Singh Mr Steven John Walker Mr Malcolm Conrad Walker Paul Richard Dawes Mrs Alexia Jane Gharagozou Mrs Caroline Rith Gooding Mr Richard Malcolm Walker	Mr Steven John Walker
Company Secretary	N/A	N/A	N/A	N/A
Directors' shareholdings	Mr Malcolm Conrad Walker Ord/ Nominal Value 0.04 / Shares Issued 246,750 / Total Value £9,870 / 0.2%	Individual Restaurant Company Limited - 100% Shareholder	Individual Restaurant Company Limited - 85% Shareholder Paul Dawes 15%	Individual Restaurant Company Limited - 100%
	Mr Steven Walker Ord/ Nominal Value 0.04 / Shares Issued 947,181 / Total Value £37,887 / 0.7%			





## Appendices

### Appendix B

#### Receipts and Payments

##### Joint Administrators' receipts & payments accounts as at 1/12/2020 - RBG

£000s	SOA values	Notes	To date
<b>Receipts</b>			
Cash consideration	-		1,395
Funds received under LTOs	-	1	1,154
<b>Total Receipts</b>			<b>2,549</b>
<b>Payments</b>			
Nil			
<b>Balance</b>			<b>2,549</b>
<b>Made up of:</b>			
Held on account by Pinsents	2		2,549
<b>Balance in hand</b>			<b>2,549</b>

##### Joint Administrators' receipts & payments accounts as at 1/12/2020 - W2D2

£000s	SOA values	Notes	To date
<b>Receipts</b>			
Cash consideration	-		196
Funds received under LTOs	-	1	-
<b>Total Receipts</b>			<b>196</b>
<b>Payments</b>			
Nil			
<b>Balance</b>			<b>196</b>
<b>Made up of:</b>			
Held on account by Pinsents	2		196
<b>Balance in hand</b>			<b>196</b>

##### Notes to the receipts and payments account

A receipts and payments account per entity is provided opposite and on the next page, detailing the Transactions since our appointment on 25 November 2020.

##### Notes to receipts and payments account

###### Statement of Affairs

No statement of affairs was provided for the Companies accordingly we are unable to provide comparative figures based on estimated to realise values.

##### Sale of Business

Please refer to page 12 for more details.

###### 1. Licence to occupy

Funds were received from the Purchaser in accordance with the licence to occupy agreement. Any funds not used will be repaid to the Purchaser.

###### 2. Funds held by Pinsents

These monies relate to sale of business and licence to occupy funds. Please refer to page 5 for further details.

###### 3. VAT

All sums shown opposite are shown net of VAT, which is recoverable and has been accounted for to HM Revenue & Customs in due course.

###### 4. Cash Consideration

Details of allocation of sales consideration can be found on page 12.

##### Rounding note

In preparing this report, figures have been rounded (for presentational purposes only). There may therefore appear to be rounding errors.



## Appendices

### Appendix B

#### Receipts and Payments

##### Joint Administrators' receipts & payments accounts as at 1/12/2020 - IRC

E000s	SOA values	Notes	To date
<b>Receipts</b>			
Cash consideration	-		-
Funds received under LTOs	-	1	218
<b>Total Receipts</b>			<b>218</b>
<b>Payments</b>			
Nil			-
<b>Balance</b>			<b>218</b>
<b>Made up of:</b>			
Held on account by Pinsents		2	218
<b>Balance in hand</b>			<b>218</b>

##### Joint Administrators' receipts & payments accounts as at 1/12/2020 - BRC

E000s	SOA values	Notes	To date
<b>Receipts</b>			
Cash consideration	-		-
Funds received under LTOs	-	1	57
<b>Total Receipts</b>			<b>57</b>
<b>Payments</b>			
Nil			-
<b>Balance</b>			<b>57</b>
<b>Made up of:</b>			
Held on account by Pinsents		2	57
<b>Balance in hand</b>			<b>57</b>



## Appendices

### Appendix C

#### Estimate of work to be undertaken in RBG

##### RBG

#### Joint Administrators' Estimate of Work to be undertaken – set fee basis for RBG

Details of work that the we anticipate will be undertaken and for which a set fee of £700k will be charged on RBG case are provided below:

##### Statutory Tasks and Administration

- Case set-up including data capture and entry
- Cashiering bank accounts with monthly bank reconciliations
- Statutory reporting - progress reports; CDDA
- Specific issues such as data protection, health and safety
- Employee statutory requirements

##### Assets

- Completion of the sale of the business and assets via the pre-pack
- Completing our obligations under the sale agreement
- Review of any investigation matters which may be identified

##### Creditors

- Although we anticipate there being no preferential creditors due to the nature of the transaction, if any such claims did arise, liaising with any preferential creditor in respect of any claims that may be received
- Receipt, agreement and payment of unsecured creditor claims.
- Addressing any creditor queries which are received

##### Case specific matters

- Tax and VAT filings as required, including dealing with any follow-up queries from HM Revenue and Customs



## Appendices

### Appendix D

#### Disbursements

##### Disbursements

These are costs and expenses initially paid by us and for which we will seek reimbursement as and when funds permit.

We estimate that the following disbursements are likely to be incurred in relation to the administration.

##### Category 1 disbursements

These are payments made by us direct to third parties and for which no approval is required.

Our estimate of Category 1 disbursements is given below, all figures are shown excluding VAT.

##### Category 1 disbursements- RBG

£ (net)	Estimated	Incurred in report period
Postage/Couriers	1,500	-
Specific Penalty Bond	230	-
Total Disbursements	1,730	-

##### Category 1 disbursements- W2D2

£ (net)	Estimated	Incurred in report period
Postage/Couriers	500	-
Specific Penalty Bond	230	-
Total Disbursements	730	-

##### Category 1 disbursements- IRC

£ (net)	Estimated	Incurred in report period
Postage/Couriers	500	-
Specific Penalty Bond	230	-
Total Disbursements	730	-

##### Category 1 disbursements- BRC

£ (net)	Estimated	Incurred in report period
Postage/Couriers	500	-
Specific Penalty Bond	230	-
Total Disbursements	730	-

##### Category 2 disbursements

These are costs and expenses which are not generally made to a third party, for example, reimbursement to staff engaged on the case for their mileage costs. These may also include shared or allocated costs. Specific approval is required before these costs and expenses can be drawn from the administration estate.

We do not anticipate incurring any Category 2 disbursements.



## Appendices

### Appendix E

#### Joint Administrators' Proposals

We are required in accordance with paragraph 51 of Schedule B1 of the Insolvency Act 1986 to seek a decision from creditors on the following matters:

1. Approval of our Proposals;
2. Whether a creditors' committee should be established.

#### Deemed Consent – Approval of the Joint Administrators' Proposals

We intend to seek approval of our Proposals in respect of each company using the deemed consent procedure. This means that unless you wish to object to our Proposals you do not need to take any action. If you do wish to object, you must notify us of your objection before 23.59 hours on 21 December 2020. For further details, please refer to the Notice of Decision to be held by Deemed Consent which has been uploaded to the case website at [www.ips-docs.com](http://www.ips-docs.com) for viewing and download.

#### Creditors' committee

A creditors' committee will not be formed unless we are requested to hold a decision procedure for purposes of forming a creditor's committee; please refer to page 27 of the Proposals for details of the procedure in this regard.

***Please note that if you wish to form a creditors' committee, you will also be expected to confirm your willingness to serve or be represented on the creditors' committee, including dealing with any business placed before the creditors' committee throughout the period of the administration and in any follow on liquidation should a creditors' committee be formed.***

#### Creditors' Decision Procedure – to be held by correspondence – fixing the basis of our remuneration and other matters

As indicated on page 24 we will also be inviting creditors to decide on other matters, including to fix the way in which our fees will be paid, and as set out below:

#### RBG

1. Approval that the basis of the Joint Administrators' remuneration in RBG shall be fixed by as a set fee, plus VAT.
2. Approval that the Joint Administrators' category 1 disbursements and expenses as detailed on page 41 be approved and the Joint Administrators be authorised to draw both category 1 and category 2 expenses, (plus VAT where applicable) from the administration estate.
3. Approval that the Joint Administrators pre administration expenses, comprising legal fees of £125k and agents fees £2k in RBG as detailed on page 31 of the Joint Administrators' Proposals be approved and that the Administrators be authorised to draw their pre-administration expenses plus VAT, from the administration estate.
4. Approval that the Joint Administrators be discharged from liability per paragraph 98 of Schedule B1 of the Act immediately upon the registration of the Joint Administrators' final progress report by the Registrar of Companies.

#### IRC, W2D2 and BRC

1. Approval that the Joint Administrators pre administration expenses, comprising legal fees of £20k, £25k and £20k in W2D2, IRC and BRC respectively
2. Approval that the Joint Administrators be discharged from liability per paragraph 98 of Schedule B1 of the Act immediately upon the registration of the Joint Administrators' final progress report by the Registrar of Companies.



## Appendices

### Appendix E

#### Joint Administrators' Proposals cont.

##### **Creditors' Decision Procedure – to be held by correspondence – fixing the basis of our remuneration and other matters**

We are required to take these decisions using a creditors' decision procedure, that is, a procedure which enables creditors to vote for or against the matters under consideration. We propose to do this by correspondence further details of which will be uploaded to the website within a month.

As we will be asking creditors to fix the basis on which our fees and expenses in RBG are to be paid, a set fee basis - summary of the work proposed to be done together with details of the expenses that have been or are likely to be incurred has been included within our Proposals for your information. A copy of "A Creditors' Guide to Administrator's Fees" has also been placed on the website together with Frequently Asked Questions about decision procedures in insolvency proceedings.

Please note that in the event that a creditors' committee is formed, specific approval for resolutions 1,2, 3 and 4 above will be requested from the creditors' committee.



## Appendices

Appendix F – No statement of affairs has been submitted

### Statement of Affairs

Tarsem Dhaliwal was notified on 1 December 2020 that he is required to make out and deliver a statement of the Company's affairs to us 14 December 2020. Pending receipt of a completed statement of affairs a schedule of the Company's creditors, is given on the following page together with a summary of the Company's financial position as at 25 November 2020 which is given on pages 14 and 15.



## Appendices

### Appendix G – Known Creditors at the date of appointment

#### RBG



Name	Address	Amount (£)
ABBS Wholesale	13-14 Shield Drive, Wardley Industrial Estate Worsley, Manchester, M28 2QB	8,526
ABPAC	Abpac House Wessex Way, Wincanton Business Park Wincanton, Somerset, BA9 9RR	(0)
ACS Business Supplies Ltd.	Kismet Buildings, Otley Road Baildon, West Yorkshire, BD17 7HD	421
ADT Fire & Security PLC	PO Box 69, Manchester, M40 4BH	1,321
All About Me Ltd	Dutton Green, Little Stanney Chester, CH3 4SA	5,923
Alpha Cooling Limited	63 Fountain Head Road, HX2 0SR	(1,666)
Alphabet (GB) Ltd	Factory Units, 1 Belton Ln, Grantham, NG31 9HN	(770)
Amato	101 North Western Street Manchester, 2801, M12 6IL	48,787
Amy Stephenson	28 Rushbrook Crescent, Walthamstow, E17 5B2	240
Amy Wilson	Alderley Edge May Fair c/o 43 Fulshaw Park South, Wilmslow, Cheshire, SK9 1QP	1,216
Andrius Varnelis	84 Brookfield Road Bradford, BD3 0RW	878
Aquacool Ltd	Cobra Court, 2 Scholar Green Road, Trafford Park Manchester, M32 0TR	445
Ardo UK Limited	Ashford Road Charing, Kent, TN27 0DF	5,213
Arrow Edible Oils Ltd	Warburton House Glebe Street, Shaw, Oldham, OL2 7SF	6,996
Arval Ltd	ARVAL Centre, Windmill Hill Swindon, SN5 6PE	2,735
Astra Signs Limited	Unit 1 First Ave, Trafford Park, Stretford, Manchester, M17 1JZ	7,594
Atticus Law Solicitors	Queens Chambers, 5 John Dalton Street, Manchester, M2 6ET	(3,240)
Audi Finance	Brunswick Court, Yeomans Drive Blakelands, Milton Keynes, MK14 5LR	2,843
Avision Young	1st Floor, 11 St James Square, Manchester, M2 6DN	86,733
Bako North Western	74 Roman Way, Industrial Estate, Long Ridge Road, Preston Lancs, PR2 5BE	(766)
Bank Of Scotland Merchant Serv	Merchant Serv, Dunfermline, Scotland, KY99 4BS	178
Banks Sadler Limited	5 Churchill Place, London, E14 5HU	100
BCD Meetings and Events	2 PROSPECT PLACE PRIDE PARK, DERBY, DE24 8HG	399
BEC Energy Ltd	Rammon House, 1 Portugal Street, East Manchester, M1 2WX	3,861
Betteveg	Whitworth St E, Openshaw, Manchester, M11 2WJ	3,858
BGL Rieber Ltd	Unit 1, Lincoln Industrial Est Avro Business Centre Bowerhill, Melksham, SN12 6TP	825
Bidfood	Unit 5, Crowland Business Park Foul Lane, Southport, PR9 7RS	(150)
Bien Venue	London House, London Road Poynton, SK12 1YP	29
Biffa	Coronation Road Cressex, High Wycombe Bucks, HP123TZ	9,657
Big K Products UK Limited	Whittington Hill, Stoke Ferry, Norfolk, PE33 9TE	5,088
Birmingham City Council	Resources Department, P.O. Box 6637, Birmingham, B4 7AE	64,683
Blacka Acoustics Ltd	8 Upper Kent Road, Victoria Park, Longsight, Manchester, M14 5DF	29,030
BNP Paribas Real Estate Advisory & Property Management UK Ltd	5 Aldermanbury Square London, EC2V 7BP	2,209
BOC Gas Ltd.	Customer Service Centre Priestley Road, Worsley, Manchester, M28 2UT	6,039
Bonta Italia Limited	8 Theobald Street, Borehamwood, Hertfordshire, WD6 4SE	194,099
Bottomline Technologies	1600 Arlington Business Park Reading, Berks, RG7 4SA	0
Boutinot Ltd	Boundary House, Cheadle Point Cheadle, Cheshire, SK8 2GG	2,708,941
Bradford MB Council	Britannia House, Hall Ings, Bradford, BD1 1HX	10,014
Brakes	Eureka Business Park, Ashford, Kent, TN25 4AG	42,122
Brennan Consult Ltd	Oak House, 2 Gatley Road Cheadle, Stockport, SK8 1PY	3,264
Bridge Insurance Brokers Ltd	Cobac House, 14-16 Charlotte Street, Manchester, M1 4FL	135,366
Bridgegate Security	541 Woodborough Road, Nottingham, NG3 5FR	5,974
Bristol Alliance	Land Securities Properties Ltd, 5 Strand, London, WC2N 5AF	81,773
British Gas (STHPIC) GAS	Payment Area 60 - 6002983130 Camberley, GU95 1AW	1,650
Broadgate Estate Management	12 Exchange Square, London, EC2A 2BQ	29,377
Brontel Ltd	7 Admiral Way, Keighley, West Yorkshire, BD21 3LN	86
BT Conferencing (140614)	Colindale House, The Hyde London, NW9 6LB	671
Business Stream	Po Box 420, 55 Buckstone Terrace, Edinburgh, EH10 6YN	25,475
C.A. Belcher & Son Ltd	Unit 7, Curbush Industrial Park Danehill, Reading, RG 6 4UT	16,317
Callidus Comms	Advantage Business Centre, 132-134 Great Ancoats Street, Manchester, M4 6DE	(3,351)
Capital Maintenance Ltd	1st Floor Rear, 207 Regent Street, London, W1B 4ND	252
Carnevale	Carnevale House, Blundell Street, London, N7 9BN	164,045
Carroll Design Ltd	44 Century Buildings, 14 St. Marys Parsonage, Manchester, M3 2DD	(1,354)
Cascine Emiliane	12/C - 42024, Castelnuovo Di Sotto, Italy	2,115
Castle Water	1 Boat Brae Rattray, Blairgowrie, PH10 7BH	40,680



## Appendices

### Appendix G – Known Creditors at the date of appointment

#### RBG

CB Horne  
C-Burn Systems Ltd  
Chalkboards R US  
Chapman's of Sevenoaks Ltd  
Charitable Booking  
Cheetham Digital  
Cheshire East Council  
Cheshire West and Chester Revenues & Benefits Department  
Churches Fire Security Ltd  
City Of London  
City Of York Council  
CK Direct Peterborough LTD  
Clear Business  
Cluttons  
Clyde & Co Claims LLP  
Colchester Oyster Fishery LTD  
Colliers LEERBG  
Colliers SHPIC  
Commercial Catering Spares  
Compact Security  
Continental Chef Supplies  
Continental Wine & Food Ltd  
Core Property Management  
Crystal Radio Systems Ltd  
Culimer Europe B.V.  
CW Motors  
Datacabling Installations Ltd  
Datecs UK Ltd  
David Barton  
Dawsonrentals Ltd  
DB Foods Ltd  
DEAN & WOOD LIMITED  
Dee Valley Water  
Deluxe Square (ALDRBG)  
Derry Adam Associates  
Digital ID Limited  
Direct Seafoods  
DLA Piper Rudnick Gray Cary  
DNM Refrigeration Ltd  
Dotsquares Ltd  
DPS Embroidery Ltd  
E Foods Ltd  
E.on (MANPICC)  
E.ON Energy Services Ltd  
Eastern Gases  
Eden Creative  
EDS Information Systems Ltd  
Elliotts Car Hire  
Engle (GAS)  
Engle Ltd (ELECTRIC)  
Enterprise Electrical Services  
ESPRIT Brand Management Ltd  
Essential Cuisine Ltd  
Experian Ltd  
Fermex International Ltd  
Firesec North West Ltd  
Floral Image  
Fourth Hospitality  
Foyle Food Group  
Frampton & Babel Ltd  
Franco Del Buono

PO Box 9, Douglas, Isle of Man, IM991AJ  
Ground Floor, 8 Eagle Court, London, EC1M 5QD  
Unit 4, Trading Estate, Burgh Road, Skegness, PE24 4UF  
Units 5 & 6 Hornet Business Estate, Quarry Hill Road, Borough Green, Sevenoaks, TN15 8QW  
2nd Floor Alexander House, 14-16 Peterborough Road, London, SW6 3BN  
Marketing Technology Partners, 1 St Katharine's Way, St Katharine's & Wapping, London, EW1 1UN  
PO Box 39, Town Hall, Macclesfield, Cheshire, SK10 1HR  
Po Box 187, Ellesmere Port, CH34 9DB  
Fire House, Mayflower Close, Chandlers Ford, SO53 4AR  
PO Box 270, Guildhall, London, EC2P 2EJ  
The Eco Depot, Hazel Court, James Street, York, YO10 3DS  
15 Tresham Rd, Orton Southgate, Peterborough, PE2 6SG  
Longley House, Longley Lane, Manchester, M22 4SY  
Portman House, 2 Portman Street, London, W1H 6DU  
Royal Exchange Building, St Ann's Square, Manchester, M2 7EF  
Pyefleet Quay, Mersea Island, Colchester, Essex, CO5 8UN  
50 George Street, London, W1U 7GA  
50 George, St London, W1U 7GA  
Hill Top Road, Heywood, Lancs, OL102RQ  
Victoria Warehouse Hotel Trafford Wharf Road, Manchester, M17 1AB  
2 Swan Road, South West Industrial Estate, Peterlee Co.Durham, SR8 2HS  
Trafalgar Mills, Leeds Road, Huddersfield, HD1 1YY  
7 Union Court, Liverpool, L2 4SJ  
14 Hanover Street, Bromsgrove, Worcestershire, B61 7JH  
75 Rotterdam, Netherlands, 3045, AH  
Unit J Victoria Mill, Manchester Road, Droylsden, M43 6EQ  
Upper Heights Farm, Stanbury, West Yorkshire, BD22 0HH  
Unit 5 Summerleys Business Ce, Summerleys Road, Princes Risborough, Bucks, HP27 9EQ  
The Food Professionals Ltd 16 Clifton Park Road Davenport, Stockport, SK2 6LA  
Portable Cold Storage Fulwood Industrial Estate , Export Drive, Sutton in Ashfield, NG17 6AF  
Unit L, Fulcrum Business Park, Vanlage Way, Poole, BH12 4NU  
Unit 9 Premier Park, Acheson way, Trafford Park, Manchester, M17 1GA  
Packadellie, Wrexham Road, Rhosystylen, Wrexham, LL14 4H  
Springfield House, Water Lane, Wilmslow, Cheshire, SK9 5BG  
Bielby, York, YO42 4JW2  
Crown Royal Unity Way, Stockport, Cheshire, SK1 3EY  
19 Copse Road, Fleetwood, Lancashire, FY7 6RP  
101 Barbirolli Square, Manchester, M2 3DL  
Unit 715b, Street 3 Thorpe Arch Estate, Wetherby, West Yorkshire, LS23 7FY  
Unit 2 Albourne Court, Henfield Rd, Albourne, West Sussex, BN6 9DB  
46 Hallam Street, Balsall Heath, Birmingham, B12 9PS  
Willow House, Oldham Street, Denton, Manchester, M34 3SU  
Little Oak Drive, Annesley, Nottinghamshire, NG15 0DR  
Romford, Essex, RM6 5QT  
Two Long Rushes, High Crompton, Oldham, Lancashire, OL27QL  
UNIT 1F, MOSS MILL IND ESTATE , WOODBINE STREET, ROCHDALE, OL16 5LB  
210 Cheetham Hill Road, Cheetham, Manchester, M8 8LW  
25 Whitehill Street Leeds, LS12  
Leeds, 26 Whitehall Rd, Leeds, LS12 1BE  
Unit 7, 129 Western Road, Hockley, Birmingham, B18 7QD  
14 Morleys Close, Wigston, Leicester, LE18 3AB  
Browning Way, Woodford Park Ind, Estat Winsford, Cheshire, CW7 2RH  
The Sir John Peace Building Experian Way, NG2 Business Park, Nottingham, NG801ZZ  
E3 Blackpole East Trading Estate, Worcester, Worcestershire, WR3 8SG  
Unit 17, Babbage Road Engineers Park, Sandycroft, Flintshire, CH5 2QD2  
16 St Georges Crescent, Salford, Greater Manchester, M8 1JG  
Suite 10 Beechfield House Winterton Way, Lyme Green Business Park, Macclesfield, Cheshire, SK11 0LP  
52 Doogary Road, Omagh, County Tyrone, Northern Ireland, BT79 0BQ  
Austin House, 43 Poole Road, Westbourne , BH4 5DN  
High Street Wetherby, W.Yorks, LS22 6LT

23,600  
5,820  
(0)  
1,847  
12  
104,667  
16,252  
(7,521)  
5,926  
127,809  
7,750  
97,137  
195  
6,954  
2,755  
15,356  
4,667  
6,940  
551  
42  
51  
12,706  
10,574  
60  
219  
1,940  
2,517  
11,097  
(1,184)  
40,578  
4,788  
(13,117)  
17,275  
(50)  
18,225  
147  
433,790  
(12,067)  
(5,672)  
1,087  
360  
2,600  
116  
1,017  
1,040  
1,640  
3,143  
343  
21,650  
690,781  
(60)  
701  
300  
449  
200  
26,732  
46  
14,570  
53,259  
744  
10,000



## Appendices

### Appendix G – Known Creditors at the date of appointment

#### RBG



Freestyle IT Limited  
Fridge Spares Wholesale  
G&D Gornall  
G.P. Heating  
G4S Cash Solutions  
George Johnson Lifts Limited  
Glasgow City Council  
Grant Thornton  
Grass Roots HBI Limited  
Grease Guru Ltd  
Grime Reaper Products Ltd  
Group 7 Events Ltd (Seven)  
GVA (BIRPIC, 9 BRINDLEY PLACE)  
H.G. Stephenson Ltd  
Harvey Environmental Services  
Haven Power Limited  
Heineken UK Ltd  
Hepworth Acoustics  
HISPANIA ALTA MARE  
Hitachi Capital  
Holmes Seafood  
Hoshizaki  
Hospitality Guaranteed  
HRP Ltd  
IBM  
Iceland - Trafford Park  
Iceland Foods Ltd (Loxton)  
Illume Recruitment  
Illy Caffè (Euro Food Brands)  
Imagesound Pte  
IMServ Europe Ltd  
Incentivise LTD  
Ingot  
Initial Washrooms  
Inntel Ltd  
Integrating Supplies Limited  
J. Fletcher (Engineers) Ltd  
JDS Catering Equipment Ltd  
Jill Naughton Vision  
Jones Lang LaSalle  
Jones Lang LaSalle (Car Space)  
Just Venues  
Kennedys Law LLP  
Kindertons  
Knight Frank LLP  
KPMG  
Kultis Limited  
La Cimballi  
Lambert Smith Hampton  
Lawson & Partners LLP  
Lee Gill  
Leeds City Council  
LEON OSCAR PROPERTIES LTD  
Lex Autolease Ltd (Jaguar)  
Lighttech Sound & Light Ltd  
LIMO1 Ltd B.K Executive Cars  
Liverpool City Council  
Loca Shading Designs  
Lochinvar Limited  
Logix Direct Ltd  
London Linen Supply  
Loomis UK Limited

Murrell Green Business Park, London Rd, Hook, RG27 9GR 3,822  
Wholesale Delta House, Fairway Bridgton Cannock, WS11 0DU 143  
Bushell's Farm, Goosnargh, Preston, PR3 2BJ 35,776  
Home Farm, Main Street, Strelley Village, Nottingham, Nottinghamshire, NG8 6PD 630  
Carlton House, Carlton Road, Worksop, S81 7QF2 23  
Railway Arch, 196 Bellenden Road, Peckham, London, SE15 4QJ 1,211  
45 John Street, Glasgow, G1 1JE 21,662  
4 Hardman Square, Spinningfields, Manchester, M3 3EB 0  
Dail House, 2 Burston Road, London, SW15 6AR 243  
Suite 19 Photon House, Chatsworth Industrial Estate, Percy St, Leeds, LS12 1EL 66  
Common Lane Industrial Estate Kenilworth, Warwickshire, CV8 2EL 210  
97 Park Lane, Mayfair, London, W1X 7TG 166  
Hines-Moorfield Brindley, PMA 321, PO Box 8750, Birmingham B1 2JJ 44,259  
Kennerley Works, 161 Buxton Road, Stockport, Cheshire, SK2 6EQ 8,579  
Office 8, Primet Business Centre Burnley Road, COLNE Lancashire, BB8 8DQ (9,839)  
The Havens Ransomes Europark, Ipswich, IP3 9SJ 169  
First Point, PO Box 1938, Livingston, EH54 8YF 31,730  
21 Little Peter St, Manchester, M15 4PS 2,382  
Pemsur S.A CIF A04041273, Calle Natalio Rivas 15.2 6, 04770 ADRA Almeria, Spain2 (1,659)  
2 Apex View, Holbeck, Leeds, LS11 9BH 1,062  
Head Office and Accounts Office 46, Billingsgate Market, London, E14 5ST 30,329  
70 Stafford Park 7, Telford, TF3 3BQ 83  
10 Chapel Lane, South Wymard Business Park, Stockton-on-Tees, Billingham, TS22 5TB 46  
15 Bruntcliffe Avenue Leeds, 27 Industrial Estate Morley, Leeds, LS27 0LL2 15  
PO Box 41, North Harbour, Portsmouth, Hampshire, PO6 3AU2 (207)  
PO Box 147, Deeside Industrial Park, Deeside, Flintshire, CH5 2YL2 101,132  
Po Box 131, Deeside Industrial Park Deeside, Flintshire, CH5 2ZQ 12,650  
10 Binfield Road, Byfleet, Surrey, KT14 7PN 1,000  
7-8 Osyth Close, Brackmills Industrial Estate, Northampton, Northamptonshire, NN4 7DY (206)  
Venture Way, Dunston Technology Park, Chesterfield, S41 8NE 5,492  
Cognus Sunrise Parkway, Linford Wood, Milton Keynes, MK14 6LS 390  
The Barns, Limes Lane, Higher Whiteley, Cheshire, WA4 4DU 82  
Unit 76 Claydon Business Park, Gipping Road, Great Blakenham, Suffolk, IP6 ONL 24,656  
PO Box 4976, Dudley, DY1 4TA 8,841  
Intel House, Threshelfords Business Park, Inworth Road, Feering, CO5 9SE 10  
18 Muirhead Quay, Fresh Wharf Estate Barking, IG11 7BW 11,883  
Carlton Works, Lansdowne Road, Monton Eccles, Manchester, M30 9PJ 2,537  
Ridgewood Stud, Ironsbottom, Reigate, RH2 8QG 4,736  
10 Waterside View, Manchester, M43 6EN 2,785  
Property Accounts Department, PO Box 55791, 40 Bank Street, Docklands, E14 5WQ 41,478  
Property Accounts Department, PO Box 55791, 40 Bank Street, Docklands, E14 5WQ 3,313  
25 Hall Court, Brotherton, WF11 9HF 37  
25 Fendchurch Avenue, London, EC3M 5AD 1,412  
Kindertons House, Marshfield Bank, Crewe, CW2 8UY 3,723  
9 Bond Court, Leeds, LS1 2JZ 19,598  
1 St Peters Square, Manchester, M23AE 22,710  
3 St Mary's Parsonage, Manchester, M3 2RD 19,493  
280 Centennial Avenue, WC6 3ST 124  
79 Mosley Street, Manchester, M2 3LQ 250  
9 Argyll Street, London, W1F 7TG 20,999  
Shaw Lodge, Halifax, HX3 9ET 1,172  
PO Box 60, Leeds, LS2 8JR 10,148  
2 CHURCH CLOSE CUFFLEY, HERTS, EN6 4LS 55,438  
Heathside Park, Heathside Park Rd, Stockport, SK3 0RB 2,026  
Bramhall Hill Farm, Bank Lane, Congleton, CW12 2PJ 3,952  
23 Oldham Road, Ashton-Under-Lyne, Lancashire, OL6 7AP 5,478  
PO Box 1 (Recovery Section), Municipal Buildings, Liverpool, L69 2DQ 9,273  
6 Knights Park, Husey Road, Battlefield Enterprise Park, Shrewsbury, SY1 3TE (3,005)  
7 Lombard Way, The MXL Centre, Banbury, Oxfordshire, OX16 4TJ 2,186  
Brooklands Farm, Addington Road Halton, Lancaster, LA2 6PG 7,262  
6-8 Jackson Way, Great Western Industrial Park, Windmill Lane, Middlessex, UB2 4SF 29,292  
East Block Citygate, Tollhouse Hill, Nottingham, NG1 5FS 2,780

## Appendices

### Appendix G – Known Creditors at the date of appointment

#### RBG

LWC Merseyside  
Make it York  
Malted Waffle Company  
Manchester City Council  
Marciac Lift Services  
Marius Gkremi  
Maxxmora  
Media Print & Design Ltd  
Mercedes Benz Tongwell  
Metronet UK Limited  
Michael Page Intl Recruitment  
Moo Moo  
Morinox Limited  
MPH Enterprises Ltd  
MSL Property Care Services Ltd  
MSP Security (XGL Events Ltd)  
MTPC  
National Ice Centre  
Nationwide Franking Sense Ltd  
Nationwide Hire Ltd  
NC Associates Ltd  
Nelstrop & Co Ltd  
New West End Company  
Newcastle City Council  
Nisbets  
North Planning & Development  
Northern Paper Board LTD  
Northgate Vehicle Hire  
Nottingham City Council  
Nottingham Ice Centre Ltd  
NPower Ltd  
NPower Yorkshire Ltd  
Oliver Kay Ltd  
OMC Investments LTD (LEERBG)  
OSS Security Specialists  
Otis Limited  
OTS (UK) Ltd  
Pacific West  
ParcelForce Worldwide  
PDS Media Ltd  
Peter Oakes Ltd  
PHS Group PLC  
Pink Grapefruit  
Pinney Bowes Ltd  
Plahi Property Dealers (Arun)  
PPL  
Pro-Clean UK  
Pro-Ven  
Puro Property Ltd  
Quadrant Systems Ltd  
Radius DS Ltd  
Regent Street Manage Direct  
Return Path  
Rezno Ltd  
Richmond Properties Ltd  
Rinkit Ltd  
Ritter Courivaud Ltd  
Roccamora UK Ltd

Marshgate Ind Centre Widnes, WA8 8UA 871,417  
1 Museum Street York, YO1 7DT 540  
11 Ariane, Lichfield Road, Industrial Estate, Tamworth, B79 7XF 863  
City Treasurers Department PO Box 314, Town Hall Manchester, M60 2JR 83,824  
Penny Lane Wine Bar, 115 Penny Ln, Liverpool, L18 1DQ 3,317  
Flat 6 High Gates, High Gates Close, WA5 0BY 870  
Adnan Kahveci Mah., Yavuz Sultan Selim Bulv., Perlavista Apt., 18/12 Istanbul 8,448  
Riverside Building, Stockport Road, West Bredbury, Stockport, SK6 2BP 4,190  
Milton Keynes, MK15 8BA 4,946  
5 Archway, Greater, Hulme, Manchester, M15 5RL 3,581  
3rd Floor The Switch, 1-7 The Grove Slough, Berkshire, SL1 1QP 400  
Rowan House, Whitehill Industrial Estate Stockport, Cheshire, SK5 7LW 74,500  
52 Aigburth Hall Avenue Aigburth, Liverpool, L19 3PS 127,774  
Oaktree Business Park, Limewood Court, Leeds, LS14 1NF 1,000  
Premier House, Canal Street Halifax, West Yorkshire, HX3 9HT 8,362  
172 Holliday Street, Birmingham, B1 1TJ 2,883  
9 Astley Hall Drive, Ramsbottom, Bury, BLO 9DF 2,055  
Bolero Square, The Lace Market, Nottingham, NG1 1LA 600  
Nationwide House, Moss Bank Way, Bolton, BL1 8NP 285  
Howard Piper House, 5 Delta Business Park, Fareham, Hampshire, PO16 0QS (12,530)  
Unit A, Telford Court, Chester Gates Chester, CH1 6LT 1,710  
Albion Farm Mills, Lancashire Hill Stockport, Cheshire, SK4 1TZ (506)  
3rd Floor, Heddon House, 149-151 Regent Street, London, W1B 4JD 636  
Treasurers Department, P O Box 2PT, Civic Centre, Newcastle Upon Tyne, NE99 2PT 2,525  
Next Day Catering, Equipment Fourth Way, Avonmouth, Bristol, BS11 8TB 26,020  
2nd Floor, Tay House, 300 Bath Street, Glasgow, G2 4IR 2,400  
Engine Shed Ln, Skipton, BD23 1UP 4,553  
Northgate Centre, Lingfield Way, Darlington, DL1 4PZ 1,488  
The City Finance Department, Guildhall, Nottingham, NG1 2DE 45,020  
Bolero Square, The lace Market, Nottingham, NG1 1LA 600  
74260002, PO Box 8201, Oldbury, West Midlands, B69 2RH 3,546  
Remittance Processing, Wetherby Road, Scarcroft, Leeds, LS14 3HS 2,832  
Unit 8 Britannia Way, The Valley Bolton, BL2 2HH 704,688  
East Hill House, 76 High Street, Colchester, CO1 1UF 38,172  
Bridge Road, Mossley Hill, Liverpool, L18 5EG (1,076)  
Cashiers Dept, 123 Abbey Lane, Leicester, LE4 5QX 2,430  
Units 13 & 14, Miners Road, Llay Industrial Estate, Wrexham, LL12 0PJ (16)  
3 Willowside Park Canal Road, Trowbridge, Wiltshire, BA14 8RH (28)  
Rowland Hill House, Boythorpe Road, Chesterfield, S49 1HQ 20  
Unit B2 Sicamore Court, Trident Business Park, Birchwood, Warrington, WA3 6AX 77,408  
Gandys Brook Farm, Gawsworth Macclesfield, Cheshire, SK11 9RR 87,455  
Western Industrial Estate, Caerphilly FAO Helen, Grisdale, CF83 1XH 28,152  
17 Kemsley Chase, Farnham Royal, Buckinghamshire, SL2 9LU 76  
PO Box 4238, Elizabeth Way Harlow, Essex, CM19 5LS 213  
VWAPIC Rent, 15 Station Approach, Virginia Waters Surrey, GU25 4DW 33,543  
1 Upper James Street, London, W1F 9DE 1,162  
UNIT 9, WORTLEY BUSINESS PARK, WORTLEY COURT, LEEDS, LS12 4WE 468,910  
Bridgeway House, Icknield Way Business Estate Tring, Hertfordshire, HP23 4JX 40  
Unit 2 The Pavilions, Knutsford Business Park, Cranford Drive, Knutsford, WA16 8ZR (2,000)  
4 Newmans Row, Lincolns Inn Office Village, Cressex Business Park, High Wycombe, HP12 3RE 29,968  
16 Beecham Court, Smithy Brook Road, Pemberton Wigan, Greater Manchester, WN3 6PR 3,175  
Heddon House, Regent St, Mayfair, London, W1B 4JD 7,512  
3 Park Avenue, 41st Floor New York, USA, NY 10016 11,883  
Unit 16, Abbots Business Park, Primrose Hill, Hertfordshire, WD4 8FR 18,480  
Unit 2 The Galleria, Bob-Accord Street, Aberdeen, AB11 6FB 5,803  
Unit 8, Chalker Way, Banbury, OX16 4XD (608)  
Unit AB, Parkway Industrial Estate, Deeside, Flintshire, CH5 2LE (2,479)  
Oak House, 1 Poppy Walk, Goffs Oak, Hertfordshire, EN7 6TJ 6,978



## Appendices

### Appendix G – Known Creditors at the date of appointment

#### RBG



Rosemary & Thyme Ltd	Ashford Road, Charing Kent, TN27 0DF	7,051
Ross Sharpe Architects Ltd	Treburvaugh House, LD7 1SG	0
Round Strategies Ltd	Hebden, Queens Drive Ilkley, West Yorkshire, LS29 9QW	11,500
Rule 5	2nd Floor, The Landing Media City UK, Manchester, M50 2ST	340
Runnymede Borough Council	Station Road, Addlestone, Surrey, KT15 2AH	28,871
Rye Motors (Van & Truck) Ltd	Redgate Road, South Lanes Industrial Estate, Ashton-in-Makerfield, Wigan, WN4 8DT	(468)
Salford City Council	Salford Civic Centre, Chorley Rd, Swinton, Salford, M27 5AW	2,219
Sanderson Weatherall (SHEFF)	25 Wellington Street, Leeds, LS1 4WG	(33,829)
Savills Commercial	GLARBG Management Treasury Dept 68, Foundation Street, Manchester, M2 2FE	29,424
Scottish Power(16018737711)	Salford Staff Flat, 1 Atlantic Quay, Glasgow, G2 8SP	1,515
Security Response (Taurus)	Manchester Buildings, 71/73 Hyde Rd, Manchester, M12 6BH	11,013
Selsea Fish & Lobster Co. Ltd	OFFICE 60, BILLINGSGATE MARKET TRAFALGAR WAY, LONDON, E14 5ST	21,500
Service Group	Unit J Business Park, Broadway, Hyde, SK144QF2	9,563
Servium Ltd	Suite 126 The Genesis Centre, Garrett Field, Birchwood Park Warrington, Cheshire, WA3 7BH	12,464
Set Produce	Unit 10, Brookfield Business Park, Brookfield Road Cheadle, Stockport, SK8 2PN	9,881
Shakespeare Martineau	Two Cotton Square, Leicester, LE1 1QH	1,478
Sharon Wallis	14 PELLON LANE, HALIFAX, HX1 5SP	275
Shaw Lodge Mills Ltd	LOWRY PARTNERSHIP, Sunrise House, Hulley Road, Macclesfield Cheshire, SK10 2LP	33,836
Sheffield City Council	PO Box 1283, Sheffield, S1 1UI	21,232
Shield Safety Group Ltd	12 Little Lever Street, Northern Quarter, Manchester, M1 1HR	23,767
Shields Energy Services Ltd	The Shed, Leigh Marina High Street, Leigh-on-Sea, Essex, S59 2ES	1,006
Shorrock Tricheim Ltd	Chanters Industrial Estate Atherton, Manchester, M46 9SD	1,296
Sing Out Music	752A Stockport Road, Manchester, M12 4GD	(7,895)
Sky Business Division	Division PO Box 1805, Livingston, West Lothian, Scotland, EH54 7XG	544
Slater Heelis	2nd Floor Dovecot House, Off Old Hall Road, Sale Moor Cheshire, M33 2HG	2,660
Smart Comply	Bessemer Drive, Stevenage, Hertfordshire, SG1 2DX	3,292
SO Associates Ltd	1 North Parade, Parsonage Gardens, Manchester, M3 2LF	1,528
Sorbon Estates Ltd	Sorbon Tenant- 20/342/001, 24/26 Aylesbury End, Beaconsfield, Bucks, HP9 1LW	1,827
South Yorkshire Fire & Rescue	South Yorkshire Fire & Rescue Command Headquarters, 197 Eyre Street, Sheffield, S1 3FG	377
SP Dataserve Ltd	General Administration 3rd Floor, Avondale House Phoenix, Crescent Strathclyde Business park, ML4 3NJ	775
Special Days Events	10 Southbank Close, Alderley Edge, Cheshire, SK9 7LQ	971
Springbank Flowers Ltd	109 - 111 Pollard Street, Manchester, M4 7JB	2,475
SSE Swalec	A/C 1228687413, 1 Forbury Place, 43 Forbury Road, Reading, RG1 3JH	40,008
St Johns Ambulance	St Johns House, 5 Broadfield Close, Sheffield, S8 0XN	2,693
Standard Life Assurance Ltd	Credit Management Property Accounts, 1 George Street, Edinburgh, EH2 2LL	84,056
Staples	Staples Hampden Court, Kingsmead Business Park, Frederick Place, High Wycombe, HP11 1JU	139
Star Oil	Oldmoor Rd, Bredbury, Stockport, SK6 2QE	2,292
Stockport MBC	PO Box 4, Stockport, SK1 3FN	43,951
Strictly Tables and Chairs	59-63 Bury Mead Rd, Hitchin, SG5 1RT	808
T Boer & Zn	P.O. Box 6, 2910 AA, Nieuwerkerk aan den IJssel	(182)
Takoradi Marketing Limited	The Clarendon Centre, 38 Clarendon Road, Eccles, M30 9ES	4,420
Teapigs Ltd	1 The Old Pumping Station, Pump Alley, Brentford, TW8 0AP	147
Thames Water (EXSQPIC)	PO Box 286, Swindon, SN38 2RA	1,395
The Accountancy Recruitment Group	Tapton Business Park, Chesterfield, S41 0TZ	(600)
The Automatic Door Company	2 Apex Court, Bassendale Road, Bromborough, Wirral, CH62 3RE	186
The Beattie Partnership	Second Floor, 3 Hardman Square, Spinningfields, Manchester, M3 3EB	4,724
The Bread Factory	4/5 Medlock Court, Openshaw, Manchester, M11 2NB	5,953
The Crown Estate	1 St James's Market, London, SW1Y 4AH	45,796
The Heesom Green Partnership	Partnership Heesom Green, Middlewich Road, Toft Cheshire, WA16 9PQ	36,000
The Strong Agency	4 Monton Avenue, Eccles, M30 9HS	7,445
TheLoyaltyCo	Dalton Place, 29 John Dalton Street, Manchester, M26DS	38,984
Thinking Out Loud Ltd	Pepper House, 1 Pepper Road Hazel Grove, Cheshire, SK7 5DP	(120)
Tibard Ltd	Tibard House Broadway, Dukinfield, Cheshire, SK16 4UU	99,219
Total Computer Networks Ltd	Newspaper House, Rothwell Road, Kettering, Northants, NN16 8GA	55
Total Gas & Power	55-57 High Street, Redhill, RH1 1RX	177,057
Total Jobs Group Ltd	Blue Fin, 110 Southwark St, London, SE1 0TA	(0)
Trades 247	Premier Business Park, Crown Street, Wolverhampton, WV1 1PX	288
Trafford Council	CPFA Director Of Finance, Trafford Council, PO Box 65, Sale, M33 6BY	81,703
Tunbridge Wells Borough	Town Hall, Royal Tunbridge Wells, Kent, TN1 1RS	1,256
Tysers Insur	71 Fenchurch St, London, EC3M 4BS	(1,895)

## Appendices

### Appendix G – Known Creditors at the date of appointment

RBG

Unbloc Drainage Engineers Ltd  
Unicom  
United Utilities  
Venues and Events Limited  
Venues Event Management  
Verteda Ltd  
Videcon LTD  
Vodafone Ltd  
Wansford Limited  
Warrington Borough Council  
Water 2 Business  
Water Plus  
Wave / NWG/ Anglian Water  
We Love Cheshire  
Weddel Swift Ltd  
West Midlands Growth Company  
Winston Churchill Venison  
Withy Grove (Leeds) Ltd.  
Worldpay (Streamline)  
Yorkshire Belt Company.  
Yorkshire Water  
Zen Internet  
Zenith Hygiene Group

Units 1 & 2, 86 Goodhall Street, London, NW10 6TS  
Universal House, Longley Lane, Manchester, M22 4SY  
12 Dragon Court, Bristol, BS5 7XK  
3rd Floor, 4 Harbour Exchange Square, London, E14 9GE  
Lotmead Business Village, Wandsworth, Wiltshire, SN4 0UY  
250 Cygnet Court Centre Park, Warrington, Cheshire, WA1 1PP  
Unit 1, Concept business park, Heckmondwike, WF16 0PN  
PO Box 549, Croydon, CR9 3WB  
1st Floor Bridgegate House, 124-126 Borough High Street, London, SE1 1LB  
21 Rylands Street, Warrington, WA1 1BN  
21E Somerset Square, Nailsea, Bristol, BS48 1RQ  
Water Plus Payments PO, Box 12459, Harlow, CM20 9PH  
PO Box 4998, Lancing, BN11 9AY  
Holt Road, Rossett, LL12 0DP  
Burlington House, Crosby Road, North Waterloo, Liverpool, L22 0PT  
Baskerville House, 2 Centenary Square, Birmingham, B1 2ND  
Balagowan, Glen Lean, Dunoon, Argyll, PA23 8RD  
The Idas Industrial Estate, Pontefract Rd, Leeds, LS10 1SP  
Gateshead Card Centre, Victory House, Fifth Avenue, Gateshead, NE11 0EL  
4 St Everildas Terrace, Everingham, Yorkshire, YO42 4JE  
PO BOX 52, BRADFORD, BD3 7YD  
Moss Bridge Road, Rochdale, OL16 5EA  
Zenith House, A1 (M) Business Centre Dikons Hill Road, Welham Green, Herts, AL9 8JE

150  
5,059  
2,840  
113  
210  
11,840  
2,280  
114  
16,270  
18,026  
44  
62,853  
181  
420  
135,412  
2,700  
437  
408  
50,290  
679  
10,619  
1,182  
146,249



## Appendices

### Appendix G – Known Creditors at the date of appointment

#### IRC

Name	Address	Amount (£)
Bucknall Enterprises Limited	29/31 Athol Street, Douglas Street Isle Of Man, IM1 1LBN	23,604
GVA (BIRRBG, 4 BRINDLEY PLACE)	Hines-Moorfield Brindley , PMA 321, PO Box 8790, Birmingham, B1 2JJ	100,301
Michael J Field Sipps	8 St Stephen Street, Manchester, M3 6AY	1,291
Savills Commercial - OPERA STO Workman	Management Treasury Dept, Belvedere, 12 Booth St, Manchester; M2 4AW 4th Floor, Minton Place Station Road, Swindon, SN1 1DA	19,544 25,068

#### BRC

Name	Address	Amount (£)
Canada Life Ltd	1-6 Lombard Street, London, EC3V 9JU	44,250
W2D2 Ltd	N/A	8,044,000

#### Notes to known creditors at the date of appointment

##### W2D2 Ltd

As at November 2020, W2D2 trade creditors balance totalled c.£414k made primarily of intercompany balances



## Appendices

### Important notice

#### Important Notice

This document has been prepared by the Joint Administrators solely to comply with their statutory duty under paragraph 49 of Schedule B1 of the Act to lay before creditors a statement of their Proposals for achieving the purpose of the administration, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.

This document has not been prepared in contemplation of it being used, and is not suitable to be used, to inform any investment decision in relation to the debt of or any financial interest in the Company.

Any estimated outcomes for creditors included in this document are illustrative only and cannot be relied upon as guidance as to the actual outcomes for creditors.

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## **SIP 16 statement**

**The Transaction – Overview**

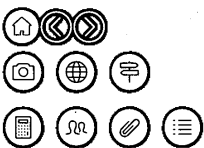
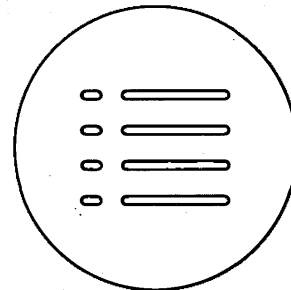
**Background Information**

**Initial Introduction and Pre Appointment  
Considerations**

**Marketing**

**Valuation**

**The Purchaser and Related Parties**



## SIP 16 statement

W2D2 Limited, Individual Restaurant Company Limited, Restaurant Bar and Grill Limited and Bank Restaurant Company Limited – all in Administration (“the Companies” or “RBG Group”)

## The Transaction – Overview

### The Transaction - Overview

Immediately prior to our appointment on 25 November 2020, and in direct contemplation of completing the Transaction immediately following our appointment, Ice Acquisitions Limited (“the Purchaser”) loaned £25.0m to the ultimate parent company of the RBG Group, Individual Restaurants Group Limited (“IRG”) for the purpose of repaying the indebtedness to HSBC the first ranking secured creditor to enable HSBC to release all of its guarantees and security over the Companies.

Immediately following this, on 25 November 2020, Daniel James Mark Smith and Clare Boardman were appointed as Joint Administrators of the Companies, immediately after which the following took place (“the Transaction”):

- All the business and assets of RBG Group (excluding certain debtors relating to non-trading activity) were sold to the Purchaser for £17.9m, comprising:
  - Novation of £16.3m of secured shareholder loan note (“SHLN”) debt over the Companies to the Purchaser; and
  - £1.6m cash consideration to cover unsecured dividends, professional fees and administration expenses
- All c.1,300 RBG employees transferred via Transfer of Undertakings (Protection of Employment) (“TUPE”) to the Purchaser. There were no redundancies as a result of the Transaction, mitigating c.£3.5m of preferential and unsecured creditor claims in relation to employee and pension liabilities;
- The Purchaser also assumed liabilities relating to customer deposits and loyalty schemes with an estimated value of c.£4.4m.
- The Joint Administrators have granted a licence to occupy to the Purchaser for 31 sites for up to 10 months which, assuming commercial agreements can be reached, will substantially reduce unsecured landlord claims.

The allocation of consideration in W2D2, IRC and BRC is based on the return to unsecured creditors calculated on our estimate of asset realisations and costs as set out below:

£s	RBG	W2D2	IRC	BRC	Total
Zinc Shares	1				
Leasehold properties	26		4	1	
Benefit of Landlord deposits	1		1	1	
Intellectual Property	500,000		1	1	
Business Records	1	1	1	1	
Customer contracts	1	1	1	1	
Moo Moo Debt	1,006,000				
Gino Finco Debt	30,000				
Gino LLP Debt	70,000				
GWWR Debt	115,000				
Retail Restaurants Debt	70,000				
IRG Debt	201,000				
Goodwill	12,013,000				
IT	1	1	1	1	
P&M, F&F	1,500,000				
Supplier contracts	1	1	1	1	
Stock	1,500,000				
Aldpic debt	5,000	5,000			
SW Director Loan		862,000			
	17,010,032	867,004	10	7	17,877,053
Comprised of:					
Loan Note Novation	15,614,996	671,004	-	-	16,286,000
Cash	1,395,036	196,000	10	7	1,591,053
	17,010,032	867,004	10	7	17,877,053

The Purchaser is connected to the Group as Tarsem Dhaliwal is a director of the Purchaser and he and Malcolm Walker are shareholders of the Purchaser, and:

- Malcolm Walker is a director of W2D2 and IRC and a SHLN holder.
- Tarsem Dhaliwal is a director of W2D2, RBG and IRC, a shareholder of RBG Group and a SHLN holder.



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### Purpose of the administration

#### Purpose of the administration

The purpose of an administration under The Enterprise Act 2002 is split into three parts:

- a) To rescue a company as a going concern (in other words, a restructuring which keeps the actual entity intact);
- b) If the first purpose is not reasonably practicable (or the second purpose would clearly be better for the creditors as a whole), then the Administrators must perform their functions with the objective of achieving a better result for creditors as a whole than would be obtained through an immediate liquidation of the company. This would normally envisage a sale of the business and assets as a going concern (or a more orderly sales process than in liquidation);
- c) If neither of the first two parts of the purpose are reasonably practicable, the Administrators must perform their functions with the objective of realising property in order to make a distribution to secured and/or preferential creditors as applicable.

As noted on the following pages, the Companies had significant secured and unsecured creditor liabilities and a refinancing of the Companies’ debts was not achievable, as such the Joint Administrators concluded that the first option was not possible to achieve.

Accordingly, the purpose of the administrations is to achieve a better result for creditors as a whole than would be obtained through an immediate liquidation of the Companies. The purpose of the administration has been achieved through the Transaction and the resultant mitigation of creditor claims.

Further details regarding the Transaction are provided later.



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## The Transaction – Overview



### Post appointment – functions and responsibilities

As part of our general duties as Joint Administrators, we are required to manage the Companies' property and business, as set out in our proposals which have also been uploaded to the website set up for the Companies at [www.ips-docs.com](http://www.ips-docs.com). Please note that in fulfilling these duties we must act in the best interests of the Companies' creditors as a whole.

### Rationale for the transaction

In executing the Transaction, we are confident that we have acted with due regard for all creditors' interests, delivering the best available outcome for creditors as a whole given the circumstances.

The rationale for the Transaction being delivered as a pre-pack sale from administration is as follows:

- RBG Group was facing an imminent funding shortfall, driven by limited takeaway revenue and ongoing costs. Both secured creditors confirmed to the directors that no further funding would be made available to the business.
- Notwithstanding the fact that the trading operations of the business were limited due to lockdown, and RBG Group had accessed the CJRS scheme in respect of employee liabilities, the directors concluded that this funding requirement could not be wholly mitigated.
- During October and November the directors had engaged Deloitte to seek a buyer for the RBG Group (the “AMA process”). This process elicited only one offer that was acceptable to the secured creditors, with that offer due to expire on 27 November.
- We considered alternative options including a CVA, refinancing and trading administration. However, none of these options were achievable, as discussed on page 7. The Transaction represents a better outcome for all classes of creditor, in each of the Companies, compared with a wind down and closure of the business.

The Transaction consideration is set out on page 1. In summary it comprises:

- Release of all secured liabilities due to HSBC by the Companies immediately prior to our appointment, and wholly contingent on immediate completion of the Transaction;
- Novation of secured liabilities of £16.3m due to SHLN to the Purchaser;
- Cash consideration of £1.6m payable on completion; and
- Mitigation of certain other preferential and unsecured liabilities in relation to employees (c.£3m); and customer deposits and loyalty scheme liabilities (c.£4.4m).

The Transaction represents the best outcome for each class of creditor:

- HSBC (senior secured creditor) has received £25m in respect of its secured debt, with £14m of its debt remaining owed by IRG;
- The SHLN (second ranking secured creditor) liability has been novated to the Purchaser in full;
- All preferential creditor claims have been mitigated;
- Unsecured creditor claims will benefit from enhanced dividend prospects compared to either a closure of the business or the next best offer received in the AMA process, as a result of:
  - The cash consideration paid on completion to cover the “Prescribed Part” dividend to unsecured creditors which are no less than in a shut down scenario or any alternative offer;
  - The reduction in potential unsecured claims in relation to employees (c.£3m), customer deposits and loyalty scheme liabilities (c.£4.4m); and
  - The potential reduction in landlord claims if property lease transfers can be subsequently agreed with the Purchaser.

A detailed summary of the AMA process is set out on pages 8-11.

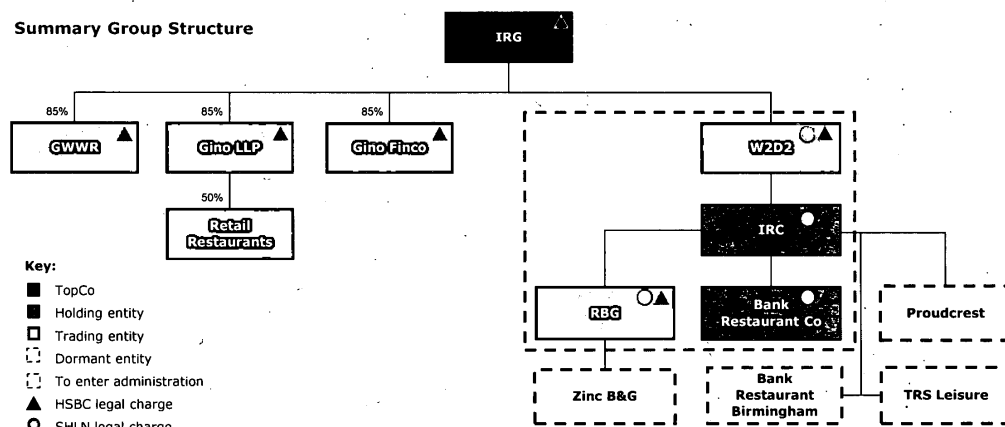
## SIP 16 statement

W2D2 Limited, Individual Restaurant Company Limited, Restaurant Bar and Grill Limited and Bank Restaurant Company Limited – all in Administration (“the Companies” or “RBG Group”)

## Background Information



### Summary Group Structure



### Overview

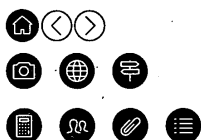
- The Companies formed part of the IRG Group, as shown above (“the IRG Group”). Only the four companies shown are in administration and subject to the Transaction.
- GWWR operates the Gino D’Acampo My Restaurant brand (“Gino”) which operates out of eight sites. GWWR, Gino LLP, Gino Finco and Retail Restaurants together form “the Gino Group”.
- The Gino Group did not enter an insolvency process as its Directors’ view is that it can continue to service its debts on a standalone basis, because it has the support of all its shareholders, including independent shareholders, who have indicated that they will inject further funding.
- The Piccolino and Restaurant Bar & Grill brands (together “the RBG Group”) were held by RBG, and operated out of 20 and eight restaurant sites respectively.
- IRG Group operated a central kitchen (“Cucina”), the employees and assets for which sit within RBG. Cucina supplied all Restaurant Bar & Grill, Piccolino and Gino restaurants.

- RBG employed all Restaurant Bar & Grill and Piccolino restaurant staff, as well as central head office and support staff for the Group (total c.1,300 employees). GWWR continues to employ all Gino restaurant staff.
- RBG suffered from declining turnover in recent years due to falling customer demand, combined with the increasing cost pressures facing the wider casual dining sector, including higher business rates and the National Living Wage. RBG consequently recorded an operating loss of £4.3m in FY20.
- Underlying business challenges in RBG were exacerbated by Covid-19, with restaurants required to close for a c. 3-month period to 4 July 2020, followed by further local Covid-19 restrictions. A second national lockdown commenced on 5 November 2020.
- This drove an operating loss of £2.8m in the 4 months ending 31 July 2020, which resulted in significant cash flow pressure.

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## Background Information



## Overview (continued)

- Notwithstanding the fact that the trading operations of the business were limited due to lockdown, and RBG Group had accessed the CJRS scheme in respect of employee liabilities, the directors identified an imminent funding shortfall which could not be wholly mitigated.
- The secured creditors confirmed that no further funding would be available. Given the substantial level of secured debt in the business, the directors concluded there was no prospect of raising additional third party debt.
- Accordingly, the directors concluded that the RBG Group had no reasonable prospect of avoiding insolvency.

## Debt & security structure

IRG Group was funded by the following facilities, for which the Companies were either direct recipients or provided cross company guarantees:

- Total £39.0m lending from HSBC Bank plc, split between:
  - £29.0m term loan in IRG
  - £7.0m RCF in IRG
  - £2.6m overdraft facilities in RBG
  - £0.4m overdraft facilities in Gino
  - Corporate credit cards (less than £50k)
- Of the term loan and RCF above, £24.2m was lent down from IRG to RBG via an intercompany loan.
- £16.3m secured share holder loan notes ("SHLNs") split between:
  - £11.2m W2D2;
  - £4.0m RBG; and
  - £1.1m IRC.

## Debt & security structure

Legal advice confirmed that:

- HSBC facilities benefitted from first ranking all monies debenture, created on 29 August 2019 (registered on 4 September 2019), granting fixed and floating charges over all W2D2, RBG and IRC's assets and undertakings, also benefitting from full cross company guarantees. This followed a refinancing in August 2019, before which HSBC facilities of £24m (at March 2019) sat within RBG directly.
- SHLN facilities benefitted from a second ranking all monies debenture, created on 10 October 2012 (registered on 15 October 2012), as amended by a supplemental deed, created on 11 July 2017 (registered on 18 July 2017), granting fixed and floating charges over all the Group's assets and undertakings, also benefitting from cross company guarantees from W2D2, IRC, RBG and BRC (together "RBG Group").
- Legal advice confirmed that:
  - HSBC and SHLN debts were subject to valid fixed and floating charges; and
  - The HSBC and SHLN debentures provided a qualifying floating charge which gives the secured creditors the ability to appoint administrators to the Companies.

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## Initial introduction



### Circumstances leading to the appointment of the Joint Administrators

IRG Group suffered from a continued decline in performance over recent years, with EBITDA falling from £7.0m in FY16 (y/e 31 March) to £3.4m in FY19, and generated a loss before tax of £7.6m in FY19. In the 4 months to July 2020, RBG generated an operating loss of £2.8m.

These losses were driven by declining customer demand and the challenges facing the wider casual dining sector in recent years, including increasing costs of wages (following the introduction of the National Living Wage) and an increase in business rates.

Underlying business challenges were exacerbated by Covid-19, with restaurants being required to close for a c. 3-month period to 4 July 2020, followed by further local restrictions. A second national lockdown commenced on 5 November 2020. This has resulted in significant cash flow pressure.

IRG Group took measures to mitigate the cash flow pressure, including negotiating deferrals with landlords, suppliers and HMRC, however its current trading performance does not generate sufficient cash to service its debts or cover its other liabilities without additional funding.

### Initial Introduction

Deloitte were initially invited by the directors of IRG to advise IRG Group on its options in July 2020. Following this, all the shareholders of Gino Group, including its independent shareholders, indicated that they were willing to support it and inject further funding. Therefore, the directors decided to explore a sale of the RBG Group only.

We were thus engaged in October 2020 to carry out a further advisory engagement, involving:

- Advise and assist with the potential disposal of the shares and/or all or part of the business and assets of RBG Group; and
- Advise and assist with contingency planning services.

Please note that we have not provided any advice to the directors in their personal capacity other than advising them to take independent advice on their own position.

### Functions and Responsibilities

Our role during the advisory phase was primarily to act as advisor to the Companies and Management in considering the potential options to the IRG Group given its circumstances.

Following our appointment as Joint Administrators we have a statutory obligation to perform our functions in the interests of the Companies' creditors as a whole.

### Other involvement

Other than the engagements set out opposite, Deloitte has previously undertaken:

- Tax and VAT services for the Companies;
- Personal tax services to certain directors and shareholders of the Companies; and
- Tax and VAT services to companies in the wider IRG Group.

The level of fees generated from this relationship is not material to Deloitte, and there is no prior relationship between the Joint Administrators and the Group, other than the pre-appointment advisory engagements set out opposite. The Joint Administrators have concluded that there is no conflict of interest preventing them from taking their appointments over the Companies.

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## Alternative options



### Alternative options considered

- The following alternative options to the proposed pre-pack Transaction were considered both prior to and after our appointment as advisers to IRG Group:

Key findings	Observations
Running a sales process post administration	<ul style="list-style-type: none"><li>The secured creditors were not prepared to provide any further funds to support a trading administration.</li><li>A full and expansive marketing process was completed, covering both trade and financial investors, including distressed investors. Therefore, it was deemed unlikely that any new credible potential purchasers would arise through any administration trading period.</li></ul>
CVA	<ul style="list-style-type: none"><li>Whilst a full CVA feasibility study was not completed, a CVA was considered and discounted due to:<ul style="list-style-type: none"><li>The limited timeframe to find a solution given the funding requirement at the end of November driven by supplier and employee payments due in w/e 29 November;</li><li>The secured creditors and shareholders had confirmed that no further funding would be made available to the RBG Group, which would have been required in order to fund the business through a CVA;</li><li>The ongoing uncertainty regarding national and regional lockdown restrictions and the impact on trading levels;</li><li>The uncertain impact on the business when the temporary restrictions on winding up petitions and the moratorium on landlord enforcement action ends on 31 December 2020, given the levels of unsecured creditors and landlord arrears.</li></ul></li><li>Given the above, the directors concluded that a CVA was not viable, and as such no landlords were approached to discuss this option.</li></ul>
Debt restructuring/ refinance	<ul style="list-style-type: none"><li>The incumbent senior secured lender confirmed it does not have the appetite to provide further funding. RBG already utilised £24.1m of external bank funding (via an intercompany loan from IRG) and a £2.6m bank overdraft (whilst guaranteeing a total of £39m HSBC lending across the IRG Group), while also benefitting from £16.3m of SHLN in the RBG Group.</li><li>As a result of the time available, the net liabilities position on its balance sheet and the c. £60m of secured debt exposure, a refinance was not considered achievable.</li></ul>
Solvent share sale	<ul style="list-style-type: none"><li>The Companies were marketed as a going concern share sale as part of the AMA process. No offers for the business capable of being transacted on that basis were forthcoming.</li></ul>
Wind down	<ul style="list-style-type: none"><li>Based on our EOS analysis a wind down scenario in insolvency would have delivered a materially worse outcome for creditors as a whole.</li></ul>



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## Marketing



### Overview of the RBG Group M&A Process

Deloitte were engaged to advise on the proposed disposal of either the shares and/or some or all of the business and assets of RBG Group via an AMA process, with an Engagement Letter dated 16 October 2020.

The marketing process was also designed to ensure compliance with the requirements of SIP16 in the event that a disposal were to occur via a pre-pack Administration sale. Such process considerations included both the number and type of potential investors to be approached.

### Preparation phase

The agreed 3<sup>rd</sup> party buyer list was based on discussions that took place between Deloitte's leisure M&A team, the Deloitte Special Situations M&A team and Management.

It comprised:

- 6 trade parties;
- 19 financial parties.

Deloitte also worked with Management to prepare marketing materials which comprised:

- a speaking brief to be used when making initial contact with potential purchasers;
- a 54 page information memorandum ("IM");
- financial data pack containing supplementary financial and operational information; and
- a process letter providing details on the process being conducted and the structure in which offers needed to be submitted.

The marketing process and materials were designed to provide interested parties with sufficient information upon which to make an informed indicative offer within the allotted time.

The marketing process and associated materials were designed to be flexible and enable interested parties to assess the individual brands or assets on a stand alone basis as well as the business as a whole.

RBG Group and assets were not marketed online, to preserve confidentiality in the market with customers and suppliers, to minimise the risk of jeopardising value in the business. However, speculation in the press generated additional inbound interest, which was considered during Phase One.

### Phase One

Phase 1 of the process lasted for 2.5 weeks. During this period there were some key changes to the lockdown rules within the UK:

- 14-25 October – Various areas in North West England (e.g. Liverpool, Manchester, Sheffield) placed under Tier 3 lockdown restrictions (the Companies have lots of sites in these locations);
- 5 November – National lockdown measures introduced in England.

The key stages of the process included the following:

- 23-27 October – Scripted calls and email approaches were made to the agreed parties. The opportunity was initially presented to parties on a no names basis;
- Parties that expressed an interest were sent a Non-Disclosure Agreement ("NDA") for signing prior to the release of additional information;
- Upon receipt of an executed NDA, interested parties were provided with:
  - IM; and
  - Process letter inviting parties to submit indicative offers by 11 November 2020, with the intention of concluding a transaction by mid-December.
- Parties that confirmed interest following the receipt of the IM were sent the financial data pack.
- Deloitte facilitated explanatory calls and ad-hoc responses to initial bidder Q&A.
- No site visits were provided due to restrictions on movement due to Covid-19. However, many parties were familiar with multiple sites already.

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## Marketing



### Phase One cont.

Of the 25 parties included in the process:

- 18 participants (14 financial & 4 trade) expressed interest in the opportunity, signed NDAs and received both an IM and a process letter;
- 9 participants (7 financial & 2 trade) confirmed their interest in the opportunity and subsequently received both Databook 1 and the Graphical P&Ls;
- 19 parties either:
  - Declined the opportunity at the outset (4);
  - Withdrew from process at a later stage (13);
  - Were unresponsive to multiple attempts at engagement (2).
- 5 parties submitted written indicative offers;
- 1 party submitted a verbal summary of what an indicative offer may be constituted of.

Reasons given for declining the opportunity / withdrawing from the process included:

- Current market conditions and uncertainty due to COVID-19 pandemic (notably the onset of the second national lockdown in England);
- Decline in trading prior to onset of COVID-19;
- Difficulty ascribing significant value based on forecast EBITDA performance;
- Level of existing secured debt in the capital structure.

### Phase 1 offers received

Offers were received from 6 parties, on the indicative offer deadline of Wednesday 11 November. Of the 3<sup>rd</sup> party offers, 3 were initially received in writing with the other 3 being received verbally. Following clarification calls with Deloitte, two verbal offers were subsequently submitted in writing.

A further offer from the Secured Shareholder Loan Note holders (SHLN Offer) was also received. The indicative offer was finalised on 19 November 2020.

The headlines of these offers (including purchase price & transaction perimeter) are outlined below:

#### Bidder 1

- *Purchase price:*
  - £4m - 6m cash (assuming no debt, with cash excluded from assets purchased);
  - Equates to c.£142k per site.
- *Transaction Perimeter:*
  - Whole business including:
    - All sites;
    - Piccolino & RBG brands;
    - Head office including fixed assets and employees;
    - Cucina including fixed assets and employees.

#### Bidder 2

- *Purchase price:*
  - £4m for the assets of W2D2 Ltd (funded by rollover of HSBC debt);
- *Transaction Perimeter:*
  - Whole business including:
    - All sites;
    - Piccolino & RBG brands;
    - Head office including fixed assets and employees;
    - Cucina including fixed assets and employees.

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## Marketing



### Bidder 3

- *Purchase price:*
  - Not provided in offer letter
- *Transaction Perimeter:*
  - 13 Piccolino sites;
  - 5 RBG sites.

### Bidder 4

- *Purchase price:*
  - £1m - 2m cash (debt free, cash free basis);
- *Transaction Perimeter:*
  - Most profitable sites (i.e. some sites to be left behind);
  - Piccolino & RBG brands;
  - Head office including fixed assets and employees;
  - Cucina including fixed assets and employees.

### Bidder 5

- *Purchase price:*
  - c.£200k.
- *Transaction Perimeter:*
  - 7 sites.

### Bidder 6 (verbal offer)

- *Purchase price:*
  - Up to £10m;
- *Transaction Perimeter:*
  - 5-6 sites (4 Piccolino & 2 RBG).

### SHLN offer

- *Purchase price:*
  - £16.3m rollover to of secured SHLN loans made to, and cross guaranteed by, the RBG Group
  - Cash to cover costs and leakage arising as a result of an insolvency process
- *Transaction perimeter:*
  - Substantially all of the business and assets of RBG Group.

### SHLN offer (continued)

- *Other features:*
  - Purchaser to provide £25.0m of funding to repay HSBC secured debt in IRG, to release the RBG Group from the HSBC security and cross guarantees.
  - Purchaser to honour all employee and pension arrears and loyalty cards.

### Inbound interest received

Following press coverage on Thursday 12 November, inbound interest was received from 4 parties. The Deloitte AMA team engaged with each of these parties in order to establish the level of interest. It was agreed with management that parties demonstrating genuine interest would be provided with the process materials (IM, financial data pack and process letter). In total, 1 inbound party was provided with these materials and invited to make an indicative offer by Wednesday 18 November. However, upon review of the information this party declined to submit an indicative offer.

### Next steps

Clarification calls were held with each of the parties that submitted an indicative bid. These conversations took place with bidders over the course of Wednesday 11 and Thursday 12 November.

Having reviewed and clarified the indicative offers, the Deloitte AMA team presented an offer summary to the Directors on 12 November.

It was agreed that the 3<sup>rd</sup> party bidders who submitted offers would be not be progressed, as:

- The process no longer had the support of the SHLN providers, who were not prepared to provide additional funds for the business which as noted previously was facing an imminent funding shortfall;
- No additional funding was available from HSBC; and
- The SHLN bid was materially better for creditors than both alternate insolvency scenarios and the best third party bid identified in the AMA.

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## Marketing



## Conclusions

Our overall conclusion on the AMA process was based on a number of factors which include the following:

- Deloitte held discussions with 29 parties (25 parties approached and 4 inbound inquiries) in the limited timescale available. This number of parties was an appropriate number on which to form a view on market value and included representation of the types of buyers that would be included in a broader buyer population for an asset of this nature and who had previously expressed an interest in the business during historical sales processes.
  - The trade parties were identified by Deloitte's sector team and Management; and
  - The financial investors were identified by Deloitte's Special Situations M&A team alongside Management.
- This number of parties was an appropriate number on which to form a view on market value and includes a comprehensive representation of the buyer pool for an asset of this nature in an accelerated process.
- Both financial and trade parties were approached during the AMA marketing exercise for the purposes of attempting to maximise the value and deliverability of the Transaction through either a solvent or insolvent process.
- The process was open to inbound interest and conversations were held with 4 additional parties.
- The Directors of the Companies were consulted on, and approved, each of the parties to approach.
- The timing of the process was appropriate given the forecast cash requirement during w/e 29 November 2020, driven by payroll and supplier payments, which would be required by the shareholders to keep the Companies solvent in its current form.
- The IM and supplementary information represented appropriate marketing materials on which potential buyers could base their preliminary interest.

- Based on the work performed, we consider that a comprehensive and appropriate marketing exercise has been conducted in the timescale available, targeted at both financial and trade buyers and within the time available for a transaction to be completed and the commercial sensitivities for the Companies.

## Valuation

No formal valuation of the shares in the Companies was undertaken to support the Transaction as evidence in respect of best value was achieved through the extensiveness of the M&A process and the EOS analysis performed including a desktop valuation of the fixed assets of the RBG Group (summary on page 13).

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## Marketing



### Conformation to SIP 16 requirements

- We consider that the marketing of the business conformed to the requirements prescribed by SIP 16.
- **Broadcast:** Given the timeframe available a wide range of potential buyers were approached, proportionate to the size and nature of the business, including both trade and financial companies. Direct competitors were included in the process and inbound interest was responded to quickly. Given commercial sensitivities, it was not deemed appropriate to broadcast the AMA publicly. However, inbound enquirers following press speculation were invited to make an offer, which did not yield any improved outcomes for creditors than the parties originally approached.
- **Justify the marketing strategy:** The strategy was to find the business an appropriate buyer able to assess and complete a transaction in a compressed timescale. A direct marketing campaign to a comprehensive trade and financial buyers list was considered the most appropriate strategy to engage buyers and elicit indicative offers and disruption to the trade of the business:
  - The selected group of trade buyers approached had the commercial experience in the sector and the capability to turn the business performance around; and
  - The financial buyers had been selected on their credentials in the restaurant space and ability to operationally improve businesses.
- **Independence:** The business had not been marketed by the Companies, or another advisor, prior to Deloitte ACF's instruction.
- **Publicise rather than simply publish:** The length of time the business was marketed was deemed an appropriate length given the challenges facing the business' solvency. Buyers were for the most part called and spoken to at the outset (as opposed to emailed) and sufficient support and opportunity for calls with advisors was provided to potential purchasers throughout the process.
- **Connectivity:** Online communication that the business was in the market were not made. We believe this approach was justified as making the market aware of the Companies' challenges may have impacted its ultimate ability to continue as a going concern, (e.g. through the withdrawal of key suppliers whilst the business was still operating a takeaway service), whilst we were confident that the buyer pool we were contacting was comprehensive and fully representative of the potential buyers for this asset.
- **Comply or explain:** The connected party Purchaser's bid provided the best result for creditors as a whole, which has been evidenced later in this document.

## SIP 16 statement

W2D2 Limited,  
Individual Restaurant  
Company Limited,  
Restaurant Bar and  
Grill Limited and  
Bank Restaurant  
Company Limited –  
all in Administration  
("the Companies" or  
"RBG Group")

## SIP 16 disclosure

### Valuation of the Business and Assets

The Companies' principal realisable assets comprised:

- Restaurant fixtures and fittings (NBV £33m). A desktop review of the Companies' tangible fixed assets was undertaken by Hilco Global, who estimated realisations of £0.3m in a shutdown scenario;
- Food and beverage stock (NBV £3.6m), of which a significant element would be wasting, and which we understand may also be subject to Retention of Title claims ("ROT"), and so would have minimal realisable value; and
- Third party trade debtors (NBV £5.2m) which principally comprised supplier volume rebates that would not be realisable in an insolvency, as suppliers would offset unpaid trading liabilities.

The total value of the liabilities secured on these assets was £55.3m. Accordingly, in a wind down and closure scenario the secured creditors would face a significant shortfall, and the maximum return to unsecured creditors would be limited to the Prescribed Part.

## SIP 16 disclosure

### Purchaser and Related Parties

The date of the Transaction is 25 November 2020.

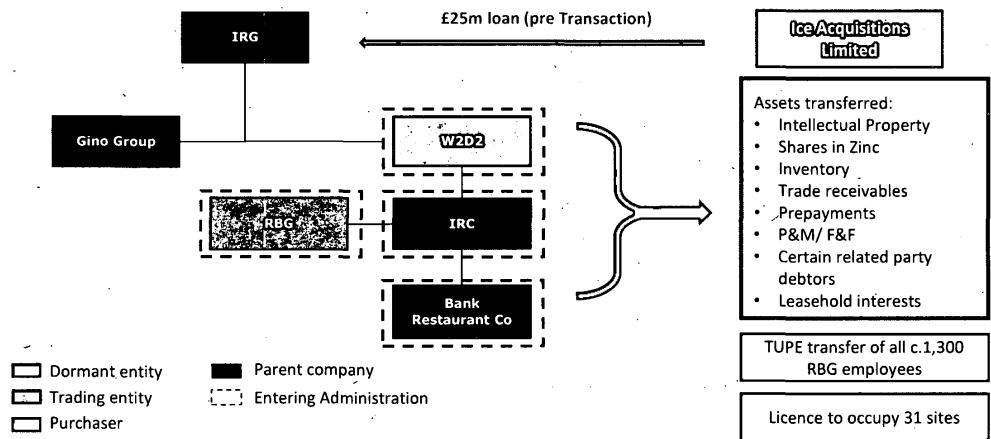
The Purchaser is connected to the Group as Tarsem Dhaliwal is a director of the Purchaser and he and Malcolm Walker are shareholders of the Purchaser, and:

- Malcolm Walker is a director of W2D2 and IRC and a SHLN holder.
- Tarsem Dhaliwal is a director of W2D2, RBG and IRC, a shareholder of RBG Group and a SHLN holder.



## SIP 16 statement

W2D2 Limited, Individual Restaurant Company Limited, Restaurant Bar and Grill Limited and Bank Restaurant Company Limited – all in Administration (“the Companies” or “RBG Group”)



### Transaction overview

Immediately prior to the transaction and in direct contemplation of completing the Transaction immediately following our appointment, the Purchaser loaned £25.0m to IRG Group's ultimate holding company, IRG, for the purpose of repaying:

- £2.6m overdraft in RBG;
- £0.4m overdraft in Gino Finco;
- £7.0m of the RCF in IRG; and
- £15.0m balance paid down the IRG term loan.

In exchange, HSBC released its guarantees and security over W2D2, IRC and RBG.

As a result, on appointment, the SHLN were the only remaining secured creditor.

The RBG Group companies ("the Companies") were then placed into administration by the directors. The business and assets of the Companies were then immediately sold to the Purchaser by the Joint Administrators.

All c.1,300 RBG employees will transfer via TUPE to the Purchaser, resulting in zero redundancies.

The Purchaser entered into licences to occupy for up to 10 months in respect of:

- 26 sites (RBG), including IRG Group's head office;
- 4 sites (IRC);
- 1 site (BRC);

The licences are terminable on two weeks' notice. If the Purchaser agrees new lease arrangements with landlords prior to expiry, each such property will be removed from the licence agreement.

The licence is structured to pass on the associated property lease costs to the Purchaser and will not generate income for the Administration estate.

Any sites not required by the Purchaser, or vacated before the expiry of the LTO, will be immediately surrendered back to the landlord.



## SIP 16 statement

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## Details of the proposed transaction

### Assets

The assets included in the Transaction were as follows:

- Intellectual Property comprising the trading brands of the restaurant business, and the customer database
- Shares in Zinc (a non-trading business holding certain leasehold interests)
- Inventory, principally comprising food and beverage stock (excluding that subject to ROT)
- Trade receivables and prepayments
- Tangible assets principally comprising restaurant fixtures and fittings
- Certain related party debtors
- Leasehold interests

The principal assets excluded from the Transaction were the majority of non-trading debtor and intercompany balances.

### Consideration

The total consideration for the Transaction was £17.9m comprising:

- The £16.3m SHLNs sat within W2D2, RBG and IRC have been novated to the Purchaser;
- Cash consideration of £1.6m.

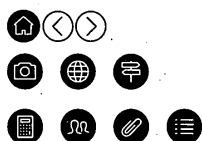
In addition, immediately prior to the Transaction, before the Joint Administrators' appointment, but in direct contemplation of completing the Transaction immediately following our appointment, the Purchaser repaid £25m of secured liabilities due to HSBC in order to release the HSBC guarantees over the RBG Group.

The consideration for the Transaction has resulted in a deemed distribution to SHLN holders in satisfaction of the security held on their behalf over the Companies' assets.

The Transaction consideration was apportioned as follows shown below:

£s	RBG	W2D2	IRC	BRC	Total
Zinc Shares	1				
Leasehold properties	26		4	1	
Benefit of Landlord deposits	1		1	1	
Intellectual Property	500,000		1	1	
Business Records	1	1	1	1	
Customer contracts	1	1	1	1	
Moo Moo Debt	1,006,000				
Gino Finco Debt	30,000				
Gino LLP Debt	70,000				
GWWR Debt	115,000				
Retail Restaurants Debt	70,000				
IRG Debt	201,000				
Goodwill	12,013,000				
IT	1	1	1	1	
P&M, F&F	1,500,000				
Supplier contracts	1	1	1	1	
Stock	1,500,000				
Aldpic debt	5,000	5,000			
SW Director Loan		862,000			
	<b>17,010,032</b>	<b>867,004</b>	<b>10</b>	<b>7</b>	<b>17,877,053</b>
Comprised of:					
Loan Note Novation	15,614,996	671,004			16,286,000
Cash	1,395,036	196,000	10	7	1,591,053
	<b>17,010,032</b>	<b>867,004</b>	<b>10</b>	<b>7</b>	<b>17,877,053</b>

The Transaction has generated floating charge realisations in RBG and W2D2, which in turn have created Prescribed Part realisations for unsecured creditors. The Purchaser has provided the cash for these distributions as part of the £1.6m cash consideration.





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## Connected party sales

### Connected Party Sales

#### Evidence of advice to the connected party

On 16 November 2020, we advised the potential connected party Purchaser, by email:

- Details on how to access the Pre-Pack Pool and the information that was needed to support an application as outlined here: [www.prepackpool.co.uk](http://www.prepackpool.co.uk);
- Explanation that the Pre Pack Pool submission needed to be supported by a viability statement, to explain what and how the purchasing entity will do differently to ensure the business' survival for at least 12 months from the date of the pre-pack;
- Of the benefit of application to the Pre Pack Pool to opine on the proposed Transaction and the assumed confidence that this brings to stakeholders of the purchasing entity;
- That the Joint Administrators could not provide advice or assistance in connection with the application;
- That from a transparency perspective, the prospective Purchaser was encouraged to permit a copy of the opinion to be sent to the Joint Administrators automatically;
- Of the additional disclosure requirements to satisfy creditors that the Transaction was conducted in as open and transparent manner as was possible in the circumstances; and
- That we are required to explain any deviation from the Marketing essentials and requirements as to valuations (for example if we are relying on their valuations or if no valuations have been carried out) and be able to demonstrate how and on what basis we are satisfied that the Transaction offers the best outcome.

### Pre Pack Pool

The Purchaser approached the Pre-Pack Pool on 19 November 2020 with details of the proposed transaction.

The Pre-Pack Pool responded on 19 November 2020 to state that:

- Information provided has been limited in some areas, but otherwise nothing has been found to suggest that the grounds for the proposed pre-packaged sale are unreasonable.

Areas where information provided was limited were:

- The liabilities arising from TUPE were not quantified;
- The liabilities arising from the customer loyalty scheme were estimated;
- Confirmation of HSBC's approval to the Transaction was outstanding;
- Further evidence of how the Purchaser would improve the operational performance of the business; and
- Further detail on the transference of SHLN and terms of repayment.

In reaching our conclusion we were comfortable that the Purchaser committed to honour all employee wage arrears, Nest pension arrears and the customer loyalty scheme as part of the Transaction.

The Transaction could not have completed without HSBC's consent as it had to release its fixed and floating charge security over the RBG Group prior to the Transaction.

We understand that the Management team of the Purchaser will be strengthened following the Transaction, including senior roles, for example with the appointment of a Chairman.

All SHLN debt was novated to and taken on by the Purchaser as part of the Consideration for the Transaction.



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## Connected party sales

## SIP 16 disclosure

### Pre-Pack Pool – Opinion (Continued)

#### Viability statement

Ice Acquisitions Limited has advised us of the following actions:

- It is intending to strengthen the management team by the appointment of a new Chairman;
- It has access to substantial funding through its parent company operations;
- It intends to support the business through continued investment where required;
- It will seek to drive operational improvements in the business, including, where appropriate, seeking to negotiate improved lease terms with landlords and looking to achieve economies of scale by buying across its wider group structure; and
- It has separately agreed with the SHLN holders that this debt will not require repayment until the business is in a position to do so.





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