

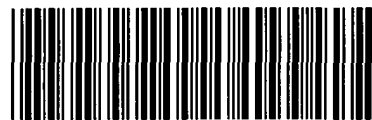
AM10

Notice of administrator's progress report



Companies House

WEDNESDAY



AA79SJ8N

A10

23/06/2021

#245

COMPANIES HOUSE

1 Company details

Company number 07520075

Company name in full W2D2 Limited

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

2 Administrator's name

Full forename(s) Daniel

Surname Smith

3 Administrator's address

Building name/number Peter House

Street Oxford Street

Post town Manchester

County/Region

Postcode M15AN

Country

4 Administrator's name ①

Full forename(s) Clare

Surname Boardman

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

5 Administrator's address ②

Building name/number 7 Park Row

Street Leeds

Post town LS1 5HD

County/Region

Postcode

Country

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

AM10

Notice of administrator's progress report

6 Period of progress report

| | | | | | | | | |
|-----------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| From date | ^d 2 | ^d 5 | ^m 1 | ^m 1 | ^y 2 | ^y 0 | ^y 2 | ^y 0 |
| To date | ^d 2 | ^d 4 | ^m 0 | ^m 5 | ^y 2 | ^y 0 | ^y 2 | ^y 1 |

7 Progress report

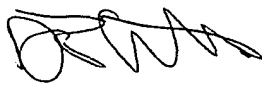
☒ I attach a copy of the progress report

8 Sign and date

Administrator's
signature

Signature

X



X

| | | | | | | | | |
|----------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Signature date | ^d 2 | ^d 2 | ^m 0 | ^m 6 | ^y 2 | ^y 0 | ^y 2 | ^y 1 |
|----------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|

AM10

Notice of administrator's progress report



Presenter information

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

Contact name Arjan Beghal

Company name Teneo Restructuring Ltd

Address 156 Great Charles Street
Queensway

Post town Birmingham

County/Region

Postcode B 3 3 H N

Country

DX

Telephone +44 121 619 0120



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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



Important information

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



Where to send

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

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



Further information

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

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



The Global CEO Advisory Firm

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 Teneo
156 Great Charles Street
Queensway
Birmingham
B3 3HN

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”)

Progress report to creditors for the period 25 November 2020 to 24 May 2021 pursuant to rules 18.2 to 18.6
inclusive of the Insolvency (England & Wales) Rules 2016 (“the Rules”)

22 June 2021

Daniel James Mark Smith and Clare Boardman (“the Joint Administrators”) were appointed Joint Administrators of the Companies on 25 November 2020 by the Directors of the Companies. The affairs, business and property of the Company are managed by the Joint Administrators. The Joint Administrators act as agents of the Company and contract without personal liability. All licensed Insolvency Practitioners of Teneo Restructuring Limited (“Teneo”) 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 Insolvency Act 1986 (as amended), (“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.

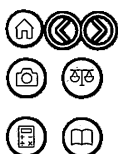
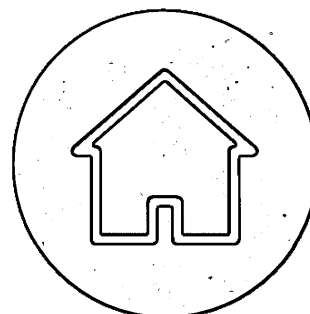
Council Regulation (EU) No 2015/848 applies and these are the main proceedings as defined in Article 3(1) of that regulation.

Definitions

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

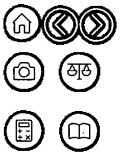
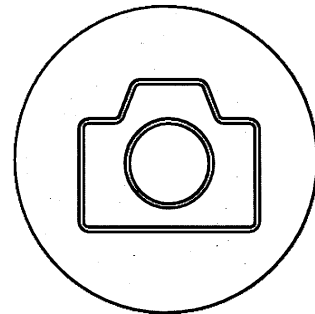


| | | |
|---|--|-----------|
|  | Contents | 1 |
|  | Key messages | 3 |
|  | Progress of the administrations | 6 |
|  | Information for creditors | 15 |
|  | Remuneration and expenses | 20 |





Key messages



Key messages

Joint Administrators of the Companies

Daniel James Mark Smith
Clare Boardman
Teneo
156 Great Charles Street
Birmingham
B3 3HN

Contact details

Email:
Wendy.Packwood@teneo.com
Website:
www.ips-docs.com
Tel: 0121 619 0150



| Commentary | |
|--|---|
| Purpose of administrations | <ul style="list-style-type: none">The purpose of the administrations is to achieve a better result for the Companies' creditors as a whole than liquidation of the Companies. |
| Important Notice re Administrators' Contact details | <ul style="list-style-type: none">On 29 May 2021 the UK Restructuring Practice of Deloitte LLP was sold to Teneo Restructuring Limited (the "Transaction"). The majority of live insolvency appointments, including these administrations appointments were transferred to Teneo Restructuring Limited ("Teneo"), with their respective officeholders and case teams, as part of the Transaction. Please also note that our Teneo contact details are provided on the left hand column of this page. |
| Progress of administrations | <ul style="list-style-type: none">As stated in our proposals, the business and assets were sold by way of a pre-packaged sale 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 www.ips-docs.com.We have since been working to complete our obligations under the sales agreement with the Purchaser, Ice Acquisitions Limited ("the Purchaser"). These principally relate to matters concerning the licence to occupy granted to the Purchaser, to occupy 31 leasehold sites (26 held by RBG, 4 held by IRC and 1 held by BRC) for a period of 10 months which is ongoing, please see further details on page 8.To date 27 leases have been transferred and removed from the licence agreement. |
| Costs | <ul style="list-style-type: none">In respect of RBG, our fees have been fixed as a set amount of £700k. Please see page 21 for further details.We have not fixed the basis on which we are to be remunerated in W2D2, IRC and BRC.We have incurred disbursements of £3.7k in respect the Companies in the report period. Please see page 22 for further details.Third party costs and expenses of £9k in relation to W2D2 and £132k in RBG has been incurred in the report period. Please see page 9 for further details. |
| Outstanding matters | <ul style="list-style-type: none">Completion of the remaining 4 lease assignments to the Purchaser.Agreement of creditor claims and distributing sums to creditors via the Prescribed Part Fund ("PP") in RBG and W2D2.Liaising with landlords of vacated properties in respect of property surrenders.Statutory closing procedures. |

Key messages

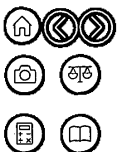
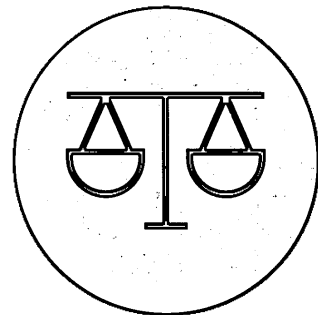
| Commentary | |
|------------------------------------|---|
| Dividend prospects | <ul style="list-style-type: none">• The Secured Creditor has been paid in full.• All employees of RBG transferred at the date of appointment by TUPE as part of the Transaction, therefore there will be no preferential creditors.• There were no employees in W2D2, IRC and BRC therefore no preferential claims are anticipated.• Unsecured creditors – Distributions will be made in RBG and W2D2 out of the prescribed part funds of £600k and £171k respectively.• It is possible that there may be funds available for a prescribed part distribution in BRC. There will be no distribution in IRC. Please refer to page 16 for further details. |
| Extension to administration period | <p>We do not anticipate that it will be necessary to extend the period of the administration which is due to end on or before 25 November 2021.</p> |





Progress of the administrations

| | |
|--------------------------|----|
| Summary | 7 |
| Receipts and payments | 10 |
| Pre-administration costs | 14 |



Progress of the administrations Summary

Work done during the report period

Sale of business

As set out in our SIP 16 statement delivered to creditors on 2 December 2020, the business and assets of the Companies were realised in a pre-packaged sale to Ice Acquisitions Limited, (“the Purchaser”), on 25 November 2020. The total consideration for the Transaction was £17.9m comprising:

- The £16.3m Share Holder Loan Notes (“SHLNs”) sat within W2D2, RBG and IRC were novated to the Purchaser;
- Cash consideration of £1.6m.

In addition, immediately prior to the Transaction, before the Joint Administrators' appointments, but in direct contemplation of completing the Transaction immediately following our appointments, 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.

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 | | |
| | 17,010,032 | 867,004 | 10 | 7 |
| Comprised of: | | | | |
| Loan Note Novation | 15,614,996 | 671,004 | - | - |
| Cash | 1,395,053 | 196,000 | 10 | 7 |
| | 17,010,032 | 867,004 | 10 | 7 |



Progress of the administrations Summary

Work done during the report period (cont.)

Licence to occupy

At the date of appointment the Purchaser entered into 10 months licences to occupy as follows:

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

To date 27 leases have either been assigned or new leases have been entered into with the purchaser.

There are 4 remaining leases to be assigned. In this regard the Purchaser makes quarterly payments in respect of the rent and where applicable in the lease, the rates, insurance, utilities and service charges into the administration bank account.

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

To date £435,117 plus VAT has been refunded on the completion of lease assignments relating to rent waivers in RBG.

Cash at bank

Cash at bank of £283k has been swept from RBG and £0.4k from the W2D2 accounts into the administration accounts.

Rates

The Joint Administrators engaged the services of Hilco to collect any historic rates overpayments on their behalf at a cost of 15% plus VAT of cash recoveries into the administration estates. To date no funds have been recovered.

Refunds

Sundry refunds of £770 and £1,833 in RBG and IRC respectively have been realised during the report period in respect of overpayments made by RBG and IRC prior to our appointment.

Statutory tasks

During the period we have carried out the following tasks which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature:

- Case set-up and management actions, including updating the creditor portal for the cases, filing and regular diary reviews to ensure compliance matters are dealt with accordingly;
- Statutory reporting, including the preparation of the Proposals;
- Appointment notifications, including notifying the relevant parties of the appointments;
- Confidential reports to the Insolvency Service on the directors' conduct;
- Cashiering functions, including the preparation of monthly bank account reconciliations and various payments and receipts; and
- Interaction with HM Revenue & Customs in respect of VAT and Corporation Tax matters.

These tasks are a necessary part of the engagement but do not generate any direct financial benefit for creditors.



Progress of the administrations Summary

Work done during the report period (cont.)

Director Conduct Reports

We have complied with our statutory duty to report on the conduct of the Companies' directors and submitted our confidential reports to the Insolvency Service on 24 February 2021.

Investigations

We have reviewed the information available to assess whether there are any matters that might lead to a recovery for the benefit of creditors, such as potential claims that may be brought against parties either connected to or who have had past dealings with the Companies.

Having completed this review no further avenues of recovery have been identified.

Third party costs incurred during the report period

The following third party expenses have been incurred during the report period:

Legal Costs:

The table below shows costs incurred and paid during the report period:

- 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, sale of business and general administration matters.

Legal Fees

| £ (net) | Incurred | Paid | Unpaid |
|---------------------|----------|---------|--------|
| IRC | 25,360 | - | 25,360 |
| BRC | 24,374 | - | 24,374 |
| W2D2 | 24,376 | 8,750 | 15,626 |
| RBG | 132,002 | 131,960 | 42 |
| Total Disbursements | 206,112 | 140,710 | 65,402 |

Following advice the pre-administration legal costs of £190,000 as stated on page 31 of the proposals were captured under Rule 3.51(2)(d) as valid expenses of the administrations and subsequently approval was not sought. This amount is included within the incurred figures in the table opposite.

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



Progress of the administration

Receipts and payments

RBG

Joint Administrators' receipts and payments account 25 November 2020 to 24 May 2021

| £ | SoA values | Notes | To date |
|---|-------------------|-------|------------------|
| Receipts | | | |
| Sale of Business | - | 1 | 1,395,000 |
| Cash at Bank | - | - | 282,597 |
| Licence to Occupy Income | - | 2 | 962,039 |
| Sundry Refund | - | - | 770 |
| Bank Interest Gross | - | - | 60 |
| Intangible Assets/Brand | 500,000 | - | - |
| Goodwill | 12,013,000 | - | - |
| Leasehold Properties | 1 | - | - |
| Shares in Subsidiaries | 1 | - | - |
| Tangible Fixed Assets | 1,500,000 | - | - |
| Debtors | 1,497,000 | - | - |
| Stock | 1,500,000 | - | - |
| Business Records, Customer Contracts & Deposits | - | 3 | - |
| IT and Supplier Contracts | - | 2 | - |
| Total receipts | 17,013,000 | | 2,640,566 |
| Payments | | | |
| Licence to Occupy Fees Refunded | - | 2 | 435,117 |
| Pre Appointment Agents' Fees | - | - | 2,000 |
| Legal Fees | - | - | 131,960 |
| Legal Expenses | - | - | 50 |
| Statutory Advertising | - | - | 189 |
| Licence to Occupy - Payments | - | - | 657,050 |
| Bank Charges | - | - | 53 |
| Total payments | | | 1,226,426 |
| Balance | | | 1,414,139 |
| Made up of: | | | |
| VAT Receivable / (Payable) | - | 3 | 67,136 |
| Floating Chge Deposit A/c | - | 4 | 1,586,261 |
| Trade Creditors | - | 5 | (29,622) |
| Balance in hand | | | 1,414,139 |

A receipts and payments account is provided opposite, detailing the transactions during the report period for the entire period of our appointment on 25 November 2020 to 24 May 2021.

Notes to receipts and payments account

1 Sale of Business

Please refer to page 7 for more details.

2 Licence to occupy

Funds totaling £962,039 plus VAT were received from the Purchaser in accordance with the licence to occupy agreement. Any funds not used will be repaid to the Purchaser under the terms of the licence. As can be seen surplus rent funds in the amount of £435,117 have been refunded to date. Note this figure was presented as Gross of VAT in the Proposals, the VAT element has been reallocated during the period.

3 VAT

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

4 Bank interest

All funds were held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

5 Trade Creditors

Invoices received are logged, recorded and posted to the cash book on an accruals basis, the balance noted represents invoices received and posted to the cash book but not yet paid from the bank accounts.

Rounding note

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



Progress of the
administration
Receipts and payments

IRC

Joint Administrators' receipts and payments account
25 November 2020 to 24 May 2021

| £ | SoA values | Notes | To date |
|---|------------|-------|----------------|
| Receipts | | | |
| Licence to Occupy Income | - | 1 | 181,288 |
| Sundry Refund | - | | 1,833 |
| Bank Interest Gross | - | | 4 |
| Intangible Assets | 1 | | - |
| Leasehold Properties | 1 | | - |
| Business Records, Customer Contracts & Deposits | 3 | | - |
| IT and Supplier Contracts | 2 | | - |
| Total receipts | 7 | | 183,125 |
| Payments | | | |
| Licence to Occupy - Payments | | 1 | 25,784 |
| Bank Charges | | | 6 |
| Total payments | | | 25,790 |
| Balance | | | 157,335 |
| Made up of: | | | |
| VAT Receivable / (Payable) | | 2 | (4,961) |
| Floating Chge Deposit A/c | | 3 | 162,295 |
| Balance in hand | | | 157,335 |

A receipts and payments account is provided opposite, detailing the transactions during the report period for the entire period of our appointment on 25 November 2020 to 24 May 2021.

Notes to receipts and payments account

1 Licence to occupy

Funds totalling £181,288 plus VAT were received from the Purchaser in accordance with the licence to occupy agreement. Any funds not used will be repaid to the Purchaser under the terms of the licence. Note this figure was presented as Gross of VAT in the Proposals, the VAT element has been reallocated during the period.

2 VAT

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

3 Bank interest

All funds were held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

Rounding note

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



Progress of the administration

Receipts and payments

BRC

Joint Administrators' receipts and payments account 25 November 2020 to 24 May 2021

| £ | SoA values | Notes To date |
|---------------------------|------------|---------------|
| Receipts | | |
| Bank Interest Gross | - | - |
| Intangible Assets | 1 | - |
| Leasehold Properties | 1 | - |
| Licence to Occupy Income | 3 | 47,349 |
| IT and Supplier Contracts | 2 | - |
| Total receipts | 7 | 47,349 |
| Payments | | |
| Total payments | | - |
| Balance | | 47,349 |
| Made up of: | | |
| Floating Chge Deposit A/c | 1 | 61,685 |
| VAT | 2 | (14,336) |
| Balance in hand | | 47,349 |

A receipts and payments account is provided opposite, detailing the transactions during the report period for the entire period of our appointment on 25 November 2020 to 24 May 2021.

Notes to receipts and payments account

1 Bank interest

All funds were held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

2 VAT

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

3 License To Occupy Income

Funds totaling £47,349 plus VAT were received from the Purchaser in accordance with the licence to occupy agreement. Any funds not used will be repaid to the Purchaser under the terms of the licence. Note this figure was presented as Gross of VAT in the Proposals, the VAT element has been reallocated during the period.

Rounding note

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



Progress of the administration

Receipts and payments

W2D2

Joint Administrators' receipts and payments account 25 November 2020 to 24 May 2021

| | SoA values | Notes To date |
|--|----------------|----------------|
| Receipts | | |
| Sale of Business | - | 1 196,000 |
| Cash at Bank | - | 412 |
| Bank Interest Gross | - | 4 |
| Directors Loans | 861,500 | - |
| Business Records, Customer Contracts & Deposits | 2 | - |
| IT & Supplier Contracts | 2 | - |
| Amounts Owed from Related Party - Alderley Edge Piccolinos | 5,000 | - |
| Total receipts | 866,504 | 196,416 |
| Payments | | |
| Legal Fees | - | 8,700 |
| Legal Expenses | - | 50 |
| Total payments | | 8,750 |
| Balance | | 187,666 |
| Made up of: | | |
| VAT Receivable | - | 2 1,740 |
| Floating Chge Deposit A/c | - | 3 196,416 |
| Trade Creditors | - | 4 (10,490) |
| Balance in hand | | 187,666 |

A receipts and payments account is provided opposite, detailing the transactions during the report period for the entire period of our appointment on 25 November 2020 to 24 May 2021.

Notes to receipts and payments account

1 Sale of Business

Please refer to page 6 for more details.

2 VAT options

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

3 Bank interest

All funds were held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

4 Trade Creditors

Invoices received are logged, recorded and posted to the cash book on an accruals basis, the balance noted represents invoices received and posted to the cash book but not yet paid from the bank accounts.

Rounding note

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



Progress of the administrations

Pre-administration costs

Pre administration costs

Statement of pre-administration costs.

Agent's Costs - RBG

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. Their fees for so doing were £2,000 plus VAT and have been paid in full from RBG funds during the period.

These costs were approved by a decision of the unsecured creditors on 12 January 2021 and have been drawn as shown in the Receipts & Payments Account on page 10.

Pinsent Mason

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 costs of £190,000 across the Companies as follows:

RBG - £125k

W2D2 - £20k

IRC - £25k

BRC - £20k

These fees were captured under Rule 3.51(2)(d) as valid expenses of the administrations and subsequently approval was not sought.

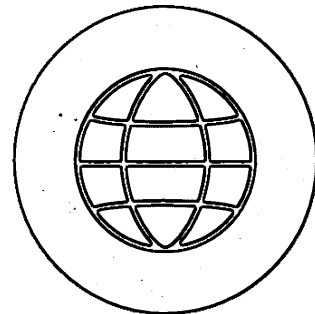
All professional costs are reviewed by us and analysed in detail before payment is approved or made.





Information for creditors

| | |
|-------------------------------------|----|
| Outcome | 16 |
| Transactions with Connected Parties | 18 |
| Statutory information | 19 |



Information for creditors

Outcome

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 appointments, 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

To date we have received £35,669,204 unsecured claims in RBG. This is in line with expectations. No claims have been received in the remaining entities.



Information for
creditors
Outcome

Claims process

RBG, W2D2 and BRC

Was 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 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.

Extensions to the administrations

We do not anticipate that it will be necessary to extend the period of the administrations, which is due to end on or before 25 November 2021.

Exit

As detailed in our proposals, we consider that dissolution will be the most appropriate exit route from administrations as it is not anticipated that there will be sufficient funds to enable a distribution to be made to unsecured creditors in any of the Companies.



Information for
creditors
Transactions with
Connected Parties

| 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 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.



Information for
creditors
Statutory Information

| 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 | c/o Teneo 156 Great Charles Street Queensway Birmingham B3 3HN | c/o Teneo 156 Great Charles Street Queensway Birmingham B3 3HN | c/o Teneo 156 Great Charles Street Queensway Birmingham B3 3HN | c/o Teneo 156 Great Charles Street Queensway Birmingham B3 3HN |
| Trading names | N/A | | | |
| Previous names | Individual Restaurant Company Plc (until 09 September 2011) Bank Restaurant Group Plc (until 22 December 2006) Aristar Plc (until 03 October 2000) | Metropolitan Restaurants Group Limited (until 26 March 2002) Espresso Limited (until 02 January 2001) | Alhery 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 Daves Mrs Alexia Jane Gharegodou Mrs Caroline Rih 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 £5,870 / 0.2% Mr Steven Walker Ord/ Nominal Value 0.04 / Shares Issued 947,181 / Total Value £37,887 / 0.7% | Individual Restaurant Company Limited - 100% Shareholder | Individual Restaurant Company Limited - 85% Shareholder Paul Daves 15% | Individual Restaurant Company Limited - 100% |

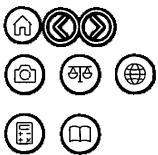
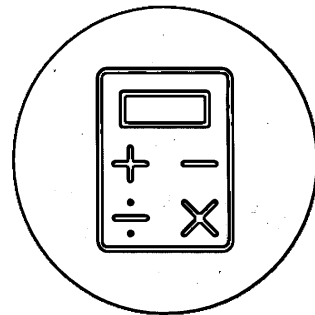




Remuneration and expenses

Joint Administrators' remuneration

21



Remuneration and expenses

Joint Administrators' remuneration

Joint Administrators' remuneration

"A Creditors' Guide to Remuneration" is available for download at www.ips-docs.com.

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

Basis of remuneration

RBG

The basis of our remuneration was fixed on 12 January 2021 by the unsecured creditors as a set amount of £700,000 plus VAT thereon.

Fees drawn to date

No fees have been drawn to date as shown in the receipts and payments accounts on pages 9 to 12.

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

Detailed information

Joint Administrators' Disbursements

Details of all disbursements are given below and from which it can be seen that we have not recovered our disbursements in full.

Category 2 Disbursements

Specific approval is required before these costs and expenses can be drawn from the administration estate and was given by the unsecured creditors on 12 January 2021.

Mileage is calculated at the prevailing standard mileage rate of up to 45p used by Deloitte at the time when the mileage is incurred.

Category 1 disbursements- RBG

| £ (net) | Estimated | Incurred in report period | Total Incurred | Paid | Unpaid |
|-----------------------|-----------|---------------------------|----------------|------|--------|
| Postage/Couriers | 1,500 | 2,849 | 2,849 | - | 2,849 |
| Specific Penalty Bond | 230 | 230 | 230 | - | 230 |
| Total Disbursements | 1,730 | 3,079 | 3,079 | - | 3,079 |

Category 1 disbursements- W2D2

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

Category 1 disbursements- IRC

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

Category 1 disbursements- BRC

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

Creditors' right to request information

Any secured creditor or unsecured creditor (with the support of at least 5% in value of the unsecured creditors or with leave of the Court) may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 18.9 of the Rules.

Creditors' right to challenge remuneration and/or expenses

Any secured creditor or unsecured creditor (with the support of at least 10% in value of the unsecured creditors or with leave of the Court) may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34(3) of the Rules.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.





This document is confidential and prepared solely for your information. Therefore you should not, without our prior written consent, refer to or use our name or this document for any other purpose, disclose them or refer to them in any prospectus or other document, or make them available or communicate them to any other party. No other party is entitled to rely on our document for any purpose whatsoever and thus we accept no liability to any other party who is shown or gains access to this document.

Teneo Restructuring Limited is registered in England & Wales with registered number 13192958 and its registered office at 5th Floor, 6 More London Place London, SE1 2DA, United Kingdom