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

LIQ03
Notice of progress report in voluntary winding up





09/09/2020 COMPANIES HOUSE

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LIQ03
Notice of progress report in voluntary winding up

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## LIQ03

Notice of progress report in voluntary winding up

## **Presenter information** You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record. Contact name John Baalham Antony Batty & Company LLP 3 Field Court Gray's Inn Post town - London County/Region Postcode Country DX 020 7831 1234 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.

## 7 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

# Hydrology PLC (In Liquidation)

# Summary of Receipts & Payments 10 July 2019 to 09 July 2020

RECEIPTS	Total (£)
	0.00
PAYMENTS	
Balance In Hand	0.00 0.00
	0.00
	William Antony Batty Joint Liquidator

# LIQUIDATOR'S ANNUAL PROGRESS REPORT TO CREDITORS & MEMBERS

3 SEPTEMBER 2020

ANTONY BATTY & COMPANY LLP

3 FIELD COURT
GRAYS INN
LONDON
WC1R 5EF

#### **CONTENTS**

- 1 Introduction and Statutory Information
- 2 Progress of the Liquidation
- 3 Creditors
- 4 Liquidator's Remuneration
- 5 Creditors' Rights
- 6 Next Report

#### **APPENDICES**

- A Receipts and Payments Account for the Period from 10 July 2019 to 09 July 2020 and a culmulative Receipts and Payments for the Period from 10 July 2018 to 09 July 2020
- B Time Analysis for the Period from the 10 July 2019 to 09 July 2020 and a culmulative Time Analysis for the Period from 10 July 2018 to 09 July 2020
- C Time Analysis for the Administration Period
- D Additional information in relation to Liquidator's Fees, Expenses & Disbursements

#### 1 Introduction and Statutory Information

- 1.1 We, Stephen John Evans and William Antony Batty of Antony Batty & Company LLP, 3 Field Court, Grays Inn, London, WC1R 5EF, were appointed as Joint Liquidators of Hydrology PLC (the Company) on 10 July 2018. This progress report covers the period from 10 July 2019 to 09 July 2020 (the Period) and should be read in conjunction with any previous progress reports which have been issued.
- 1.2 As part of our role as Joint Liquidators, we may need to access and use data relating to individuals. In doing so, we must abide by data protection requirements. Information about the way that we will use, and store personal data in relation to insolvency appointments can be found at <a href="http://www.antonybatty.com/insolvency-resources">http://www.antonybatty.com/insolvency-resources</a>. If you are unable to download this, please contact my office and a hard copy will be provided to you.
- 1.3 The principal trading address of the Company was 18 Tideway Yard, 125 Mortlake High Street, London, England, SW14 8SN.
- 1.4 The registered office of the Company has been changed to 3 Field Court, Gray's Inn, London, WC1R 5EF and its registered number is 08697967.
- 2 Progress of the Liquidation
- 2.1 This section of the report provides creditors with an update on the progress made in the Liquidation during the Period and an explanation of the work done by the Liquidators and his staff.
- 2.2 In June 2017, Hydrology Plc ("Hydrology" or the "Company") announced to its creditors that its proposed Company Voluntary Arrangement (CVA) intended to address the Company's financial

difficulties create a stable financial platform and to revitalise the development of its core water treatment businesses was rejected. As a result of that rejection, the investment needed to manage and upgrade the projects was no longer available and the Company was placed into Administration. During the administration period the Joint Administrators continued to work with the former Director, Mr Christopher MacNee, with the view of recovering the outstanding intercompany loans that are due to the Company, this work continues in the Liquidation.

- 2.3 Due initially to the COVID19 lockdowns commencing in early March 2020 and then on the 8<sup>th</sup> March 2020, Saudi Arabia initiated a price war with Russia, facilitating a 65% quarterly fall in the price of oil. In the first few weeks of March, US oil prices plummeted by 34%. In April 2020, US crude prices fell to a negative value for the first time in history as stockpiles overwhelmed storage facilities/ The price of US crude oil crashed which led to an immediate closure of most oil producing facilities in the US and especially worst hit were states which produce from Shale formations with Wyoming being one of those States. As at the date of this report there has only been a slight improvement to the shutdown of the industry and it is not envisaged or expected that the oil industry will pick up again until the first quarter of 2021, thus hampering our efforts to recover the intercompany loans which remain outstanding.
- 2.4 At Appendix A is my Receipts and Payments Account for the Period, 10 July 2019 to 09 July 2020.

Administration (including statutory compliance & reporting)

- 2.5 An office holder must comply with certain statutory obligations under the Insolvency Act 1986 and other related legislation. Details about the work I anticipated would need to be done in this area was outlined to creditors in my initial fees estimate / information.
- 2.6 Where the costs of statutory compliance work or reporting to creditors exceeds the initial estimate, it will usually be because the duration of the case has taken longer than anticipated, possibly due to protracted asset realisations, which have in turn placed a further statutory reporting requirement on the Liquidators.
- 2.7 As noted in my initial fees estimate/information, this work will not necessarily bring any financial benefit to creditors, but is required on every case by statute.

#### Realisation of Assets

2.8 Book Debts

#### Loan made to Wyuna Limited (£935,496.00)

Creditors will recall there was a Management Agreement between Hydrology (formerly Water Bonds plc) and Wyuna Ltd dated 1 August 2014. There also is a Deed of Trust between Hydrology (formerly Water Bonds plc) and Wyuna Ltd dated 14 October 2014.

The original project began operations in November 2016 and was generating revenue that had been used to develop the facility and pay legal costs, the former director, Mr Christopher MacNee, who was appointed as an officer and overall project developer/ manager of the Commercial Oilfield Water Disposal Facility in October 2016.

The funds generated from operations in 2017 were spent on maintenance and the necessary upgrades to bring the project to its planned full capacity, this together with the prolonged adverse weather conditions that were detailed in the Administration period resulted in further delays with the loan repayments.

Hornbuckle Commercial Oilfield Water Disposal Facility (COWDF), Wyoming, United States Hydrology PLC made an unsecured loan totalling £935,496 for the development of the Hornbuckle COWDF in Wyoming, United States.

In 2018, cash flow from operations was used for the day to day management, operations and administration which included commercial insurance, bookkeeping, accounting, leasing and legal costs. Necessary modifications and upgrades to the COWDF's water and oil handling facilities were also paid from cash flow to make the facility and operations attractive for investment in order to develop the facility to a far higher capacity, as proposed in the CVA in 2017. These modifications included the installation of containment, telemetry, the installation of oil separation units, known as gun barrels, water / oil tanks, pumps and heating unity within the newly constructed containment which provides environmental protection from spillages, should they occur.

Furthermore, the design and application for a permit to expand the facilities by constructing a one million barrel (bbl) evaporation pond was lodged with the authorities in 2018 and permission was granted to construct in December 2018, pending the payment of US\$500,000 environmental bond.

Over the winter the COWDF was in caretaking mode as temperatures are continually between -10 o C and -30 o C with the evaporation ponds were full and frozen over. Unfortunately, 2018 / 19 was a long cold winter and together with a very wet spring, no further investment was available to pay the bond or implement the upgrades necessary to bring the project to its planned full operational capacity. Finally, in May 2019 investment was sourced to pay the bond and begin the construction of the new one million bbl evaporation pond.

On 8th July 2019 the facility began to operate on a continuous in a limited capacity. The development work had increased the capacity of the facility from 400,000 bbl to 1.4 million bbl.

As part of the upgrade new tanks, piping, heat tracing and insulation has been installed. When the final upgrades to the facility are completed in early August 2019, it will be able to comfortably process up to >5,000 bbl per day. It is expected that the new improvements, including specialised evaporators, together with increased capacity, it was anticipated that with the increased production capacity it would allow the business to start making repayments towards the Hydrology loan at the end of 2019.

Since March, only a skeleton staff remain who provided care and maintenance of the facility which has been closed since April. It is not envisaged that that facility will begin operating again properly until the second quarter of 2021 though this will depend on the recovery of the oil and gas industry.

#### Loan made to Nexus Ventures Limited – (£873,446.00)

Hydrology Ventures (formerly Nexus Ventures Limited) is a wholly owned subsidiary that was granted an inter Company loan from Hydrology PLC in the sum of £873,446 for the development of its Brazilian operations. Hydrology Ventures was wound up in 2019.

After the sale of its assets in Brazil to cover outstanding debts, the local entity, Hydrology Ventures do Brazil – Projetos de Aqua e Participacoes Ltda ("Hydrology Brazil") began action against and continues to pursue compensation from the company contracted to install the RO facility in Cubatao, SP, Brazil.

As previously reported a significant amount of time has been provided by the former director, Christopher MacNee, who continues to work with Hydrology Brazil representatives and legal team in order to find a solution and potential repayment of the intercompany loan. Due to the massive drop in the Brazilian economy, now further exacerbated by the COVID19 pandemic were the virus really prevalent, it is not anticipated that any repayment(s) of the unsecured loan will be made in the foreseeable future but this matter is being continually monitored in the liquidation.

#### Creditors (claims and distributions)

2.9 Further information on the anticipated outcome for creditors in this case can be found at section3 of this report. A Liquidator is not only required to deal with correspondence and claims from

unsecured creditors (which may include retention of title claims), but also those of any secured and preferential creditors of the Company. This may involve separate reporting to any secured creditor and dealing with distributions from asset realisations caught under their security, most typically a debenture.

- 2.10 Claims from preferential creditors typically involve employee claims and payments made on behalf of the Company by the Redundancy Payments Service following dismissal.
- 2.11 The above work will not necessarily bring any financial benefit to creditors generally, however a Liquidator is required by statute to undertake this work. Similarly, if a distribution is to be paid to any class of creditor, work will be required to agree those claims and process the dividend payments to each relevant class of creditor. The more creditors a company has, the more time and cost will be involved by the Liquidator in dealing with those claims.

#### Investigations

- 2.12 Some of the work the Liquidators is required to undertake is to comply with legislation such as the Company Directors' Disqualification Act 1986 (CDDA 1986) and Statement of Insolvency Practice 2 Investigations by Office Holders in Administration and Insolvent Liquidations and may not necessarily bring any financial benefit to creditors, unless these investigations reveal potential asset recoveries that the Liquidator can pursue for the benefit of creditors.
- 2.13 I can confirm that I have submitted a report on the conduct of the Directors of the Company to the Department for Business, Energy & Industrial Strategy under the CDDA 1986. As this is a confidential report, I am unable to disclose the contents.
- 2.14 Shortly after appointment, I made an initial assessment of whether there could be any matters that might lead to recoveries for the estate and what further investigations may be appropriate. This assessment took into account any information provided by creditors and reviewing transactions between related companies. My investigations have not revealed any issues requiring further report or any further potential recoveries which could be pursued for the benefit of creditors.

#### Matters still to be dealt with

#### Book debts

- 2.15 Our work to recover the funds as per point 2.8, will continue in relation to the outstanding intercompany loans.
- 2.16 Once recovered, clearance will being sought from HM Revenue & Customs to allow closure of this case.

#### 3 Creditors

#### Secured Creditors

An examination of the Company's mortgage register held by the Registrar of Companies, showed that the Company Woodside Corporate Services Ltd acts as Security Trustee for the Loan Note holders, they are the only secured creditor. The Loan Notes are secured by Debentures containing floating Charges contained in a Trust Deed dated 30 June 2014 and Registered at Companies House.

The principle debt due to the Loan Note holders is £5,000,000 plus accrued interest of £371,590.

There are provisions of the insolvency legislation that require a Liquidator to set aside a percentage of a Company's assets for the benefit of the unsecured creditors in cases where the Company gave

a "floating charge" over its assets to a lender on or after 15 September 2003. This is known as the "prescribed part of the net property." A Company's net property is that left after paying the preferential creditors, but before paying the lender who holds a floating charge. A Liquidator has to set aside:

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

up to a maximum of £600,000.

The Company gave a floating charge to Woodside Corporate Services Ltd on 30 June 2014 and the prescribed part provisions will apply. The Statement of affairs shows that the net property of the Company is £1,035,496, and I estimate that the prescribed part of the net property for unsecured creditors is £210,099. However, these estimates do not take into account the costs of the previous Administration costs and the Liquidation costs which will reduce the amount of the Company's net property. Even after taking into account the costs of the Administration and Liquidation I still envisage being able to make a distribution of the prescribed part of the net property to the unsecured creditors, but I am unable to estimate the amount of that distribution at present.

#### **Preferential Creditors**

3.1 Preferential creditors will retain their status and will be paid in priority to unsecured creditors, however, as previously reported we are not aware of any preferential creditors and therefore are anticipating any claims in the Liquidation.

#### **Unsecured Creditors**

- 3.2 To date we have received claims from unsecured creditors totalling approximately £72,867 including Revenue & Customs claim of £7,853 in respect of Taxes.
- 3.3 The Joint Liquidators' currently anticipate that there may be a prospect of a dividend to unsecured creditors, however, this is dependent on the total realisations received into the estate from the outstanding intercompany loan recoveries.

#### 4 Liquidator's Remuneration

- 4.1 Where a Company moves from Administration to Liquidation and the Administrator becomes the Liquidator the basis of the remuneration fixed in the Administration will be the basis on which the Liquidator may draw his fees. Accordingly, our fees as Joint Liquidator have been approved on a time cost basis, by reference to time properly given by us and our staff in attending to matters arising in the Liquidation, together with category 2 expenses, by the creditors at the creditors' meeting held on 8 June 2017. To date, I have not drawn any post-appointment fees.
- 4.2 My time costs for the Period are £3,850.50. This represents 11.10 hours at an average rate of £346.89 per hour. My total time costs to date are £8,482.80, which represents 24.40 hours at an average rate of £347.66 per hour. Attached as Appendix C is a Time Analysis which provides details of the activity costs incurred by staff grade during the Period in respect of the costs fixed by reference to time properly spent by me in managing the liquidation.

#### 4.3 Administration Costs

Any unpaid liabilities and expenses incurred in the Administration rank as a first charge on the funds and assets passed to the Liquidators, these previously reported unpaid costs total £42,867 plus VAT. However, until we have been able to make some realisations into the Liquidation estate we cannot take any of our time costs in respect of our remuneration.

A time cost summary for the Administration period is given in Appendix D.

- 4.4 I confirm that I have not drawn any pre-appointment costs.
- 4.5 A copy of 'A Creditors' Guide to Liquidators' Fees' is available on request or can be downloaded from http://www.antonybatty.com/insolvency-resources.
- 4.6 Attached as Appendix C is additional information in relation to the Liquidator's fees, expenses and disbursements, including where relevant, information on the use of subcontractors and professional advisers.

#### 5 Creditors' Rights

- 5.1 Within 21 days of the receipt of this report, a secured creditor, or an unsecured creditor (with the concurrence of at least 5% in value of the unsecured creditors) may request in writing that the Liquidator provide further information about his remuneration or expenses which have been itemised in this progress report.
- 5.2 Any secured creditor, or an unsecured creditor (with the concurrence of at least 10% in value of the unsecured creditors) may within 8 weeks of receipt of this progress report make an application to court on the grounds that, in all the circumstances, the basis fixed for the Liquidator's remuneration is inappropriate and/or the remuneration charged or the expenses incurred by the Liquidator, as set out in this progress report, are excessive.

### 6 Next Report

- 6.1 I am required to provide a further report on the progress of the Liquidation within two months of the next anniversary of the Liquidation, unless I have concluded matters prior to this, in which case I will write to all creditors with my final account.
- 6.2 If you have any queries in relation to the contents of this report, please contact John Baalham by telephone on 020 7831 1324 or by email at johnbaalham@antonybatty.com.

W A Batty Joint Liquidator

Date: 03 September 2020

# Hydrology PLC (In Liquidation)

## Summary of Receipts & Payments 10 July 2018 to 09 July 2020

RECEIPTS	Total (£)
	0.00
PAYMENTS	
Delenes in Hand	0.00
Balance In Hand	0.00
	0.00
	Cilv
	William Antony Batty Joint Liquidator

## Time Entry - SIP9 Time & Cost Summary

HYDROCVL - Hydrology PLC Project Code: POST From: 10/07/2019 To: 09/07/2020

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Administration & Planning	0.00	5.00	0.00	0.40	5.40	1,770.00	327.78
Case Specific Matters	0.00	0.00	0,00	0.00	0.00	0.00	0.00
Creditors	1.50	3.50	0.00	0.00	5.00	1,842.50	368.50
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisations of Assets	0.00	0.70	0.00	0.00	0.70	238.00	340.00
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<del></del>	<del></del>		·			
Total Hours	1.50	9.20	0.00	0.40	11.10	3,850.50	346.89
Total Fees Claimed			•			0.00	
Total Disbursements Claimed			•			0.00	

# Time Entry - SIP9 Time & Cost Summary

HYDROCVL - Hydrology PLC Project Code: POST From: 10/07/2018 To: 09/07/2020

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
				,			
Administration & Planning	0.00	12.00	0.00	0.70	12.70	4,152.00	326.93
Case Specific Matters	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Creditors	1.70	5.30	0.00	0.00	7.00	2,532.80	361.83
Investigations	0.00	1.00	0.00	0.00	1.00	335.00	335.00
Realisations of Assets	2.20	1.50	0.00	0.00	3.70	1,463.00	395.41
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	3,90	19.80	0.00	0.70	24.40	8,482.80	347.66
Total Fees Claimed						0,00	
Total Disbursements Claimed						0.00	

## Time Entry - SIP9 Time & Cost Summary

HYDRO - Hydrology PLC
Project Code: POST
Erom: 00/06/2017 To: 20/0

From: 08/06/2017 To: 29/05/2018

Classification of Work Function	Partner	. Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (E)	Average Hourly Rate (£)
Administration & Planning	17.70	16.00	5,10	1.30	40.10	14,381,80	358,65
Case Specific Matters	0.00	0.00	0,00	. 0,00	0.00	0.00	0.00
Creditors	1.80	10,40	10.40	0.20	22.80	6,940.20	304.39
Investigations	12.50	2.00	3.10	0,00	17.60	6,823.00	387,67
Realisations of Assets	33.90	0.50	0,00 ·	0,00	34.40,	14,722.60	427 98
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0 00
Total Hours	65.90	28.90	18.60	1.50	114,90	42,867.60	373.09
Total Fees Claimed						0.00	
Total Disbursements Claimed					•	0.00	

APPEND IX

Page 1 of 1

ersion 15-03-18

29 May 2018 18:08

Appendix D

### Additional Information in Relation to the Liquidator's Fees, Expenses & Disbursements

#### 1 Staff Allocation and the Use of Sub-Contractors

- 1.1 The general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.
- 1.2 The constitution of the case team will usually consist of a Partner, a Manager, and an Administrator or Assistant. The exact constitution of the case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment.
- 1.1 We are not proposing to utilise the services of any sub-contractors in this case.

#### 2 Professional Advisors

2.1 On this assignment we have used the professional advisors listed below. We have also indicated alongside, the basis of our fee arrangement with them, which is subject to review on a regular basis.

Name of Professional Advisor	Basis of Fee Arrangement
Marsh UK Limited (specific	Standard premiums
bond/insurance)	

### 3 Liquidator's Expenses & Disbursements

3.1 An analysis of the expenses paid to the date of this report, together with those incurred but not paid at the date of this report is provided below:

	Paid in the	incurred but	Total
	period covered	not paid to	anticipated
	by this report £	date £	cost £
Category 1 disbursements			
Statutory advertising	Nil	75.00	75.00
Specific penalty bond	Nil	58.00	58.00
Travel	Nil	Nil	Nil
Category 2 disbursements			
Search Fees	Nil	20.00	20.00
Postage	Nil	81.00	123.00
Photocopying	Nil	20.00	30.00
Storage	Nil	Nil	35.00
File set up, stationery & record retention	Nil	75.00	75.00
Totals	Nil	329.00	416.00

- 3.2 Category 1 disbursements do not require approval by creditors. The type of disbursements that may be charged as a Category 1 disbursement to a case generally comprise of external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel and external printing, room hire and document storage. Also chargeable will be any properly reimbursed expenses incurred by personnel in connection with the case. These disbursements are included in the tables of expenses above.
- 3.3 Category 2 disbursements do require approval from creditors. These are costs which are directly referable to the appointment in question but are not payments which are made to an independent third party and may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis such as internal room hire, document storage or business mileage. Details of Category 2 disbursements charged by this firm (where appropriate) were provided at the time the Liquidator's fees were approved by creditors. Any Category 2 disbursements incurred are specifically highlighted in the tables of expenses above.

#### Disbursement Policy

Please note that the liquidator's disbursements are charged out at the following rates:-

Category 1 - represent recovery of necessarily incurred disbursements at the cost incurred. Sundry disbursements, such as advertising, where incurred appropriately, are recharged at 100% of the cost incurred.

There is a statutory requirement to advertise the following notices in the London Gazette: first meeting of creditors, resolutions for winding-up, appointment of Liquidators, final meetings and notices to creditors to submit claims. The London Gazette's price list can be accessed at https://www.thegazette.co.uk/place-notice/pricing.

Insurance and bonding is recharged at 100% of the relevant charge to the office holder.

There is a statutory requirement for the Liquidator to apply for specific bond cover based on the expected realisations in each appointment. The bond premiums may be found on our website: <a href="http://antonybatty.com/resource">http://antonybatty.com/resource</a>.

Travel costs with the exception of mileage costs are recharged at 100% of the cost incurred. VAT is charged as appropriate.

#### Category 2

Photocopying 15p per sheet.

Postage Royal Mail postage rates (Non-franked mail).

Faxes UK £1 per sheet. International £2 per sheet.

Internal meeting room hire - £100 per hour, (minimum 1 hour).

Company record storage £35 per box per annum.
Companies House search £20 per company.
File set up, stationery £75 per folder.

Travel: where Antony Batty & Company LLP staff use their own vehicles in the course of their duties in this matter, the mileage is recharged at 45p per mile.

201001

VAT is charged as appropriate.

#### 4 Charge-Out Rates

4.1 Antony Batty & Company LLP's current charge-out rates effective from 1 June 2018 – 31 May 2021 are detailed below. Please note this firm records its time in minimum units of 6 minutes.

# 1 June 2018 – 31 May 2021 Hourly charge out rates

	2018/21
Office Holder (e.g. Administrator)	£435
Senior Manager	£380
Case Manager	£340
Senior Administrator 1	. £260
Senior Administrator 2	£295
Administrator	£175
Junior Administrator	£95
	2017\18
Office Holder (e.g. Administrator)	£429
Senior Manager	£375
Case Manager	£335
Senior Administrator 1	£255
Senior Administrator 2	£295
Administrator	£160
Junior Administrator	£90