

# LIQ14

## Notice of final account prior to dissolution in CVL



Companies House

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 1 0 8 1 6 3 1 0

Company name in full & Then Studio Limited

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

### 2 Liquidator's name

Full forename(s) Steven

Surname Edwards

### 3 Liquidator's address

Building name/number 4 Mount Ephraim Road

Street Tunbridge Wells

Post town Kent

County/Region

Postcode T N 1 1 E E

Country

### 4 Liquidator's name ①

Full forename(s) Vincent John

Surname Green

#### ① Other liquidator

Use this section to tell us about  
another liquidator.

### 5 Liquidator's address ②

Building name/number 4 Mount Ephraim Road

Street Tunbridge Wells

Post town Kent

County/Region

Postcode T N 1 1 E E

Country

#### ② Other liquidator

Use this section to tell us about  
another liquidator.

# LIQ14

## Notice of final account prior to dissolution in CVL

### 6 Liquidator's release

☐ Tick if one or more creditors objected to liquidator's release.

:

### 7 Final account

☒ I attach a copy of the final account.

### 8 Sign and date

Liquidator's signature

Signature

X



X

Signature date

<sup>d</sup>0<sup>d</sup>3

<sup>m</sup>0<sup>m</sup>5

<sup>y</sup>2<sup>y</sup>0<sup>y</sup>2<sup>y</sup>2

**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 **Bethany Tuffs**

Company name **Crowe U.K. LLP**

Address  
**4 Mount Ephraim Road**  
**Tunbridge Wells**

Post town **Kent**

County/Region

Postcode **T N 1 1 E E**

Country

DX

Telephone **01892 700200**

**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](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)**

# Crowe

**& Then Studio Limited  
(In Creditors' Voluntary Liquidation)**

**Final Account**

**Steven Edwards  
Vincent John Green**

**Crowe U.K. LLP  
4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE**

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## 1. INTRODUCTION

On 5 May 2021, Steven Edwards and Mark Newman of Crowe U.K. LLP were appointed Joint Liquidators of & Then Studio Limited (“the Company”). Under the terms of a Block Transfer Order, Vincent John Green was appointed Joint Liquidator on 29 July 2021, replacing Mark Newman.

The Joint Liquidators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to their appointment. Prior to the Joint Liquidators’ appointment, a review of ethical issues was undertaken and no ethical threats were identified. Since their appointment the Joint Liquidators have continued to undertake periodic reviews of ethical matters and no ethical threats have been identified.

This Final Account summarises the progress of the Liquidation for the duration of the Liquidation (“the Review Period”).

Statutory information relating to the Company is attached at **Appendix I**.

## 2. ADMINISTRATION AND PLANNING

The Joint Liquidators are required to meet a considerable number of statutory and regulatory obligations. Whilst many of these tasks do not have a direct benefit in enhancing realisations for the insolvent estate, they assist in the efficient and compliant progression of the administration of the case, which ensures that work is carried out to high professional standards. A detailed list of these tasks can be found at **Appendix II**.

### Reporting

The Joint Liquidators have met their statutory and regulatory duties to report to creditors, as listed below. In consideration of the need for transparency and engagement with creditors, care has been taken to ensure that reports and other communications with creditors have provided useful details of the strategies pursued and the outcomes anticipated.

In the Review Period, the following key document has been issued:

- The Final Account

### Other administrative tasks

During the Review Period, the following material tasks in this category were carried out:

- Informing all relevant persons of the commencement of the Liquidation, including filing statutory documents at Companies House and meeting statutory advertising requirements;
- Conducting periodic case reviews to ensure that the Liquidation is progressing efficiently, effectively and in line with statutory requirements;
- Maintaining case files, including documenting decisions made by the Joint Liquidators that materially affect the Liquidation

## 3. ENQUIRIES AND INVESTIGATIONS

During the Review Period, the Joint Liquidators carried out an initial review of the Company’s affairs in the period prior to appointment. This included seeking information and explanations from the directors by means of questionnaires; making enquiries of the Company’s accountants; reviewing information received from creditors; and collecting and examining the Company’s bank statements, accounts and other records.

The directors did not provide the books and records but did provide and a completed questionnaire as well as a Statement of Affairs.

The information obtained from this process enabled the Joint Liquidators to meet their statutory duty to submit a confidential report on the conduct of the directors (past and present) to the Insolvency Service.

This work was also carried out with the objective of making an initial assessment of whether there were any matters that may lead to any recoveries for the benefit of creditors. This would typically include any potential claims which may be brought against parties either connected to or who have had past dealings with the Company.

This initial assessment revealed matters that the Joint Liquidators considered merited further investigation and identified additional amounts due from the directors in respect to their overdrawn loan accounts (see below). Whilst this work did not result in any financial benefit to creditors, it was necessary to meet the Joint Liquidators' statutory duties as well as conduct appropriate enquiries and investigations into potential rights of actions to enhance realisations.

#### **4. REALISATION OF ASSETS**

The Joint Liquidators' Receipts and Payments account is attached at **Appendix III**.

Detailed below is key information about asset realisations and the Joint Liquidators' strategy, however, more details about the work undertaken can be found at **Appendix II**. The Joint Liquidators formulated and worked through a realisation strategy that sought to maximise realisations net of costs. The financial benefit of those efforts is described further below.

Key Appraisal Limited ("Key Appraisal") were instructed to value the assets of the Company prior to the Joint Liquidators' appointment to assist with the preparation of the Company's Statement of Affairs. They confirmed their independence to act in respect of the Company. They are qualified by Royal Institution of Chartered Surveyors and have adequate professional indemnity insurance. Key Appraisal's valuation was provided on a forced sale basis as the Company had ceased trading.

##### Transactions with Connected Parties

Following the Joint Liquidators' appointment, a sale of assets to a connected party occurred.

The Joint Liquidators instructed Key Appraisal to dispose of the Company's assets using the most advantageous method available. Stefan Witton, a director of the Company, expressed an interest in purchasing the Company's IT Equipment and Goodwill. Stefan Witton is connected to the Company as he is a director and shareholder of the Company.

Stefan Witton was invited to contact Key Appraisal directly to progress his interest. Key Appraisal weighed up the advantages of a swift sale, which would avoid the ongoing costs of storing and marketing the assets, against the potential of attracting a better offer albeit that this would involve incurring more costs. Key Appraisal concluded that Stefan Witton's offer was very likely to represent the best net realisation for the assets and they recommended that the offer be accepted. Details of the assets sold to Stefan Witton, and the sale consideration paid, are set out below.

##### Goodwill

The Statement of Affairs showed Goodwill with a value of £5,000 following a valuation undertaken by Key Appraisal. Following Liquidation, the directors confirmed that three of the four jobs were cancelled by the respective clients and that an error had been made on the remaining job which adjusted the valuation provided by Key Appraisal by £3,900. This left the remaining job with a net profit figure of £2,863. Following discussions and advice from Key Appraisal an offer of £1,000 was made by Stefan Witton for the remaining Goodwill which was accepted by the Joint Liquidators.

## Office Equipment

The Company's office equipment was shown in the financial statements with a book value of £764. The Statement of Affairs indicated that the assets had no realisable value. The director advised that the office equipment was financed by and owned by a third party and were included on the Company's accounts in error. As such, no realisations were achieved in this regard.

## Fixtures, Fittings & IT Equipment

The Statement of Affairs showed Fixtures, Fittings & IT Equipment with an estimated to realise value of £3,000. It transpired that an Apple Mac held by the Company was leased and therefore had no realisable value. The remaining assets consisted of two Apple Macs which were valued by Key Appraisal. Stefan Witton made an offer of £2,000 for these assets which was accepted on the advice of Key Appraisal.

## Directors' Loan Accounts

The Statement of Affairs showed overdrawn directors' loan accounts totalling £60,000. However, upon a further review of the Company's accounting information it emerged that a higher sum of £142,719.68 was due, being £69,482.25 payable by Mr Witton and £73,237.43 payable by Mr Whitaker. It is of note that the directors disputed an unascertained amount of the increased claims.

Following appointment, the Joint Liquidators requested repayment proposals from the directors together with statements of their respective assets and liabilities and of their income and expenditure. These were received in July 2021 with a joint offer of settlement of £7,500. The offer was not considered to be at a sufficient level nor was it possible to consider their ability to make contributions from income (as their income had been directly impacted by the Covid 19 pandemic). The decision was therefore taken to review the directors' financial position in late January 2022, anticipating that their income could be properly assessed at a stage that the impact of the pandemic was subsiding.

On 26 January 2022 the directors made a joint settlement offer of £20,000 in respect of their loan accounts (which included an amount of third-party funds). The offer was accepted in full and final settlement by the Joint Liquidators after considering the directors' respective surplus incomes and their asset position.

## Trade Debtors and Other Debtors

Debtors were shown in the Company's accounts as at 31 December 2020 with a book value of £9,640. The directors advised that these debtors were realised in early 2021, prior to Liquidation, and were utilised in the normal course of trading. No realisations were achieved from this source.

## Cash at Bank

The Statement of Affairs showed Cash at Bank with a book value of £2.92. An amount of £5.80 was received on 4 June 2021.

## Prepayments

Prepayments were listed on the Statement of Affairs with no realisable value. As expected, no realisations were achieved.

## **5. CREDITORS**

Irrespective of whether sufficient realisations are achieved to pay a dividend to creditors, the Joint Liquidators have had to carry out key tasks which are detailed at **Appendix II**. The following sections explain the outcomes for creditors and any distributions paid.

## Secured Creditors

The Company had not granted any charges over its assets.

## Preferential Creditors

The Company did not have any preferential creditors.

## Secondary Preferential Claims

In any insolvency process started from 1 December 2020, HMRC is a secondary preferential creditor for the following liabilities:

- VAT
- PAYE Income Tax
- Employees' National Insurance contributions
- Construction Industry Scheme deductions
- Student Loan deductions

The Statement of Affairs indicated that HMRC was estimated to have a secondary preferential claim of £62,548.61. A claim of £68,941.64 was received.

## Unsecured Creditors

HMRC was shown to be owed £20,489.24. A claim of £16,920.95 was received.

The trade and expense creditors and bank liabilities as per the Statement of Affairs totalled £112,416.86. Claims of £61,366.04 were received. The Statement of Affairs also listed Loans from Associates of £120,808.63. No claims were received.

## Dividends

Where a floating charge is created after 15 September 2003 a prescribed part of a company's net property should be made available for unsecured creditors.

The Company had not granted a floating charge to any creditor after 15 September 2003 and consequently the prescribed part provisions did not apply.

It has not been possible to pay a dividend to any class of creditor in the Liquidation as asset realisations were insufficient to discharge the costs and expenses of the Liquidation in full.

## **6. FEES AND EXPENSES**

### Pre-Appointment Costs

The creditors authorised the fee of £5,000 for assisting the directors with placing the Company into Liquidation and with preparing the Statement of Affairs on 5 May 2021.

This fee was paid from first realisations on appointment and is shown in the enclosed receipts and payments account.

A payment of £1,000 was also authorised by creditors and was paid to Key Appraisal Limited for their assistance with preparing accounts in connection with the Statement of Affairs.

### The Joint Liquidators' Fees

It is the firm's practice to ensure that work is conducted by the appropriate staff member at the appropriate level of experience. Junior members of staff deal with the day to day administration on

cases and a manager and partner then oversees the work undertaken. Where the issues are complex and litigious, the work will be closely supervised or undertaken by a manager or partner.

The Joint Liquidators' fees were approved by creditors on 5 May 2021 on a fixed fee basis, fixed at £25,000 plus VAT.

The Joint Liquidators have drawn £15,927.82 in respect of their fees agreed on a fixed basis.

## Expenses

Expenses are amounts payable by the Joint Liquidators from the Liquidation estate which are not otherwise categorised as the Joint Liquidators' remuneration or as a distribution to a creditor or creditors.

Category 1 expenses are payments to entities providing a service to which the expense relates who are not associates and where the specific expenditure is directly referable to the Liquidation. These expenses are charged to the estate at cost. Liquidators may discharge Category 1 expenses from the funds held in the Liquidation without further recourse to creditors.

Category 2 expenses are other expenses which are payable to associates or which have an element of shared cost. Payments may only be made in relation to Category 2 expenses if the creditors have approved the bases of their calculation. Category 2 expenses were approved by creditors on 5 May 2021.

Details of the expenses incurred and paid in the Review Period including those incurred and paid since the last report was issued are detailed at **Appendix IV** together with a comparison to the expenses that were estimated at the outset of the Liquidation.

## Specialist Advice and Services

When instructing third parties or associates to provide specialist advice and/or services the Joint Liquidators are obligated to ensure that the work is warranted and that the work undertaken provides good value. In each case, when considering which specialist to instruct, the Joint Liquidators take into account the experience and knowledge of the specialist, the likely cost to the Liquidation estate and whether the cost of the instruction is proportionate to the likely benefit.

Guidance in respect of insolvency practitioners' fees is available to download at:

Information about insolvency processes can be found on the R3 website at:

<http://www.creditorinsolvencyguide.co.uk/>

A hard copy of this guidance information will be provided on request.

Crowe U.K. LLP's charge out rate and expenses policy is attached at **Appendix V**.

## **7. CREDITORS' RIGHTS**

An unsecured creditor may, with the permission of the Court or with the concurrence of 5% in value of the unsecured creditors (including the creditor in question), request further details of the Joint Liquidators' remuneration and expenses within 21 days of receipt of this final account. Any secured creditor may request the same details in the same time limit.

An unsecured creditor may, with the permission of the Court or with the concurrence of 10% in value of the creditors (including the creditor in question), apply to Court to challenge the amount and/or basis of the Joint Liquidators' fees and the amount of any proposed expenses or expenses already incurred, within 8 weeks of receipt of this final account. Any secured creditor may make a similar application to court within the same time limit.

## 8. CONCLUSION

The administration of the Liquidation has now concluded as there are no outstanding matters. The affairs of the Company have been fully wound up.

Should you have any queries, please contact Bethany Tuffs at this office.



Signed

\_\_\_\_\_  
Steven Edwards  
Joint Liquidator

Date 7 March 2022



## **Appendix I**

### **Statutory Information**

Company Name	<b>&amp; Then Studio Limited</b>
Company Number	<b>10816310</b>
Registered Office	<b>4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE</b>
Former Registered Office	<b>4 Bloors Lane, Rainham, Gillingham ME8 7EG</b>
Office holders	<b>Steven Edwards and Vincent John Green</b>
Office holders' address	<b>Crowe U.K. LLP, 4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE</b>
Office holders' telephone	<b>01892 700 200</b>
Date of appointment	<b>5 May 2021</b>
Change in office holder	<b>Vincent John Green was appointed Joint Liquidator on 29 July 2021, replacing Mark Newman.</b>

## Appendix II

### List of Work Undertaken in Review Period

General Description	Includes
<b>Administration and Planning</b>	
Statutory/advertising	Filing of documents to meet statutory requirements Advertising in accordance with statutory requirements
Document maintenance/file review/checklist	Filing of documents Periodic file reviews Periodic reviews of the application of ethical, anti-money laundering and anti-bribery safeguards Maintenance of statutory and case progression task lists/diaries Updating checklists
Bank account administration	Preparing correspondence opening and closing accounts Requesting bank statements Bank account reconciliations Correspondence with bank regarding specific transfers Maintenance of the estate cash book Banking remittances and issuing BACS payments
Planning / Review	Discussions regarding strategies to be pursued Meetings with team members and independent advisers to consider practical aspects of the case
Creditor reports	Preparing and issuing final report Disclosure of sales to connected parties
Creditors' decisions	Preparation of decision notices, proxies/voting forms Collate and examine proofs and proxies/votes to establish decisions Consider objections received and requests for physical meeting or other decision procedure (For virtual meeting) Preparation of meeting file, including agenda, certificate of postage, attendance register, list of creditors, reports to creditors, advertisement of meeting and draft minutes of meeting. Responding to queries and questions following decisions Issuing notice of result of decision process
<b>Investigations</b>	
SIP 2 Review	Correspondence to request information on the company's dealings, making further enquiries of third parties Reviewing questionnaires submitted by creditors and directors Reconstruction of financial affairs of the company Preparation of deficiency statement Review of specific transactions and liaising with directors regarding certain transactions
Statutory reporting on conduct of director(s)	Preparing statutory investigation reports Liaising with Insolvency Service Submission of report with the Insolvency Service Preparation and submission of supplementary report if required Assisting the Insolvency Service with its investigations
<b>Realisation of Assets</b>	
Cash at Bank	Correspondence with Bank Receipt of funds
Directors' Loan Account	Correspondence with directors Review of directors' financial positions Negotiating settlement offer Receipt of funds
Fixtures, Fittings & IT Equipment / Goodwill	Liaising with agents Correspondence with interested parties Review of asset listings Review of valuation report and amended report Receipt of funds
<b>Creditors</b>	
Creditor Communication	Receive and follow up creditor enquiries via telephone Review and prepare correspondence to creditors and their representatives via email and post
Dealing with proofs of debt	Receipting and filing claims when not related to a dividend

## Appendix III

### Receipts & Payments Account

Statement of Affairs £		From 05/05/2021 To 07/03/2022 £	From 05/05/2021 To 07/03/2022 £
	<b>ASSET REALISATIONS</b>		
5,000.00	Goodwill	1,000.00	1,000.00
NIL	Office Equipment	NIL	NIL
3,000.00	Fixtures, Fittings & IT Equipment	2,000.00	2,000.00
60,000.00	Directors' Loan Accounts	20,000.00	20,000.00
NIL	Debtors	NIL	NIL
NIL	Prepayments	NIL	NIL
2.92	Cash at Bank	5.80	5.80
		<u>23,005.80</u>	<u>23,005.80</u>
	<b>COST OF REALISATIONS</b>		
	Pre-Appointment Fees	5,000.00	5,000.00
	Joint Liquidators' Fees	15,927.82	15,927.82
	Agents/Valuers Fees pre appointment	1,000.00	1,000.00
	Agents/Valuers Fees Post appointment	300.00	300.00
	Corporation Tax	367.80	367.80
	Land Registry Searches	9.00	9.00
	Postage	26.18	26.18
	Statutory Bond	120.00	120.00
	Statutory Advertising	255.00	255.00
		<u>(23,005.80)</u>	<u>(23,005.80)</u>
	<b>SECONDARY PREFERENTIAL CREDITORS</b>		
(62,548.61)	HMRC	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
	<b>UNSECURED CREDITORS</b>		
(61,216.86)	Trade & Expense Creditors	NIL	NIL
(51,200.00)	Banks/Institutions	NIL	NIL
(6,200.00)	HMRC - Corporation Tax	NIL	NIL
(14,289.24)	HMRC - PAYE/NI	NIL	NIL
(120,808.63)	Loans from associates	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
	<b>DISTRIBUTIONS</b>		
(4.00)	Ordinary Shareholders	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
<u>(248,264.42)</u>		<u>(0.00)</u>	<u>(0.00)</u>
	<b>REPRESENTED BY</b>		
			<u><u>NIL</u></u>

## Appendix IV

### Expenses Information

Category 1 Expenses	Basis	Original Estimate d Total	Actual Expenses incurred in the review period	Actual Expense s incurred to Date	Actual Expenses paid in the review period	Actual Expense s paid to Date	Reason for any Excess - if the expenses are likely to, or have, exceeded the original estimate
Agents and Valuers - Pre appointment Key Appraisal Limited were instructed to assist with a sale of the Company's assets.	Time Costs / Percentage	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	
Agents and Valuers - Pre appointment Key Appraisal Limited were instructed to assist with a sale of the Company's assets.	Percentage		300.00	300.00	300.00	300.00	
Accountancy Fees JAD were going to be instructed to prepare Corporation Tax Returns, deal with any profit on sale of assets, calculate any terminal loss claim, and provide VAT advice	Time costs	1,500.00	-	-	-	-	
Books & Records Collection, Storage and Destruction Chatham Archive Limited were going to be instructed to collect, inventory, store and eventually securely destroy the Company's books and records.	Fixed Fee	500.00	-	-	-	-	
Pension Consultancy Courts Advertising Limited were going to be instructed to provide advice in respect of the Company's pension arrangements and deal with unpaid pension contributions.	Fixed Fee	350.00	-	-	-	-	
Statutory Advertising		200.00	255.00	255.00	255.00	255.00	This includes the cost of advertising for the virtual meeting of creditors which was a pre-
Statutory Bond		120.00	120.00	120.00	120.00	120.00	
Postage		50.00	26.18	26.18	26.18	26.18	
Category 2 Expenses	Basis	Original Estimate d Total	Actual Expenses incurred in the review period	Actual Expense s incurred to Date	Actual Expenses paid in the review period	Actual Expense s paid to Date	Reason for any Excess - if the expenses are likely to, or have, exceeded the original estimate
Photocopying		50.00	-	0.00	0.00	0.00	
Land Registry Searches		-	9.00	9.00	9.00	9.00	This was undertaken to ascertain any potential assets owned by the directors

## Appendix V

### Charge Out Rates and Expenses Policy

The table below sets out the charge-out rates utilised by Recovery Solutions at Crowe U.K. LLP for charging staff time:-

Partner	£400 per hour
Director	£350 per hour
Senior Manager	£300 per hour
Manager	£250 per hour
Assistant Manager	£200 per hour
Senior Administrator	£175 per hour
Administrator/Cashier	£140 per hour
Trainee/Support Staff	£75 per hour

It should be noted that the above rates may increase from time to time over the period of the administration of each insolvency case. The above rates are effective from 1 April 2021. Time is charged in six minute units.

### Expenses

Expenses are amounts properly payable by the office holder from the estate which are not otherwise categorised as the office holder's remuneration or as a distribution to a creditor or member. These may include, but are not limited to, legal fees, agents' fees, trading expenses and tax liabilities.

Category 1 expenses are payments to entities providing a service to which the expense relates who are not associates and where the specific expenditure is directly referable to the appointment in question. These are charged to the estate at cost, with no uplift. These include, but are not limited to, such items as advertising, bonding and other insurance premiums. Legislation provides that office holders may discharge Category 1 expenses from the funds held in the estate without further recourse to creditors or members.

Category 2 expenses are other expenses which are payable to associates or which have an element of shared cost. Payments may only be made in relation to Category 2 expenses after the creditors or members have approved the bases of their calculation.

### Further Guidance

Guidance in respect of insolvency practitioners' fees is available to download at:

<https://insolvency-practitioners.org.uk/regulation-and-guidance/creditors-guides-to-fees/>

Information about insolvency processes can be found on the R3 website at:

<http://www.creditorinsolvencyguide.co.uk/>