The Insolvency Act 1986

Administrator's progress report

R2.38

Pursuant to Rule 2.38 of the Insolvency (Scotland) Rules 1986

Name of Company

RZ Healthcare Limited

Company number

SC216188

(a) Insert full name(s) and address(es) of administrator(s) #We (a)
James Bernard Stephen
BDO LLP
4 Atlantic Quay
70 York Street
Glasgow

Sarah M Rayment BDO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX

administrator(s) of the above company attach a progress report for the period

from

to

(b) Insert date(s)

(b) 12 October 2014

(b) 11 April 2015

Signed

G2 8JX

Joint / Administrator(s)

Dated

1./5/15

Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form.

The contact information that you give will be visible to searchers of the public record

James Bernard Stephen

BDO LLP

4 Atlantic Quay

70 York Street

Glasgow

G2 8JX

DX Number LP 55 Glasgow - 6

01412 483 761 DX Exchange

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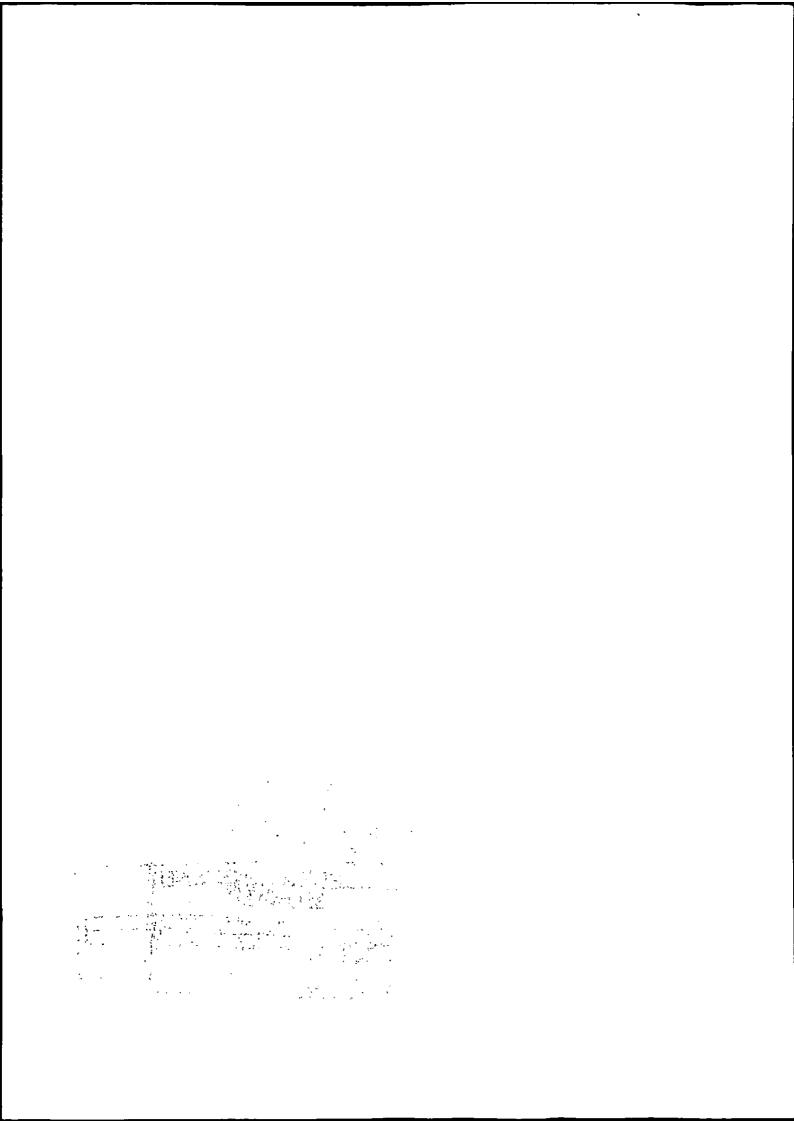
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14/05/2015 #

When you have completed and signed this form, please send it to the Registrar of Companies at:-

Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF

DXED235 Edinburgh 1 / LP- 4 Edinburgh 2





Tel: +44 (0)141 248 3761 Fax: +44 (0)141 248 1653

LP 55 Glasgow - 6 www.bdo.co.uk

4 Atlantic Quay 70 York Street Glasgow G2 8JX

Private & Confidential

13 May 2015

Please ask for: Robert Ferne Tolonhone: 020 7893 3562

COMPANIES IN.

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Dear Sirs

RZ Homes Limited ('RZ Homes') RZ Healthcare Limited ('RZ Healthcare') (Both In Administration) (together 'the Companies') Company Numbers: SC109296 & SC216188

It is now 24 months since my appointment in respect t of the Companies. In accordance with Rule 2.38 of the Insolvency (Scotland) Rules 1986 we are reporting the progress made in implementing the approved proposals and achieving the statutory purpose of the Administrations for the period from 12 October 2014 to 11 April 2015.

I am pleased to advise that the Court agreed to extend the Administrations to 11 October 2015 in order for all outstanding matters to be finalised.

The Joint Administrators' did not convene a meeting of creditors to consider the proposals due to the fact there will be insufficient assets to enable a dividend to be paid to unsecured ordinary creditors. The Joint Administrators' proposals being deemed as approved on 14 June 2013.

1 Statutory Information

The Joint Administrators are James Bernard Stephen of BDO LLP, 4 Atlantic Quay, 70 York Street, Glasgow G2 8JX and Sarah Megan Rayment of BDO LLP, 55 Baker Street, London W1U 7EU ('the Joint Administrators'), and they were appointed in respect of the above Companies on 12 April 2013.

Under the provisions of paragraph 100(2) of schedule B1 of the Insolvency Act 1986 the Joint Administrators carry out their functions jointly and severally and neither Joint Administrator has exclusive power to exercise any function.

The Joint Administrators were appointed by Aviva Commercial Finance Limited ('Aviva') of 2 Rougier Street, York Y090 1UU, being a Qualified Floating Charge Holder, pursuant to Paragraph 14 of schedule B1 of the Insolvency Act 1986. The Administration proceedings are dealt with in the Court of Session and the court case numbers are as follows:

Company	Registered Number	Court Case Number
RZ Homes Limited	SC109296	P389/13
RZ Healthcare Limited	SC216188	P388/13





The Companies registered offices are situated at 4 Atlantic Quay, 70 York Street, Glasgow G2 8JX (previously both at Exchange Place, 3 Semple Street Edinburgh EH3 8BL). As previously reported, the Companies form part of a group structure with Landfrost Limited - In Administration ('Landfrost') being the ultimate holding company. Landfrost's subsidiaries include Moorpark Propco Limited - In Administration ('Moorpark'), as well as the Companies. A further company, Dunan Healthcare UK Limited - In Administration ('Dunan') is associated to the group by way of the security structure.

Landfrost, Moorpark and Dunan are all English registered companies over which James Stephen and Sarah Rayment were also appointed Joint Administrators on 12 April 2013. Due to the legislative differences between Scottish, and English & Welsh insolvency jurisdictions, the Joint Administrators have circulated their progress report to the creditors of Landfrost, Moorpark and Dunan under separate cover.

2 Receipts

I enclose at Appendix A, a summary of our receipts and payments to 11 April 2015 showing a balance in hand of £87,556.33 in respect of RZ Homes and £900,266.68 in respect of RZ Healthcare, together with a copy of our abstract account covering the last six month period.

3 Background to the Companies

The full background of the Companies and their trading history has been documented in my previous reports.

In summary, Moorpark held the heritable interest (ownership) in a care home at Moorpark Place (Ayrshire), which was tenanted and operated by a third party. The Companies together owned five freehold purpose-built care homes providing c280 beds. These homes were Burnside (Aberdeenshire), Cochrane (Renfrewshire), Newark (Inverclyde), Ranfurly (Renfrewshire), all of which were owned by RZ Healthcare, and Spiers (Ayrshire), which was owned by RZ Homes (together 'the Homes').

4 Trading the Homes during Administrations

As you will be aware, the strategy of the Joint Administrators was to continue trading the Homes with a view to finding a purchaser or purchasers as a going concern.

As set out in my previous reports, the Homes continued to trade with the assistance of an operator, Danshell Care Home Limited ('Danshell'), until a sale was concluded on 13 March 2014. On the same date a sale of the heritable interest in Moorpark was concluded.

I would advise that the trading accounts have been finalised. The only outstanding matters are the refund of a number of fee overpayments during the period of trading and obtaining tax clearance from HM Revenue & Customs.

5 Sale of Business

As previously reported, a sale of the Homes and associated fixtures & fittings was completed on 13 March 2014 for the sum of £24.5million. The full breakdown of the



consideration was set out in my previous reports. The purchaser was funded by Investec Bank (UK) Limited ('Investec'), the second secured creditor to the Companies.

In addition to the above, all debts and receivables owing and due to Dunan in respect of private residents which were residing at the Homes as at the completion date would be sold to the purchaser for consideration. The payments in this regard have now been paid in full.

6 Actions during the Period

The proposals that were deemed as approved are as follows:

The Joint Administrators propose that:

- I. they continue to manage the Companies' business and realise assets in accordance with objectives 2 & 3 of the statutory purpose of the Administrations;
- II. they make payments to secured and preferential creditors and if necessary;
- III. they exit the Administrations by way of dissolving the Companies under paragraph 84 of Schedule B1 of the Insolvency Act 1986;
- IV. Creditors approve the remuneration of the Joint Administrators on a time cost basis;
- V. Creditors approve the Joint Administrators to be authorised to draw Category 2 disbursements in respect of postage, stationery, photocopying charges, telephone, fax or other electronic communications on the basis of £12.50 a creditor in the first year of the Administrations and £6.25 per creditor in respect of each subsequent year; and
- VI. they be discharged from liability under the Administrations per Paragraph 98 of Schedule B1 of the Insolvency Act 1986, 28 days after they file their final reports with the Registrar of Companies and send it to creditors.

The Joint Administrators can confirm that they have not deviated from the approved proposals and the current objective of the Administration is to distribute assets to the secured creditors. There are no preferential creditors.

In addition to Danshell, we appointed Maclay Murray & Spens LLP as legal agents. Their fees being based on a time cost basis. Since our appointment they have assisted with the sale of the business, and total fees paid to date including outlays are £95,590 plus VAT. During the last six months, fees paid in respect of RZ Healthcare were £7,604 plus VAT.

7 Future of the Administrations

I can confirm no objections were raised to the extension of the Administrations following our report dated 21 May 2014 circulated to all known creditors.

You will recall that the Administrations were previously extended by consent pursuant to paragraph 76(2)(b) of Schedule B1 of the Insolvency Act 1986 to 11 October 2014, and by



consent of the court for a further 12 months until 11 October 2015 in terms of paragraphs 76(2)(a) and 77(1) of Schedule B1 to the Insolvency Act 1986.

Once all outstanding liabilities in respect of the period of trading are paid, a final distribution will be made to the first secured creditor.

Based on information currently available there will be insufficient assets in the Administrations to allow distributions to be made to unsecured creditors. It is therefore anticipated that once the above matters are finalised, the Joint Administrators shall file a notice with the Registrar of Companies to arrange for the Companies to exit the Administrations by way of dissolution under Paragraph 84 of Schedule B1 of the Insolvency Act 1986.

8 Prospects for Creditors

8.1 Secured Creditors

The Companies owed Aviva c£34m at the date of the Administrations in respect of term loans and an overdraft facility.

As at the reporting date, the sum of £16,279,761 has been paid to Aviva by way of an interim distribution in respect of its security. It is anticipated that there will be a further distribution of c£250k. Aviva will suffer a significant shortfall on its outstanding debt.

In addition, as previously advised, Investec was granted security by the relevant Companies over the Homes. As part of the sale agreement, Investec has released its security against the Companies. Notwithstanding this, as Aviva retains priority in respect if its security and will suffer a shortfall in respect of its lending, there would not have been any return to Investec.

8.2 Preferential Creditors

As previously advised, preferential claims are certain claims of employees. The Companies had no employees, therefore we do not anticipate any preferential creditor claims.

8.3 Unsecured Creditors

There has been only one unsecured claim lodged within the Companies to date. Based on current information available, there will be insufficient property to enable a dividend to be made to unsecured creditors.

8.4 Prescribed Part

Under the provisions of Section 176A of the Insolvency Act 1986 the Joint Administrators must state the amount of funds available to unsecured creditors in respect of the Prescribed Part. This provision only applies where a company has granted a floating charge to a creditor after 15 September 2003.

The Prescribed Part is calculated a 50% of the first £10,000 of net floating charge realisation, then 20% of the balance (after the costs of the Administrations), up to a maximum of £600,000.



The Joint Administrators estimate that there will not be sufficient realisations to enable a distribution to be paid to creditors from either of the Companies under the prescribed part.

9 Joint Administrators' Remuneration

The Joint Administrators are obliged to fix their remuneration in accordance with Rule 2.39 of the Insolvency (Scotland) Rules 1986. This permits remuneration to be fixed either as a percentage of the value of the property with which the Joint Administrators have to deal or alternatively by reference to the time the Joint Administrators and their staff have spent attending to matters in these Administrations. The creditors have already approved the Joint Administrators' remuneration on a time cost basis.

As a declaration was made in terms of Paragraph 52(1), the fees of the Joint Administrators' will be approved by the secured and preferential creditors in terms of rule 2.39(8) of the Insolvency (Scotland) Rules 1986. As there are no preferential creditors in the Administrations, it will be for the secured creditor to approve our fees.

I can advise that the sum of £12,982.15 plus VAT has been drawn in respect of RZ Homes and £15,108.10 plus VAT in respect of RZ Healthcare. No further fees have been drawn in the reporting period.

I attach a SIP 9 schedule which summarises the time costs accrued to date, and incurred in the current reporting period, and the work undertaken in that respect.

I can advise that during the reporting period, time costs of £1,333.30 have accrued in respect of RZ Homes and £1,758.80 in respect of RZ Healthcare, at an average cost per hour of £186.48 of and £188.11, respectively.

10 Joint Administrators Disbursements

As previously reported, the sum of £723.80 for RZ Homes and £1,463.80 in respect of RZ Healthcare has been drawn from the Administration estates in respect of of the fidelity bonds, and statutory advertising. No further disbursements have been drawn since the date of my last progress report.

Some administrators recharge expenses for example postage, stationery, photocopying charges, telephone and fax costs, which cannot economically be recorded in respect of each specific case. Such expenses, which are apportioned to cases, require the approval of the creditors, before they can be drawn, and these are known as category 2 disbursements. The policy of BDO LLP is not to charge any category 2 disbursements.

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency practitioners. In the event that you make a complaint to me but are not satisfied with the response from me then you should visit https://www.gov.uk/complain-about-insolvency-practitioner where you will find further information on how you may pursue the complaint.



If you require any further information regarding this matter, please do not hesitate to contact Robert Ferne on the above number.

Yours faithfully For and on behalf of The Companies

pp Sarah Rayment Joint Administrator

James Bernard Stephen is authorised to act as an insolvency practitioner in the UK by the Institute of Chartered Accountants of England & Wales in the UK. Officeholder number 9273. Sarah M Rayment is authorised to act as an insolvency practitioner in the UK by the IPA. Office holder number 9162.

Please note, the affairs, business and property of the Company are being managed by the Joint Administrators who act only as agents of the Company and without personal liability.

Appendices

- A- Administrators' Statutory Receipts and Payments (Six month).
- B- Summary of Administrators' Time Costs to date and BDO LLP Policy on Fees
- C- Forms 2.208 (Scot)



Appendix A - Administrators' Statutory Receipts and Payments

Summary of John Administrators' Receipts And Payments from 12 April 2013 (date of appointment) to 11 April 2015

RZ Healthcare Umited In Administration

Subject to Floating Charges Total	. 15,900,000.00 500.00 539,500.00 239,500.00	240,000,00	(5,510,81) (1,463,80) (7,604,00) (7,604,00) (71,726,00) (71,726,00) (17,088,00) (18,788,00) (19,593,00) (19,594,00) (19,504,00) (19,504,00) (20,00) (23,544,00) (23,544,54) (24,545,50) (24,574,776,100) (24,579,776,100)	240,000.00 15,980,000.00
Total movement since date of appointment Subject to Fixed Subject to Floating Charges Charges	15,900,000.00	15,900,000,00	(64,122.00) (1,700.00) (1,700.00) (1,700.00) (13,554.00) (14,833.65) (14,833.65) (14,833.65) (14,579.761.00) (14,579.761.00)	15,900,000.00
514 to 11/04/2015 Subject to Floating Charges	• • •		(199,193,00) (199,193,00) 160,000,00 387.285 30,772,44	
Movement 12/10/2014 to 11/04/2015 Subject to Float Charges Charges Charges			(122.564.00) (39.573.00)	
Receipts	Sale of property Goodwill, Books & Recards, Stock Plant, Machinery, Vehicles, Fixtures & Pittings	Payments	Joint Administrators Fees Joint Administrators Disbursements Legal Fees & Olbursements Legal Fees & Olbursements Legal Fees & Olbursements Feed Asset Purchases for Group Companies Termination Fees Termination Fees Termination Fees Smally Expenses Jinecoverable VAT Oistribution to Secured Creditor Balances in Hund	

BDO LLP 4 Atlantic Quay 70 York Street Glasgow NOTES: The directors have not submitted a statement of affairs as at the date of this report.



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RZ Homes Limited In Administration

Summary of Joint Administrators' Receipts And Payments from 12 April 2013 (date of appointment) to 11 April 2015

	Movement 12/10/2 Subject to Fixed Charges	Mayement 12/10/2014 to 11/04/2015 Subject to Fixed Subject to Floating Charges Charges	Total movement since date of appointment Subject to Fixed Subject to Floating Changes Changes	date of appointment Subject to Floating Charges	Total
Receipts	u	ч	u	u	u
Sale of property Plant, Machinery, Vehicles, Pictures E. Pittings Sundry refund	•••		1,200,000,00	00.000,000 19.778	1,800,000.00 60,000,00 877.91
	•		1,800,000.00	60,877.91	1,860,877,91
Payments					
Joint Administrators' Fees	•	•	(6,238,22)	(6,683.93)	(12,982,15)
Joint Administrators' Disbursements	•	•		(723.80)	(773.80)
Legal Fees & Disbursements	•	•	(21,478,00)	(2,386.00)	(23,864.00)
Agents' Fees	•	•	(425,00)	(4,272.00)	(4,697.00)
Insurance/ Bond	(7,303.00)	•	(7,303.00)	•	(7,303.00)
Fixed Asset Purchases for Group Companies	•	(41,339.00)	•	(41,339.00)	(41,339.00)
Termination Fee		(40,000.00)		40,000,00	•
Fixed Charge Contribution to Roating Charge Costs	(14,104.00)	•	(14, 104, 90)	•	(14,104.00)
Irrecoverable VAT	•	(8,144,76)	(5,640.24)	(2,668.39)	(8,308.63)
	(21,407.00)	(89,483.76)	(55,248,46)	(18,073,12)	(113,321.58)
Distribution to Secured Creditor Balances in Hand			(1,700,000,00)	42,804.79	(1,700,000.00) 87,556.33
			1,800,000.00	60,877.91	1,900,877.91

8DO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX

S M Rayment & J B Stephen Joint Administrators 11 May 2015

NOTES. The directors have not submitted a statement of affairs as at the date of this report.



Appendix B - Summary of Administrators' Time Costs to Date and BDO LLP Policy on Fees RZ Healthcare Limited for entire period:

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RZ Kealthcare Limited - In Administration

Sammary of Time Changed and Rains Applicable for the Period From 12 April 2013 (date of appointment) to 8 May 2015

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For Reporting Period:

RZ Healthcare Limited • In Administration

Summany of Time Charged and Rates Applicable for the Period From 12 October 2014 to 11 April 2015 (reporting period)

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RZ Homes Limited for entire period:

RZ Homes Limited - In Administration

Summary of Time Charged and Rates Applicable for the Period From 12 April 2013 (date of appointment) to 8 May 2015

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For Reporting period:

RZ Homes Limited • In Administration

Summary of Tines Charged and Rates Applicable for the Period From 12 October 2014 to 11 April 2015 (reporting period)

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RZ Homes Limited RZ Healthcare Limited - Both In Administration

In accordance with best practice I provide below details of policies of BDO LLP in respect of fees and expenses for work in relation to the above insolvencies.

The current charge out rates per hour of staff within my firm who may be involved in working on the insolvency, follows: This in no way implies that staff at all such grades will work on the case.

GRADE	£
Davida and	450
Partner 1	658
Partner 2	530
Director	455
Senior Manager	387-421
Manager	290-328
Assistant Manager	262
Senior Executive	245
Executive	162-221
Junior Executive	142
Trainee	90
Support staff/Secretary	90

The rates charged by BDO LLP, 55 Baker Street, London, W1U 7EU and 4 Atlantic Quay, 70 York Street, Glasgow, G2 8JX are reviewed in December and July each year and are adjusted to take account of inflation and the firm's overheads.

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Units of time can be as small as 3 minutes. BDO LLP records work in respect of insolvency work under the following categories:-

Pre Appointment
Steps upon Appointment
Planning and Strategy
General Administration
Asset Realisation/Management
Trading Related Matters
Employee Matters
Creditor Claims
Reporting
Distribution and Closure
Other Issues

Under each of the above categories the work is recorded in greater detail in sub categories. Please note that the 11 categories provide greater detail than the six categories recommended by the Recognised Professional Bodies who are responsible for licensing and monitoring insolvency practitioners.



Where an officeholder's remuneration is approved on a time cost basis the time invoiced to the case will be subject to VAT at the prevailing rate.

Where remuneration has been approved on a time costs basis a periodic report will be provided to any committee appointed by the creditors or in the absence of a committee to the creditors. The report will provide a breakdown of the remuneration drawn and will enable the recipients to see the average rates of such costs.

1) Other Costs

Where expenses are incurred in respect of the insolvent estate they will be recharged. Such expenses can be divided into two categories.

2) Category 1

This heading covers expenses where BDO LLP has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, couriers, travel (by public transport), land registry searches, fees in respect of swearing legal documents etc. In each case the recharge will be reimbursement of a specific expense incurred.

3) Category 2

Insolvency practice additionally provides for the recharge of expenses such as postage, stationery, photocopying charges, telephone, fax and other electronic communications, which cannot be economically recorded in respect of each specific case. Such expenses, which are apportioned to cases, must be approved by the creditors in accordance with the Insolvency Rules 1986, before they can be drawn, and these are known as category 2 disbursements. The current policy of BDO LLP is to recharge this expense on the basis of a figure based upon the number of creditors with whom we have to communicate and report during the insolvency. This is the method of calculation that was historically provided under statutory orders for the Official Receiver.

In respect of these Administrations we propose to charge £12.50 (plus VAT) for the first year and £6.25 (plus VAT) for each subsequent year, per creditor. This will cover the disbursement costs of for postage and stationery for all reports and letters, together with all copying charges and telephone and email costs. Creditors will be invited to approve a resolution to this effect. During the first year the Administrators will issue 3 reports and in successive years 2 reports.

A further disbursement under this heading is the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency. In these cases a charge of 45p per mile is raised which is in line with the Inland Revenue Approved Mileage Rates (median less than 10,000 miles per annum) which is the amount the firm pays to staff. Where costs are incurred in respect of mileage, approval will be sought in accordance with the Insolvency Rules 1986 to recover this disbursement.

Where applicable, all disbursements will be subject to VAT at the prevailing rate.

BDO LLP 9 September 2014



Appendix C - 2.20B (Scot)

Rule 2.38

The Insolvency Act 1986

Form 2.20B(Scot)

R2.38

Administrator's progress report

Pursuant to Rule 2.38 of the Insolvency (Scotland) Rules 1986

Name of Company Company number

RZ Healthcare Limited SC216188

(a) Insert full name(s) and address(es) of administrator(s) I/We (a)
James Bernard Stephen
BDO LLP
4 Atlantic Quay
70 York Street
Glasgow
G2 8JX

Sarah M Rayment BDO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX

administrator(s) of the above company attach a progress report for the period

(b) Insert date(s)
(b) 12 October 2014

Signed

Joint / Administrator(s)

Dated

from

to

(b) 11 April 2015

Contact Details:

You do not have to give any contact Information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form.

The contact information that you give will be visible to searchers of the public record

James Bernard Stephen BDO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX

DX Number LP 55 Glasgow - 6

01412 483 761 DX Exchange

Companies House receipt date barcode

When you have completed and signed this form, please send it to the Registrar of Companies at:-

Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF

DXED235 Edinburgh 1 / LP- 4 Edinburgh 2

Software Supplied by Turnkey Computer Tochnology Limited, Glasgow, Scotland



Rule 2.38

The Insolvency Act 1986

Form 2.20B(Scot)

R2.38

Administrator's progress report Pursuant to Rule 2.38 of the Insolvency (Scotland) Rules 1986 Name of Company Company number SC109296 **RZ Homes Limited** (a) Insert full I/We (a) James Bernard Stephen BDO LLP name(s) and Sarah M Rayment address(es) of BDO LLP administrator(s) 4 Atlantic Quay 70 York Street 4 Atlantic Quay 70 York Street Glasgow G2 8JX Glasgow G2 8JX administrator(s) of the above company attach a progress report for the period from to (b) Insert date(s) (b) 12 October 2014 (b) 11 April 2015 Signed Joint / Administrator(s) Dated **Contact Details:** You do not have to give any contact James Bernard Stephen

information in the box opposite but If you do, it will help Companies House to contact you if there is a query on the

The contact information that you give will be visible to searchers of the public record

BDO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX

DX Number LP 55 Glasgow - 6

01412 483 761 DX Exchange

Companies House receipt date barcode

When you have completed and signed this form, please send it to the Registrar of Companies at:-

Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF

DXED235 Edinburgh 1 / LP- 4 Edinburgh 2

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