

The Insolvency Act 1986

Statement of administrator's proposals**2.17B**

Name of Company BALTIMORE LTD	Company number 05422927
In the High Court of Justice, London <small>(full name of court)</small>	Court case number 5083 of 2015

(a) Insert full name(s) and address(es) of administrator(s) We (a) A D Cadwallader & N A Bennett of Leonard Curtis, One Great Cumberland Place, Marble Arch, London W1H 7LW

attach a copy of our proposals in respect of the administration of the above company

A copy of these proposals was sent to all known creditors on

* Delete as applicable

(b) Insert date

(b) 9 September 2015

Signed

A D Cadwallader

A D Cadwallader - Joint Administrator

Dated

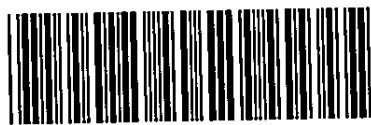
9/9/15

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.

COMPANIES HOUSE

Leonard Curtis	
One Great Cumberland Place, Marble Arch, London,	
W1H 7LW	Tel 020 7535 7000
DX Number	DX Exchange



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When you have completed and signed this form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

Please ask for
Our ref
Your ref

Marc Evans
L/30/MKE/SBAL06/1040



LEONARD CURTIS
BUSINESS RESCUE & RECOVERY

9 September 2015

TO ALL CREDITORS
PRIVATE AND CONFIDENTIAL

Dear Sir(s)/Madam

BALTIMORE LTD (IN ADMINISTRATION) ("the Company")

I wrote to all creditors on 3 August 2015 to advise that N A Bennett and I had been appointed Joint Administrators of the Company on 31 July 2015

We are required to call an initial meeting of creditors at which our Statement of Proposals will be presented, setting out the way in which we propose to achieve the purpose of the Administration. This meeting has now been scheduled to take place at One Great Cumberland Place, Marble Arch, London W1H 7LW on 25 September 2015 at 12 00 noon

At this meeting creditors will be asked to consider

- The Joint Administrators' Proposals
- Whether or not to establish a Creditors' Committee
- Approving the basis of the Joint Administrators' remuneration and recharge of disbursements
- Approving the payment of unpaid pre-administration costs as an expense of the Administration
- Approving the automatic discharge from personal liability of the Joint Administrators following completion of the Administration

Enclosed with this letter are the following documents

- Formal notice of the meeting of creditors (Form 2 20B)
- Report and Statement of Proposals of the Joint Administrators
- A proxy form which must be completed and returned to me as soon as possible and, in any event, no later than 12 00 noon on to enable you or your representative to vote at the meeting of creditors

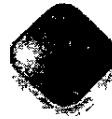
In order to vote at the meeting you must supply written details of your debt as at the date of the Joint Administrators' appointment less any payments that have been made after the date of Administration in respect of it and any adjustment by way of set-off. Should you have any queries or require any further clarification please contact my office, in writing. Electronic communications should also include a full postal address

Yours faithfully
for and on behalf of
BALTIMORE LTD

A D CADWALLADER
Joint Administrator

Licensed in the UK by the Institute of Chartered Accountants in England and Wales

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



LEONARD CURTIS
BUSINESS RESCUE & RECOVERY

**BALTIMORE LTD
(IN ADMINISTRATION)**

Registered Number 05422927

Joint Administrators' Report and Statement of Proposals

9 September 2015

Leonard Curtis
One Great Cumberland Place, Marble Arch,
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Tel 020 7535 7000 Fax 020 7723 6059
solutions@leonardcurtis.co.uk
Ref L/30/MKE/SBAL06/1010

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TO THE REGISTRAR OF COMPANIES
ALL CREDITORS
ALL SHAREHOLDERS

1 INTRODUCTION

- 1.1 I refer to the appointment of N A Bennett and myself as Joint Administrators ("the Joint Administrators") of Baltimore Ltd ("the Company" or "Baltimore") on 31 July 2015 and now write to present our proposals ("the Proposals") (Appendix A) for the Company pursuant to the Insolvency Act 1986 ("the Act")
- 1.2 Creditors may approve the Proposals, with or without modifications, subject to the Joint Administrators accepting any modifications. If creditors reject the Proposals, a report will be sent to the Court which may provide for the appointment of the Joint Administrators to cease to have effect, or make any other Order it thinks appropriate
- 1.3 A meeting of creditors ("the initial creditors' meeting") will be held on 25 September 2015 to consider the Proposals and may establish a Creditors' Committee to assist the Joint Administrators in discharging their duties

2 STATUTORY INFORMATION

- 2.1 The Administration proceedings are under the jurisdiction of the High Court of Justice, London under Court reference number 5083 of 2015
- 2.2 The Company's registered office was changed from 14 Bentalls Centre, Colchester Road, Maldon, Essex CM9 4GD to One Great Cumberland Place, Marble Arch, London W1H 7LW following our appointment. The registered number is 05422927. The Company also traded as The Baltimore Group
- 2.3 The Company operated from leasehold premises at Unit 15 Upminster Trading Park, Warley Street, Upminster, Essex RM14 3PJ, the landlord of the premises is Grenfell Capital Ltd, the sole shareholder. The Company also operates from leasehold premises at Unit 14, Basepoint Business Centre, Waterberry Drive, Waterlooville, Hampshire PO7 7TH
- 2.4 The Company's officers are
- | Name | Role | Date Appointed |
|--------------------|-----------|-----------------|
| Cans Brook Limited | Secretary | 1 February 2011 |
| Fiona Denman | Director | 22 March 2011 |
- 2.5 The Company's accounts as at 31 July 2014 show share capital of £50,007, however, the most recent annual return shows the authorised and issued share capital is 25,007 ordinary shares of £1 each. The sole shareholder is Grenfell Capital Ltd, a company owned by Fiona and Kevin Denman
- 2.6 According to Companies House, no charges are registered against the Company
- 2.7 The Company's main centre of operations is based in the UK. The EC Regulation on Insolvency Proceedings applies and the proceedings are main proceedings under the Regulation

3 HISTORICAL BACKGROUND AND EVENTS LEADING UP TO ADMINISTRATION

- 3.1 The Company was incorporated on 13 April 2005 and commenced to trade shortly after. The sole director of the Company is Fiona Denman ("Mrs Denman").
- 3.2 The Company's main activity is multi-discipline facilities management and property services across the UK. The Company trades within a group of companies owned by Grenfell Capital known as 'Baltimore Group' ("the Group"). The Group offers a range of services to its clients from security and cleaning to building maintenance and IT support.
- 3.3 The Company was incorporated to provide its customers with the opportunity to outsource some or all of their business support services, leaving them to concentrate on their core business activity and improving their efficiency.
- 3.4 The Company traded profitably over a number of years, building up reserves of £147,780 as at 31 July 2014 and strengthening relationships with large property agents. The Group was also accredited by a number of recognised bodies, including CIS, BIFM and ECA.
- 3.5 The Company's main client was Montague Evans ("ME"), a large property agency based in London with offices across the UK. In the year ending 31 July 2014, ME contributed almost 70% of the Company's turnover of £1,528,054.
- 3.6 In March 2014, the director advises that the Company had a dispute with ME regarding some of its larger contracts which led to ME ceasing to trade with Baltimore and allegedly refusing to pay its outstanding debt of £224,054. The director of the Company instructed Birkett Long LLP ("BL"), solicitors, to commence legal proceedings against ME and its client, Liverpool Victoria. This possible bad debt, together with the loss of its main client, caused the Company to suffer a severe working capital shortage. Additional financial support totalling circa £170,000 was provided by the Group.
- 3.7 The Company was forced to concentrate its efforts on gaining new clients. In the period from 1 August 2014 to 30 June 2015, the Company managed to achieve turnover of £729,587, however the Company accrued significant tax arrears during this period leading to a loss of £201,084.
- 3.8 The Company began to receive significant pressure from HM Revenue & Customs and other trade creditors. The director, Mrs Denman, continued to attempt to pursue the Company's debtors through legal action so that a significant realisation could be made which would have eased the cash flow pressure. However this was not forthcoming in the required time. Attempts were also made to agree formal time to pay agreements with the major creditors but this was not successful. No further funding was available from the Group or any third parties. In light of the Company's worsening financial position, the director sought to minimise the losses being incurred and the Company ceased to trade on 30 June 2015. The director advises that one of the companies within the Group, Baltimore FM Limited ("BFM" or "Baltimore FM") transferred £56,500 to the Company to fund an appropriate cessation of trade. It is understood that certain assets of the Company were also sold to BFM as consideration for this payment.
- 3.9 The Company continued its legal action against ME with the trial due to commence on 4 November 2015. On the recommendation of BL, the Company approached ME to arrange for a mediation meeting on 22 July 2015 in order to agree a settlement in respect of the outstanding alleged debt of £224,054.
- 3.10 Once the Company had ceased to trade on 30 June 2015, the director immediately sought advice from Leonard Curtis on the Company's financial position and options. Leonard Curtis advised the director that the Company was insolvent and the immediate steps should be taken to protect the remaining assets of the Company.

- 3 11 Notice of Intention to Appoint Administrators ("NOI") was given by Mrs Denman on 30 June 2015 and filed in the High Court of Justice on the same day. The director sought the advice of BL in relation to the on-going legal action and the likely affect that Administration would have on the on-going claim and the scheduled mediation. BL advised that Administration was likely to negatively affect the result of the on-going litigation.
- 3 12 In light of the advice given by BL, a second NOI was given by Mrs Denman on 13 July 2015 and filed at the High Court of Justice the next day. Shortly after filing the second NOI, the solicitors acting on behalf of ME, contacted BL in order to request that the mediation take place on 30 July 2015, just after the second NOI was due to expire. Legal advice was sought from Jeffrey Green Russell Solicitors ("JGR") on the filing of another NOI.
- 3 13 As the Company had ceased to trade and no further liabilities were being incurred with its creditors, and to ensure that the realisations from the on-going legal action were maximised, the director filed a third NOI in the High Court of Justice on 28 July 2015 to ensure that the Company continued to be protected by the moratorium until the mediation meeting had been held. This strategy was discussed with HM Revenue & Customs, the major creditor, who did not raise any objections.
- 3 14 At the mediation meeting on 30 July 2015, the Company settled its claim against ME for a sum of £170,000 which was payable within 21 days of the meeting. Notice of Appointment of Administrators was given by Mrs Denman on 31 July 2015 and filed in the High Court of Justice on the same day.
- 3 15 N A Bennett is licensed in the UK by the Insolvency Practitioners Association and I am licensed in the UK by the Institute of Chartered Accountants in England and Wales. The functions of the Joint Administrators may be exercised by either or both, acting jointly or alone.

4 RECENT TRADING RESULTS AND CURRENT FINANCIAL POSITION

- 4 1 The financial results for the Company are detailed below

	Draft Management Accounts Period ended 30 June 2015	Unaudited Accounts Year ended 31 July 2014	Signed Accounts Year ended 31 July 2013
	£	£	£
Turnover	760,293	1,528,054	2,154,840
Gross Profit	571,003	1,105,204	1,471,199
Gross Profit %	75	72.3	68.3
Administrative expenses	(765,897)	(1,011,115)	(587,843)
Operating Profit/(Loss)	(194,895)	94,089	883,356
Exceptional Items	-	(12,879)	(1,418)
Interest and charges	(6,190)	(646)	45,810
Profit/(Loss) before tax	(201,084)	80,564	927,748
Taxation	-	-	(191,965)
Profit for the year	(201,084)	80,564	735,783
Dividends	-	156,318	683,335
Retained profit	(201,084)	147,780	223,534

4 2 The balance sheets as at 30 June 2015, 31 July 2014 and 2013 are detailed below

	Draft Management Accounts Period ended 30 June 2015 £	Unaudited Accounts Year ended 31 July 2014 £	Signed Accounts Year ended 31 July 2013 £
Fixed Assets			
Tangible Assets	280,120	306,176	241,385
Investments	79,964	74,282	57,727
	<u>360,084</u>	<u>380,458</u>	<u>299,112</u>
Current Assets			
Debtors	472,051	632,345	528,237
Cash at bank and in hand	(17,352)	(21,056)	74,435
Investments held as current assets	-	150	150
CIS Control	6,574	-	-
Client Retention	2,844	-	-
Employee Loan Accounts	1,860	-	-
Prepayments	31,296	-	-
Rent Deposits	1,898	-	-
	<u>499,171</u>	<u>611,439</u>	<u>602,822</u>
Creditors Amounts Falling due within one year	<u>(826,769)</u>	<u>(772,706)</u>	<u>(606,989)</u>
Net Current Assets/(Liabilities)	(327,598)	(161,267)	(4,167)
Creditors Amounts falling due after more than year	(45,687)	-	-
	<u>(373,285)</u>	<u>(161,267)</u>	<u>(4,167)</u>
Total Assets Less Current Liabilities	<u>(13,202)</u>	<u>197,787</u>	<u>273,541</u>
Represented by			
Called up share capital	50,007	50,007	50,007
Retained Earnings	147,780	223,534	171,086
Dividends	(9,905)	(156,318)	(683,335)
Profit/(Loss) in the Year	(201,084)	80,564	735,783
Shareholders' Funds	<u>(13,202)</u>	<u>197,787</u>	<u>273,541</u>

It should be noted that we are advised that the management accounts for the period to 30 June 2015 summarised above are draft only and require a significant amount of reconciliation before they can be relied upon

4 3 Statement of Affairs

The director is required to lodge a statement of affairs as at 31 July 2015. Although the document has not yet been received, we understand that it is in the course of preparation and will be submitted to us shortly. In the meantime, an estimate of the position as at the date of our appointment is enclosed at Appendix B, together with a list of creditors including their names, addresses and details of their debts, including any security held.

Please note that no provision has been made for costs and expenses of realisation, costs of the Administration and any corporation tax which may be payable. The following comments are considered to be relevant and should be borne in mind when reading the figures.

4.4 Assets

The proposed Joint Administrators instructed independent professional valuation agents, AgentCite Limited ("AgentCite"), on 8 July 2015 to provide a valuation report on the Company assets including any which may have been transferred within the Group.

- 4.5 The pre-appointment sale of any assets of the Company is currently being investigated. To assist with the investigation, we have instructed the Company's accountants, Cars Brook Limited, to prepare up to date management accounts as at 30 June 2015, the date on which the Company ceased to trade, and 31 July 2015. The result of these investigations will be reported to creditors in further reports. Listed below is a summary of the assets that were allegedly transferred to BFM.

Chattel Assets sold Pre-Appointment

- 4.6 The Company's assets consisted of a small amount of computer equipment and office furniture, plant and machinery and tools, stock and vehicles. We are advised that all these assets were included in the sale.

Computer Equipment and Office Furniture

- 4.7 The Company's computer equipment and office furniture consisted of desktop computers, iPads and a server room, together with standard office furniture for its premises in Upminster and Waterlooville.

Plant and Machinery and Tools

- 4.8 The Company's plant and machinery consisted mainly of power tools, cleaning equipment and ladders.

Stock

- 4.9 The Company's stock consisted mainly of automated light fittings which had been purchased for a specific property and which were subsequently not required.

Vehicles

- 4.10 The Company operated 4 leased vehicles and 6 owned vehicles including 2 cars and 4 vans. AgentCite have confirmed that the leased vehicles held no equity. The vehicles which were owned by the Company were sold to BFM prior to the Joint Administrators' appointment.

- 4.11 AgentCite provided the following values for the Company's chattel assets listed above on 28 July 2015,

Unencumbered Assets	Willing Buyer (£)	Forced Sale (£)
Office Equipment and Furniture	10,095	3,370
Plant and Machinery and Tooling	1,000	200
Stock	4,000	1,600
Vehicles	27,005	-
Total	42,100	5,170

Other Assets excluded from any Pre-Appointment Sale

Trade Debtors

- 4 12 The debts owing to the Company were not part of the alleged transfer of assets within the Group. At the date of Administration, the Company's gross sales ledger was £472,051. The Company had previously instructed BL to take action against the largest remaining debtors, and the Joint Administrators have subsequently instructed BL to continue this action. The other debtors will be pursued by the Joint Administrators in the appropriate manner.

Investments

- 4 13 According to the Company's last set of filed accounts, the Company had a 100% shareholding in three subsidiaries, Baltimore Parking Solutions Limited, Baltimore Maintenance Limited and Baltimore Telecomm Limited. The Company also had unlisted investments. As per Companies House, the Company no longer has a shareholding in Baltimore Parking Solutions Limited, Baltimore Maintenance Limited and Baltimore Telecomm Limited. These share transfers and investments will be reviewed during the Administration.

Goodwill, Deposits, Loan Account and Prepayments

- 4 14 AgentCite have also advised that the remaining goodwill and intellectual property may have some realisable value. This will be marketed appropriately. A full reconciliation of the deposit, loan and prepayment accounts is also being undertaken by the Joint Administrators in order to identify any further recoveries that may be available to the Company.

4 15 **Secured Creditor**

There are no secured creditors.

4 16 **Preferential Claims**

As mentioned in paragraph 3.8, the Company ceased to trade on 30 June 2015. We understand that certain assets, together with all the staff, were transferred to Baltimore FM. Therefore, no preferential creditors are expected.

4 17 **Prescribed Part**

The Act provides that, where a company has created a floating charge after 15 September 2003, we must make a prescribed part of the company's net property available to the unsecured creditors.

As the Company has no unsatisfied charges that fall into this category, there will be no requirement to set aside a prescribed part of net property.

4 18 **Unsecured Claims**

All unsecured non-preferential claims will be subject to agreement by a subsequently appointed Liquidator in due course, should liquidation be the appropriate exit route from Administration. Claims totalling £18,152 have been received in the Administration to date. Based on present information, it is anticipated that there is likely to be sufficient funds to enable a distribution to the Company's unsecured creditors, however, the quantum is uncertain as this is dependant on the level of claims received and the costs of the Administration and subsequent liquidation.

4 19 **Receipts and Payments**

A summary of receipts and payments for the period of Administration to date is attached at Appendix C

5 EVENTS FOLLOWING THE JOINT ADMINISTRATORS' APPOINTMENT

5 1 As previously mentioned, AgentCite were instructed by the Joint Administrators to provide a valuation of the Company's chattel assets that had been transferred to Baltimore FM

5 2 BL were instructed to continue with the on-going claims against the Company's largest debtors as mentioned in paragraph 4 12 as well as the mediation matters. The settlement monies totalling £170,000 have been received. Further updates on the other debts that BL are dealing with will be provided in subsequent reports. As shown in the receipts and payments account, a payment has been made to BL for their time costs in dealing with these matters.

5 3 Jeffrey Green Russell Limited ("JGR"), solicitors, were instructed to prepare the appointment documentation and to advise on all legal matters during the Administration, with the exception of the on-going legal claims being dealt with by BL.

5 4 Caris Brook Limited, have been instructed by the Joint Administrators to prepare up to date management accounts and to assist with investigating the sale and transfer of assets of the Company to Baltimore FM prior to the Administration.

5 5 **Investigations**

Our investigations into the affairs of the Company and the events leading up to our appointment are still at an early stage and we will report our conclusions to the appropriate bodies in due course. In the meantime, if creditors have any information regarding the conduct of the directors which they feel should be brought to our attention, any concerns regarding the way in which the Company's business has been conducted or information on potential recoveries for the Administration, they should provide full details to us in writing.

6 ACHIEVING THE PURPOSE OF ADMINISTRATION

6 1 The Joint Administrators must perform their functions with the objective of

- (a) Rescuing the Company as a going concern, or (if this cannot be achieved)
- (b) Achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in administration), or (if (a) and (b) cannot be achieved)
- (c) Realising property in order to make a distribution to one or more secured or preferential creditors

6 2 We are obliged to perform our functions in the interests of the Company's creditors as a whole and, where the objective of the Administration is to realise property in order to make a distribution to secured or preferential creditors, we have a duty not to unnecessarily harm the interests of the creditors as a whole.

6 3 It will not be possible to achieve objective (a) as the Company had ceased trading on 30 June 2015 and its business and assets were sold prior to the Joint Administrators' appointment.

6 4 It is anticipated that objective (b) is likely to be achieved as, based on the information currently available, sufficient realisations will be made from the on-going legal actions to enable a distribution to be made to unsecured creditors. Should the Company have been placed into liquidation, it is unlikely that the Company would have been successful at the mediation with ME mentioned in paragraph 3 14 and the other on-going legal claims.

6 5 Objective (c) will not be achievable as there are no secured or preferential creditors.

6 6 The Administration has been, and will continue to be, financed by monies received from asset realisations.

7 JOINT ADMINISTRATORS' PROPOSALS AND EXIT ROUTE

7 1 The Proposals in Appendix A will be considered as a single resolution at the initial creditors' meeting to be held on 25 September 2015. Formal notice of the meeting is attached at Appendix G.

7 2 On completion of the Administration, the Proposals provide for us to place the Company into Creditors' Voluntary Liquidation ("CVL") and appoint myself and N A Bennett as Joint Liquidators. Creditors may nominate a different person to be Liquidator provided that the nomination is made after receipt of the Proposals and before they are approved.

7 3 Alternatively, if no funds are available to unsecured creditors or are distributed during the course of the Administration, the Proposals provide for us to move the Company from Administration to Dissolution.

7 4 Once approved, the affairs of the Company will be managed in accordance with the Proposals and financed out of asset realisations.

8 EXTENSION OF ADMINISTRATION

8 1 The appointment of the Joint Administrators ceases to have effect at the end of the period of one year beginning with the date on which it takes effect.

8 2 It may be desirable to extend the period of the Administration term of office for a specified period not exceeding one year. If this is appropriate we will require the consent of the creditors.

9 PRE-ADMINISTRATION COSTS

9 1 Pre-administration costs are defined as

- Fees charged and
- Expenses incurred

by the Administrator, or another person qualified to act as an insolvency practitioner before the Company entered Administration but with a view to its doing so. "Unpaid pre-administration costs" are pre-administration costs which had not been paid when the Company entered Administration.

9 2 Prior to our appointment, the director of the Company met with Leonard Curtis to discuss the Company's financial position. Leonard Curtis were instructed on 30 June 2015 and matters dealt with included discussions regarding the transfer of the business and assets, the on-going legal action and mediation meeting with ME and advising the director on her duties prior to the appointment of Joint Administrators.

Baltimore Ltd – In Administration

- 9 3 On 27 July 2015, JGR were instructed to advise on, and prepare the documentation for, the Joint Administrators' appointment and any legal issues generally. It was agreed their fees would be paid on a time cost basis.
- 9 4 On 8 July 2015, AgentCite were instructed to provide a valuation of the chattel assets that had all been transferred to Baltimore FM prior to the Administration. It was agreed their fees would be paid on a time cost basis.
- 9 5 Pre-appointment fees charged and expenses incurred by the Joint Administrators in the period prior to their appointment are summarised below.

Charged by	Services provided	Total charged £	Amount paid £	Identity of person making payment	Amount unpaid £
Leonard Curtis	Meeting with the Company and director, assessing that Administration was the appropriate route, instructing agents and solicitors regarding the pre-appointment transfer of the Company's assets and on-going legal claims.	22,846	Nil	-	22,846
AgentCite Limited	Valuation of the Company's transferred chattel assets.	6,850	Nil	-	6,850
Jeffrey Green Russell Limited	Preparation of the Administration documentation.	675	Nil	-	675

- 9 6 Enclosed at Appendix D is an analysis of the Joint Administrators' pre-appointment costs. The analysis shows that total pre-appointment time costs of £22,846 have been incurred which represents 64.4 hours at a rate of £354.75 per hour.
- 9 7 In the period prior to our appointment we also incurred disbursements in relation to various matters. These are summarised below.

Type	£
Court filing fees	150.00
Travel expenses	37.89
Sundry expenses	5.00
Total	192.89

- 9 8 The determination of whether and to what extent unpaid pre-administration costs (as set out above) are approved for payment as an expense of the Administration is subject to approval which is separate to the approval of the Joint Administrators' Proposals. This approval is required to be given by creditors or a creditors' committee if one is established. In the event that a creditors' committee is not established, Appendix I contains a resolution that such approval is given.

10 JOINT ADMINISTRATORS' REMUNERATION AND DISBURSEMENTS

- 10.1 The basis of our remuneration may be fixed as a percentage of the value of the property with which we have to deal, as a set amount or by reference to the time spent. In this case we are requesting creditors to agree to fix our remuneration by reference to the time spent.
- 10.2 Enclosed at Appendix E is a summary of our time costs to 7 September 2015. The summary shows that time costs of £16,114 have been incurred which represent 50.1 at an average hourly rate of £321.64. Details of our company's charge out rates and policy regarding recharge of disbursements, staff allocation, support staff and the use of subcontractors are attached at Appendix F. Further guidance may be found in "Guide to Administrators' Fees". This is available from our office free of charge on request or may be downloaded from www.leonardcurtis.co.uk/resources/creditorsguides.
- 10.3 We also require approval of the basis upon which we recharge internal disbursements that include an element of allocated costs or payments to outside parties in which we or our company have an interest. These are known as Category 2 costs and the basis of their recharge is also attached at Appendix F. Specific expenditure relating to the administration of a particular case is recoverable without approval and is referred to as "category 1 disbursement". Category 1 disbursements will generally comprise items such as identifiable telephone calls, postage, advertising, invoiced travel and properly reimbursed expenses incurred by personnel in connection with the case. Also included will be services specific to the case where these cannot practically be provided internally such as printing, room hire and storage.
- 10.4 Appendix I contains resolutions dealing with the agreement of both of these matters in the event that a creditors' committee is not established.
- 10.5 On this assignment we have used the following professional advisors, including subcontractors:

Name of Professional Advisor	Service Provided	Basis of Fees
AgentCite Limited	Asset Valuation	Time Costs
Jeffrey Green Russell Limited	Legal Advice	Time Costs
Birkett Long LLP	Legal Advice	Time Costs
Caris Brook Limited	Accounting Services	Time Costs

- 10.6 Details of our company's policy regarding the choice of professionals, including subcontractors, and the basis for their fees are included in Appendix F.
- 10.7 If the Company moves from Administration to CVL, the Joint Liquidators' remuneration and Category 2 disbursements will be payable on the same basis as fixed in the Administration.

11 ANTICIPATED OUTCOME AND RELEASE OF JOINT ADMINISTRATORS FROM LIABILITY

- 11.1 We think that a distribution will be made to unsecured creditors of the Company although any return is dependent upon the level of asset realisations and the discharge of the costs of Administration and subsequent liquidation.
- 11.2 As soon as all outstanding matters in the Administration have been attended to, it is anticipated that we will file a notice with the Registrar of Companies in order that the Administration will cease and the Company will move automatically into CVL.
- 11.3 In the event that no funds are available to unsecured creditors other than by virtue of the prescribed part, or are distributed during the course of the Administration, we will file a notice with the Registrar of Companies in order to move the Company from Administration to Dissolution. Funds available to unsecured creditors by virtue of the prescribed part will be distributed during the Administration.

11 4 On the registration of the relevant notice with the Registrar of Companies, the Administration and our appointment will automatically cease

11 5 It is also necessary for the creditors to fix the date upon which we are discharged from liability in respect of any action of ours during the Administration and, in the event that a creditors' committee is not established, Appendix J contains a resolution that we be discharged from liability immediately upon our appointment ceasing to have effect

12 VOTING PROCEDURE AND CONCLUSION

12 1 It is important that you give careful attention to this report and its Appendices

12 2 If you wish to vote on the proposals and other resolutions, it is important that you give careful attention to the proxy form and other enclosures attached to this report

12 3 Please ensure that you complete the proxy form and lodge it at our office, together with a statement of your claim **less any payments that have been made after the date of Administration in respect of your claim and any adjustment by way of set-off**, in good time for the meeting but **no later than 12 00 noon on 24 September 2015**

12 4 Creditors will be notified of the outcome of the meeting

12 5 Should you have any queries or require any further clarification please contact our office, **in writing**
Electronic communications should also include a full postal address

for and on behalf of
BALTIMORE LTD



A D CADWALLADER
Joint Administrator

Licensed in the UK by the Institute of Chartered Accountants in England and Wales

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

JOINT ADMINISTRATORS' STATEMENT OF PROPOSALS

It is proposed that

- 1 The Joint Administrators continue to manage the business, affairs and property of the Company in such a manner as they consider expedient with a view to achieving the statutory purposes of the Administration
- 2 If appropriate, the Joint Administrators file a notice with the Registrar of Companies in order that the Administration will cease and the Company will move automatically into Creditors' Voluntary Liquidation. It is further proposed that A D Cadwallader and N A Bennett be appointed Joint Liquidators of the Company. Any act required or authorised under any enactment to be done by the liquidator is to be done by all or any one or more of the persons for the time being holding the office in question. Creditors may nominate a different person as the proposed Liquidator, provided that the nomination is made after receipt of these proposals and before the proposals are approved.
- 3 In the event that there are no monies remaining to be distributed to creditors and as soon as all matters relating to the Administration have been completed, the Joint Administrators will file a Notice with the Registrar of Companies that the Company should be dissolved.
- 4 In the event that options 2 and 3 are not appropriate, the Joint Administrators take whatever action(s) they deem appropriate to end of the Administration.

APPENDIX B

Estimated Financial Position as at 31 July 2015

A – Summary of Assets

Assets

Assets subject to fixed charge

None

Assets subject to floating charge

None

Uncharged Assets

Goodwill and Intellectual Property

Debtors

Balance from pre-appointment sale of chattel assets

Investments

Prepayments

Rent Deposits

Loan Accounts

Estimated total assets available for preferential creditors

Book Value £	Estimated to Realise £
-	-
-	-
Uncertain	Uncertain
472,051	356,000
-	Uncertain
79,963	Uncertain
31,296	Uncertain
1,898	Uncertain
113,928	Uncertain
699,136	356,000

Estimated Financial Position as at 31 July 2015 (cont/d)

	£	Estimated to Realise £
Estimated total assets available for preferential creditors (carried from page A)		356,000
Liabilities		
Preferential creditors - Employee Wages and Holiday Pay (estimate)		-
Estimated surplus/(deficiency) as regards preferential creditors		356,000
Estimated prescribed part of net property where applicable (to carry forward)		-
Estimated total assets available for floating charge holders		356,000
Debts secured by floating charges		-
N/A		-
Estimated surplus/(shortfall) of assets after floating charges		356,000
Estimated prescribed part of net property where applicable (b/down)		-
Total assets available to unsecured creditors		356,000
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)		
Trade Creditors (per attached schedule)	145,464	
Baltimore FM Limited	79,599	
HM Revenue & Customs - CT	193,693	
HM Revenue & Customs - PAYE	162,721	
HM Revenue & Customs - VAT	136,842	
		718,320
Estimated deficiency as regards non-preferential creditors		(362,320)
(Floating Charge Shortfall)		-
Estimated total deficiency as regards creditors	£	(362,320)
Issued and called up capital	50,007	
Share Premium Account	£	-
Estimated total deficiency as regards members	£	(412,327)

Baltimore Ltd

Name of Creditor or Claimant	Address -	Amount	Details of Security held by Creditor	Date security given	Value of Security
Unsecured Creditors					
ADT	11 Tower View		Kings Hill West Mailing		
Aldermore Bank Plc	4th Floor Block D	3,704.47	Apex Plaza	Kent	ME19 4DQ
Alecto Recruitment	12A The Square	3,000.00	Wickham	Reading	RG1 1AX
Anglian Water	PO Box 10642	3,180.00	Harlow	Hampshire	PO17 5JQ
Birkett Long LLP	Number One Legg Street	175.11	Chelmsford	Essex	CM20 9HA
Brandon Hire	72-75 Feeder Road	7,179.68	Bristol	Essex	CM1 1JS
Brentwood Borough Council	Town Hall	186.93	Ingrave Road	BS2 0TQ	
BT	Correspondence Centre	15,960.10	Durham	Brentwood	Essex
Canon Access	The Forge	580.89	Maldon Road	DH98 1BT	CM15 8AY
Canopy Recruitment Ltd T/A DMR	82 St John Street	485.64	London	Essex	
CheckFire Ltd	Sir Alfred Owen Way	237.60	Pontygwindy Industrial Estate	EC1M 4JN	
Churchill Environmental Services	Unit 1	3,254.57	40 Coldharbour Lane	Caerphilly	CF83 3HU
Coolmation Service Limited	Unit 7 Millstream Trading Estate	300.00	Ringwood	Herfordshire	AL5 4UN
Evergreen Environmental Ltd	Unit 3-6 The Kingfishers	5,547.60	Wickford Business Park	Hants	BH24 3SD
G N Groundworks Ltd	7 George Street	28,387.80	Dawley	Essex	
Grenfell Capital Commercial Property Ltd	Unit 15 Upminster Trading Park	32,879.50	Warley Street	Wickford	
Hambro Roofing Ltd	Unit 2, 6 10 Lamson Road	18,000.00	Rainham	Shropshire	TF4 3AA
Havant Borough Council	Business Rates	1,624.80	PO Box 209	Upminster	RM14 3PJ
IFEDA	The Barn	1,728.00	Radcliffe Road	Essex	RM13 9YY
Ikonnix Telecom Ltd	IKONIX House	342.00	Chart Hill Road	Powder Mill	
Islington Council	222 Upper Street	264.00	London	Buckinghamshire	MK18 4AA
NSI	Sentinal House	130.00	5 Reform Road	Kent	TN12 0RW
One Vision Digital Ltd	22 Bridge Street	708.00	Kenfig Hill	N1 1XR	
Paul Geary	147 Mile Lane	3,072.00	North Lykeham	Maidenhead	SL6 8BY
Progress Vehicle Management Ltd	Unit 13,	2,972.26	Progress Business Park,	Mid Glam	CF33 6DD
Reubensnclair	18 King William Street	357.09	London	Lincoln	LN6 9PA
Roy Lloyd Ltd	Mel Dunscombe	2,400.00	1 Hall Street,	Croydon	CR0 4XD
Screwfix	Trade House	114.57	Mead Avenue	EC4N 7BP	
SHCE Ltd T/A The Sheriffs Office	Airport House	101.99	Purley Way	Southport	PR8 0SF
Shred It	2nd floor, Corner House,	90.00	177 Cross Street	Houndstone Business Park	BA22 8RT
Skip Hire UK	PO Box 225	1,350.00	Telford	Croydon	CR00XZ
Solent Tower Hire Training	Suite 3, 3 Shawcross Ind Estate	108.24	Ackworth Road	Cheshire	
The Grange Hotel	Barton Road	150.00	Thurston	TF2 2EG	
The Old Golf House Hotel	New Hey Road	350.00	Outlane	Portsmouth	PO3 5JP
Trade UK	Trade House	568.80	Mead Avenue	Suffolk	IP31 3PQ
Verto (UK) Ltd	3 Swallow Court	39.13	Kettering Venture Park	Huddersfield	HD3 3YP
		5,933.40		Yeovil	BA22 8RT
				Northants	NN15 6XX

Baltimore Ltd

Name of Creditor or Claimant	Address --			Amount	Details of Security held by Creditor	Date security given	Value of Security
Total Unsecured Creditors							
				145,464 17			
Other Unsecured Creditors							
Baltimore FM Limited				79,598 90		None	
HM Revenue & Customs (CT)				193,693 21		None	
HM Revenue & Customs (PAYE)				162,721 28		None	
HM Revenue & Customs (VAT)				136,842 34		None	
Total Other Unsecured Creditors							
				572,855 73			
Total Creditors							
				718,319 90			

Baltimore Ltd
Company Shareholders

Name of Shareholder	Address (with postcode)	No of shares held	Nominal Value	Details of Shares held
Grenfell Capital Limited	14, Bentalls Centre, Maldon, Essex, CM9 4GD	25,007	25,007	Ordinary £1 shares
		25,007	25,007	

APPENDIX C

**Summary of Joint Administrators' Receipts and Payments
from 31 July 2015 to 9 September 2015**

	Estimated Financial Position	Fixed	Floating	Total
	£	£	£	£
RECEIPTS				
Debtors	356,000	-	170,000 00	170,000 00
	<hr/>	<hr/>	<hr/>	<hr/>
	356,000	-	170,000 00	170,000 00
	<hr/>	<hr/>	<hr/>	<hr/>
PAYMENTS				
Solicitors' Fees and Expenses		-	24,465 52	24,465 52
		<hr/>	<hr/>	<hr/>
		-	24,465 52	24,465 52
		<hr/>	<hr/>	<hr/>
BALANCE IN HAND		-	145,534 48	145,534 48
		<hr/>	<hr/>	<hr/>

APPENDIX D

Baltimore Ltd - In Administration
Summary of Joint Administrators' Pre-Appointment Costs

	Director		Senior Manager		Manager 2		Administrator 2		Administrator 3		Administrator 4		Total		Average Hourly Rate £
	Units	Cost £	Units	Cost £	Units	Cost £	Units	Cost £	Units	Cost £	Units	Cost £	Units	Cost £	
Financial Assessment	30	1,350 00	-	-	26	832 00	-	-	-	-	-	-	56	2,182 00	389 64
Strategy & purpose evaluation	170	7,650 00	7	287 00	122	3,904 00	7	161 00	-	-	9	135 00	315	12,137 00	385 30
Preparation of documents	15	675 00	3	123 00	122	3,904 00	3	69 00	-	-	8	120 00	151	4,891 00	323 91
Court related issues	55	2,475 00	-	-	-	-	12	276 00	10	210 00	45	675 00	122	3,636 00	298 03

Total	270	12,150 00	10	410 00	270	8,640 00	22	506 00	10	210 00	62	930 00	644	22,846 00	
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Average Hourly Rate (£)		<u>450 00</u>		<u>410 00</u>		<u>320 00</u>		<u>230 00</u>		<u>210 00</u>		<u>150 00</u>		<u>354 75</u>	
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All Units are 6 minutes

Baltimore Ltd - In Administration
Summary of Joint Administrators' Time Costs from 31 July 2015 to 7 September 2015

	Director		Manager 2		Administrator 2		Administrator 3		Total		Average Hourly Rate £
	Units	Cost £	Units	Cost £	Units	Cost £	Units	Cost £	Units	Cost £	
Statutory & Review	8	360 00	28	896 00	67	1,541 00	-	-	103	2,797 00	271 55
Insurance	-	-	9	288 00	-	-	-	-	9	288 00	320 00
Assets	66	2,970 00	59	1,888 00	1	23 00	-	-	126	4,881 00	387 38
Liabilities	15	675 00	6	192 00	31	713 00	-	-	52	1,580 00	303 85
General Administration	15	675 00	22	704 00	18	414 00	2	42 00	57	1,835 00	321 93
Post Appointment Creditor Reporting	15	675 00	-	-	62	1,426 00	-	-	77	2,101 00	272 86
Investigation	-	-	-	-	3	69 00	-	-	3	69 00	230 00
Appointment	15	675 00	59	1,888 00	-	-	-	-	74	2,563 00	346 35

Total	134	6,030 00	183	5,856 00	182	4,186 00	2	42 00	501	16,114 00
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Average Hourly Rate (£)

450 00	320 00	230 00	210 00	321 64
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All Units are 6 minutes

ADDITIONAL INFORMATION IN RELATION TO THE POLICY OF LEONARD CURTIS REGARDING FEES AND DISBURSEMENTS

The following information relating to the policy of Leonard Curtis is considered to be relevant to creditors

Staff Allocation and Support Staff

We take an objective and practical approach to each assignment which includes active director involvement from the outset. Other members of staff will be assigned on the basis of experience and specific skills to match the needs of the case. Time spent by secretarial and other support staff on specific case related matters, e.g. report despatching, is not charged.

Where it has been agreed by resolution of the secured and/or preferential creditors, a creditors' committee or creditors generally, that the office holders' remuneration will be calculated by reference to the time properly given by the office holders and their staff in attending to matters arising in the appointment, then such remuneration will be calculated in units of 6 minutes at the standard hourly rates given below. In cases of exceptional complexity or risk, the office holders reserve the right to obtain authority from the appropriate body of creditors that their remuneration on such time shall be charged at the higher complex rate given below.

The following hourly charge out rates apply to all assignments undertaken by Leonard Curtis

	Standard £	Complex £
Director	450	562
Senior Manager	410	512
Manager 1	365	456
Manager 2	320	400
Administrator 1	260	325
Administrator 2	230	287
Administrator 3	210	262
Administrator 4	150	187

Subcontractors

Details and the cost of any work which has been or is intended to be sub-contracted out that could otherwise be carried out by the office holders or their staff will be provided in any report which incorporates a request for approval of the basis upon which remuneration may be charged.

Professional Advisors

Details of any professional advisor(s) used will be given in reports to creditors. Unless otherwise indicated the fee arrangement for each is based on hourly charge out rates, which are reviewed on a regular basis, together with the recovery of relevant disbursements. The choice of professional advisors is based around a number of factors including, but not restricted to, their expertise in a particular field, the complexity or otherwise of the assignment and their geographic location.

Disbursements

- a) Category 1 disbursements. These are costs where there is specific expenditure directly referable both to the appointment in question and a payment to an independent third party. These may include, for example, advertising, room hire, storage, postage, telephone charges, travel expenses, and equivalent costs reimbursed to the office holder or his or her staff.
- b) Category 2 disbursements. These are costs that are directly referable to the appointment in question but not to a payment to an independent third party. They may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis, for example, business mileage. In the event of charging for category 2 disbursements the following items of expenditure are recharged on this basis and are believed to be in line with the cost of external provision:

Internal photocopying	10p per copy
General stationery, postage, telephone etc	£100 per 100 creditors/ members or part thereof
Storage of office files (6 years)	£88.75 per box
Room hire	£100
Business mileage	45p per mile

Notice of a meeting of creditors

Name of Company BALTIMORE LTD	Company number 05422927
In the High Court of Justice, London <small>[full name of court]</small>	Court case number 5083 of 2015

(a) Insert full name(s) and address(es) of administrator(s)

Notice is hereby given by (a) A D Cadwallader & N A Bennett of Leonard Curtis

One Great Cumberland Place, Marble Arch, London W1H 7LW

(b) Insert full name and address of registered office of the company

that a meeting of the creditors of (b) BALTIMORE LTD,

One Great Cumberland Place, Marble Arch, London W1H 7LW

(c) Insert details of place of meeting

is to be held at (c) One Great Cumberland Place, Marble Arch, London W1H 7LW

(d) Insert date and time of meeting

on (d) 25 September 2015 at 12 00 noon

The meeting is

* Delete as applicable

an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("the Schedule").

I invite you to attend the above meeting. The resolutions to be taken at the meeting include resolutions specifying the bases upon which the Administrators' remuneration and disbursements are to be calculated, a request that unpaid pre-administration costs may be paid as an expense of the Administration, and specifying the date upon which the Administrators are discharged from liability in respect of any action of theirs as Administrators.

A proxy form is enclosed which should be completed and returned to me by the date of the meeting if you cannot attend and wish to be represented.

In order to be entitled to vote under Rule 2 38 at the meeting you must give to me, not later than 12 00 hours on the business day before the day fixed for the meeting (if you have not already done so), details in writing of your claim.

Signed



A D Cadwallader - Joint Administrator

Dated

9 September 2015

* Delete as applicable

A copy of the proposals is attached

EXTRACTS FROM INSOLVENCY RULES 1986

RULE 2.38(1)

- (1) Subject as follows, at a meeting of creditors in administration proceedings a person is entitled to vote only if -
- (a) he has given to the administrator, not later than 12 00 hours on the business day before the day fixed for the meeting, details in writing of the debt which
 - (i) he claims to be due to him from the company, or
 - (ii) in relation to a member State liquidator, is claimed to be due to creditors in proceedings in relation to which he holds office,
 - (b) the claim has been duly admitted under the following provisions of this Rule, and
 - (c) there has been lodged with the administrator any proxy which he intends to be used on his behalf

Details of the debt must include any calculation for the purposes of rules 2 40 to 2 42 (secured creditors, holders of negotiable instruments, retention of title creditors and hire-purchase, conditional sale and chattel leasing agreements)

RULE 2.43 (1) & (2)

- (1) Subject to paragraph (2), at a creditors' meeting in administration proceedings, a resolution is passed when a majority (in value) of those present and voting, in person or by proxy, have voted in favour of it
- (2) Any resolution is invalid if those voting against it include more than half in value of the creditors to whom notice of the meeting was sent and who are not, to the best of the chairman's belief, persons connected with the company

((i))

Rule 8 1 Insolvency Act 1986
PROXY (ADMINISTRATION)

Insert the name of the company

IN THE MATTER OF BALTIMORE LTD
 and
 IN THE MATTER OF THE INSOLVENCY ACT 1986

Notes to help the completion of the form

Name of creditor

Please give full name and address for communication

Address

Please insert name of person (who must be 18 or over) or the "chairman of the meeting" (see note below) If you wish to provide for alternative proxy-holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

Name of Proxy-holder

1
2
3

Please delete words in brackets if the proxy-holder is only to vote as directed i.e. he has no discretion

I appoint the above person to be my/the creditor's proxy-holder at the meeting of creditors to be held on 25 September 2015 or at any adjournment of that meeting. The proxy-holder is to propose or vote as instructed below [and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion]

Voting instructions for resolutions

* Please delete as appropriate

1 For the acceptance/rejection* of the Administrators' proposals/revised proposals* as circulated

2 For the appointment of _____ of _____ as a member of the creditors' committee

(If no creditors' committee is appointed the following 4 resolutions are to be considered by the general body of creditors)

3 That the basis of the Joint Administrators' remuneration be fixed by reference to the time properly given by the Administrators and their staff in attending to matters arising in the Administration and that they be authorised to draw fees on account of time costs incurred, as and when funds permit

For / Against

4 That unpaid pre-administration costs and disbursements as set out in the Joint Administrators' report dated 9 September 2015 be paid as an expense of the Administration

For / Against

5 That the basis of the recharge of the Joint Administrators' category 2 disbursements be fixed by reference to the rates set out in their report dated _____ and that they be authorised to be reimbursed such disbursements as and when funds permit

For / Against

6 That the Joint Administrators be discharged from liability in respect of any action(s) of theirs as Administrators pursuant to the provisions of paragraph 98(1) of Schedule B1 to the Insolvency Act 1986, immediately upon their appointment ceasing to have effect

For / Against

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the creditor has not signed in person

Position with creditor or relationship to creditor or other authority for signature
