

AM03

Notice of administrator's proposals



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 1 0 1 2 4 1 8 2

Company name in full Afan Valley Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) Philip Francis

Surname Duffy

3 Administrator's address

Building name/number The Chancery

Street 58 Spring Gardens

Post town Manchester

County/Region Greater Manchester

Postcode M 2 1 E W

Country United Kingdom

4 Administrator's name ①

Full forename(s) Sarah Helen

Surname Bell

① Other administrator

Use this section to tell us about
another administrator.

5 Administrator's address ②

Building name/number The Chancery

Street 58 Spring Gardens

Post town Manchester

County/Region Greater Manchester

Postcode M 2 1 E W

Country United Kingdom

② Other administrator

Use this section to tell us about
another administrator.

AM03

Notice of Administrator’s Proposals


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Statement of proposals

<input checked="" type="checkbox"/>	I attach a copy of the statement of proposals	
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7

Sign and date

Administrator’s Signature	Signature ✕  ✕	
Signature date	<div><div><div>d</div><div>1</div></div><div><div>d</div><div>7</div></div></div> <div><div>m</div><div>0</div></div> <div><div>m</div><div>2</div></div> <div><div>y</div><div>2</div></div> <div><div>y</div><div>0</div></div> <div><div>y</div><div>2</div></div> <div><div>y</div><div>1</div></div>	

AM03

Notice of Administrator's Proposals



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 Heather Barnes

Company name Duff & Phelps Ltd.

Address The Chancery

58 Spring Gardens

Post town Manchester

County/Region United Kingdom

Postcode M 2 1 E W

Country

DX

Telephone 0161 827 9000



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 and dated the form.



Important information

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



Where to send

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

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



Further information

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

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

Joint Administrators' Report to Creditors and Statement of Proposals

17 February 2021

Afan Valley Limited
(In Administration)

Joint Administrators' Statement of Proposals for the period from 16 August
2020 to 17 February 2021

Duff & Phelps Ltd.
The Chancery
58 Spring Gardens
Manchester
M2 1EW

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1. Introduction

The Joint Administrators were appointed on the Appointment Date by order of the Court.

This report is the Joint Administrators' statutory Statement of Proposals. It sets out the circumstances leading up to their appointment and their strategy for achieving the purpose of the Administration.

You will find other important information in this report such as the proposed basis of the Joint Administrators' remuneration.

A glossary of the abbreviations and definitions used throughout this document is attached at Appendix 10.

Please also note that an important legal notice about this statement of Proposals is attached at Appendix 11.

These Proposals are deemed delivered to Creditors within 2 business days of the date of this report.

2. Creditor summary

Background

Statutory information on the Company and a summary of their financial history is included at Appendix 1.

The Company was incorporated on 14 April 2016 as a vehicle to purchase the Land.

Gavin Woodhouse is the sole director of the Company.

NPD is the sole shareholder of the Company.

Events leading up to Administration

The Joint Administrators were previously appointed on 16 August 2019 by order of the Court.

The Former Joint Administrators sought approval from the Secured Creditor of the Company for the extension of the Administration for a 12 month period.

Approval for the extension of the 12 month period was received from the Secured Creditor on the 16 June 2020 meaning the Administration was extended to 15 August 2021.

However, it subsequently transpired that the Joint Administrators were required to gain consent from the investors who have agreements for lease but do not hold completed leases, these investors in this category may have liens and could be secured creditors of the Company and their consent had not been obtained and therefore the Administration had automatically come to an end on 16 August 2020.

The Joint Administrators made an application to Court and a subsequent Administration order was obtained on 18 December 2020 with retrospective effect from 16 August 2020.

Appointment

Philip Duffy and Sarah Bell were appointed Joint Administrators of the Company on the Appointment Date by Order of the Court.

The appointment was sealed and endorsed in the High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List (ChD), Manchester District Registry under Court number CR-2020-4486 of 2020.

Trading

The Company never traded.

Asset realisations

The principal asset of the Company is the Land.

The Company proposed the development of an outdoor adventure park at a 450-acre site in the Neath Port Talbot area of Wales, the Land formed part of this proposed site. The scheme proposed four 'activity zones' offering, amongst other things: downhill skiing, water sports, high-wire forest adventures, off-road biking, survival training, trampolining and surfing.

It is an off-plan property development scheme, whereby investments were being solicited for the purchase of plots of land on which lodges were to be constructed, as well as for 100 rooms in the proposed Treetops Hotel and Spa and the 400 residential lodges themselves.

Further information is available in Section 5 of this report.

Fees and expenses

It is proposed that the Joint Administrators' fee basis is based on time costs incurred by them and their staff in dealing with matters that arise during the Administration.

Due to the retrospective appointment time costs are not being charged in respect of the initial appointment formalities, including the preparation and distribution of these proposals.

The Joint Administrators propose to seek approval from the Secured Creditors for the Post Administration fee estimate of £279,618.

This fee estimate was provided in the Original Administration and following the retrospective appointment the estimate also applies to this Administration.

Further information in respect of fees and expenses is provided at Section 6.1.1 of this report.

Dividends

In consideration for monies advanced under a loan facility the Company granted 360 Mi a debenture on 19 December 2017, which confers fixed charges over the Land comprising title CYM471819.

At the date of this report, the charge remains outstanding. However, it has been confirmed that there is no outstanding indebtedness to 360 Mi as the debt was settled in January 2019.

In consideration for the monies advanced under a loan facility the Company granted Mr Mishon a debenture on 14 January 2019, which confers fixed charges over the Land comprising title CYM471819.

The indebtedness to Mr Mishon at the Appointment Date was approximately £380,000 plus any accruing interest.

At this stage it is anticipated that there will be a distribution available to Mr Mishon.

Where an investor has paid substantially all of the purchase price of a lease but not received a completed lease then they may hold an equitable lien in respect of the hotel property and this is classed as a form of security under the Act.

This matter is being investigated by the Joint Administrators and their Solicitors and should this security be valid, there may be a distribution to these investors from the proceeds of sale of the property if there is a surplus after costs and after any secured entitlement of Mr Mishon has been accounted for.

The Company does not employ any staff and therefore there are no preferential creditors.

Until a sale of the Land is completed, it is uncertain whether there will be sufficient realisations to enable a distribution to be made to the Unsecured Creditors of the Company. However, based on current information the Joint Administrators currently believe the Company will have insufficient property to enable a distribution to be made to Unsecured Creditors.

Anticipated exit from Administration

At this stage the Joint Administrators anticipate that the most likely exit route will be via dissolution of the Company.

Approval of Proposals

In accordance with Paragraph 52 (1)(b), the Joint Administrators' Proposals will be deemed approved and a Creditors' decision on the approval of these Proposals will not be sought as the Joint Administrators currently believe the Company will have insufficient property to enable a distribution to be made to Unsecured Creditors, other than via the Prescribed Part, if any.

On the expiry of eight business days from the date that the Proposals are delivered to the Creditors, the Joint Administrators' Proposals will be deemed to have been approved by the Creditors unless Creditors whose debts amount to at least 10% of the total debts of the Company request that a decision procedure is convened.

Further information of the steps required to convene a procedure are detailed at Appendix 8.

This document in its entirety is our Statement of Proposals. A summary list of the Proposals is included in Section 9, together with the relevant statutory information by way of appendices. Unless otherwise stated, all amounts in these Proposals are stated net of VAT.

3. Background

Statutory information on the Company is included at Appendix 1.

Prior to the appointment of the Former Joint Administrators, Duff & Phelps were engaged by certain investors to submit an Administration application against the Company.

The Former Joint Administrators submitted the application to Court and the judge appointed them as Interim Managers of the Company on 4 July 2019. This was to allow the Interim Managers to investigate the viability of the scheme that was being operated by the Company and to evaluate the Company's financial position.

The Company had obtained investment from, principally, private individuals in the UK and overseas, into an investment scheme for the construction and operation of 400 residential lodges, as well as 100 rooms in the proposed Treetops Hotel and Spa.

It was apparent that the investors' money had been misapplied, the investment scheme had not been completed and there appeared to be little chance that this would have been completed as the Company was insolvent.

The Company has no trading business or source of income, had incurred significant administrative expenses at the date of the appointment of the Interim Managers and had no apparent means of meeting its administrative expenses or making payments to investors in respect of their returns other than through the raising of further investment monies.

At the time that the Company first began to solicit investment for the scheme in, at the latest, early 2017, planning permission for the proposed development had not been applied for or obtained and outline planning permission was not obtained for the scheme until March 2019 by which point the Company had already raised in excess of £2.5m from investors.

Despite the funds raised and the land owned by the Company, the Company's accounts show that for all financial periods for which accounts have been filed, the Company has been substantially balance sheet insolvent.

4. Events leading up to the Administration

Following the review carried out by the Interim Managers, in order to protect the business and assets of the Company, the Director appointed the Joint Administrators over the Company on 16 August 2019.

As detailed at section 2 of this report, that Administration came to an automatic end on 16 August 2020 and a subsequent Administration order was obtained on 18 December 2020 with retrospective effect from 16 August 2020.

4.1 Actions prior to appointment

The Joint Administrators were previously appointed on 16 August 2019 by the order of the Court.

The Former Joint Administrators' sought approval from the Secured Creditor of the Company for the extension of the Administration for an 12 month period.

Approval for the extension of the 12 month period was received from the Secured Creditor on the 16 June 2020 meaning the Administration was extended to 15 August 2021.

However, it subsequently transpired that the Joint Administrators were required to gain consent from the investors who have agreements for lease but do not hold completed leases, these investors in this category may have liens and could be secured creditors of the Company and their consent had not been obtained and therefore the Administration had automatically come to an end on 16 August 2020.

The Joint Administrators made an application to Court and a subsequent Administration order was obtained on 18 December 2020 with retrospective effect from 16 August 2020.

The Joint Administrators considered the position prior to accepting the appointment and having regard to the Insolvency Practitioners Association's ethical guidelines, considered that there were no circumstances preventing them from accepting the appointment.

5. Strategy and progress of the Administration to date

5.1 Purpose of the Administration

The purpose of an Administration is to achieve one of the following hierarchical objectives:

- Rescuing the company as a going concern, or
- 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
- Realising property in order to make a distribution to one or more secured or preferential creditors.

The first objective will not be achieved as there are insufficient funds and assets available to enable the Company to be rescued as a going concern.

The second objective may not be achievable as there is no evidence to suggest that it is likely that a better result for the Company's creditors as a whole will be achieved than if the Company was wound up

The Joint Administrators are pursuing the third objective as it is anticipated that a distribution will be paid to one or more of the Secured Creditors of the Company following the sale of the Land.

The Joint Administrators' Proposals for achieving the purpose of the Administration are set out in the remainder of this report.

5.2 Progress of the Administration

The manner in which the affairs and business of the Company have been managed since the appointment of Joint Administrators, and will continue to be managed and financed, are set out below.

Asset realisations

5.2.1 Land

The Afan Valley Site comprises three parcels of land registered at HM Land Registry under title numbers WA519567, CYM471819 and CYM60212.

The Land Registry titles for the Land disclose that the land comprising title WA519567 was acquired by Ontaris Resources Inc., a BVI registered company, on 17 April 2008 for a price of £250,000 and remains in that company's ownership. A Unilateral Notice in favour of the Company, under its former name of Caerau Parc Limited, was registered against the title on 8 March 2017 in respect of a contract for the sale of that land to the Company dated 1 August 2016.

The Former Joint Administrators commenced investigations into this contract and the circumstances surrounding it and these investigations will be continued in the Administration.

The Land comprising title CYM471819 was acquired by the Company on 22 December 2017 for a price of £25,000. The Land is subject to a restriction on disposition pursuant to a charge dated 19 December 2017 in favour of 360 Mi.

The land comprising title CYM60212 was transferred to Mr Mishon on 15 April 2014 and remains in his ownership. No details are given regarding the price paid on that transfer and the title instead confirms that a price of £180,000 was paid for this land on 12 February 2002.

The Former Joint Administrators had been in discussions with major stakeholders including the former planning consultant and operation management team, the Local Council, the Welsh Government and the Secured Creditors. Two interested parties have been identified who are interested in taking the project forward and discussions will continue to market the Land and the project as appropriate.

5.2.2 Intercompany debts

According to the Company's books and records at the Appointment Date, there are several outstanding debts due to the Company from associated companies in the NPD group.

As part of the detailed investigations carried out in the Original Administration, a full reconciliation of the intercompany position was completed and the total balance due is £5,800,000.

All of the associated companies are in formal insolvency processes and it is uncertain whether any of the inter-company debts are recoverable.

5.3 Investigations

The Joint Administrators have a statutory obligation to file a report with the Insolvency Service regarding the conduct of all Directors that held office in the three years prior to the Administration. This report must be filed within three months of the date of appointment and the content of this report is confidential.

The former Joint Administrators filed the report with the Insolvency Service on 4 November 2019.

As the appointment was made by the Court retrospectively, the three month period for filing this report had passed. The Joint Administrators have contacted the Insolvency Service for confirmation on the position and it was confirmed that no further report is required.

Investigations into the Company also form part of the detailed investigations being carried out by the Joint Administrators of NPD which remain ongoing. Following the conclusion of these investigations, a further report may be made to the Insolvency Service.

If any Creditor has any information concerning the Company's affairs that they would like to bring to the Joint Administrators' attention, please do so by writing to Heather.Barnes@DuffandPhelps.com or Duff & Phelps Ltd. The Chancery, 58 Spring Gardens, Manchester, M2 1EW.

5.4 Cost of realisations

A Receipts and Payments account is attached at Appendix 3. There have been no realisations or payments made in the Administration since the Appointment Date.

6. Joint Administrators' fees and expenses and pre-Administration costs

6.1 Estimated fees and expenses

6.1.1 Fees

It is proposed that the Joint Administrators' fee basis is based on time costs. Time is charged in six minute units.

Time costs incurred since the date of the Court Order on 18 December 2020 total £11,600 representing 33 hours at an average hourly rate of £349. Please note that due to the retrospective appointment, time costs are not being charged in respect of the initial appointment formalities including the preparation and distribution of these proposals.

However a provision was made in the Administration Order for remuneration, expenses and disbursements incurred in the period between the date of expiry of the first administration on 16 August 2020 and the date of the order being 18 December 2020 to be treated as remuneration in the Administration.

The Joint Administrators propose to seek approval from the Secured Creditors. This may include the investors where an investor has paid substantially all of the purchase price of a lease but not received a completed lease as they may hold an equitable lien and this is classed as a form of security under the Act.

The Joint Administrators have sought direction from the Solicitors in respect of the extent and validity of these investors' security.

The amount proposed to be drawn in fees over the life of the case by the Administrators is shown in the 'Fee Estimate' at Appendix 6 and totals £279,618. The total amount indicated effectively acts as a cap on the level of fees to be drawn by the Joint Administrators. If circumstances change and the Joint Administrators propose to draw further fees in the future, they will seek the appropriate approval from Creditors at a later date.

Creditors may recall these updated fee estimates were issued to creditors as part of the Original Administration in October 2020. Following the Court application and the retrospective appointment from 16 August 2020, as the work from the Original Administration is expected to continue in the current Administration this fee estimate applies to both the Original Administration and current Administration.

The time costs incurred in the Original Administration total £184,113 representing post appointment time costs totalling £79,867 representing 261 hours at an average hourly rate of £306 and specialist investigation time totalling £104,246 representing 259 hours at an average hourly rate of £403.

Time costs incurred in the period between 16 August 2020 and 18 December 2020 total £44,710 representing post appointment time costs totalling £32,427 representing 85 hours at an average hourly rate of £384 and specialist investigation time totalling £12,284 representing 30 hours at an average hourly rate of £416.

Further details of these time costs are provided at Appendix 4.

No fees have been drawn in the Original Administration and approval of the Former Joint Administrators' fees is currently being sought from the Court.

Also attached at Appendix 6 is the Fees Narrative, a summary of key issues, to assist Creditors in understanding the strategy of the Administrators, the associated costs and expenses of the related activities and the financial benefit to Creditors. Further details of assets and liabilities and the estimated return to Creditors, if any, are in the body of this report.

6.1.2 Expenses

The Joint Administrators' estimate the expenses of the Administration to total approximately £194,847 as detailed in the 'Expenses Estimate' at Appendix 7.

This illustrates the estimated expenses for the whole of the Administration and is for information purposes only. No approval is required by Creditors. This Estimate may change over the course of the Administration, but Creditors will be informed of any variations with associated reasons in future Progress Reports.

This expenses estimate has carried over from the Original Administration as the work carried out by the Joint Administrators professional advisors and other third parties is expected to continue in the Administration.

Until a sale of the Land is completed, there are insufficient funds to discharge these expenses and no expenses were paid in the Original Administration.

6.1.3 Additional information

Also attached at Appendix 6 is the "Fees Narrative", a summary of key issues, to assist Creditors in understanding the strategy of the Joint Administrators, the associated costs and expenses of the related activities and the financial benefit to Creditors. Further details of assets and liabilities and the estimated return to Creditors, if any, are in the body of this report.

Details of how to obtain further information relating to the fees and disbursements of the Joint Administrators is set out in Appendix 8.

6.2 Statement of pre-Administration costs

Pre-Administration costs are fees, charges and expenses incurred by the Joint Administrators or their firm, or another person qualified to act as an insolvency practitioner, before the Company entered Administration but with a view to it doing so.

The Joint Administrators have not incurred any pre-Administration costs or expenses.

7. Dividends prospects

7.1 Secured Creditors

360 Mi Limited

In consideration for monies advanced under a loan facility the Company granted 360 Mi a debenture on 19 December 2017, which confers fixed charges over the Land comprising title CYM471819

At the date of this report, the charge remains outstanding. However, it was confirmed in the Original Administration that there is no outstanding indebtedness to 360 Mi as the debt was settled in January 2019.

The Joint Administrators will request that 360 Mi satisfy the charge at Companies House.

Clive Mishon

In consideration for the monies advanced under a loan facility the Company granted Mr Mishon a debenture on 14 January 2019, which confers fixed charges over the the Land comprising title CYM471819.

The indebtedness to Mr Mishon at the Appointment Date was approximately £380,000 plus any accruing interest.

At this stage it is anticipated that there will be a distribution available to Mr Mishon following a sale of the Land. It is uncertain whether there will be funds available to repay Mr Mishon in full under the security.

Where an investor has paid substantially all of the purchase price of a lease but not received a completed lease then they may hold an equitable lien in respect of the hotel property and this is classed as a form of security under the Act.

This matter is being investigated by the Joint Administrators and their Solicitors and should this security be valid, there may be a distribution to these investors from the proceeds of sale of the property if there is a surplus after costs and after any secured entitlement of Mr Mishon has been accounted for.

7.2 Preferential Creditors

The Company did not employ any staff and therefore there are not anticipated to be any preferential claims in the Administration.

7.3 Unsecured Creditors

According to the Joint Administrators' Estimated Financial Position prepared by the Former Joint Administrators, Unsecured Creditors total £245,606 and claims totalling £40,220 were received in the Original Administration.

Until a sale of the Land is completed, it is uncertain whether there will be sufficient realisations to enable a distribution to be made to the Unsecured Creditors of the Company. However, based on current information the Joint Administrators currently believe the Company will have insufficient property to enable a distribution to be made to Unsecured Creditors.

If not already done so creditors of the Company should complete the proof of debt form at Appendix 9 and return same to the Joint Administrators.

7.3.1 Prescribed part

The Company has not granted any floating charges and therefore the Prescribed Part will not apply.

8. End of Administration

8.1 Exit from Administration

You will note from the Proposals section 9 below that the Joint Administrators have left the choice of exit route from Administration open so that an alternative strategy can be adopted, should this prove more appropriate at the time.

However, at this stage the Joint Administrators anticipate that the most likely exit route will be dissolution for the reasons set out below.

The Joint Administrators have formed the view that once all the outstanding Administration matters have been finalised, and all liabilities incurred during the Administration have been discharged, there will be insufficient funds available to allow a distribution to Unsecured Creditors.

Once all outstanding matters have been satisfactorily completed by the Joint Administrators, they will give notice to the Registrar of Companies to the effect that the Company has no remaining property to realise which might permit a distribution to its Unsecured Creditors, at which stage the Administration will cease. The Company will be dissolved three months following the registration of the notice at the Registrar of Companies.

8.2 Discharge of liability

The Joint Administrators propose to seek approval from Secured Creditors that they will be discharged from liability in respect of any actions as Joint Administrators upon filing their final Receipts and Payments account with the Registrar of Companies or their appointment otherwise ceasing.

Discharge does not prevent the exercise of the Court's power in relation to any misfeasance action against the Joint Administrators.

Should the circumstances of the Administration change, the Joint Administrators reserve the right to revert to the Unsecured Creditors in order to obtain discharge of liability.

9. Joint Administrators' Proposals

9.1 Approval of Proposals

The Joint Administrators' Proposals will be deemed approved and a Creditors decision on the approval of these Proposals will not be sought as the Joint Administrators believe the Company will have insufficient property to enable a distribution to be made to Unsecured Creditors, as detailed in section 7.3.1.

On the expiry of eight business days from the date that the Proposals are delivered to the Creditors, the Joint Administrators' Proposals will be deemed to have been approved by the Creditors unless Creditors whose debts amount to at least 10% of the total debts of the Company request that a decision procedure is convened.

Further information of the steps required to convene a procedure are detailed at Appendix 8.

9.2 Creditors' Committee

A Creditors' Committee will not be established unless requested by the Creditors and sufficient Creditors are willing to act as members of the committee.

The minimum number of committee members is three and the maximum is five. Please note that any previous Creditors' Committee that was set up was dissolved following the expiry of the 1st Administration and a new Committee must be established.

The Creditors' Committee represents the interest of the Creditors as a whole rather than the interests of individuals.

The statutory function of the Creditors' Committee is to assist the Joint Administrators with discharging their responsibilities, including the approval of:

- The basis of remuneration;

- The drawing category 2 disbursements;
- The payment of unpaid pre-Administration costs;
- The discharge from liability of any actions taken as Joint Administrators.

Please note that members of the Creditors' Committee are not paid for their time. In order to enable Creditors to make an informed decision, a guidance note on the rights, duties and the functions of Committees can be found at the following link: <https://www.duffandphelps.co.uk/-/media/assets/pdfs-international/uk/creditors-guide/a-guide-for-creditors-march-2017.ashx?la=en-gb&hash=33FCAF379D2B3977216E2D41DB2FFC2F762522E1>.

If you would prefer to be sent a paper copy, please contact Heather Barnes of this office.

Please note that a Creditors' Committee was formed in the Original Administration. The Creditors' Committee has not automatically transferred to the Administration. The Creditors' Committee will be contacted in respect of their interest in forming a Creditors' Committee in the Administration.

Documentation including Creditors Committee Nomination Form has been made available on the Duff & Phelps website.

9.3 Creditors' rights

The Joint Administrators will use a decision making procedure to seek approval of their Proposals if requested by Creditors whose debts amount to at least 10% of the total debts of the Company and the relevant procedures are followed.

Creditors who meet one of the thresholds set out in the Insolvency Act 1986 may, within five business days from the date of delivery of this notice, require a physical meeting to be held to consider the proposed decision(s). The statutory thresholds for requesting a meeting are 10% in value of creditors, 10% in number of creditors, or 10 creditors.

Further information on Creditors' rights to request a decision or physical meeting and the relevant procedures required is provided on Appendix 8, Statement of Creditors Rights.

In addition, the statement also sets out information on the remuneration and disbursements of the Joint Administrators.

9.4 Summary of Proposals

The Joint Administrators will use a decision making procedure to seek approval of their Proposals if requested by Creditors whose debts amount to at least 10% of the total debts of the Company and the relevant procedures are followed.

Creditors who meet one of the thresholds set out in the Insolvency Act 1986 may, within five business days from the date of delivery of this notice, require a physical meeting to be held to consider the proposed decision(s). The statutory thresholds for requesting a meeting are 10% in value of creditors, 10% in number of creditors, or 10 creditors.

Further information on Creditors' rights to request a decision or physical meeting and the relevant procedures required is provided on Appendix 8, Statement of Creditors Rights.

In addition, the statement also sets out information on the remuneration and disbursements of the Joint Administrators.

9.4.1 General

- To continue to deal with such outstanding matters in relation to the Company as the Joint Administrators consider necessary until such time as the Administration ceases to have effect;
- To do all such other things and generally exercise all of their powers as contained in Schedule 1 of the Act, as they, in their sole and absolute discretion, consider desirable or expedient in order to achieve the purpose of the Administration;
- To investigate and, if appropriate, pursue any claims the Company may have for the benefit of the Company's Creditors; and
- Seek an extension to the Administration period if considered necessary.

9.4.2 Distributions

- To make distributions to the Secured Creditors where funds allow;
- To make distributions to the Unsecured Creditor from the prescribed part, where applicable.
- To make further distributions to the Unsecured Creditors over and above the prescribed part, if funds become available and apply to court for authority to do so, where applicable.

That the Joint Administrators might use any or a combination of the following exit route strategies in order to bring the Administration to an end:

- Place the Company into Creditors' Voluntary Liquidation if deemed appropriate. It is proposed that the Joint Administrators, currently Philip Duffy and Sarah Bell of Duff & Phelps would act as Joint Liquidators should the Company be placed into Creditors' Voluntary Liquidation. The Creditors may nominate a different person as the proposed Liquidator, provided the nomination is received at this office prior to the approval of these Proposals. Any action required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of them;
- Petition the Court for a winding-up order placing the Company into Compulsory Liquidation if deemed appropriate. It is proposed that the Joint Administrators, currently Philip Duffy and Sarah Bell of Duff & Phelps would act as Joint Liquidators should the Company be placed into Compulsory Liquidation without further recourse to Creditors. Any action required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of them;
- Take the necessary steps to give notice of move from Administration to dissolution with the Registrar of Companies because (1) the Company has no remaining property which might permit a distribution to its Creditors, and (2) all outstanding matters have been satisfactorily completed.

9.4.4 Remuneration and pre-Administration costs

- That the Joint Administrators' remuneration be fixed by reference to the time properly given by them and their staff in attending to matters arising in the Administration.
- That the Joint Administrators' Fee Estimate provided in Appendix 4 in the total sum of £279,618 is approved;
- That the Joint Administrators be authorised to draw their company's internal costs and expenses in dealing with the Administration ("Category 2 Disbursements"), which have been charged in accordance with Duff & Phelps policy, as set out in Appendix 7;

- Where a Creditors' Committee is formed, The Joint Administrator's will seek to obtain approval from the Creditors' Committee.

9.4.5 Discharge of liability

- That the Joint Administrators be discharged from all liability in respect of any actions as Joint Administrators upon filing their final Receipts and Payments account with the Registrar of Companies or their appointment otherwise ceasing.
- Where a Creditors' Committee is formed, The Joint Administrator's will seek to obtain approval from the Creditors' Committee.

If you require further information or assistance, please do not hesitate to contact Heather Barnes.



Philip Duffy
Joint Administrator

Enc.

The affairs, business and property of the Company are being managed by the Joint Administrators, Philip Francis Duffy and Sarah Helen Bell, who act as agents for the Company and without personal liability. Both are licensed by the Insolvency Practitioners Association.

Appendix 1 – Statutory information

COMPANY INFORMATION

Company and trading name	Afan Valley Limited	
Date of incorporation	14 April 2016	
Registered Number	10124182	
Company Director	Gavin Woodhouse	
Shareholders	Northern Powerhouse Developments Adventure Resorts Limited – 100% shareholder	
Trading address	Unit D2, Elland Riorges Link Lowfields Business Park Elland HX5 9DG	
Registered office	Current: c/o Duff And Phelps Ltd The Chancery 58 Spring Gardens Manchester M2 1EW	Former: Unit D2, Elland Riorges Link Lowfields Business Park Elland HX5 9DG

ADMINISTRATION INFORMATION

Administration Appointment	The Administration appointment granted in High Court of Justice Business and Property Courts of England and Wales, 4269 of 2019	
Appointor	The Court	
Date of Appointment	16 August 2019	
Joint Administrators	Philip Duffy and Sarah Bell	
Original purpose	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	
Functions	The functions of the Joint Administrators are being exercised by them individually or together in accordance with Paragraph 100(2) of Schedule B1	
Current Administration expiry date	15 August 2020	
Prescribed Part	The Prescribed Part is not applicable in this case.	
Application of EC Regulations	EC Regulations apply and these proceedings will be the Main Proceedings as defined in Article 3 of the EC Regulations.	

Appendix 2 – Receipts and Payments account

**Afan Valley Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments
To 17/02/2021**

S of A £	£	£
		NIL
REPRESENTED BY		NIL

Note:

Appendix 3 – Statement of Affairs

The Former Joint Administrators requested that Gavin Woodhouse provide a Statement of Affairs in the Original Administration. This has not been received because.

In the absence of a Statement of Affairs the Joint Administrators attach a schedule of Creditors' names and addresses and an estimated statement of the Companies assets and liabilities at the Appointment Date.

The information has been extracted from the Company's books and records. The Joint Administrators have not carried out any audit or detailed verification work on the information provided and the figures do not include the costs of the Administration.

Employee claims and consumer creditors who have pre-paid deposits for goods or services are summarised. Full details are available on request

The actual level of asset recoveries and claims against the Company might differ materially from the amounts included in the financial information in this statement.

Insolvency Act 1986
Afan Valley Limited (In Administration)
Estimated Statement Of Assets & Liabilities as at 16 August 2019

	Book Values £	Estimated to Realise £
Assets Subject to Fixed Charge		
Land	972,000	Uncertain
Less: Mr Mishon		(380,000)
Surplus/(Deficiency) c/d		(380,000)
Uncharged Assets		
Intercompany Loans	3,794,000	Uncertain
Trade Debtors	50,346	Uncertain
Funds Available to Preferential Creditors	3,844,346	-
Less: Preferential Creditors		-
Estimated Funds Available to Non-Preferential Creditors		-
Less: Non-Preferential Claims		
Trade and Expense Creditors	-	(245,606)
Intercompany Creditors	-	(498,081)
Loans Less than One Year	-	
Investor Buyback Provision	-	(13,617,215)
Estimated Liability to Non-Preferential Creditors		(14,360,902)
Issued and Called Up Share Capital		(100)
Estimated Liability to Shareholders		(14,361,002)

Duff & Phelps Ltd.
Afan Valley Limited
A5 - Unsecured Creditors Statement of Affairs Figures

Key	Name	£
C300	360 MI Ltd The Print Rooms London SE1 0HL	23,460.00
CB00	Bear Grylls Survival Academy The oak suite Guardian House Borough Road Surrey GU7 2AE	64,368.00
CB01	Bright Aspect Ltd	12,000.00
CC00	Clive Mishon 10 Spaniards Close London NW11 6TH	6,270.00
CM01	Clive Mishon 1a Lonsdale Road London N1 1EN	0.00
CE03	Elite Investor Club 19 & 20 Station Point 121 Sandycombe Road Richmond Surrey TW9 2AD	11,520.00
CE02	Elite Investor Property Limited 19+20 Station Point 121 Sandycombe Road Richmond TW9 2AD	0.00
CG02	Golby + Luck 207 Leicester Road Ibstock Leicestershire LE67 6HP	660.00
CP09	Jamie Pyper Nineteen47 Chartered Town Planners & Urban Designers 106 Micklegate York YO1 6JX	0.00

Duff & Phelps Ltd.
Afan Valley Limited
A5 - Unsecured Creditors Statement of Affairs Figures

Key	Name	£
CL02	LimeTransport 5A Andrews Buildings Stanwell Road Penarth Vale of Glamorgan CF64 2AA	3,840.00
CM00	Metis Law 84 Albion Street Leeds LS1 6AD	2,403.00
CN00	Nineteen47 Limited Blake House 18 Blake Street York YO1 8QG	18,859.48
CP08	Properties of the World 112 Boundary Road London NW8 0RH	28,020.00
CS02	Select Resorts Ltd 1st Floor Unit 1, Old Generator House Bourne Vally Road Poole BH12 1DZ	61,800.00
CW05	Williams & Co Merchant House 24 Cheapside Wakefield WF1 2TF	8,700.00
CW04	Williamson & Croft Barnett House 53 Fountain Street Manchester M2 2AN	600.00
CW06	Wood Richardson Royden House 156 Haxby Road York YO31 8JN	735.60

Duff & Phelps Ltd.
Afan Valley Limited
A5 - Unsecured Creditors Statement of Affairs Figures

Key	Name	£
CW07	WYG Planning Limited Rowe House 10 East Parade Harrogate HG1 5LT	2,370.00
CW08	WYG Planning Limited 3 Sovereign Square Sovereign Street Leeds LS1 4ER	0.00
19 Entries Totalling		245,606.08

@ - Denotes associate/excluded creditor

Appendix 4 – Time cost for the Original Administration
Time costs for the period from 16 August 2020 to 18 December 2020
Time costs for the period from 18 December 2020 to 17 February 2021

108631 AFAN VALLEY LIMITED

ANALYSIS OF TIME COSTS FOR THE PERIOD 16/08/2019 to 15/08/2020

ADM-Admin. - Post Appt.

Classification of Work Function	Hours					Total Hours	Time Cost £	Avg Hourly Rate £
	Managing Director	Manager	Senior	Assistant	Support			
Administration and Planning								
Case review & Case Diary management	2.50	1.75	0.00	3.25	0.00	7.50	2,631.75	350.90
Cashiering & accounting	0.00	0.00	0.00	4.25	0.00	4.25	747.00	175.76
IPS set up & maintenance	0.00	0.00	0.00	0.50	0.00	0.50	57.50	115.00
Insurance	0.00	0.00	0.00	0.80	0.00	0.80	159.00	198.75
Statutory matters (Meetings & Reports & Notices)	1.30	4.50	8.25	61.70	0.00	75.75	17,723.25	233.97
Strategy planning & control	11.20	0.50	17.70	33.00	0.00	62.40	20,833.50	333.87
Creditors								
Communications with Creditors / Employees	2.50	0.00	2.00	29.80	0.00	34.30	8,189.00	238.75
Creditors committee	0.70	0.50	8.30	16.55	0.00	26.05	7,494.00	287.68
Non Pref Creditors / Employee claims handling	0.00	0.00	0.00	0.95	0.00	0.95	161.50	170.00
Secured Creditors	0.00	1.00	3.90	0.50	0.00	5.40	2,231.00	413.15
Investigations								
CDDA & reports & Communication	0.00	0.00	0.00	0.55	0.00	0.55	108.00	196.36
Financial review and investigations (S238/239 etc)	0.00	0.00	0.00	0.70	0.00	0.70	80.50	115.00
Forensic Sales Ledger Investigation	0.00	0.00	0.60	1.00	0.00	1.60	444.00	277.50
Realisation of Assets								
Freehold and Leasehold Property	1.00	0.00	1.00	6.50	0.00	8.50	2,535.00	298.24
Other Tangible Assets	15.00	0.00	0.00	0.00	0.00	15.00	9,390.00	626.00
Sale of business	1.00	0.25	14.80	0.30	0.00	16.35	7,081.75	433.13
Total Hours:	35.20	8.50	56.55	160.35	0.00	260.60		306.47
Total Fees Claimed: £	21,644.00	3,108.75	21,751.25	32,057.75	1,305.00		79,866.75	

Category 2 Disbursements:

106396 AFAN VALLEY LIMITED

ANALYSIS OF TIME COSTS FOR THE PERIOD 16/08/2019 to 15/08/2020

Investigations

Classification of Work Function	Hours					Total Hours	Time Cost £	Avg Hourly Rate £
	Managing Director	Manager	Senior	Assistant	Support			
	0.00	121.40	44.80	2.35	90.10	258.65	104,246.10	403.04
Total Hours:	0.00	121.40	44.80	2.35	90.10	258.65		403.04
Total Fees Claimed: £	0.00	64,542.82	16,084.00	643.78	22,975.50		104,246.10	

Category 2 Disbursements:

108631 AFAN VALLEY LIMITED
ANALYSIS OF TIME COSTS FOR THE PERIOD 16/08/2020 to 18/12/2020

ADM-Admin. - Post Appt.

Classification of Work Function	Hours					Total Hours	Time Cost £	Avg Hourly Rate £
	Managing Director	Manager	Senior	Assistant	Support			
Administration and Planning								
Case review & Case Diary management	1.00	0.25	0.00	0.10	0.00	1.35	766.50	567.78
Cashiering & accounting	0.00	0.00	0.00	0.95	0.00	0.95	142.50	150.00
Statutory matters (Meetings & Reports & Notices)	1.00	0.50	0.30	8.05	0.00	9.85	2,671.50	271.22
Strategy planning & control	4.00	0.00	0.00	12.75	0.00	16.75	5,223.50	311.85
Tax Compliance / Planning	0.00	0.10	0.00	0.95	0.00	1.05	221.50	210.95
Creditors								
Communications with Creditors / Employees	0.00	0.00	3.70	8.50	0.00	12.20	4,000.00	327.87
Creditors committee	0.00	0.00	4.30	1.65	0.00	5.95	2,605.50	437.90
Secured Creditors	0.00	0.00	3.50	0.45	0.00	3.95	1,833.50	464.18
Investigations								
Forensic Sales Ledger Investigation	0.00	0.00	0.70	0.00	0.00	0.70	357.00	510.00
Realisation of Assets								
Freehold and Leasehold Property	0.00	0.00	0.00	4.80	0.00	4.80	912.00	190.00
Sale of business	0.00	0.00	27.00	0.00	0.00	27.00	13,693.00	507.15
Total Hours:	6.00	0.85	39.50	38.20	0.00	84.55		383.52
Total Fees Claimed: £	3,900.00	331.50	19,998.00	8,197.00	0.00		32,426.50	

Category 2 Disbursements:

106396 AFAN VALLEY LIMITED

ANALYSIS OF TIME COSTS FOR THE PERIOD 16/08/2020 to 18/12/2020

Investigations

Classification of Work Function	Hours					Total Hours	Time Cost £	Avg Hourly Rate £
	Managing Director	Manager	Senior	Assistant	Support			
	0.00	13.30	1.40	0.00	14.80	29.50	12,283.50	416.39
Total Hours:	0.00	13.30	1.40	0.00	14.80	29.50		416.39
Total Fees Claimed: £	0.00	7,991.50	518.00	0.00	3,774.00		12,283.50	

Category 2 Disbursements:

108631 AFAN VALLEY LIMITED

ANALYSIS OF TIME COSTS FOR THE PERIOD 18/12/2020 to 17/02/2021

ADM-Admin. - Post Appt.

Classification of Work Function	Managing Director	Manager	Hours Senior	Assistant	Support	Total Hours	Time Cost	Avg Hourly Rate
Administration and Planning								
Cashiering & accounting	0.00	0.00	0.00	0.80	0.00	0.80	150.00	187.50
IPS set up & maintenance	0.00	0.00	0.00	1.25	0.00	1.25	187.50	150.00
Statutory matters (Meetings & Reports & Notices)	0.00	0.00	0.00	4.10	0.00	4.10	615.00	150.00
Strategy planning & control	3.00	0.00	0.00	7.45	0.00	10.45	3,702.50	354.31
Creditors								
Communications with Creditors / Employees	0.00	0.00	3.80	5.85	0.00	9.65	3,400.50	352.38
Realisation of Assets								
Freehold and Leasehold Property	0.00	0.00	0.00	0.10	0.00	0.10	25.00	250.00
Sale of business	0.00	0.00	6.90	0.00	0.00	6.90	3,519.00	510.00
Total Hours:	3.00	0.00	10.70	19.55	0.00	33.25		348.86
Total Fees Claimed: £	1,950.00	0.00	5,457.00	4,192.50	0.00		11,599.50	

Appendix 5 – Fee estimate

Fee Estimate

Afan Valley Limited

Analysis of time for the period of the Administration

Classification of Work Function	Managing Director	Manager	Hours			Total Hours	Time Cost (£)	Avg. Hourly Rate (£)
			Senior	Assistant	Support			
Administration and Planning								
Case review and Case Diary management	2.00	2.00	2.00	5.00	0.00	11.00	3,640.00	330.91
Cashiering & accounting	0.50	1.00	0.00	7.50	0.00	9.00	2,320.00	257.78
Closing Matters	1.00	2.00	2.00	5.00	0.00	10.00	3,110.00	311.00
Dealings with Directors and Management	0.50	2.00	3.50	1.00	0.00	7.00	2,432.50	347.50
Insurance	0.00	1.50	2.00	3.00	0.00	6.50	1,920.00	295.38
IPS set up & maintenance	0.00	2.00	0.00	5.00	0.00	7.00	2,010.00	287.14
Statutory matters (Meetings, Reports and Notices)	4.00	8.50	12.00	67.00	0.00	91.50	23,690.00	258.91
Strategy planning & control	8.50	5.00	26.00	40.00	0.00	79.50	22,715.00	285.72
Creditors								
Communications with Creditors/Employees	1.50	1.00	0.50	5.00	0.00	8.00	2,467.50	308.44
Correspondence with Investors	3.50	1.00	4.50	45.00	0.00	54.00	13,067.50	241.99
Creditors Committee	2.00	1.00	9.00	25.00	0.00	37.00	9,355.00	252.84
Non Pref Creditors/ Employee claims handling	0.00	2.00	2.00	5.00	0.00	9.00	2,580.00	286.67
Secured Creditor	1.00	2.00	0.00	0.00	0.00	3.00	1,490.00	496.67
Investigations								
CDDA, reports & Communication	1.50	2.00	3.00	5.00	0.00	11.50	3,660.00	318.26
Disputes & Investigations	0.00	125.00	65.00	15.00	100.00	265.00	135,775.00	512.36
Financial review and investigations (S238/239 etc)	0.00	25.00	25.00	0.00	23.00	73.00	24,990.00	342.33
Realisation of assets								
Book debts	0.00	1.00	2.00	0.00	0.00	3.00	1,050.00	350.00
Freehold & Leasehold Property	0.00	2.00	3.00	9.00	0.00	14.00	3,705.00	264.64
Other Tangible Assets	22.00	0.00	0.00	0.00	0.00	22.00	11,660.00	530.00
Sale of Business	3.00	5.00	14.00	0.00	0.00	22.00	7,980.00	362.73
Total Hours	51.00	191.00	175.50	242.50	123.00	743.00		376.34
Total Estimated Fees: (£)	27,030.00	100,490.00	44,982.50	50,925.00	31,365.00		279,617.50	

Appendix 6 – Fee narrative

Afan Valley Limited – (in Administration) ("the Company")
Fee Estimate for the whole period of the Administration

Philip Duffy and Sarah Bell appointed on 16 August 2020
Administration commenced on 16 August 2020

Introduction

The following information is provided to the Creditors' Committee to enable them to consider and approve the Joint Administrators' remuneration. It is a summary of key issues, to assist Committee in understanding the strategy of the Joint Administrators, the associated costs and expenses of the related activities and the financial benefit to creditors.

Estimated Fees and Expenses

The Joint Administrators propose that their fees will be based on time costs. The Joint Administrators are requesting that the Creditors' Committee authorise the Joint Administrators to draw post-appointment fees at 75% of the Fee Estimate, totalling £279,618, relating to the time properly given by them and their staff in attending to matters arising in the Administration with the balance of the 25% to be determined at the end of the Administration.

The amount expected to be incurred in fees over the life of the case by the Joint Administrators is shown in the Fee Estimate and totals £279,618 being 743 hours which is at an average hourly rate of £376.

The Joint Administrators estimate the expenses of the Administration to total approximately £194,847 (as shown in the Estimated Expenses of the Administration). This illustrates the estimated expenses for the whole of the Administration and is for information purposes (not for approval by any class of creditor). This estimate may change over the course of the Administration, but creditors will be informed of any variations with associated reasons in the Joint Administrators' six-monthly Progress Reports.

Estimated Return to Creditors

Secured Creditors

360 Mi Limited

The Company granted 360 Mi Limited a debenture on 19 December 2017, which contained fixed and floating charges over all of the assets of the Company.

It has since been confirmed that there is no outstanding indebtedness to 360 Mi as the debt was satisfied in January 2019.

Clive Mishon

In consideration for the monies advanced under a loan facility, the Company granted Mr Mishon a debenture on 14 January 2019, containing a fixed and floating charge over all the assets of the Company.

The charge remains outstanding at Companies House. Based on information held at the Appointment Date, it is understood that the indebtedness to Mr Mishon is approximately £380,000 subject to accruing interest and charges.

Costs of £1,490 are currently anticipated to be incurred in respect of the Secured Creditor.

Preferential Creditors

The Company did not employ any staff and therefore has no preferential creditors.

Non-preferential Creditors

Based on current information, it is uncertain whether there will be sufficient realisations to enable a distribution to non-preferential creditors of the Company from the realisations of a sale of the land and the assets of the Company. The quantum and timing of any dividend is dependent on the sale.

Time costs of £27,470 are anticipated in respect of Communications with Creditors/Employees, Correspondence with investors and Communications with the Creditors' Committee and Non-preferential Creditor/Employee claims handling.

Such time will be incurred in respect of corresponding with the Committee, corresponding with all creditors/investors, and reviewing claims.

Such times also includes reviewing the position of the investor claims.

Strategy

Asset Realisation

Land at Afan Valley Resort

As detailed in the Joint Administrators' Proposals, the Joint Administrators have entered into high level discussions with major stakeholders of the Afan Valley Project, including the corporate finance team originally consulted by the Company, the local council, the Welsh Government and Mr Mishon. Such discussions are ongoing and further meetings are planned with the various stakeholders and the planning authority.

It is anticipated that the sum of £23,345 will be incurred largely in relation to discussions with the relevant stakeholders. This also includes dealings with the land and the requirements in dealing with the Section 106 Agreement attached to the existing planning permission.

Inter-Company Debts

According to the Company's books and records, the total debts due to the Company from associated companies was £3,794,000. The Joint Administrators will lodge claims in each of the estates and pursue each debt accordingly. It is anticipated that the sum of £1,050 will be incurred in this respect.

Investigations

It is a statutory requirement that the Joint Administrators provide a report to the Secretary of State on the conduct of the Directors in their management of the Company to determine their fitness to act in such a role.

This will entail a broad level of investigation to ensure that best practice standards are met, and the Fee Estimate reflects this standard. If the Secretary of State then instigates Directors Disqualification proceedings, further time may be expended in providing supporting documents, witness statements etc. Such investigation may or may not lead to further asset recovery so creditors should not assume that this activity will provide a monetary benefit to the Administration estate.

Full details of the investigations to be conducted cannot be disclosed at this stage in order to avoid prejudicing any potential recovery or action in this regard. It is expected that time costs of £164,425 will be incurred over the course of the Administration as per the Fee Estimate.

Investigations into the Company will also form part of the detailed investigations being carried out by the Joint Administrators of Northern Powerhouse Developments Limited and various companies within the Northern Powerhouse Developments Group.

Statutory Compliance and Strategy, Planning and Control

An Administrator is highly regulated, being required to conform to insolvency legislation, industry Best Practice policies (Statements of Insolvency Practice) and relevant case law. Consequently, Administrators are obliged to undertake many activities that do not provide a financial benefit to creditors. Such matters will include, but are not limited to: Anti Money Laundering, Bribery Act and Ethical considerations and checks, statutory advertising, reporting to creditors including fee agreement procedures, obtaining and securing company books and records, Companies House filing, completion and release of insolvency bond, cashiering, accounting and various treasury functions and dealing with the ongoing strategy for the Administration.

It is anticipated that time costs totalling £46,405 will be incurred in dealing with these matters over the course of the Administration as per the Fee Estimate.

Appendix 7 – Expenses estimate

Afan Valley Limited (In Administration)
Joint Administrators' Expenses of the Administration

Company	Activity	Fee Basis	Incurred to Date (£)	Estimated Future Fee (£)	Total (£)
Professional Advisors					
Sanderson Weatherall	Agents - Marketing and valuation advice	Time Costs and Disbursements	5,685	15,000	20,685
Hewlett Swanson	Solicitors - Assisting with the Joint Administrators appointment, and other ad hoc legal matters	Time Costs and Disbursements	56,255	25,000	81,255
Insolvency Risk Services	Insurer - Insurance over the land	Set Rate	840	2,000	2,840
Clive Mishon	Professional Fees - Liaising with the relevant parties in respect of gaining planning permission and funding management project costs	Contingent Basis - Time Costs	58,731	30,000	88,731
TOTAL			121,511	72,000	193,511
Costs					
Duff & Phelps Ltd.		Disbursements	212	500	712
Courts Advertising Limited	Statutory Advertising	Fixed Fee	105	0	105
AON UK Limited	Bond premium	Fixed Fee	20	0	20
Barclays Bank	Bank charges	Set Rate	0	500	500
TOTAL			337	1,000	1,337
TOTAL			121,847	73,000	194,847

The Joint Administrators' choice of professional advisors was based on their perception of the experience and ability of the respective firms/individuals to perform their work, the complexity and nature of the assignment and the basis of their fee.

The above is exclusive of VAT

Appendix 8 – Statement of Creditors' rights

Rule numbers refer to Insolvency (England & Wales) Rules 2016 (as amended)

Section or paragraph numbers refer to Insolvency Act 1986

If you require a copy of any relevant rule or section, please contact Heather.Barnes at Heather.Barnes@DuffandPhelps.com.

Information for Creditors on remuneration and disbursements of Administrators

Information regarding the fees and disbursements of Administrators, including details of the Duff & Phelps' disbursements policy and hourly charge out rates for each grade of staff that may undertake work on this case, is in a document called "A Creditors' Guide to Administrators' Fees". This can be viewed and downloaded from the Joint Administrators' website at:

<https://www.duffandphelps.co.uk/-/media/assets/pdfs-international/uk/creditors-guide/administration-a-creditors-guide-to-insolvency-practitioner-fees-updated.ashx?la=en-gb&hash=007D99D0FCC2E1AAADA98AA36B09E2D94292DBA9>

Should you require a copy, please contact this office.

Creditors may requisition a physical meeting of Creditors for approval of the Joint Administrators' Proposals under Rule 15.6 of the Insolvency (England and Wales) Rules 2016

The Joint Administrators shall summon a physical meeting (1) if asked to do so by (a) creditors whose debts amount to at least 10% of the total debts of the Company or (b) 10% in number of creditors, or (c) 10 creditors, and (2) if the following procedures are followed:

The request for a requisitioned physical meeting must be made within five business days of the date on which the Joint Administrators' Proposals were delivered and include either:

(a) a statement of the requesting creditor's claim together with—

- a list of the creditors or contributories concurring with the request and of the amounts of their respective claims or values, and
- confirmation of concurrence from each creditor; or

(b) a statement of the requesting Creditor's debt and that that alone is sufficient without the concurrence of other Creditors

Creditor/s may be requested to meet the costs of a requisitioned decision and a deposit will be required for this purpose. These costs may be ordered to be paid as an expense of the Administration if the Creditors so resolve.

If you wish to request a physical Creditors' meeting, please complete and return the physical meeting requisition form available on Duff & Phelps website.

Creditors may requisition a decision to be made by all of the Creditors for approval of the Joint Administrator' Proposals under para 52(2) Schedule B1 Insolvency Act 1986

The Joint Administrators shall seek a decision from the Company's Creditors as to whether they approve the Proposals if requested by Creditors of the Company, whose debts amount to at least 10% of the total debts of the Company. Such a request must be received by the Joint Administrators within eight business days of the date on which the Joint Administrator's statement of Proposals is delivered.

The request for a requisitioned decision must include a statement of the purpose of the proposed decision and either—

(a) a statement of the requesting Creditor's claim together with—

- a list of the Creditors or contributories concurring with the request and of the amounts of their respective claims or values, and
- confirmation of concurrence from each Creditor; or

(b) a statement of the requesting Creditor's debt and that that alone is sufficient without the concurrence of other Creditors

Creditor/s may be requested to meet the costs of a requisitioned decision and a deposit will be required for this purpose. These costs may be ordered to be paid as an expense of the Administration if the Creditors so resolve.

A requisitioned decision must be made within 28 days of receiving the deposit or the expiry of 14 days without the Administrator informing the requesting Creditor of the deposit sum.

Appendix 9 – Proof of Debt form

PROOF OF DEBT - GENERAL FORM

Afan Valley Limited- in Administration Company No. 10124182		
Date of Administration: 16 August 2020		
1.	Name of Creditor (If a company please also give company registration number and if non-UK, country of registration)	
2.	Address of Creditor for correspondence	REF
	Contact telephone number of creditor	
	Email address of creditor	
3.	Total amount of claim, including any Value Added Tax, as at the date of administration, less any payments made after this date in relation to the claim, any deduction under R14.20 of the Insolvency (England & Wales) Rules 2016 and any adjustment by way of set-off in accordance with R14.24 and R14.25	
4.	Details of any documents by reference to which the debt can be substantiated (please attach)	
5.	If amount in 3 above includes outstanding uncapitalised interest please state amount	£
6.	Particulars of how and when debt incurred (If you need more space append a continuation sheet to this form)	
7.	Particulars of any security held, the value of the security, and the date it was given	
8.	Particulars of any reservation of title claimed, in respect of goods supplied to which the claim relates	
9.	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	DATE
	Are you the sole member of the creditor?	YES / NO
	Position with or in relation to creditor Address of person signing (if different from 2 above)	
Admitted to vote for £		Admitted for dividend for £
Date		Date
Administrator		Administrator

Appendix 10 – Definitions

Word or Phrase	Definition
360 Mi	360 MI Limited, the holder of a legal charge over certain assets belonging to the Company.
the Act	The Insolvency Act 1986 (as amended)
the Appointment Date	16 August 2020, being the date of appointment of the Joint Administrators
Category 2 Disbursements	The Joint Administrators' internal costs and expenses in dealing with the Administration
the Company	Afan Valley Limited (In Administration) (Company Number: 10124182)
DBEIS	Department for Business, Energy & Industrial Strategy
the Director	Gavin Woodhouse, the sole director of the Company
Duff & Phelps	Duff & Phelps Ltd., The Chancery, 58 Spring Gardens, Manchester, M2 1EW
EC Regulation	EC Regulation on Insolvency Proceedings 2000
Former Joint Administrators	Philip Duffy and Sarah Bell of Duff & Phelps Ltd (appointed on 16 August 2019)
the Interim Managers	Philip Duffy and Sarah Bell of Duff & Phelps
the Joint Administrators	Philip Duffy and Sarah Bell of Duff & Phelps
the Land	Freehold land at Caerau Park Wood, Maesteg title no WA519567. Freehold land lying to the west of Glyncymmer Grange Brytwn Cymmer Port Talbot title no CYM471819.
Mr Mishon	Clive Mishon, the holder of a legal charge over certain assets belonging to the Company.
the Original Administration	16 August 2019, being the date of appointment of the Former Joint Administrators
Prescribed Part	Pursuant to Section 176A of the Act, where a floating charge is created after 15 September 2003, a designated amount of the Company's net property (floating charge assets less costs of realisation) shall be made available to non-preferential creditors
the Reporting Period	The period 16 August 2020 to 17 February 2021
the Rules	The Insolvency (England & Wales) Rules 2016 (as amended)
the Secured Creditors	360 Mi and Mr Mishon

SIP 9

Statement of Insolvency Practice 9 – Industry best practice for
Insolvency Practitioners in relation to disclosure of remuneration and
disbursements

Appendix 11 – Notice about this Statement of Proposals

This Statement of Proposals has been prepared by Philip Francis Duffy and Sarah Helen Bell, the Joint Administrators of the Company, solely to comply with their statutory duty under Paragraph 49, Schedule B1 of the Insolvency Act 1986 to lay before Creditors a statement of their Proposals for achieving the purpose of the administration, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purposes, or in any other context.

These Proposals have not been prepared in contemplation of them being used, and are not suitable to be used, to inform any investment decision in relation to the debt of any financial interest in the Company or any other company in the same group.

Any estimated outcomes for Creditors included in these Proposals are illustrative only and cannot be relied upon as guidance as to the actual outcomes for Creditors.

Any person that chooses to rely on these Proposals for any purpose or in any context other than under Paragraph 49, Schedule B1 of the Insolvency Act 1986 does so at their own risk. To the fullest extent permitted by law, the Joint administrators do not assume any responsibility and will not accept any liability in respect of these Proposals.

Philip Francis Duffy and Sarah Helen Bell are authorised to act as insolvency practitioners by the Insolvency Practitioners Association.

The Joint Administrators are bound by the Insolvency Code of Ethics.

The Joint Administrators act as agent for the Company and contract without personal liability. The appointments of the Joint Administrators are personal to them and, to the fullest extent permitted by law, Duff & Phelps Ltd. does not assume any responsibility and will not accept any liability to any person in respect of these Proposals or the conduct of the Administration.