

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

WEDNESDAY



A29 *A71P9W4X* 14/03/2018 #63
COMPANIES HOUSE

1 Company details

Company number 0 0 4 5 3 2 6 9

Company name in full Saffells Farms Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Lee Anthony

Surname Green

3 Liquidator's address

Building name/number King Street House

Street 15 Upper King Street

Post town Norwich

County/Region

Postcode N R 3 1 R B

Country

4 Liquidator's name ①

Full forename(s) Andrew Anderson

Surname Kelsall

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number King Street House

Street 15 Upper King Street

Post town Norwich

County/Region

Postcode N R 3 1 R B

Country

② Other liquidator
Use this section to tell us about
another liquidator.

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6

Final account

☒ I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.

7

Sign and date

Liquidator's signature

Signature

X

H Green

X

Signature date

d

1

d

3

m

0

m

3

y

2

y

0

y

1

y

8

Saffells Farms Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Declaration of Solvency		From 17/08/2017 To 13/03/2018	From 17/08/2017 To 13/03/2018
£		£	£
Uncertain	SECURED CREDITORS		
	Nationwide Bank Plc	NIL	NIL
		NIL	NIL
ASSET REALISATIONS			
400,000.00	Rookery Farm - Sale Proceeds	399,614.32	399,614.32
326,169.53	Cash at Bank	331,967.68	331,967.68
70.00	Investments	NIL	NIL
30,000.00	Directors' Loan Accounts	30,000.00	30,000.00
NIL	Corporation Tax Refund	6,439.90	6,439.90
		768,021.90	768,021.90
COST OF REALISATIONS			
NIL	Specific Bond	316.80	316.80
NIL	Office Holders Remuneration	6,750.00	6,750.00
NIL	Accountancy Cost	NIL	NIL
NIL	Irrecoverable VAT	1,458.66	1,458.66
NIL	Statutory Advertising	226.50	226.50
		(8,751.96)	(8,751.96)
UNSECURED CREDITORS			
NIL	Trade & Expense Creditors	326.62	326.62
		(326.62)	(326.62)
DISTRIBUTIONS			
(1,000.00)	Preferential Shareholders - A Class	151,788.66	151,788.66
(4,000.00)	Ordinary Shareholders - B Class	607,154.66	607,154.66
		(758,943.32)	(758,943.32)
751,239.53		(0.00)	(0.00)
REPRESENTED BY			
			NIL

Note:

A total of £758,943.32 has been distributed to the Company's Shareholders. This comprises the following:

£151,788.66 having been distributed to the preferential shareholders which has resulted in a return of £151.79 per share, in respect of share capital totalling £1,000.00 (1,000 ordinary shares of £1.00 each).

£607,154.66 having been distributed to the ordinary shareholders which has resulted in a return of £151.79 per share, in respect of share capital totalling £4,000.00 (4,000 ordinary shares of £1.00 each).



Lee Anthony Green
Joint Liquidator

SAFFELLS FARMS LIMITED – IN MEMBERS’ VOLUNTARY LIQUIDATION

LIQUIDATORS’ FINAL ACCOUNT TO MEMBERS TO 13 MARCH 2018

1. STATUTORY INFORMATION

Company name:	Saffells Farms Limited
Company number:	00453269
Trading address	Rookery Farm, Otley Road, Grundisburgh, IP13 6RX
Registered office:	King Street House, 15 Upper King Street, Norwich, NR3 1RB
Former registered office:	Rookery Farm, Otley Road, Grundisburgh, IP13 6RX
Principle trading activity:	Plant Propagation
Joint Liquidators' names:	Lee Anthony Green and Andrew Anderson Kelsall
Joint Liquidators' address:	King Street House, 15 Upper King Street, Norwich, NR3 1RB
Date of appointment:	17 August 2017
Actions of Joint Liquidators:	Any act required or authorised under any enactment to be done by a Liquidator may be done by either or both of the Liquidators acting jointly or alone.

2. LIQUIDATORS’ ACTIONS SINCE APPOINTMENT

I have conducted my statutory duties by notifying Companies House and the Company's creditors and members of my appointment. Details of my appointment were also advertised in the London Gazette.

I requested that the Company's accountant prepare and file the necessary pre-appointment Corporation Tax return. I have since liaised with and received clearance to close the Liquidation from HM Revenue & Customs ("HMRC"). The Company was not registered for VAT and it did not have a PAYE scheme. Accordingly, I am not required to seek VAT or PAYE clearance.

The Declaration of Solvency indicated that there were no creditors, however, the Company's accountant later confirmed that he had outstanding costs of £225.00. I set a final date for creditors to submit claims in the Liquidation and this was also advertised in the London Gazette. No claims were received by the deadline from any previously unknown parties and so I declared a dividend of 100 pence in the pound to the Company's accountant. However, a claim was later received by another creditor which was reviewed and paid accordingly.

I have realised a number of the Company's assets which included the sale proceeds for the Company's farm, cash at bank, outstanding loan accounts and a corporation tax refund. Further details are included in Section 4 of this report.

There was a tax issue that needed resolving and it was necessary for me to review the matter, discuss it with our tax team and to liaise with HMRC.

Additional work was carried out that was not originally envisaged or covered in our Letter of Engagement. Accordingly, I requested that the Company's members authorise me to draw an additional fee in this regard. This was authorised by members on 19 January 2018 by way of a written resolution.

Finally, I have conducted regular reviews of the case, reviews of the Company's bank account and reviews of my statutory insurance bond as well as conducting searches of any pension schemes that may have been held by the Company.

There is certain work that I am required by the insolvency legislation to undertake, work in connection with the liquidation that provides no financial benefit for the creditors. A description of the routine work undertaken since my appointment as Liquidator is contained in Appendix 1.

3. RECEIPTS AND PAYMENTS ACCOUNT

My Receipts & Payments Account for the period from 17 August 2017 to 13 March 2018 is attached at Appendix 2.

4. ASSET REALISATIONS

4.1 ROOKERY FARM SALE PROCEEDS

The Declaration of Solvency estimated that £400,000.00 would be realised in respect of the sale proceeds of the Company's farm. The farm had been sold before the commencement of the Liquidation with the sale proceeds being payable in two amounts, the first having already been paid.

In November 2017 I received the final payment due which, after the deduction of legal fees, totalled £399,614.34.

A charge was still showing as outstanding at Companies House. I received confirmation from the Directors that this was in respect of the charge secured against the Company's farm which had since been sold. I therefore filed a Statement of Satisfaction in full at Companies House.

4.2 CASH AT BANK

Prior to my appointment the Directors confirmed that the Company had cash at bank of approximately £442,728.00. However, there was an outstanding liability owed to HMRC of approximately £116,726.40 in respect of Corporation Tax which was subsequently paid from these funds. Accordingly, a balance of £326,069.57 was paid into the designated Liquidation bank account by the Directors and prior to my appointment.

The Directors previously advised that there was only a nominal amount held in the Company's bank account. I wrote to the bank and requested that the funds held in the account be transferred into the designated Liquidation account. An amount of £5,898.11 was received which is higher than was originally anticipated.

4.3 INVESTMENTS

The Declaration of Solvency estimated that there were investments of £70.00. This figure was taken from the Company's previous set of filed accounts, however, upon further review, it was confirmed that there were no investments. Accordingly, no realisations have been made in this regard.

4.4 DIRECTORS' LOAN ACCOUNTS

Two of the Company's Directors had outstanding loan accounts totalling £30,000.00. Whilst these funds

were recovered from the Directors, it appeared that tax due on the loans had not been paid to HMRC. Since any tax paid to HMRC on the outstanding loans would be repayable 9 months after the accounting period in which the loans were repaid, I wrote to HMRC and requested that, in this instance, they waive their right to the tax. HMRC have since confirmed that they do not require the payment of the tax.

4.5 CORPORATION TAX REFUND

Correspondence received from HMRC confirmed that there had been an overpayment of corporation tax in the period prior to my appointment. Accordingly, I wrote to HMRC to request the payment of the refund and £6,439.90 was received.

5. LIABILITIES

5.1 SECURED CREDITORS

An examination of the Company's mortgage register held by the Registrar of Companies showed that the Company had granted a fixed and floating charge in favour of National Westminster Bank Limited and that this charge was outstanding.

The charge was secured against the Company's farm which had been sold prior to the commencement of the Liquidation. Having reviewed the matter further, it was confirmed that there was no liability outstanding to the bank but that the satisfaction documents had not been filed. I subsequently completed and filed the satisfaction documents at Companies House.

5.2 PREFERENTIAL CREDITORS

The Declaration of Solvency indicated that there were no preferential creditors. No claims have been received from preferential creditors.

5.3 Crown Creditors

The Declaration of Solvency indicated that there was no liability owed to HMRC. I have since received confirmation from HMRC that there is nothing owed to them and no matters are outstanding.

5.4 Non-Preferential Unsecured Creditors

The Declaration of Solvency indicated that there were no non-preferential unsecured creditors. However, I have received two claims which total £326.62. One of these claims is in respect of accrued accountancy costs and the second is in respect of a nominal balance owed to the Environment Agency following the sale of the Company's farm.

5.5 Share Capital

All creditors have been paid in full and the following distributions have been made to the members holding 1,000.00 preferential and 4,000.00 ordinary shares:

Dated	Preferential Shares		Ordinary Shares	
	Amount Distributed (£)	Amount Distributed (£)	Amount Distributed (£)	Distribution Rate (£ per share)
21 September 2017	59,898.52	59.90	239,594.09	59.90
11 January 2018	88,202.16	88.20	352,808.65	88.20
23 February 2018	3,687.98	3.69	14,751.92	3.69
	151,788.66	151.79	607,154.66	151.79

6. LIQUIDATORS' REMUNERATION

My remuneration was previously authorised by members at a meeting held on 17 August 2017 on a fixed fee basis of £4,750.00 plus VAT. However, I was required to carry out an increased level of work, in respect of liaising with the Environment Agency and declaring a second dividend to unsecured creditors, liaising with HMRC in respect of the tax issue, and declaring and paying a third distribution to Shareholders. Accordingly, I wrote to the Company's shareholders on 16 January 2018 and requested that they approve an additional fee of £2,000.00, bringing my total fee to £6,750.00. I have drawn £6,750.00 to date.

A copy of 'A Members' Guide to Liquidators' Fees', together with an explanatory note which shows Larking Gowen's fee policy are available at the link <https://www.larking-gowen.co.uk/insolvency-services/specialist-services/insolvency-recovery/>. A hard copy of both documents can be obtained on request from the address below.

7. LIQUIDATORS' EXPENSES

I have incurred expenses of £543.30 in the period since 17 August 2017. I have drawn £543.30 to date. I have incurred the following expenses in the period since my appointment as Liquidator:

Type of expense	Amount incurred / accrued in the reporting period £
Specific Bond	316.80
Statutory Advertising	226.50

No category 2 disbursements have been incurred in the period since my appointment as Liquidator.



Lee Anthony Green
Joint Liquidator

Appendix 1

1. Administration and Planning

- Case planning - devising an appropriate strategy for dealing with the case and giving instructions to the staff to undertake the work on the case.
- Setting up electronic case files.
- Setting up the case on the practice's electronic case management system and entering data.
- Issuing the statutory notifications to creditors and other required on appointment as office holder, including gazetting the office holder's appointment.
- Obtaining a specific penalty bond.
- Convening and holding a general meeting of members (as applicable).
- Dealing with all routine correspondence and emails relating to the case.
- Opening, maintaining and managing the office holder's estate bank account.
- Creating, maintaining and managing the office holder's cashbook.
- Undertaking regular bank reconciliations of the bank account containing estate funds.
- Reviewing the adequacy of the specific penalty bond on a quarterly basis.
- Undertaking periodic reviews of the progress of the case.
- Overseeing and controlling the work done on the case by case administrators.
- Preparing, reviewing and issuing annual progress reports to creditors and members.
- Filing returns at Companies House.
- Seeking closure clearance from HMRC and other relevant parties.
- Preparing, reviewing and issuing the draft final account to members.
- Issuing the final account to members
- Filing the final account at Companies House.

2. Creditors

- Dealing with creditor correspondence, emails and telephone conversations regarding their claims.
- Maintaining up to date creditor information on the case management system.
- Issuing a notice of intended dividend and placing an appropriate gazette notice.
- Reviewing proofs of debt received from creditors, adjudicating on them and formally admitting them for the payment of a dividend.
- *Requesting additional information from creditors in support of their proofs of debt in order to adjudicate on their claims.*
- Calculating and paying a dividend to creditors, and issuing the notice of declaration of dividend.