

Liquidator's Progress Report

S.192

Pursuant to Sections 92A and 104A and 192
of the Insolvency Act 1986

To the Registrar of Companies

Company Number

01361544

Name of Company

Colman Consolidated Group Ltd

I / We

Bernard Hoffman, Gateway House, Highpoint Business Village, Henwood, Ashford, Kent TN24 8DH

the liquidator(s) of the company attach a copy of my/our Progress Report
under section 192 of the Insolvency Act 1986

The Progress Report covers the period from 31/12/2012 to 30/12/2013

Signed

Date

27-2-14

Yerrill Murphy LLP
Gateway House
Highpoint Business Village
Henwood, Ashford
Kent TN24 8DH

Ref MVL040C/BH/HS/JE

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COMPANIES HOUSE

Colman Consolidated Group Ltd
(In Liquidation)
Liquidator's Abstract of Receipts & Payments

Statement of Affairs		From 31/12/2012 To 30/12/2013
	ASSET REALISATIONS	
33,121,000 00	Investments in Subsidiaries	33,460,000 00
855,000 00	Investments in Bilril	809,000 00
1,816,000 00	Inter-Company Debt	1,858,000 00
126,000 00	Other Debtors	142,000 00
90,000 00	Cash at Bank/In Hand	NIL
	Tax Interest Refund	24 68
	Interest Net of Tax	0 03
		<u>36,269,024 71</u>
	UNSECURED CREDITORS	
(46,000 00)	Potential Deferred Taxation	NIL
		<u>NIL</u>
	DISTRIBUTIONS	
(476,200 00)	Ordinary Shareholders	36,269,000 00
		<u>(36,269,000 00)</u>
<u>35,485,800 00</u>		<u><u>24 71</u></u>
	REPRESENTED BY	
	Floating Charge A/C	24 71
		<u><u>24 71</u></u>



Bernard Hoffman
Liquidator

COLMAN CONSOLIDATED GROUP LIMITED
Members' Voluntary Liquidation

Annual Progress Report for the period 31st December 2012 to 30th
December 2013

Annual Progress Report submitted in accordance with Section 92A of the Insolvency Act 1986 and with the requirements of Rule 4.49C of the Insolvency Rules 1986 (as amended) on 25th February 2014 by the Liquidator, B Hoffman of Gerald Edelman Chartered Accountants, Edelman House, 1238 High Road, Whetstone, London N20 0LH

COLMAN CONSOLIDATED GROUP LIMITED
Members' Voluntary Liquidation

Contents of Report:

- 1) Statutory Information
- 2) Progress of the Liquidation in the period of the report
- 3) Liquidator's Receipt & Payments Account
 - Asset Realisations
 - Unrealised Assets
 - Expenses Paid
 - Expenses Accrued
- 4) Liquidator's Remuneration
- 5) Creditor Claims & Distributions
- 6) Shareholder Distributions
- 7) Conclusion

1 Statutory Information

Company name	Colman Consolidated Group Limited ("CCG")
Company's registered office	25 Harley Street, London W1G 9BR
Company's registration number	01361544

Liquidator's name	Bernard Hoffman
Liquidator's License details	Insolvency Practitioners Association (1593)
Liquidator's address	Edelman House 1238 High Road Whetstone London N20 0LH

2 Administration of the Winding-up

This report details the period of Liquidation from 31st December 2012 to 30th December 2013

The Shareholders passed a resolution to wind-up Colman Consolidated Group Limited ('the Company') on 31st December 2012 and appointed Bernard Hoffman of Gerald Edelman Chartered Accountants as its Liquidator

The Liquidator's progress in dealing with the assets of the Company is detailed in section (3) below

The Liquidator's administration of this winding up is ongoing at this stage

3 Liquidator's Receipts & Payments Account

In accordance with the requirements of rule 4 126A(4), attached is an account of the liquidator's Receipts and Payments for the period of the liquidation covered by this report, being 31st December 2012 to 30th December 2013

Asset realisations

The assets disclosed in the Statutory Declaration of Solvency consisted of investments in subsidiaries and in Brill with respective values of £33,121,000 & £855,000, an inter-company debt of £1,816,000, other debtors of £126,000, and a cash at bank balance disclosed at £90,000

In accordance with the section 110 agreement, as previously disclosed to the shareholders and agreed with HM Revenue & Customs, the 476,200 issued shares in CCG were redesignated immediately prior to liquidation as 259,610 "A" shares and 216,590 "B" shares

The investments in the subsidiaries and Brill, together with the debtors, were distributed *in specie* by the Liquidator in accordance with the section 110 agreement

Unrealised assets

The only asset which remains to be dealt with is the cash at bank balance, although it should be noted that this was overstated in the Statutory Declaration of Solvency. The estimated bank balance at the date of liquidation was £4,605 93. This remains to be realised.

Expenses paid

The agreed Liquidator's fees were paid from the cash at bank balance prior to liquidation

Expenses accrued

No expenses accrued within the Liquidation process, all necessary disbursements having been addressed prior to the liquidation

Any residual expenses will necessarily be discharged from the indemnity provided by the shareholders at the outset of the liquidation

4 Liquidator's Remuneration

The basis of the Liquidator's remuneration was fixed at the outset of the Liquidation at a level not to exceed £15,000 plus VAT plus disbursements without the prior agreement of the shareholders

As previously advised in this report, such fees and disbursements were discharged prior to the resolution to wind-up

I would draw your attention to the provisions of rule 4 49E of the Rules

Within 21 days of receipt of this report, any member with the concurrence of at least 5% in value of voting rights of all the members having the right to vote at general meetings of the Company (including the member in question), or with the permission of the court upon an application made within that period of 21 days, any member, may make a request in writing to the Liquidator for further information about remuneration or expenses detailed in this Report

The Liquidator should, within 14 days of receipt of the request, provide all of the information asked for. However if the Liquidator considers that the time or cost of preparation of the information would be excessive, or disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or the liquidator is subject to an obligation of confidentiality in respect of the information, he may withhold the information and give reasons for not providing the same

If the Liquidator fails to provide the information within the 14 days of the initial request, or gives reasons for withholding the information, then a creditor may apply to the court within the ensuing 21 days and the Court may make such Order as it see fit

Members' attention is drawn to the Guide to Liquidators' Fees enclosed and to the charge out rates detailed therein

5 Creditors Claims & Distributions

There was an estimated potential deferred tax claim of £46,000 disclosed in the Statutory Declaration of Solvency. No claim has been received or is now anticipated

A notice to submit claims was advertised in the London Gazette affording an opportunity to any potential creditors to provide details of any claims they may have. The final date for notification of any potential claim was 26th February 2013. No claims were received

I am aware of potential claims from HM Revenue & Customs for Corporation Tax of £3,249 and assessed and disputed PAYE of £4,049.32. Claims will be settled in full from the cash at bank, supported as necessary by any required contribution from the shareholders under their indemnity

6 Shareholder Distributions

The Company has 476,200 ordinary £1 shares issued consisting of 259,610 "A" shares and 216,590 "B" shares

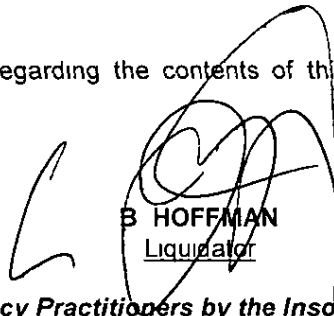
An in specie distribution of assets was affected in accordance with the terms of the section 110 agreement equating to an aggregate distribution of £36,274,000 being a distribution of £76.173876 per ordinary share

7 Conclusion

The Liquidator needs to finalise the position with regard to the Corporation Tax account outstanding, agree the position regarding the assessed PAYE liability, and obtain final clearance from HM Revenue & Customs that there are no other matters outstanding

He will then be able to commence the closing process

Should you have any query regarding the contents of this Report please do not hesitate to contact me



B HOFFMAN
Liquidator

Licensed to act as Insolvency Practitioners by the Insolvency Practitioners Association

Colman Consolidated Group Ltd
(In Liquidation)

**Liquidator's Abstract Of Receipts And Payments
To 30 December 2013**

RECEIPTS	Declaration of Solvency (£)	Total (£)
Investments in Subsidiaries	33,121,000 00	33,460,000 00
Investments in Bilril	855,000 00	809,000 00
Inter-Company Debt	1,816,000 00	1,858,000 00
Other Debtors	126,000 00	142,000 00
Cash at Bank/In Hand	90,000 00	0 00
Tax Interest Refund		24 68
Interest Net of Tax		0 03
		36,269,024 71
PAYMENTS		
Potential Deferred Taxation	-46,000 00	0 00
Ordinary Shareholders	-476 200 00	36,269,000 00
		36,269,000 00
Net Receipts/(Payments)		24 71
MADE UP AS FOLLOWS		
Floating Charge A/C		24 71
		24 71

A SHAREHOLDER'S GUIDE TO LIQUIDATORS' FEES IN A SOLVENT LIQUIDATION

1 Introduction

When a company goes into solvent liquidation the costs of the proceedings may be paid out of its assets. The shareholders, who hope to receive a capital distribution out of the assets, therefore have a direct interest in the level of costs, and in particular the remuneration of the insolvency practitioner appointed to act as liquidator. The insolvency legislation recognises this interest by providing mechanisms for shareholders to fix the basis of the liquidator's fees. This guide is intended to help shareholders be aware of their rights to approve and monitor fees and explains the basis on which fees are fixed.

2 The liquidation procedure

2.1 Liquidation is the formal winding up of a company's affairs entailing the realisation of its assets and the distribution of the proceeds in a prescribed order of priority. Liquidation may be either voluntary, when it is instituted by resolution of the shareholders, or compulsory, when it is instituted by order of the court.

2.2 Voluntary liquidation is the more common of the two. An insolvent voluntary liquidation is called a creditors' voluntary liquidation (often abbreviated to 'CVL'). In this type of liquidation, an insolvency practitioner acts as liquidator throughout and the creditors can vote on the appointment of the liquidator at the first meeting of creditors.

2.3 A solvent liquidation is called a members' voluntary liquidation (often abbreviated to 'MVL'). It is initiated by the directors calling a general meeting ('GM') of the shareholders. The shareholders then decide whether to place the company into liquidation and vote on the appointment of the liquidator.

3 Fixing the liquidator's fees

3.1 The basis for fixing the liquidator's remuneration in an MVL is set out in Rule 4.148A of the Insolvency

Rules 1986. This states that the remuneration shall be fixed either

- as a percentage of the value of the assets which are realised or distributed or both, or
- by reference to the time properly given by the liquidator and his staff in attending to matters arising in the liquidation, or
- as a set amount.

Any combination of these bases may be used to fix the remuneration, and different bases may be used for different things done by the liquidator. Where the remuneration is fixed as a percentage, different percentages may be used for different things done by the liquidator.

In an MVL, it is for the shareholders to determine on which of these bases the remuneration is to be fixed, and if it is to be fixed as a percentage, to fix the percentage to be applied. The rules state that in arriving at their decision, the shareholders shall have regard to the following matters:

- the complexity (or otherwise) of the case,
- any responsibility of an exceptional kind or degree which falls on the liquidator in connection with the liquidation,
- the effectiveness with which the liquidator appears to be carrying out, or to have carried out, his duties,
- the value and nature of the assets which the liquidator has to deal with.

3.2 A resolution specifying the terms on which the liquidator is to be remunerated may be taken at the meeting which appoints the liquidator. If the remuneration is not fixed in any of these ways by the shareholders, the liquidator can apply to have the basis of his remuneration fixed by the court instead.

4 What information should be provided by the liquidator?

4.1 When seeking fee approval

4.1.1 When seeking agreement to his fees the liquidator should provide sufficient supporting information to enable the shareholders to form a judgement as to whether the proposed fee is reasonable having regard to all the circumstances of the case.

The nature and extent of the supporting information which should be provided will depend on

- the nature of the approval being sought,
- the stage during the administration of the case at which it is being sought, and
- the size and complexity of the case.

4.1.2 Where, at any shareholders' meeting, the liquidator seeks agreement to the terms on which he is to be remunerated, he should provide the meeting with details of the charge-out rates of all grades of staff, including principals, which are likely to be involved on the case

4.1.3 Where the liquidator seeks agreement to his fees during the course of the liquidation, he should always

provide an up to date receipts and payments account. Where the proposed fee is based on time costs, the liquidator should disclose to the shareholders the time spent and the charge-out value, together with, where appropriate, such additional information as may reasonably be required having regard to the size and complexity of the case. The additional information should comprise a sufficient explanation of what the liquidator has achieved and how it was achieved, to enable the value of the exercise to be assessed (whilst recognising that the liquidator must fulfil certain statutory obligations that might be seen to bring no added value for shareholders) and to establish that the time has been properly spent on the case. That assessment will need to be made having regard to the time spent and the rates at which that time was charged, bearing in mind the factors set out in paragraph 3.1 above. To enable this assessment to be carried out it may be necessary for the liquidator to provide an analysis of the time spent on the case by type of activity and grade of staff.

The degree of detail will depend on the circumstances of the case, but it will be helpful to be aware of the professional guidance which has been given to insolvency practitioners on this subject. The guidance suggests the following areas of activity as a basis for the analysis of time spent:

- Administration and planning
- Investigations
- Realisation of assets
- Trading
- Creditors
- Any other case-specific matters

The following categories are suggested as a basis for analysis by grade of staff:

- Partner
- Manager
- Other senior professionals
- Assistants and support staff

The explanation of what has been done can be expected to include an outline of the nature of the assignment and the liquidator's own initial assessment, including the anticipated return to shareholders. To the extent applicable it should also explain:

- Any significant aspects of the case, particularly those that affect the amount of time spent
- The reasons for subsequent changes in strategy
- Any comments on any figures in the summary of time spent accompanying the request the liquidator wishes to make
- The steps taken to establish the views of shareholders, particularly in relation to agreeing the strategy for the assignment, budgeting, time recording, fee drawing or fee agreement
- Any existing agreement about fees
- Details of how other professionals, including subcontractors, were chosen, how they were contracted to be paid, and what steps have been taken to review their fees

It should be borne in mind that the degree of analysis and form of presentation should be proportionate to the size and complexity of the case. In smaller cases not all categories of activity will always be relevant, whilst further analysis may be necessary in larger cases.

4.1.4 Where the fee is charged on a percentage basis the liquidator should provide details of any work which

has been or is intended to be sub-contracted out which would normally be undertaken directly by a liquidator or his staff.

4.2 After fee approval

Where a resolution fixing the basis of fees is passed at any shareholders' meeting held before he has substantially completed his functions, the liquidator should notify the shareholders of the details of the resolution in his next report or circular to them. When subsequently reporting to shareholders on the progress of the liquidation, or submitting his final report, he should specify the amount of remuneration he has drawn in accordance with the resolution. Where the fee is based on time costs he should also provide details of the time spent and charge-out value to date and any material changes in the rates.

charged for the various grades since the resolution was first passed. He should also provide such additional information as may be required in accordance with the principles set out in paragraph 4.1.3. Where the fee is charged on a percentage basis the liquidator should provide the details set out in paragraph 4.1.4 above regarding work which has been sub-contracted out.

4.3 Expenses and disbursements

There is no statutory requirement for the shareholders to approve the drawing of expenses or disbursements. However, professional guidance issued to insolvency practitioners requires that, where the liquidator proposes to recover costs which, whilst being in the nature of expenses or disbursements, may include an element of shared or allocated costs (such as room hire, document storage or communication facilities provided by the liquidator's own firm), they must be disclosed and be authorised by those responsible for approving his remuneration. Such expenses must be directly incurred on the case and subject to a reasonable method of calculation and allocation.

4.4 Realisations for secured creditors

Where the liquidator realises an asset on behalf of a secured creditor and receives remuneration out of the proceeds, he should disclose the amount of that remuneration to any meeting of shareholders convened for the purpose of determining his fees, and in any reports he sends to shareholders.

5 Progress reports and requests for further information

5.1 The liquidator is required to send a progress report annually to shareholders if the MVL continues for more than one year, until conclusion. The report must include:

- details of the basis fixed for the remuneration of the liquidator (or if not fixed at the date of the report, the steps taken during the period of the report to fix it),
- if the basis has been fixed, the remuneration charged during the period of the report, irrespective of whether it was actually paid during that period (except where it is fixed as a set amount, in which case it may be shown as that amount without any apportionment for the period of the report),
- if the report is the first to be made after the basis has been fixed, the remuneration charged during the periods covered by the previous reports, together with a description of the work done during those periods, irrespective of whether payment was actually made during the period of the report,
- a statement of the expenses incurred by the liquidator during the period of the report, irrespective of whether payment was actually made during that period,
- a statement of the shareholders' rights to request further information, as explained in paragraph 5.2, and their right to challenge the liquidator's remuneration and expenses.

5.2 Within 21 days of receipt of a progress report (or 7 business days where the report has been prepared for

the purposes of a meeting to receive the liquidator's resignation) a shareholder may request the liquidator to provide further information about the remuneration and expenses set out in the report. A request must be in writing, and may be made by any shareholders of the company with at least 5% of the total voting rights of all shareholders having the right to vote at general meeting of the company, or any shareholder with the permission of the court.

5.3 The liquidator must provide the requested information within 14 days, unless he considers that:

- the time and cost involved in preparing the information would be excessive, or
- disclosure would be prejudicial to the conduct of the liquidation or might be expected to lead to violence against any person, or
- the liquidator is subject to an obligation of confidentiality in relation to the information requested, in which case he must give the reasons for not providing the information.

Any shareholder may apply to the court within 21 days of the liquidator's refusal to provide the requested information, or the expiry of the 14 days time limit for the provision of the information.

6 Provision of information – additional requirements

The liquidator must provide certain information about the time spent on the case, free of charge, upon request by any creditor, director or shareholder of the company.

The information which must be provided is –

- the total number of hours spent on the case by the liquidator or staff assigned to the case,
- for each grade of staff, the average hourly rate at which they are charged out,
- the number of hours spent by each grade of staff in the relevant period.

The period for which the information must be provided is the period from appointment to the end of the most recent period of six months reckoned from the date of the liquidator's appointment, or where he has vacated office, the date that he vacated office.

The information must be provided within 28 days of receipt of the request by the liquidator, and requests must be made within two years from vacation of office

7 What if a shareholder is dissatisfied?

7.1 If a shareholder believes that the remuneration charged by the liquidator is too high, the basis of his remuneration is inappropriate, or the expenses incurred by the liquidator are in all the circumstances excessive he may, provided certain conditions are met, apply to the court

7.2 Application may be made to the court by any shareholder, provided the shareholder (or shareholders) making the application hold at least 10% of the total voting rights of all the shareholders having the right to vote at general meetings, or they have the permission of the court. Any such application must be made within 8 weeks of the applicant receiving the liquidator's progress report in which the charging of the remuneration or incurring of the expenses in question is first reported. If the court does not dismiss the application (which it may if it considers that insufficient cause is shown) the applicant must give the liquidator a copy of the application and supporting evidence at least 14 days before the hearing

7.3 If the court considers the application well founded, it may order that the amount of remuneration be reduced, the basis be changed, or the expenses be disallowed or repaid. Unless the court orders otherwise, the costs of the application must be paid by the applicant and not out of the assets of the company

8 What if the liquidator is dissatisfied?

If the liquidator considers that the remuneration fixed by the shareholders is insufficient he may request that it be increased by resolution of the shareholders. If he considers that the remuneration fixed by the shareholders is insufficient, he may apply to the court for it to be increased. If he decides to apply to the court, the liquidator's notice of his application must be sent to such of the shareholders as the court may direct, and they may nominate one or more of their number to appear or be represented. The court may order the costs to be paid out of the assets

9 Other matters relating to fees

9.1 Where two (or more) joint liquidators are appointed it is for them to agree between themselves how the remuneration payable should be apportioned. Any dispute between them may be referred to the court or a meeting of shareholders

9.2 If the appointed liquidator is a solicitor and employs his own firm to act in the liquidation, profit costs may not be paid unless authorised by the shareholders or the court