

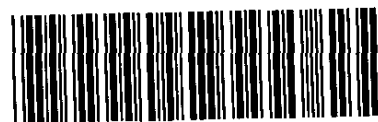
LIQ13

Notice of final account prior to dissolution in MVL



Companies House

TUESDAY



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A23

05/11/2019

#186

COMPANIES HOUSE

1 Company details

Company number 0 2 5 6 4 9 4 4

Company name in full Browne Bros (New Romney) Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Susan

Surname Maund

3 Liquidator's address

Building name/number 44-46 Old Steine

Street

Post town Brighton

County/Region

Postcode B N 1 1 N H

Country

4 Liquidator's name ①

Full forename(s) Thomas

Surname D'Arcy

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 44-46 Old Steine

Street Brighton

Post town BN1 1NH

County/Region

Postcode

Country

② Other liquidator

Use this section to tell us about
another liquidator

LIQ13

Notice of final account prior to dissolution in MVL

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

A. M. M. S.

X

Signature date

d

d

m

m

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y

y

y

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LIQ13

Notice of final account prior to dissolution in MVL



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 **Billy Poulton**

Company name **White Maund**

Address **44-46 Old Steine**
Brighton

Post town **BN1 1NH**

County/Region

Postcode

Country

DX **info@whitemaund.co.uk**

Telephone **01273 731144**



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 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 Liquidators' Draft Final Account to Members

**Browne Bros (New Romney) Limited
- In Liquidation**

1 November 2019

BROWNE BROS (NEW ROMNEY) LIMITED - IN LIQUIDATION

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- 5** Distributions to Members
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- 7** Conclusion

APPENDICES

- A** Joint Liquidators' Summary of Receipts and Payments,
- B** Additional Information in relation to Liquidators' Fees, Expenses and Disbursements
- C** White Maund Charge Out Rates and Policy regarding the Recharge of Disbursement Recovery Pursuant to Statement of Insolvency Practice 9.

BROWNE BROS (NEW ROMNEY) LIMITED - IN LIQUIDATION

1 Introduction

- 1.1 I, Susan Maund together with my partner Andrew White, then of Baker Tilly, International House, Queens Road, Brighton BN1 3XE and subsequently of White Maund, 44-46 Old Steine, Brighton, BN1 1NH was appointed as Joint Liquidator of Browne Bros (New Romney) Limited (the **Company**) on 30 September 2004. On 10 November 2017 Tom D'Arcy of White Maund replaced Andrew White as Joint Liquidator. The affairs of the Company are now fully wound-up and this is my final account of the liquidation, which covers the period since 30 September 2004 (the **Period**).
- 1.2 Information about the way that we will use, and store personal data on insolvency appointments can be found at www.whitemaund.co.uk/legal-information. If you are unable to download this, please contact us and a hard copy will be provided to you
- 1.3 The trading address of the Company was Mill House, Canterbury Road, Brabourne Lees Ashford, Kent, TW25 6QT.
- 1.4 The registered office of the Company was changed to 44-46 Old Steine, Brighton, BN1 1NH and its registered number is 02564944

2 Receipts and Payments

- 2.1 At Appendix A, I have provided an account of my Receipts and Payments for the Period with a comparison to the directors' Declaration of Solvency, which provides details of the remuneration charged and expenses incurred and paid by the Liquidators.

3 Work undertaken by the Liquidators

- 3.1 This section of the report provides creditors with an overview of the work undertaken in the liquidation since 30 September 2004, together with information on the overall outcome of the liquidation.

By way of a reminder detailed below is an extract of the Declaration of Solvency ("DOS") sworn on 30 September 2004 detailing the company's estimated realisable assets and liabilities expected to rank;

Assets	£	£
Balance at bank	724,486	
Inter co account re Kayview Investments Limited	351,442	
Retentions	22,825	
Directors' loans	2,000,000	
Investments in Browne Developments (Littlestone) Ltd	364,318	
VAT refund	17,130	
Estimated realisable value of assets		3,480,201
Liabilities	(10,000)	
Estimated cost of liquidation & expenses		
Unsecured creditors (amounts estimated to rank for payment) NIL		
Corporation tax	(435,256)	
Browne Developments (Littlestone) Ltd	(364,318)	
		(809,574)
Estimated surplus after paying debts in full		2,670,627

- 3.2 I will address each asset as it appears in the DOS:-

BROWNE BROS (NEW ROMNEY) LIMITED - IN LIQUIDATION

Balance at Bank

Cash at Bank has been realised totalling £614,697 compared to £724,486 shown in the DOS. The reason for the difference is due to the fact the cash at bank figure in the DOS included cash required to secure performance bonds, realisations from which amount to £140,461 and are shown separately in the Receipts and Payments Account. The balance relates to trade and expense creditors and other payments relating to the company's trading activities which it had been anticipated would have been paid prior to liquidation, but which remained outstanding and were settled by the Joint Liquidators in the sums shown in the Receipts and Payments Account.

Kayview Investments Limited

The DOS showed an amount outstanding with respect to an inter-company transaction with Kayview Investments Limited in the sum of £351,442. You will note from the Receipts and Payments Account that this sum has been recognised although no physical repayment was received, instead the debt was distributed in specie to the shareholders.

Retentions

The DOS showed retentions totalling £22,825. Following my appointment retentions with respect to Harden Road and Southdown Housing Association in the sums of £7,790 and £9,075 respectively have been received. The difference between the estimated to realise figures and the amounts received is explained by Kingsfords Solicitors deducting their associated costs for dealing with the retentions at source, with the balances being paid to the liquidation.

Directors' Loans

The directors' loans were repaid prior to liquidation.

Investments In Browne Developments (Littlestone) Limited.

The DOS showed an amount outstanding with respect to an inter-company transaction with regard to investments in Browne Developments (Littlestone) Limited in the sum of £364,318. You will note from the Receipts and Payments Account that this sum has been received in full; an identical sum was due from the Company to Browne Developments (Littlestone) Limited, as reflected in the Receipts and Payments Account.

VAT refund

The final VAT refund received relating to the pre-appointment period amounted to £13,405 (compared to the estimate in the DOS of £17,130). A tax refund of £2,231 has also been received.

Release of Performance Bonds

The first tranche of the performance bonds were released to me in October 2004 when Barclays released a total of £57,102. Further sums were released over the subsequent four years.

In February 2008 we were alerted by the sewer authority who claimed that the sewers with respect to Orchard Drive, Littlestone Kent had not been adopted due to their not having received formal notice to inspect the sewers. Accordingly the usual 12 month maintenance period that the company would be responsible for, had not commenced.

A bond was in place in relation to the matter which had recently been withdrawn from the Barclays account. I wrote a number of times to Kingsford's for advice on the company's position in this respect and in particular if as liquidator, I could disclaim the agreement and if so what (if any) risk of liability this could expose the shareholders to (as a majority of the funds in the liquidation had been distributed at this point). Kingsfords were unable to offer guidance in this regard.

BROWNE BROS (NEW ROMNEY) LIMITED - IN LIQUIDATION

During 2009, we remained in correspondence with Kingsfords in respect of several sites where Barclays Bank held four performance bonds in respect of road and sewer works that had yet to be adopted by the local authority. During this time I had also entered into prolonged correspondence with Barclays in an attempt to obtain further details of the bonds and to establish Barclay's requirements to release them to the company. The main difficulty in this regard was the local authority's refusal to adopt the sewers as the company was not in a position to service the required 12 month maintenance period.

The Company at that time had minimal funds and was no longer operational. Matters therefore remained at an impasse for some period.

In 2011 we received advice of a change in the regulations whereby any private sewer situated within Southern Water's sewerage area and which communicates with a public sewer would transfer to Southern Water unless there were an outstanding appeal.

As liquidator I had not lodged any appeals and it appeared unlikely that any private owner would be aware of the proposed adoption let alone object to it. I wrote to Barclays on this basis suggesting that in the circumstances there was no risk to the Bank that the bonds would be called upon particularly given the length of time that had already passed.

In 2014 Barclays released the remaining bonds to me in the sum of £26,436 bringing the total amount realised in this respect to £140,461. The total received was net of Kingsford's costs for dealing with various issues arising in relation to the bonds and related matters.

Strips of Land

Due to the nature of the Company's business there remained a number of assorted strips of land of which the Company retained ownership as a result of various developments carried out over the years. The amount of £5,000 shown in the Receipts and Payments Account relates to a plot of land situated at Lydd which was sold to a third party and the funds for which were received in 2005.

It was anticipated that other plots might also need to be dealt with in the future. Once a liquidation is finalised, the Company is struck off the Register and title to any land remaining in the ownership of the Company at that date would pass to the Treasury Solicitor. In anticipation of the complications this could cause, the liquidators conveyed the title to all the remaining strips of land which remained in the ownership of the Company at that date into the joint names of Malcolm and Kevin Browne.

3.3 Other matters

The Company had retained the benefit of a lease of premises situated at 72 High Street, New Romney. I received correspondence from the solicitors acting for a company wishing to take over the premises. It was apparent that the most efficient way to resolve this matter would be for the Company to disclaim the lease, which was effected.

4 Outcome for Creditors

Secured Creditors

- 4.1 Barclays Bank holds a floating charge and a number of legal charges over the Company's assets, the latest of which was granted in September 2004. In addition the Bank holds a charge over the company's shares. At the date of the liquidation the indebtedness was estimated at NIL however the position became complicated due to the existence of the performance bonds. Although the remaining funds held by the Bank in relation to the bonds were released to the liquidator in 2014, the Bank were not prepared to confirm that they had no further interest in the funds or provide the liquidator with clearance to release the funds to the shareholders. Accordingly matters became deadlocked. However due to the passage of time since the creation of the charges and the failure by the Bank to produce any evidence of indebtedness,

BROWNE BROS (NEW ROMNEY) LIMITED - IN LIQUIDATION

the liquidators have determined that the funds should be distributed to the shareholders and the liquidation concluded.

Preferential Creditors

- 4.2 No preferential claims arose in the liquidation

Unsecured Creditors

- 4.3 According to the DOS there were no unsecured creditors to deal with. However claims were received from trade and expense creditors in the sum of £34,376 and PAYE/NIC claims for £5,102. After seeking clarification from the directors these were settled in full by the liquidators.

Claim from UCL

- 4.4 In July 2007 UCL advised that the sum of £17,577 was due to them from the Company. I wrote to the directors of the Company who confirmed that the claim was disputed by the Company but no documentary evidence disproving any element of UCL's claim was available.

After extremely protracted correspondence with UCL over a number of years the liquidators wrote to UCL putting them on 21 days notice to provide further evidence to substantiate their claim failing which the claim would be rejected in full. The 21 days expired and I did not receive a response from them. Accordingly, I wrote to them formally rejecting their claim and no further correspondence has been received from them.

Claim from NHBC

A claim was lodged by NHBC in the sum of £2,856 in respect of Elvina, Harden Road, Lydd, Romney Marsh Kent. I was advised that the claim did not include any investigation costs and could be higher than stated however no indications of what those costs could be were provided.

Similarly to UCL I was required to enter into protracted correspondence with NHBC who despite lodging a claim were unable to provide any detail or indeed confirmation that the Company was liable for the £2,856. After being passed from one case handler to another, I eventually received a response from them at the end of 2014 confirming that the company is not liable for any sums to NHBC or the property owner. Accordingly all of the unsecured claims have now been settled.

- 4.5 I can confirm that all unsecured creditors have been paid in full, together if applicable with statutory interest covering the period since my appointment.

5 Distributions to Members

- 5.1 The following distributions to members have been made:

- An interim dividend of £2,000,000 on 30 September 2004
- An interim dividend of 130,000 on 14 December 2004
- An interim dividend of £25,000 on 18 March 2005
- An interim dividend of £100,000 on 4 August 2005
- An interim dividend in specie of £351,442 on 4 August 2005 (Kayview debt)

- An interim dividend of £10,000 on 2 September 2005

BROWNE BROS (NEW ROMNEY) LIMITED - IN LIQUIDATION

- An interim dividend of £5,500 on 27 February 2006
- A final dividend of £30,936.94 on 13 August 2019

6 Liquidators' Remuneration

- 6.1 The members approved that the basis of the Liquidators' remuneration be fixed by a set fee of £10,000 plus VAT and disbursements.
- 6.2 Attached as Appendix B is additional information in relation to this firm's policy on staffing, the use of subcontractors, disbursements and details of our current charge-out rates by staff grade
- 6.3 A copy of 'A Shareholders' Guide to Liquidator's Fees' is available on request.

7 Conclusion

- 7.1 The Notice accompanying this final account explains members' rights on receipt of this information and also when I will vacate office and obtain my release as Joint Liquidator

Yours faithfully



Susan Maund
Joint Liquidator

Enc

Browne Bros (New Romney) Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts and Payments

RECEIPTS	Declaration of Solvency (£)	From 30/09/2004 To 30/09/2018 (£)	From 01/10/2018 To 01/11/2019 (£)	Total (£)
Freehold Land & Property	NIL	5,000 00	0 00	5,000 00
Retentions	22,825 00	15,875 00	0 00	15,875 00
Directors' loans	2,000,000 00	2,000,000 00	0 00	2,000,000 00
Inter co account re Kayview Investments	351,442 00	354,957 51	0 00	354,957 51
Investments in Browne Dev (Littlestone)	364,318 00	364,318 00	0 00	364,318 00
Tax Refund	NIL	2,231 02	0 00	2,231 02
VAT Refund	17,130 00	13,405 30	0 00	13,405 30
Cash at Bank	724,486 00	614,697 47	0 00	614,697 47
Bank Interest Gross	NIL	3,799 59	52 64	3,852 23
Release of Performance Bonds	NIL	140,461 23	0 00	140,461 23
Sundry Refund	NIL	150 54	0 00	150 54
		3,514,895.66	52.64	3,514,948.30
PAYMENTS				
Specific Bond		1,200 00	0 00	1,200 00
Liquidator's Remuneration		10,000 00	0 00	10,000 00
Accountancy Fees		1,800 00	0 00	1,800 00
Legal Fees		5,398 22	0 00	5,398 22
Corporation Tax		430,846 36	10 69	430,857 05
Statutory Advertising		389 15	0 00	389 15
Due on S 106 Transfer		6,215 27	0 00	6,215 27
Insurance of Assets		1,100 00	0 00	1,100 00
PAYE & NI		5,021 62	0 00	5,021 62
Bank Charges		395 85	0 00	395 85
Disbursements		997 98	0 00	997 98
Browne Developments (Littlestone) Ltd		364,318 00	0 00	364,318 00
Trade & Expense Creditors		34,376 22	0 00	34,376 22
Ordinary Shareholders	cash	2,270,500 00	30,936 94	2,301,436 94
	in specie (Kayview debt)	351,442 00	0 00	351,442 00
		3,484,000.67	30,947.63	3,514,948.30
Net Receipts/(Payments)		30,894.99	-30,894.99	0.00
MADE UP AS FOLLOWS		30,894.99	-30,894.99	0.00

Additional Information in Relation to the Liquidators' Fees, Expenses & Disbursements

1 Staff Allocation and the Use of Sub-Contractors

- 1.1 The general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.
- 1.2 The constitution of the case team will usually consist of a Partner, a Manager, and an Administrator or Assistant. The exact constitution of the case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment.
- 1.3 We have not utilised the services of any sub-contractors in this case.

2 Professional Advisors

- 2.1 On this assignment, we have used the professional advisors listed below. We have also indicated alongside, the basis of our fee arrangement with them, which is subject to review on a regular basis.

Name of Professional Advisor	Basis of Fee Arrangement
Kingsfords - Legal fees	Fixed fee and disbursements
Lark Insurance - Insurance	Fixed fee
Magee Gammon - Accountant fees	Fixed Fee

- 2.2 Our choice was based on our perception of their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of our fee arrangement with them.

3 Liquidators' Expenses & Disbursements

- 3.1 The expenses (including disbursements) which were anticipated at the outset of the Liquidation was outlined to the members when the basis of my fees was approved.

Summary of Liquidators' expenses

- 3.2 A summary of the expenses paid by the Liquidator during the Period can be found in the Receipts and Payments account at Appendix A. An outline of the total expenses paid during the Liquidation can be found in the Receipts and Payments account at Appendix B.
- 3.3 Category 1 disbursements do not require approval. The type of disbursements that may be charged as a Category 1 disbursement to a case generally comprise of external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel and external printing, room hire and document storage. Also, chargeable will be any properly reimbursed expenses incurred by personnel in connection with the case.
- 3.4 Category 2 disbursements do require approval. These are costs which are directly referable to the appointment in question but are not payments which are made to an independent third party and may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis such as internal room hire, document storage or business mileage. Details of Category 2 disbursements charged by this firm (where appropriate) were provided at the time the Liquidators' fees were approved by the members.

BROWNE BROS (NEW ROMNEY) LIMITED - IN LIQUIDATION

4 Charge-Out Rates

- 4 1 White Maund's current charge-out rates are attached at Appendix C Please note this firm records its time in minimum units of 6 minutes

White Maund

CHARGE OUT RATES & POLICY REGARDING THE RECHARGE OF DISBURSEMENT RECOVERY PURSUANT TO STATEMENT OF INSOLVENCY PRACTICE 9

1 CHARGE-OUT RATES

Work undertaken on cases is recorded in 6 minute units in an electronic time recording system. Time properly incurred on cases is charged at the hourly rate of the grade of staff undertaking the work that applies at the time the work is done. Details of charge-out rates are as follows.

Staff	2013 Per Hour (£)	2014 Per Hour (£)	2015 Per Hour (£)	2016 Per Hour (£)	From 1/3/2017 Per hour (£)	From 1/10/2017 Per hour (£)
Directors	250 - 275	265	275	275	275	275
Manager	155	185	195	220	-	-
Administrators	60 - 105	65 - 125	65 - 115	80 - 125	80 - 125	90 - 150
Assistants & Support Staff	65	65	65	70	70	75

2 DISBURSEMENT RECOVERY

In accordance with Statement of Insolvency Practice 9 (SIP9) disbursements are categorised as either Category 1 or Category 2.

2.1 Category 1 Disbursements

Category 1 disbursements will generally comprise external supplies of incidental services specifically identifiable to the case. Where these have initially been paid by White Maund and then recharged to the case, approval from members is not required. The amount recharged is the exact amount incurred. Category 1 disbursements can be drawn without prior approval, although an office holder should be prepared to disclose information about them in the same way as any other expenses.

Examples of Category 1 disbursements include postage, case advertising, specific bond insurance, company search fees, case management software system, invoiced travel and properly reimbursed expenses incurred by personnel in connection with the case. Also included will be services specific to the case where these cannot practically be provided internally such as printing, room hire and document storage.

2.2 Category 2 Disbursements

Category 2 disbursements include elements of shared or allocated costs incurred by White Maund and recharged to the case; they are not attributed to the case by a third party invoice and/or they may include a profit element. Category 2 disbursements may be drawn if they have been approved in the same manner as an office holder's remuneration. When seeking approval, an office holder should explain, for each category of expenses, the basis on which the charge is being made. Examples of Category 2 disbursements are photocopying, all business mileage, internal room hire and internal storage.

The firm's current policy is that it recharges Category 2 disbursements as follows.

Expense	Recharge £
Destruction of books and records (per box)	3.50
Reports / Letters etc – per member/creditor	3.25
Correspondence – per debtor	2.00
Mileage at HMRC approved rate – per mile	0.45

All costs are subject to VAT, where applicable and reflect the actual cost of the materials or services used.