

The Insolvency Act 1986

Notice of move from administration to dissolution

Pursuant to paragraph 84(1) of Schedule B1 to the Insolvency Act 1986 and Rule 2.48(1) of the Insolvency (Scotland) Rules 1986

Name of Company

Hewden Properties Limited

Company number

SC043085

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

I / We (a) Samuel James Woodward of Ernst & Young LLP, 2 St. Peters Square, Manchester, M2 3EY and Colin Peter Dempster of Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX

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

having been appointed administrator(s) of

(b) Hewden Properties Limited

Ernst & Young LLP, 144 Morrison Street, Edinburgh, EH3 8EX, Scotland

(c) Insert date of appointment

on (c) 22 November 2016 by (d) the company directors

(d) Insert name of applicant / appointor

hereby give notice that the provisions of paragraph 84(1) of Schedule B1 to the Insolvency Act 1986 apply.

I / we attach a copy of the ~~final~~ progress report.

Signed

Joint / Administrator(s)

Dated

15 November 2018

Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

David Ashcroft

Ernst & Young LLP, 2 St. Peters Square, Manchester, M2 3EY, England

Tel: 01613332835

DX Number:

DX Exchange:



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When you have completed and signed this form please send it to the Registrar of Companies at:

Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF

DX235 Edinburgh / LP 4 Edinburgh-2

FRIDAY

TO ALL KNOWN MEMBERS AND CREDITORS

13 November 2018

Ref: CR/SW/CW/DA/NWM1295
&1296/PCF19.1

Direct line: 0161 333 2835
Direct fax: 0161 333 3001

Please ask for David Ashcroft

Dear Sirs

**HS Realisations Limited (formerly known as Hewden Stuart Limited)
(‘HS Realisations’)
Hewden Properties Limited (‘Properties’) (both in Administration)
(‘the Companies’)**

Registered office address: 2 St Peter's Square, Manchester, M2 3EY

I write in accordance with Rule 2.48 of the Insolvency (Scotland) Rules 1986 to provide you with a final report on the progress of the Administrations. It is my intention to apply to the Registrar of Companies to have the Companies dissolved. This report covers the period from 23 May 2018 to 13 November 2018, and should be read in conjunction with the Joint Administrators' previous progress reports dated 19 June 2018, 18 December 2017, 16 June 2017 and the Joint Administrators' statement of proposals (‘the Proposals’) dated 9 January 2017.

The Companies, registered numbers SC045681 and SC043085, entered administration on 22 November 2016 and Samuel James Woodward and Colin Peter Dempster were appointed to act as Administrators (‘the Joint Administrators’). The appointment was made by the Companies' directors under the provisions of paragraph 22 of Schedule B1 to the Insolvency Act 1986. Under the terms of the appointments, any act required or authorised to be done by the Joint Administrators was to be done by either of them.

The wider Hewden group in Administration consists of the Companies together with Woodster Realisations Limited (formerly known as Interlift Limited) (‘Woodster’) (in Administration) and The Rigging House Limited (in Administration) (‘Rigging House’) (collectively ‘the Group’).

A summary of statutory information relating to the Companies is provided at Appendix 1.

Summary of the Administrators' proposals

Background and circumstances giving rise to the appointment

The Proposals set out the background to the Companies, the Group, and the appointment of the Joint Administrators on 22 November 2016.

The ultimate parent of the Companies was Zeus Topco III Limited. HS Realisations was the main trading entity of the Group and held the majority of the Group's assets. Properties' principal activity was the letting of properties to HS Realisations, with minimal activities outside of this.

The principal activity of the Group was a plant hire business. The business was headquartered in Trafford, Greater Manchester and at the time of the Joint Administrators' appointment traded from 26 depots and a further seven customer sites spread across the UK. Profitability was assessed on a depot by depot basis.

HS Realisations had the following six main divisions:

- ▶ Plant
- ▶ Cranes
- ▶ Access
- ▶ Power generation
- ▶ Tools, lighting, non-mechanical and other
- ▶ On-site/industrial

The Group operated with a c.£135m asset based lending ('ABL') working capital facility provided by a syndicate of ABLs, comprising Bank of America NA (London branch), Wells Fargo Capital Finance (UK) Limited, PNC Business Credit (a trading style of PNC Financial Services UK Ltd), Shawbrook Bank Ltd, Siemens Financial Services Inc, and Lloyds Bank PLC ('the Syndicate').

The Syndicate held fixed and floating charge debentures over both Companies and several other entities within the Group. The Syndicate also held a Scottish law debenture over HS Realisations and Properties. In addition, a second lien secured debt of £56.4m was owed to Czech Asset Management ('CAM') at the date of appointment. Syndicate lending was prioritised ahead of amounts owed to CAM under an intercreditor deed.

In the years preceding the Administration, the revenue and EBITDA of the Group deteriorated, whilst interest and fees on borrowings increased significantly. Following a further downturn in trading in 2016, the Group breached its covenants in September 2016 in relation to its secured borrowings and experienced significant cash flow pressure.

The Proposals summarised EY's involvement with the Group from 21 September 2016, which included: analysis of the Group's short term cash flow on a rolling basis; evaluation of initial options for the Syndicate, and appraisal and commentary on the Group's business plan. As the financial position of the Group destabilised further, Management and its advisors, Deloitte, commenced an accelerated disposal process for all or part of the Group in October 2016. EY were subsequently appointed to continue the accelerated disposal process on 7 November 2016.

Amid increasing cash flow pressure, and in the absence of a tangible and deliverable going concern solution, the Directors filed a Notice of Intention to Appoint Administrators on Monday 21 November 2016 and placed the business into administration on 22 November 2016.

Purpose of the Administrations

The Joint Administrators were of the view that objective (b), achieving a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in administration), could be achieved for both of the Companies. The rationale for this was that the protection of the Administration moratoriums would provide greater opportunity to negotiate higher realisations from the Group's principal assets, which related to (i) plant, cranes and equipment on hire with customers or at the Group's depot network; (ii) book debts due from the Companies' customers; and (iii) freehold and long leasehold property.

Conduct of the Administrations

The Proposals outlined the conduct of the Administrations in the period from the Joint Administrators' appointment to the date of the Proposals. This included the marketing strategy and conduct of the accelerated sale process, and details of the sale of certain of the business and assets of the Group to Ashtead Plant Hire Company Limited ('A Plant'). As regards the Companies, the sale to A Plant comprised two elements:

- ▶ the Access and Power Generation assets owned by the Group across its 26 depots (total consideration £17.9m); and
- ▶ the plant assets, business and employees carried on by the Group at six customer sites across the UK (initial consideration £7m, rising to £9m if certain conditions were met, plus an additional £0.5m for the Hewden brand name).

The Proposals also provided an update regarding depot sales which had been completed following the A Plant transactions, and other asset realisations to the date of the Proposals, in respect of cranes, plant and other equipment, book debts, and cash at appointment.

Properties' main assets were freehold and long leasehold premises used by the Group as depots. The Proposals provided an update regarding the sale of the Bangor depot, together with a summary of the other depots which remained to be sold.

Initial meeting of creditors

The Proposals stated that the Joint Administrators were of the opinion that each of the Companies had insufficient property to enable a distribution to be made to unsecured creditors other than by virtue of the Prescribed Part. Consequently, in accordance with the provisions of paragraph 52(1) of Schedule B1 to the Act, the Joint Administrators did not propose to call an initial creditors' meeting in respect of either of the Companies. Furthermore, a meeting was not requisitioned by the creditors.

Future conduct of the Administrations

The Joint Administrators outlined their proposed future conduct of the Administrations, which included, but was not limited to, realisations of remaining assets and completion of statutory duties.

The end of the Administrations

The Proposals also included the Joint Administrators' proposed course of action at the end of the Administrations. The Joint Administrators proposed that if, at the end of the Administrations, any of the Companies had no property which might permit a distribution to their respective non-preferential creditors other than sums due under the Prescribed Part (if any), they would send a notice to that effect to the Registrar of Companies. On registration of the notice, the Joint Administrators' appointment in respect of the company concerned would come to an end. In accordance with the provisions of paragraph 84(6) of Schedule B1 to the Insolvency Act 1986, the company concerned would be deemed to be dissolved three months after the registration of the notice.

It was proposed that if, at the end of the Administrations, any of the Companies had property to distribute to unsecured creditors other than sums to be distributed under the Prescribed Part (if any), the company concerned would move straight into Creditors' Voluntary Liquidation upon the filing with the Registrar of Companies of a notice pursuant to paragraph 83 of Schedule B1 to the Act. It was proposed that the Joint Liquidators would be S J Woodward and C P Dempster of EY.

Amendments to and deviations from the Proposals

There were no amendments to nor deviations from the Proposals.

Extensions to the initial period of appointment

The Administrations of the Companies were extended for a period of twelve months to 21 November 2018. The extensions were granted on 14 November 2017 by the secured and preferential creditors of HS Realisations and the secured creditors of Properties, as permitted under paragraph 76(2)(b) of Schedule B1 to the Insolvency Act 1986. The purpose of the extensions was to allow sufficient time to realise the Companies' residual assets and to finalise a number of remaining matters in the Administrations.

Summary of progress

Assets remaining to be realised

In the previous reporting period HS Realisations was considering taking legal action against a third party who asserted ownership over a number of compressors we understand to have been purchased by HS Realisations prior to the appointment of the Joint Administrators, with a value in the region of c.£0.5m.

After consultation with the remaining secured creditor, who held the entire financial benefit of the potential realisations, and engaging counsel to give an opinion on the likelihood of success of any legal action, it was decided not to undertake the cost of issuing proceedings and extending the Administration for a second time. Therefore, we will not be pursuing this matter any further.

Trading sales

Live hire contracts were allowed to continue as normal (excluding crane and cross-hire assets) until 28 February 2017. £2.9m of sales invoices were raised during the trading period.

A further £13k of trading sales receipts were received during the Period, bringing total trading realisations to £2.6m in the Administration. VAT bad debt relief was claimed in the Period in the sum of £35k on all trading sales invoices raised where amounts were not recovered from customers.

Book debts

The HS Realisations debtor ledger totalled £17.3m on appointment, comprising over 2,000 customer accounts, which included complex accounts, crane hire contracts and smaller debts.

As previously reported, historical book debt collections in the Administration were received and retained by Bank of America Merrill Lynch ('BAML') in satisfaction of the secured debt due to the Syndicate. Hilton Baird Collection Services Limited ('Hilton Baird') were engaged by the Joint Administrators to pursue remaining outstanding balances.

After ceasing the engagement with Hilton Baird during the previous reporting period, a further £1.5k was collected by HS Realisations and subsequently the BAML bank account was closed.

Final book debt realisations in the Administration total £14.7m.

Properties

At the Date of Appointment, the Companies operated nationally from 33 sites split as follows:

- 7 sites relating to the on-site business; and
- 26 plant depots

These properties were a mixture of short leasehold, long leasehold and freehold. In addition to these operational premises, the Group occupied a head office at Trafford House, Manchester and held leases to several premises which were sub-let.

Freehold / long-leasehold properties

All freehold/long-leasehold properties were sold by the end of the previous reporting period apart from the Swansea long-leasehold property. The summary table below shows a list of properties sold in the Administrations.

Location	Freehold/long-leasehold	Price (£'000s)	Current status
Bangor	Freehold	240	Completed as a business and assets sale
Dagenham	Freehold	500	Completed March 2017
Willenhall	Freehold	1,130	Completed March 2017
Newton Abbott	Freehold	383	Completed April 2017
Glasgow	Long-leasehold	675	Completed May 2017
Dundee	Freehold	160	Completed June 2017
Whitehaven	Long-leasehold	232	Completed July 2017
Wokingham	Freehold	3,250	Completed August 2017
Redruth	Freehold	250	Completed October 2017
Swansea	Long-leasehold	279	Completed September 2018

In the Period, the sale of the Swansea property was finalised for total proceeds of £279k.

Short leasehold properties

As previously reported, we granted certain purchasers of the Group's trading assets, licences to occupy a total of 14 leasehold properties until the leases could be assigned to the purchasers or new leases could be agreed. All of these leases have now been either assigned to purchasers, have expired, or the properties have been vacated.

We summarise the final position with each of the depots below:

Property	Current status	Lease premium
Nottingham	Lease assigned	-
Bedford	Lease assigned	£350,000*
Inverness	Lease assigned	-
Stanlow On-site	Lease assigned	-
Glasgow Interlift	Property exited	-
Warrington	Property exited	-
Hull Interlift	Lease surrendered	-
Middlesbrough Interlift	Lease surrendered	-
Grangemouth On-site	Lease surrendered	-
Newcastle Interlift	Property exited	-
Middlesbrough Rigging House	Property exited	-
Hull On-site	Licence expired	-
Immingham On-site	Licence expired	-
Wilton On-site	Lease expired	-

An amount of £14k in respect of licence fees received was refunded to one of the purchasers in the Period as property costs were lower than expected in respect of the property they occupied.

Sub-let properties

At the Date of Appointment, the Companies held leases to six former Hewden depots which were sub-let to third parties. Valuations of these were carried out by D. Currie Consultancy Limited and two of the six premises were identified as having potential sale value; these being located in Eastleigh and Bedford.

The sale of the Eastleigh property completed prior to the previous reporting period, and the sale of the Bedford property completed in the Period, realising £15k.

Plant & Machinery

Disposal of residual plant and crane assets

With all interest for depot sales having been explored, the Joint Administrators engaged Euro Auctions UK Limited ('EA') as their agent to market and sell all the remaining plant and crane assets in the Administration in early 2017.

Between January and March 2017, 11 plant auctions and a single crane auction were held at sites across the UK (primarily comprising the remaining depot network). A small number of remaining assets were sold at auction in April 2017.

Over 5,500 individual lots were sold through this process with total proceeds of £60.8m raised.

During the Period, HS Realisations were contacted by a third party in possession of two telehandlers, the locations of the telehandlers being unknown per pre-appointment company records. We rejected an offer of purchase from the third party of £25k, and sold the two assets at auction, realising a total of £57k after transport and selling costs.

HS Realisations also received £44k in the Period relating to the residual balance owed from one purchaser for plant & machinery purchased prior to the current reporting period.

Other Income

During the Period, HS Realisations received a dividend from its unsecured claim in the insolvency of Woodster in the sum of £193k.

HS Realisations also received £40k in the Period relating to an insurance claim for damage to plant & machinery pre-appointment.

After approaches from numerous parties, HS Realisations also sold an unsecured claim in another insolvency to the highest bidding third party for £15k.

Other residual income relates to dividends from other insolvencies, vehicle insurance claims and pre-appointment refunds given to HS Realisations totalling £9k in the Period.

Bank interest

Bank interest of £1.4k was received in the Period, bringing total bank interest received by the Companies to £35k.

Other matters

During the Administrations, after consultation with EY VAT specialists, the Group submitted a VAT Bad debt relief claim to recover VAT on amounts not received in respect of trading invoices raised by HS Realisations in a previous reporting period. All amounts claimed were in respect of debts with a due date over 6 months old, and were written off in HS Realisations' accounts. £35k was received by HS Realisations in respect of this claim.

Since our previous report, with assistance from EY tax specialists, we have submitted the Companies' final post appointment Corporation tax returns, and requested clearance from HMRC to close the Administration. £5.6k was paid in the Period in respect of outstanding HS Realisations corporation tax liabilities, and £10.8k in respect of outstanding Hewden Properties corporation tax liabilities.

Administrators' receipts and payments account

Summaries of the Joint Administrators' receipts and payments accounts for the Companies covering the period from 22 May 2018 to 13 November 2018 are attached at Appendix 2.

Joint Administrators' remuneration and disbursements

Remuneration

A statement was made in the Proposals under the provision of paragraph 52(1) of Schedule B1 to the Insolvency Act to the effect that there will be no funds available for the non-preferential creditors of the Companies other than by virtue of the Prescribed Part. No creditors' committees were formed. Accordingly the Joint Administrators' remuneration and disbursements were fixed on the basis of time properly spent by them and their staff in dealing with matters arising in the respective Administrations, by the secured and preferential creditors, by resolution on 27 March 2017.

During the Administrations to date, the Joint Administrators have incurred time costs totalling £7,210,053 across the Companies, of which £271,658 was incurred in the Period. Of the time costs incurred, £1,254,523 was drawn in the Period. A summary of these costs are set out in the table below, and a detailed analysis for each company is attached at Appendix 3 to this report.

Name	Time costs in the Period (£)	Total time costs to date (£)	Drawn in the Period (£)	Total time costs drawn to date (£)
HS Realisations	212,860	6,724,301	994,523	6,698,361
Hewden Properties	58,798	485,753	260,000	460,000
Total	<u>271,658</u>	<u>7,210,053</u>	<u>1,254,523</u>	<u>7,158,361</u>

The statutory provisions relating to remuneration are set out in Rule 2.39 of the Insolvency (Scotland) Rules 1986. Further information is given in the Association of Business Recovery Professionals' publication 'A Creditors' Guide to Administrators' Fees', a copy of which may be accessed from the web site of the Insolvency Practitioners Association at <http://www.insolvency-practitioners.org.uk> (follow 'Regulation and Guidance' then 'Creditors' Guides to Fees, then 'Guides for Scotland', then 'Administration'), or is available in hard copy upon written request to the Joint Administrators.

At Appendix 4 there is a statement of the Joint Administrators' policy in relation to charging time and disbursements.

Disbursements

The Joint Administrators have incurred a total of £90,095 of Category 1 and £8,191 of Category 2 disbursements across the Companies, as set out in the table below. Category 1 disbursements of £1,536 were drawn in the Period in respect of Hewden Properties, and £16,897 in respect of HS Realisations Limited. No Category 2 disbursements have been drawn in relation to either of the Companies in the Period.

The Joint Administrators received approval to draw Category 2 disbursements from the secured and preferential creditors by resolution on 27 March 2017. In line with Statement of Insolvency Practice 9, it is the Joint Administrators' policy to disclose Category 1 disbursements but not seek approval to draw them.

Name	Category 1 (£)	Category 2 (£)	Drawn in the Period (£)	Total drawn (£)
HS Realisations	88,559	8,191	16,897	96,750
Hewden Properties	1,536	Nil	1,536	1,536
Total	<u>90,095</u>	<u>8,191</u>	<u>18,433</u>	<u>98,286</u>

Payments to other professionals

We have engaged the following other professionals to assist us. They were chosen on the basis of their experience in similar assignments.

Name of firm	Nature of service	How contracted to be paid	Paid during the Period (£) exc VAT	Paid in total (£) exc VAT
Addleshaw Goddard LLP ('Addleshaw')	Legal services	Time cost basis	39,490	783,196
Pinsent Masons LLP	Legal services	Time cost basis	-	14,016
		Phase 1 (advisory): time cost basis	-	5,320
Euro Auctions UK Limited	Plant/equipment advisors and agents	Phase 2 (selling agency): percentage of realisations (subject to a cap)	-	1,758,275
		Miscellaneous	3,140	3,140
Hilton-Baird Collection Services Limited	Debtor collection services	Percentage of realisations	-	44,639
Metis Partners ('Metis')	Valuation advice	Fixed fee	-	6,000
D Currie Consultancy Limited	Real estate and asset consultancy	Percentage of sale value plus marketing costs	20,000	155,880
In2Corporate Limited	Plant/equipment agents	Percentage of realisations	-	13,037
Jones Lang Lasalle	Business rates advisor	Time cost basis	6,250	6,250
Total			68,880	2,789,753

Outcome to creditors

Secured creditors

As detailed in the Proposals, at the Date of Appointment the Group owed £98.9m to the Syndicate, and a further £56.4m to CAM, whose security ranked behind the Syndicate.

A total of £100m has been distributed by the Group to the Syndicate, discharging its debt (after application of post-appointment interest and charges) in full.

Group distributions totalling £36.1m have been paid to CAM in the Administrations, of which £1.0m was distributed during the Period (£335k from HS Realisations and £578k from Properties). An amount of £66k will be transferred to CAM from HS Realisations, and £10k from Properties when the Companies final VAT refund is received from HMRC. CAM will therefore suffer a shortfall against its secured lending.

Preferential creditors

Preferential creditors' claims are all against HS Realisations and are in respect of employee claims for arrears of wages, holiday pay, and a subrogated claim from the Redundancy Payments Office in respect of unpaid salaries and pension contributions.

A notice of intended dividend was issued to the preferential creditors on 10 October 2017 inviting creditors to lodge their claims no later than 7 November 2017, being the last date for proving. A dividend of 100 pence in the £ was declared and paid on 7 December 2017 on agreed claims totalling £512,809.59.

Non-preferential creditors

The Prescribed Part

The Prescribed Part is a proportion of floating charge assets set aside for unsecured non-preferential creditors pursuant to section 176A of the Insolvency Act 1986 ('the Act'). The Prescribed Part applies to floating charges created on or after 15 September 2003.

As outlined in the Proposals, the floating charges held by the Syndicate and CAM were created after 15 September 2003 and accordingly section 176A of the Act does apply to these Administrations.

HS Realisations

A first and final dividend to unsecured creditors by virtue of the Prescribed Part was declared and paid in the Period.

The Prescribed Part was calculated to be £475k (after associated costs of distribution). With total claims received of c.£83m, the final distribution rate was 0.57p in the pound.

There were no further funds available to distribute to unsecured creditors of HS Realisations, other than those funds set aside by virtue of the Prescribed Part.

Hewden Properties

As the net property of Properties was £7,404, it failed to meet the minimum value of £10,000 set out in the Insolvency Act 1986 (Prescribed Part) Order 2003, which, if met, would require the Joint Administrators to set aside a Prescribed Part for the unsecured creditors of the Company, pursuant to Section 176A of the Act.

As such, no distributions were made to unsecured creditors of Hewden Properties.

The outcome of the Administration

In accordance with the terms of the Proposals, as there are no further assets to be realised or distributions to be made, the Companies will move from administration to dissolution. The Administrations will come to an end on the date on which the notices are registered by Companies House and the Companies will be deemed to be dissolved three months later.

The Companies are awaiting receipt of funds for a VAT 426 claim submitted to HMRC prior to the end of the Administrations, and expect a refund in the immediate future by the electricity provider for the Companies. To avoid further costs to creditors being incurred through an application to court to extend the Administrations in order to receive these amounts, the bank accounts for the Companies will remain open for these two amounts to be received, and the amounts will be distributed directly to the secured creditor upon receipt by the former administrators.

Should you have any remaining questions about the Administration, please do not hesitate to contact David Ashcroft at this office on 0161 333 2835.

Yours faithfully
for the Companies



S J Woodward
Joint Administrator

Encs: Appendix 1 Statutory information
Appendix 2 Joint Administrators' Receipts and Payments Account
Appendix 3 Summary of Joint Administrators' Time-Costs and Category 2 Disbursements
Appendix 4 Joint Administrators' Policy on Fees and Disbursements

S J Woodward is licensed in the United Kingdom to act as an insolvency practitioner by The Institute of Chartered Accountants in England and Wales. C P Dempster is licensed in the United Kingdom to act as an insolvency practitioner by The Institute of Chartered Accountants of Scotland.

The affairs, business and property of the Companies are being managed by the Joint Administrators, S J Woodward and C P Dempster, who act as agents of the Companies only and without personal liability.

The Joint Administrators may act as data controllers of personal data as defined by the General Data Protection Regulation 2016/679, depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Companies may act as a data processor on the instructions of the Joint Administrators. Personal data will be kept secure and processed only for matters relating to the Joint Administrators' appointment. Further details can be found at www.ey.com/uk/officeholderprivacy.

Statutory information

Company Information

Company Name: HS Realisations Limited (formerly Hewden Stuart Limited)
 Registered Office Address: c/o Ernst & Young LLP
 Atria One, 144 Morrison Street, Edinburgh, EH3 8EX
 Registered Number: SC045681
 Trading Name: Hewden Stuart Limited
 Trading Address: 9th Floor, Trafford House, Chester Road, Stretford,
 Manchester, M32 0RL

Details of the Joint Administrators and of their appointment

Administrators: S J Woodward and C P Dempster
 Date of Appointment: 22 November 2016
 By Whom Appointed: The appointment was made by the Directors pursuant to Paragraph 22 of Schedule B1 to the Insolvency Act 1986
 Court Reference: P1124 of 2016 (Court of Session, Parliament House, Edinburgh)

Any of the functions to be performed or powers exercisable by the Joint Administrators may be carried out/exercised by either of them acting alone or by both of them acting jointly.

Statement concerning the EC Regulation

The EC Council Regulation on Insolvency Proceedings does apply to this Administration and the proceedings are main proceedings. This means that this Administration is conducted according to UK insolvency legislation and is not governed by the insolvency law of any other European Union Member State.

Share capital

Shareholder	Authorised		Issued and fully paid	
	Number	£	Number	£
Zeus Topco Limited	896,021,005 Ordinary shares	0.10	896,021,005	89,602,100

Directors and secretary and their shareholdings

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
Susan Shardlow	Director and Company Secretary	5 May 2010	n/a	None
Christopher John Hull	Director	11 May 2015	n/a	None
Mark Hierons	Director	1 May 2013	n/a	None
Adrian Michael Murphy	Director	31 January 2015	14 February 2017	None

Statutory information

Company Information

Company Name: Hewden Properties Limited
 Registered Office Address: c/o Ernst & Young LLP
 Atria One, 144 Morrison Street, Edinburgh, EH3 8EX
 Registered Number: SC043085
 Trading Name: Hewden Properties Limited
 Trading Address: 9th Floor, Trafford House, Chester Road, Stretford,
 Manchester, M32 0RL

Details of the Joint Administrators and of their appointment

Administrators: S J Woodward and C P Dempster
 Date of Appointment: 22 November 2016
 By Whom Appointed: The appointment was made by the Directors pursuant to Paragraph 22 of Schedule B1 to the Insolvency Act 1986
 Court Reference: P1125 of 2016 (Court of Session, Parliament House, Edinburgh)

Any of the functions to be performed or powers exercisable by the Joint Administrators may be carried out/exercised by either of them acting alone or by both of them acting jointly.

Statement concerning the EC Regulation

The EC Council Regulation on Insolvency Proceedings does apply to this Administration and the proceedings are main proceedings. This means that this Administration is conducted according to UK insolvency legislation and is not governed by the insolvency law of any other European Union Member State.

Share capital

Shareholder	Authorised		Issued and fully paid	
	Number	£	Number	£
HS Realisations Limited	100 Ordinary shares	1	100	100

Directors and secretary and their shareholdings

Name	Director or Secretary	Date		Current shareholding
		appointed	resigned	
Susan Shardlow	Director and Company Secretary	5 May 2010	n/a	None
Christopher John Hull	Director	11 May 2015	n/a	None
Mark Hierons	Director	1 May 2013	n/a	None
Adrian Michael Murphy	Director	31 January 2015	14 February 2017	None

Joint Administrators' receipts and payment account for the period from 22 November 2016 to 13 November 2018

HS Realisations

Statement of affairs estimated to realise	Note	22 November 2016 to 21 November 2017	22 November 2017 to 21 May 2018	22 May 2018 to 13 November 2018	Total
(£)		(£)	(£)		(£)
	Fixed charge receipts				
	Property	350,001.00	-	-	350,001.00
	Sub-tenant income	11,773.12	-	-	11,773.12
12,502,937.00	3 Book debts	14,587,280.84	70,864.82	1,525.27	14,659,770.80
500,000.00	Intellectual property	500,001.00	-	-	500,001.00
2,000,002.00	Goodwill	2,000,005.00	-	-	2,000,005.00
	Bank interest	3,857.11	848.82	1,034.03	4,539.96
		17,451,718.07	71,813.64	2,559.30	17,526,091.01
96,354,800.00	Floating charge receipts				
	P&M, F&F, IT Equipment	120,872,822.35	38,000.00	101,425.67	121,013,048.02
	Property licence fee proceeds	356,020.91	(16,542.27)	(14,003.87)	325,474.77
141,944.00	Stock	4.00	-	-	4.00
170,133.00	Motor vehicles and DVLA refunds	297,364.87	-	-	297,364.87
	Pension, health care and life assurance refunds	46,919.51	-	-	46,919.51
1.00	Transferred records	70,140.96	-	-	70,140.96
115,385.00	Cash at bank and in hand	7.00	-	-	7.00
220,486.00	Intercompany debtors	162,586.86	-	-	162,586.86
	Prepayments and other debts	-	-	-	-
	Other assets	162,860.70	-	-	162,860.70
	Bank interest	163,017.68	33,162.82	257,132.81	453,332.91
	Contribution to third party costs	16,336.57	805.12	87.29	16,031.96
1.00	Lease contracts	3,030.00	-	-	3,030.00
		6.00	-	-	6.00
112,005,571.00	1,2 Total receipts	122,152,822.01	56,245.47	344,641.70	122,553,709.18
	6 Trading account	136,804,540.08	128,056.11	347,201.00	140,076,800.19
		2,400,322.67	46,030.70	10,807.32	2,457,160.69
	Fixed charge payments				
	Bank charges	96.10	28.80	16.30	112.00
	Joint Administrators' fees	713,865.00	-	301,115.00	1,015,000.00
	Legal fees and disbursements	61,732.28	-	-	61,732.28
	Debt collection expenses	19,864.09	24,870.34	76.00	44,839.43
		825,379.48	24,899.94	301,205.30	1,151,483.72
	Floating charge payments				
	Ransom payments	28,400.00	-	-	28,400.00
	Gross wages	1,744,820.98	-	-	1,744,820.98
	Employers' NIC and Pension contributions	248,546.36	-	123.92	248,670.28
	Sundry expenses	8,513.87	-	634.52	9,148.39
	Pre appointment employee expenses	26,201.18	-	-	26,201.18
	Post appointment employee expenses	23,191.83	-	-	23,191.83
	ROT settlements	41,811.87	-	-	41,811.87
	Telephone	274,533.57	36,731.07	10,495.58	321,760.22
	Utilities	154,238.11	1,690.12	-	155,928.23
	Rates	172,332.48	11,117.44	8,823.01	192,272.93
	Rent and service charge	358,514.87	10,288.38	-	368,803.25
	Rent due to group companies	36,375.00	-	-	36,375.00
	Insurance	252,576.59	1,503.83	2,868.58	256,949.00
	Motor expenses	130,373.91	127.41	-	130,501.32
	Stationery and printing	17,400.70	-	-	17,400.70
	Security	336,334.86	8,638.86	2,422.94	347,396.66
	Cleaning	10,168.31	-	-	10,168.31
	Legal fees	557,225.43	75,482.80	57,686.56	690,374.80
	Agents' fees	1,553,371.96	-	9,360.00	1,562,731.96
	Pre appointment legal fees	115,820.50	-	-	115,820.50
	Statement of Affairs preparation	12,000.00	-	-	12,000.00
	Public notices	95.00	-	-	95.00
	Other professional fees	9,285.08	-	-	9,285.08
	Waste disposal costs	86,800.08	-	-	86,800.08
	Storage costs	4,872.05	-	3,818.37	8,690.42
	Transport costs	831,280.36	-	910.00	832,190.36
	Irrecoverable VAT	480.00	-	-	480.00
	Bank charges	727.80	169.80	223.70	1,121.30
	Joint Administrators' pre appointment fees and disbursements	86,830.31	-	-	86,830.31
	Joint Administrators' fees	4,869,853.00	-	683,408.28	5,553,261.28
	Joint Administrators' disbursements	71,862.81	-	25,025.80	96,888.61
	Corporation tax	-	5,614.85	-	5,614.85
		12,160,336.77	145,718.61	822,375.93	13,148,433.31
1,2 Total payments		13,006,718.25	170,617.35	1,125,581.23	14,290,917.00
	Distributions				
	Secured creditors - fixed charge (BAML)	11,082,947.93	-	-	11,082,947.93
3	Secured creditors - floating charge (BAML)	66,306,832.18	-	-	66,306,832.18
3	Secured creditors - floating charge (CAM)	21,237,532.24	900,000.00	275,631.31	22,413,163.55
	Secured creditors - fixed charge (CAM)	4,620,000.00	700,000.00	58,874.28	5,378,874.28
	Preferential creditors	-	512,806.59	(4.00)	512,802.59
	Unsecured creditors	-	-	474,638.72	474,638.72
	Total distributions	125,247,512.35	2,112,806.59	808,340.32	128,168,659.26
	Balances in hand				67,381.88
	Represented by:				
	Cash at bank				1,619.55
4	VAT receivable (payable)				66,107.54
	PAYE / NIC control and pension control				-
	Unclaimed dividend account				(345.56)
					67,381.88

Notes

- This receipts and payments account is shown net of VAT.
- This receipts and payments account has been prepared on a cash basis and does not reflect debts not collected or liabilities not paid.
- As set out in the Joint Administrators' receipts and payments account in our previous report, further amounts of book debts and post appointment debtor receipts were received directly by Bank of America ML (BAML) into the BAML blocked account, and utilised to satisfy BAML secured debt owed by the Group.
- VAT liabilities have been prepared on the basis of VAT invoices raised during the Period.
- Trading account is shown separately overleaf.
- Funds held are in non interest-bearing accounts.

**Joint Administrators' receipts and payment account for the period from
22 November 2016 to 13 November 2018**

HS Realisations**Trading account**

Note	22 November 2016 to 21 November 2017 (£)	22 November 2017 to 21 May 2018	22 May 2018 to 13 November 2018	Total
Trading income				
Trading sales	2,505,796.26	46,030.70	13,056.64	2,564,883.60
Trading payments				
Repairs & renewals	(14,274.45)	-	(2,249.32)	(16,523.77)
Stationery and printing	(4,575.50)	-	-	(4,575.50)
Trading supplies	(48,898.15)	-	-	(48,898.15)
Depot cleaning	(8,084.15)	-	-	(8,084.15)
Telephone	(263.84)	-	-	(263.84)
Insurance for motor vehicles	(31,377.50)	-	-	(31,377.50)
	(105,473.59)	-	(2,249.32)	(107,722.91)
Trading position				2,457,160.69

Notes

1 The above analysis does not include employee salaries and wages for those members of staff who were responsible for assisting in trading matters. An amount of employee time will have been spent in assisting with the trading strategy of HS Realisations. However, for reporting purposes all employee costs have been included within floating charge expenses

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**Summary of the Joint Administrators; time costs and expenses for the period from
22 May 2018 to 13 November 2018**

HS Realisations Limited

	Staff Grade					Total Hours	Time Cost (£)	Average Hourly Rate (£)
	Partner / Director	Assistant Director	Senior Executive	Executive	Analyst / Intern			
Accounting & Administration	9.8	1.5	5.7	114.0	31.1	162.1	49,630	306.2
Bank & Statutory Reporting	10.5	-	-	20.0	-	30.5	13,383	438.8
Creditors	-	-	-	9.6	2.0	11.6	3,216	277.2
Prescribed Part Distribution	10.8	3.5	-	131.2	0.7	146.2	49,694	339.9
Debtors	2.0	-	-	2.0	-	4.0	2,180	545.0
Employee Matters	1.1	-	-	2.3	-	3.4	1,401	411.9
Other Assets	9.4	-	-	12.0	-	21.4	9,595	448.4
Other Matters	8.0	50.1	12.0	27.4	-	97.5	51,829	531.6
Property	-	-	-	6.0	-	6.0	1,860	310.0
Statutory Duties	0.8	-	-	-	-	0.8	500	625.0
Trading	0.4	-	-	1.0	-	1.4	560	400.0
VAT & Taxation	2.3	7.2	-	18.0	68.6	96.1	29,013	301.9
Total Hours	65.1	62.3	17.7	343.5	102.4	681.0		
Time Costs (£)	36,945	41,438	7,898	106,928	19,660		212,860	
Average Hourly Rate (£)	671	665	446	311	192		366	
Category 1 Disbursements (£)	11,812.89							
Category 2 Disbursements (£)	-							
	11,812.89							

Hewden Properties Limited

	Staff Grade					Total Hours	Time Cost (£)	Average Hourly Rate (£)
	Partner / Director	Assistant Director	Senior Executive	Executive	Analyst / Intern			
Accounting and Administration	3.3	-	1.5	16.0	3.3	24.1	7,981	331.2
Bank & Statutory Reporting	3.3	-	-	3.5	-	6.8	3,148	462.9
Other Matters	1.8	-	11.0	10.2	0.4	23.4	10,189	435.4
Property	12.1	-	-	13.0	-	25.1	11,593	461.9
Statutory Duties	0.8	-	-	-	-	0.8	500	625.0
VAT & Taxation	3.2	7.5	-	6.0	53.5	70.2	25,389	361.7
Total Hours	24.5	7.5	12.5	48.7	57.2	150.4		
Time Costs (£)	17,536	7,196	5,375	15,067	13,626		58,798	
Average Hourly Rate (£)	716	959	430	309	238		391	
Category 1 Disbursements (£)	242.65							
Category 2 Disbursements (£)	-							
	242.65							

Time is recorded in units of six minutes.

Category 2 disbursements

There were no Category 2 disbursements incurred during the Period in either of the Companies.

Appendix 3

Summary of the Joint Administrators; time costs and expenses for the period from 22 May 2018 to 13 November 2018

Charge out rates	Grade	Previous Rates 1 July 2016 to 30 June 2017 (£)	Previous rates 1 July 2017 to 16 March 2018 (£)	Previous rates 17 March 2018 to 30 September 2018 (£)	Rates 1 November 2018 to 13 November 2018 (£)
Restructuring	Partner	710	745	780	855
	Director	565-660	595-695	625-730	655-765
	Assistant Director	500-670	525-705	550-740	580-755
	Senior Executive	390-510	410-535	430-560	450-590
	Executive	280-375	295-395	310-415	355-435
	Analyst / intern	150-340	160-355	170-375	90-415
Forensic Technology & Discovery Services	Assistant Director	595	n/a	n/a	n/a
	Senior Executive	380	n/a	n/a	n/a
	Executive	305	n/a	n/a	n/a
	Analyst	170	n/a	n/a	n/a
People Advisory Services	Assistant Director	760	n/a	n/a	n/a
	Senior	450	n/a	n/a	n/a
Transaction Tax	Partner	1180-1425	1240-1495	1240-1495	n/a
	Director	1000-1175	1050-1235	1050-1235	n/a
	Assistant Director	810-1150	850-1210	850-1210	n/a
	Senior Executive	685-855	720-900	720-900	n/a
	Executive	410-530	430-660	430-660	n/a
	Analyst	130-390	135-410	135-410	n/a
Indirect Tax	Partner	1175	1235-1495	1235-1495	n/a
	Director	1230	1010-1290	1010-1290	n/a
	Assistant Director	1095	725-1150	725-1150	n/a
	Senior Executive	690	560-800	560-800	n/a
	Executive	435	455-555	455-555	n/a
	Analyst	180	135-355	135-355	n/a

Summary of the Joint Administrators' time costs and expenses for the period from 22 November 2016 to 13 November 2018

HS Realisations Limited

	Staff Grade					Total Hours	Time Cost (£)	Average Hourly Rate (£)
	Partner / Director	Assistant Director	Senior Executive	Executive	Analyst / Intern			
Accounting & Administration	145.8	298.4	34.9	1,237.2	131.0	1,847.3	639,607	346.2
Bank & Statutory Reporting	298.0	286.7	8.1	169.1	46.5	808.4	412,962	510.8
Creditors	19.2	16.4	111.5	154.6	607.5	909.2	201,725	221.9
Prescribed Part Distribution	16.8	9.1	-	389.8	19.2	434.9	128,962	296.5
Debtors	229.0	730.6	71.6	1,221.3	186.0	2,438.5	927,392	380.3
Employee Matters	188.8	310.5	0.5	956.3	47.0	1,503.1	561,254	373.4
Other Assets	187.0	776.5	60.0	91.6	27.5	1,142.6	572,452	501.0
Other Matters	167.6	485.9	19.0	70.9	60.6	804.0	408,501	508.1
Property	12.8	157.1	13.0	852.1	35.0	1,070.0	341,211	318.9
Statutory Duties	17.8	52.0	32.5	130.1	3.0	235.4	88,358	375.4
Trading	166.5	1,059.6	234.5	1,075.0	1,238.0	3,773.6	1,281,436	339.6
VAT & Taxation	20.5	87.5	26.8	48.0	332.0	514.8	172,196	334.5
Total Hours	1,768.5	4,932.4	1,205.1	6,696.1	2,974.7	17,776.8		
Time Costs (£)	1,140,468	2,572,482	515,152	1,965,928	630,272		6,724,301	
Average Hourly Rate (£)	645	522	427	285	178		378	
Category 1 Disbursements (£)	88,559.10							
Category 2 Disbursements (£)	8,191.01							
	<u>96,750.11</u>							

Hewden Properties Limited

	Staff Grade					Total Hours	Time Cost (£)	Average Hourly Rate (£)
	Partner / Director	Assistant Director	Senior Executive	Executive	Analyst / Intern			
Accounting and Administration	6.0	0.3	1.5	139.2	6.0	153.0	46,161.9	301.7
Bank & Statutory Reporting	24.8	1.0	4.1	42.8	1.0	73.7	29,403.8	399.0
Creditors	1.7	-	2.0	0.1	0.5	4.3	1,901.0	442.1
Employee Matters	-	-	-	-	2.0	2.0	260.0	130.0
Immediate Tasks	1.0	-	-	-	-	1.0	710.0	710.0
Investigations	2.5	-	-	22.2	-	24.7	7,991.0	323.5
Job Acceptance & Strategy	1.0	2.0	-	-	-	3.0	1,710.0	570.0
Legal Issues	11.0	-	-	-	-	11.0	7,880.0	716.4
Other Matters	4.3	-	11.0	10.2	0.4	25.9	12,051.5	465.3
Property	135.4	70.6	17.0	538.4	8.5	769.9	285,889.5	371.1
Statutory Duties	3.3	1.0	4.0	24.6	0.8	33.7	11,423.5	339.0
VAT & Taxation	6.5	10.4	3.8	15.9	91.6	128.2	45,835.0	357.5
Sale of Business	42.5	-	6.5	-	9.0	58.0	34,735.0	598.9
Total Hours	240.0	85.3	49.9	793.4	119.8	1,288.4		
Time Costs (£)	152,165	57,047	21,204	228,101	27,236		485,753	
Average Hourly Rate (£)	634	669	425	287	227		377	
Category 1 Disbursements (£)	1,535.65							
Category 2 Disbursements (£)	-							
	<u>1,535.65</u>							

Time is recorded in units of 6 minutes.

Creditors request for further information

Office holders' charging policy for fees

As detailed earlier in this report, the basis of the Joint Administrators' remuneration (including the recovery of pre-administration costs) was approved by the secured and preferential creditors by resolution on 27 March 2017.

The Joint Administrators have engaged a manager and other staff to work on the cases. The work required is delegated to the most appropriate level of staff taking account of the nature of the work and the individual's experience. Additional assistance is provided by accounting and treasury executives dealing with the Companies' bank accounts and statutory compliance diaries. Work carried out by all staff is subject to the overall supervision of the Joint Administrators.

All time spent by staff working directly on case-related matters is charged to a separate time code established for each case. Each member of staff has a specific hourly rate, which is subject to change over time. The average hourly rate for each category of staff over the period is shown in Appendix 3, as are the current hourly rates used. The current hourly rates may be higher than the average rates, if hourly rates have increased over the period covered by this report. Time is recorded in units of six minutes.

Office holders' charging policy for disbursements

Statement of Insolvency Practice No. 9 ('SIP 9') published by R3 (The Association of Business Recovery Professionals) divides disbursements into two categories.

Category 1 disbursements comprise payments made by the office holders' firm, which comprise specific expenditure relating to the administration of the insolvent's affairs and referable to payment to an independent third party. These disbursements can be paid from the insolvent's assets without subsequent approval. In line with SIP 9, it is our policy to disclose such disbursements drawn but not to seek approval for their payment.

Category 2 disbursements comprise payments made by the office holders' firm which include elements of shared or overhead costs. Such disbursements are subject to approval from secured and preferential creditors as if they were remuneration. It was proposed by the secured and preferential creditors by way of resolution on 27 March 2017 that all Category 2 disbursements as incurred are permitted to be drawn by the Joint Administrators from time to time.