

The Insolvency Act 1986

**Notice of court order
ending administration****2.33B**

Name of Company
Unwins Limited

Company number
00087690

In the High Court of Justice, Chancery Division Companies Court

Court case number 1375 of 2005

We,
Myles Antony Halley
KPMG LLP
8 Salisbury Square
London
EC4Y 8BB

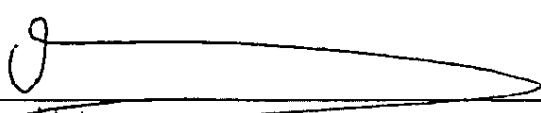
Jane Bronwen Moriarty
KPMG LLP
8 Salisbury Square
London
EC4Y 8BB

Blair Carnegie Nimmo
KPMG LLP
191 West George Street
Glasgow
G2 2LJ

having been appointed joint administrators of Unwins Limited, 1 Great Cumberland Place London W1H 7AL on 19 December 2005 by High Court of Justice, Leeds District Registry, hereby give notice that the court has ordered that the administration shall end on 11 September 2008 and a copy of the court order is attached

We attach to this notice a copy of the final progress report

Signed


Joint Administrator

Dated

11 September 2008

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.

Sebastian Kopis
KPMG LLP
8 Salisbury Square
London EC4Y 8BB
United Kingdom

Tel 020 7311 8851

DX Number DX 38050 Blackfriars

DX Exchange



A14

A30VM3TQ

09/10/2008

92

COMPANIES HOUSE

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

Companies House, Crown Way, Cardiff CF14 3UZ

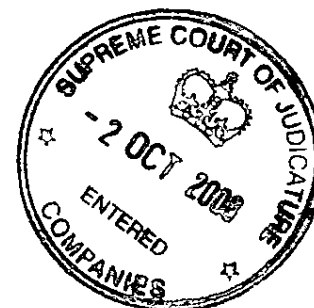
DX 33050 Cardiff

THURSDAY

Amended this pursuant to CPR 40.12

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
BEFORE MR JUSTICE HENDERSON
ON THE 11TH DAY OF SEPTEMBER 2008

NO 1372, 1373, 1374, 1375 of 2005



IN THE MATTER OF UNWINS LIMITED (IN ADMINISTRATION)
PHILLIPS NEWMAN AND COMPANY LIMITED (IN ADMINISTRATION)
UW ACQUISITIONS LIMITED (IN ADMINISTRATION)
THE UNWINS WINE GROUP LIMITED (IN ADMINISTRATION)

AND IN THE MATTER OF THE INSOLVENCY ACT 1986

ORDER

UPON THE PETITIONS of Unwins Limited, Phillips Newman And Company Limited, UW Acquisitions Limited and Unwins Wine Group Limited whose registered office is at the offices of KPMG LLP, KPMG LLP 8 Salisbury Square London EC4Y 8BB, presented on 27 August 2008 by Jane Bronwen Moriarty, Myles Anthony Halley and Blair Carnegie Nimmo, the Joint Administrators of the above named Companies

AND UPON HEARING counsel for the Petitioners

AND UPON READING the evidence

AND UPON the Petitioners' solicitors undertaking to file amended petitions within seven days of this order

AND UPON the court being satisfied that the EC Regulation does apply and that these proceedings are main proceedings as defined in Article 3 of the EC Regulation on Insolvency Proceedings (No 1346/2000)



THURSDAY



A14 09/10/2008 90
COMPANIES HOUSE

IT IS ORDERED -

- 1 That the Administration proceedings in respect of the above named companies be transferred from the Leeds District Registry to the Royal Courts of Justice
- 2 That the Petitioners have leave to amend each of the petitions to state the names of the Joint Administrators
- 3 That the Administration Orders made 19 December 2005 in respect of each of the above named companies be discharged pursuant to paragraph 79 of Schedule B1 to the Insolvency Act 1986
- 4 That the requirements for advertisement of the petitions imposed by the Insolvency Rules 1986, rules 4.7(9) and 4.23(1) be dispensed with, together with the requirements for service of the petitions on the companies
- 5 That Unwins Limited, Phillips Newman And Company Limited, UW Acquisitions Limited and Unwins Wine Group Limited be wound up by the Court under the provisions of the Insolvency Act 1986
- 6 That Jane Bronwen Moriarty, Myles Anthony Halley, and Blair Carnegie Nimmo of KPMG LLP be released from all liability as joint administrators pursuant to paragraph 98 of Schedule B1 to the Insolvency Act 1986 forthwith
- 7 That the costs of each of the petitions be costs in the administration of the company which is the subject of the petition

11 September 2008

NO 1372, 1373, 1374, 1375 of 2005
IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

IN THE MATTER OF UNWINS LIMITED
(IN ADMINISTRATION)
PHILLIPS NEWMAN AND COMPANY
LIMITED (IN ADMINISTRATION)
UW ACQUISITIONS LIMITED (IN
ADMINISTRATION)
THE UNWIN'S WINE GROUP LIMITED
(IN ADMINISTRATION)

AND IN THE MATTER OF THE
INSOLVENCY ACT 1986

ORDER

Solicitors

Dundas & Wilson LLP
North-West Wing
Bush House
Aldwych
London
WC2B 4EZ



*Unwins Limited, The Unwins Wine Group Limited Phillips Newman & Company
Limited UW Acquisitions Limited
(all in administration)
(‘The Unwins Group’)*

Report to Creditors pursuant to Rule 2.110 of the Insolvency (Amendment) Rules 2003

KPMG LLP

28 August 2008

**Unwins Limited, The Unwins Wine Group
Limited, Phillips Newman & Company Limited,
UW Acquisitions Limited
(all in administration)
(‘The Unwins Group’)**

**Report to Creditors pursuant to Rule
2.110 of the Insolvency (Amendment)
Rules 2003**

28 August 2008

KPMG LLP

28 August 2008

This report contains 5 pages

Appendices contain 8 pages



*Unwins Limited The Unwins Wine Group Limited, Phillips Newman & Company
Limited UW Acquisitions Limited
(all in administration)
(The Unwins Group)*

Report to Creditors pursuant to Rule 2.110 of the Insolvency (Amendment) Rules 2003

KPMG LLP

28 August 2008

Contents

1	Glossary	1
2	Introduction	2
2.1	Introduction	2
2.2	Joint administrators' proposals	2
3	Progress of the administration	3
3.1	Property	3
4	Receipts and payments	4
5	Creditors	4
5.1	Secured creditors	4
5.2	Preferential creditors	4
5.3	Unsecured creditors	4
6	Other matters	4
6.1	Administrators' remuneration	4
6.2	Conclusion of the administrations	4

Appendices

- 1 Administrators' abstract of receipts and payments to 28 August 2008
- 2 SIP 9 Summary of administrators' time costs to 28 August 2008



*Unwins Limited, The Unwins Wine Group Limited, Phillips Newman & Company
Limited UW Acquisitions Limited
(all in administration)
(The Unwins Group)*

Report to Creditors pursuant to Rule 2.110 of the Insolvency (Amendment) Rules 2003

KPMG LLP

28 August 2008

1 Glossary

Administrators	Myles Halley, Jane Moriarty and Blair Nimmo of KPMG LLP
Administration	The Administration Order granted by the High Court in respect of the Unwins Group dated 19 December 2005 Court administration order numbers 1372-1376 of 2005
Address and registered office of the Unwins Group	8 Salisbury Square London EC4Y 8BB
Appointor	HIBOS Plc in accordance with paragraph 12(1)(c) of Schedule B1 to the Insolvency Act 1986
Date of appointment	19 December 2005
Threshers	First Quench Retailing Limited
Unwins	Unwins Limited
UWA	UW Acquisitions Limited
Phillips Newman	Phillips Newman & Company Limited

The references in this report to sections, paragraphs or rules are to the Insolvency Act 1986, Schedule B1 of the Insolvency Act 1986 and the Insolvency (Amendment) Rules 2003 respectively.



*Unwins Limited, The Unwins Wine Group Limited, Phillips Newman & Company
Limited UW Acquisitions Limited
(all in administration)
(The Unwins Group)*

Report to Creditors pursuant to Rule 2.110 of the Insolvency (Amendment) Rules 2003

KPMG LLP

28 August 2008

2 Introduction

2.1 Introduction

Myles Halley Jane Moriarty and Blair Nimmo of KPMG LLP were appointed as Administrators of The Unwins Group on 19 December 2005 by the High Court following an application by HIBOS a holder of a qualifying floating charge

In accordance with Paragraph 100(2) of schedule B1 Insolvency Act 1986 the functions of the Administrators are being exercised by any or one of the administrators

In accordance with Rule 2.110 of the Insolvency (Amendment) Rules 2003, the Administrators now set out their final report to 28 August 2008

2.2 Joint administrators' proposals

As set out in our report to creditors dated 8 February 2006 the joint administrators' proposals were approved in accordance with Rule 2.33(5) of the Insolvency Rules 1986

The proposals approved were

- to appoint a committee of creditors
- to continue to do all such things reasonably expedient and generally exercise all their powers as Joint Administrators as they, in their discretion, consider desirable in order to maximise realisations from the assets of The Unwins Group in accordance with the objective as set out above
- to investigate and if appropriate pursue any claims The Unwins Group may have
- to seek an extension to the administration period if deemed necessary by the Administrators
- when it is anticipated that no better realisations will be made in the administration than would be available in a winding up to take the necessary steps to put The Unwins Group into either Creditors' Voluntary Liquidation or into Compulsory Liquidation as deemed appropriate by the Joint Administrators in the event the Joint Administrators deem that liquidation is not appropriate because no dividend will become available to creditors and there are no other outstanding matters that require to be dealt with in a liquidation then the Joint Administrators shall file the appropriate notices at Companies House and The Unwins Group will subsequently be dissolved
- if Creditors' Voluntary Liquidation is deemed appropriate that the Administrators Myles Halley Jane Moriarty and Blair Nimmo be appointed as



*Unwins Limited, The Unwins Wine Group Limited, Phillips Newman & Company
Limited, UW Acquisitions Limited
(all in administration)
(The Unwins Group)*

Report to Creditors pursuant to Rule 2.110 of the Insolvency (Amendment) Rules 2003

KPMG LLP

28 August 2008

liquidators of The Unwins Group at the appropriate time dependant on the leasehold assignments without any further recourse to creditors and that they make act jointly and severally in their duties. In accordance with paragraph 83(7) and Rule 2.117(3) creditors may nominate a different person as the proposed liquidator, provided that the nomination is made after the receipt of the proposals and before the proposals are approved

- that following the appointment of liquidators to The Unwins Group as set out above, the Administrators be discharged from liability in respect of any action of them as Administrators pursuant to paragraph 98 of schedule B1 of the Insolvency Act 1986 with immediate effect
- in accordance with Rule 2.106(9) a resolution on the Administrators remuneration it is proposed that, in accordance with Rule 2.106, the Administrators remuneration be fixed by a committee of The Unwins Group creditors
- In the event that no committee is formed, remuneration of the Joint Administrators will be fixed by reference to time properly spent by them and their staff in attending to matters arising from The Unwins Group administration, in accordance with the Statement of Insolvency Practice number 9 and that they be authorised to draw remuneration and disbursements from the assets of The Unwins Group Companies from time to time as and when funds are available
- that the costs of KPMG LLP in respect of forensic, tax, VAT and pension advice provided to the Administrators be based upon time costs and shall be paid out of the assets of The Unwins Group

3 Progress of the administration

3.1 Property update

3.1.1 Leasehold properties

Despite numerous attempts by us, there are 14 leases remaining for which surrenders have still not been accepted by the landlords

3.1.2 Long leasehold properties

Both of the leaseholds to the properties referred to in our previous report have now been sold with total net realisations of £203,003. Accordingly, all long leasehold properties have now been dealt with



4 Receipts and payments

Copies of the administrators' receipts and payments accounts to 28 August 2008 (for each company in The Unwins Group) are attached as Appendix 1

5 Creditors

5.1 Secured creditors

As previously advised the claim of HBOS was settled at the expected level of £5.25 million

5.2 Preferential creditors

No funds were available in the administration to pay preferential creditors of Unwins Limited. Any future dividend depends on the ability of the Official Receiver to realise assets from the investigations into the directors' conduct.

5.3 Unsecured creditors

No dividends have been paid to unsecured creditors of any of the Unwins Group.

Again, any dividend to unsecured creditors remains wholly dependent on any realisations from investigations into the directors' conduct by the Official Receiver.

6 Other matters

6.1 Administrators' remuneration

Administrators' total time costs for the administrations are shown at Appendix 2 with a detailed breakdown of the costs incurred since the previous progress report. The creditors committee passed a resolution approving our fees up to a limit of £1.325m on Unwins Limited at a meeting held on 5 August 2008.

6.2 Conclusion of the administrations

Following a detailed review of the information collected from interviews conducted with Mr Phillip Cook in June and a further interview with Mr Stephen Smith, the former in-house solicitor to DM, it was concluded that, although there remained a number of potential claims which could be raised against the directors, it was not economical for those claims to be conducted within the administration. It was also concluded for a



*Unwines Limited, The Unwines Wine Group Limited, Phillips Newman & Company
Limited, UW Acquisitions Limited
(all in administration)
(The Unwines Group')*

Report to Creditors pursuant to Rule 2.110 of the Insolvency (Amendment) Rules 2003

KPMG LLP

28 August 2008

number of reasons including the availability of funding that the companies should be placed into compulsory liquidation so that the Official Receiver could continue detailed investigations which had been started by the Administrators into the conduct of the directors. We have already briefed the Official Receiver and hearings have been set for 11 September 2008 for the winding up petitions to be heard.

In order to move the Group to creditors' voluntary liquidation the administrators would be required to state, under Paragraph 83 (2) of Schedule B1 of the Insolvency Act 1986 that a distribution will be made to creditors. Given that the Group has no funds to distribute to creditors we intend to pass the cases to the Official Receiver on 11 September 2008.

Myles Halley
Joint Administrator

Appendix 1

Abstract of the administrators' receipts and payments account to 28 August 2008

Unwins Limited (In Administration)

RECEIPTS	Total (£)
Freehold property	1 920 385.54
Leasehold property	4 787 092.94
Rent	6 527.60
Bank interest - gross	103 833.70
Plant & machinery	27 783.20
Furniture & equipment	6 049.00
Motor vehicles	5 000.00
Stock	52 115.00
Fuel	5 075.00
Book debts	39 493.89
Employee loan account	108.00
Cash at bank	102 451.88
Insurance refund	11 895.22
Cash at Store	20 773.37
Rates Rebates	28 054.96
Sundry refunds	16 533.95
VAT refund	41 702.62
TOTAL	7 174 875.87
PAYMENTS	
Direct labour	50 121.09
Direct expenses	4 870.33
Security	46 149.02
Rent	27 335.82
Water rates	1 210.27
Heat & light	20 132.15
Travel	680.00
Telephone/Telex/Fax	35 035.06
Insurance	10 593.12
Professional fees	21 394.80
HP/Leasing payments	1 245.80
Hire of equipment	2 730.00
Repairs and maintenance	8 511.11
Sundry expenses	9 930.57
IT and Maintenance	17 676.10
Advertising	1 158.99
Administrators' fees	1 310 166.21
Legal fees	577 201.76
Agents/Valuers fees	261 915.77
Bank charges	1 575.48
Fixed charge creditor	4 450 000.00
Payroll Bureau	29 234.50
Premises Expenses	4 175.00
Wages & salaries	1 13 190.71
PAYE & NIC	65 885.17
Fixed Charge Recoverable VAT	1 007.33
VAT receivable	11 707.62
TOTAL	7 174 875.87
Receipts less payments	<u><u>0.00</u></u>

Appendix 1
Abstract of the administrators' receipts and payments account to 28 August 2008

**The Unwins Wine Group Limited
(In Administration)**

RECEIPTS	Total (£)
Leasehold property	896 670 00
Bank interest gross	30 153 70
Stock	1 566 68
Shares and investments	300 00
Insurance refund	5 500 00
Sundry refunds	6 063 02
TOTAL	938 253 10
 PAYMENTS	
Administrators' fees	273 088 51
Legal fees	89 809 00
Fixed charge creditor	575 000 00
Professional fees	350 00
Bank charges	5 89
TOTAL	938 253 10
 Receipts less payments	 0 00

Appendix 1
Abstract of the administrators' receipts and payments account to 28 August 2008

Phillips Newman & Company Limited
(In Administration)

RECEIPTS	Total (£)
Sales	20 340 77
Book debts	69 680 03
Sale of brand names	6 500 00
VAT refunds (pre-approval)	1 725 00
Bank interest gross	6 569 61
Sundry refunds	56 55
TOTAL	107 671 96
 PAYMENTS	
Professional fees	1 020 00
Administrators' fees	40 390 82
Cash at bank	22 99
Bank charges	19 85
Employees' wage arrears	4 321 02
Employees' holiday pay	6 563 10
Contributions to pension schemes	301 18
Floating charge	55 000 00
TOTAL	107 671 96
 Receipts less payments	 <u><u>0 00</u></u>

Appendix 1
Abstract of the administrators' receipts and payments account to 28 August 2008

**UW Acquisitions Limited
(In Administration)**

RECEIPTS	Total (£)
Halladale Settlement	148 266 61
Retention Sum Settlement	673 659 49
Bank interest gross	31 172 87
Book debts	276 77
Rent	516 08
Floating ch. VAI receivable	0 01
TOTAL	856 691 83
PAYMENTS	
Professional fees	161 518 77
Administrators' fees	344 243 60
Legal fees	163 806 40
Corporation tax	2 520 00
Fixed charge creditor	170 000 00
Bank charges	18 02
Employees' wage arrears	5 811 78
Employees' holiday pay	2 860 58
Contribs to pension schemes	4 900 86
Irrecoverable VAI	1,011 82
TOTAL	856 691 83
Receipts less payments	<u><u>0 00</u></u>

Summary of administrators' time costs to closure

Unwins Limited (in administration)

Consolidated time spent by grade	Partner	Senior		Senior Administrators	Administrators	Support	Total Hours	Total Cost	Average Rate
		Managers	Managers						
Unwinds out rates	440-465	345	275 325	205	140-205	90-150			
Signatory	-	7 00	13 50	11 20	41 60	6 10	79 40	15 509	195
Director	-	13 00	18 50	5 00	0 80	6 50	43 80	11 264	257
Employees	-	0 50	-	10 90	-	-	11 40	2 331	204
Director	-	6 00	-	-	-	-	6 00	2 190	365
Director	-	12 00	26 00	2 60	38 30	0 10	79 00	18 195	230
Director	0 40	-	6 00	24 90	-	0 30	31 60	6 935	219
Director	-	8 00	5 20	2 50	-	-	15 70	5 053	322
Director	-	3 00	5 00	-	4 00	-	12 00	2 065	172
Director	-	-	-	-	-	1 80	1 80	450	250

Total hours/cost from 5 May 2007 to 28 August 2008

0 40	49 50	74 20	57 10	84 70	14 80	280 70	63 992
------	-------	-------	-------	-------	-------	--------	--------

Total hours /cost from 19 December 2005 to 4 May 2007

						5 737 00	1 300 967
--	--	--	--	--	--	----------	-----------

Total hours /cost from 19 December 2005 to 28 August 2008

						6 017 70	1 364 959
--	--	--	--	--	--	----------	-----------

Appendix 2

Summary of administrators' time costs to closure

The Unwins Wine Group Ltd (in administration)

Consolidated time spent by grade	Senior					Total Hours	Total Cost	Average Rate
	Partner 440-465	Senior Managers 345	Managers 275-325	Administrators 205	Administrators Support 140-205			
Charge out rates								
Statutory Employees	6.00	7.00	3.00	4.20	11.00	62.00	10,544.00	170
Creditors	-	-	2.10	-	-	2.10	609.00	290
Cashiering, IT etc	16.00	18.00	36.00	-	-	70.00	24,450.00	349
General	2.00	-	-	2.70	-	5.00	443.50	289
	1.00	-	11.20	9.50	34.80	56.50	12,371.00	219
	8.00	7.00	10.00	5.00	13.00	43.00	1,780.00	274
Total hours/cost from 5 May 2007 to 28 August 2008	33.00	32.00	62.30	16.40	45.80	238.50	6,197.50	
Total hours / cost from 19 December 2005 to 4 May 2007						918.00	212,137	
Total hours / cost from 19 December 2005 to 28 August 2008						1,156.50	273,335	

Phillips Newman & Co Ltd (in administration)

Consolidate time spent by grade	Partner	Senior		Managers		Administrators		Support	Total Hours	Total cost	Average Rate
		Managers	Administrators	Managers	Administrators						
Charge out rates	440 465	345	275-325	205	140-205	30-150					
Statutory	2 00	8 00	4 10	4 20	8 00	0 50		26 80	6,707 00		250
Employees	-	-	-	6 60	4 00			10 60	1,898 00		179
Cable/rent	-	-	-	1 30	-	1 00		2 30	352 00		153
Office m	-	6 00	3 00	4 00	8 00	-		21 00	4 910 00		234
Total hours/cost from 5 May 2007 to 28 August 2008	2 00	14 00	7 10	16 10	20 00	1 50		60 70	13,867		
Total hours , cost from 19 December 2005 to 4 May 2007								111 00	27,892		
Total hours , cost from 19 December 2005 to 28 August 2008								171 70	41,759		

Appendix 2

Summary of administrators time costs to closure

UW Acquisitions Limited (in administration)

Consolidated time spent by grade	Senior				Total Hours	Total Cost	Average Rate
	Partner	Managers	Managers	Administrators			
Charge out rates	440-465	345	275-325	205	140 205	90-150	
Statutory	-	24 00	8 00	4 00	13 80	1 00	50 80
Investigations	14 00	57 00	82 00	-	-	-	153 00
Employees	-	-	-	11 90	-	-	11 90
Cash and	0 20	-	-	1 80	-	0 30	2 30
Creditors	-	46 00	40 00	27 00	80 00	-	193 00
Tax	-	-	0 10	-	3 70	-	3 80
Other	-	36 00	22 00	4 50	50	-	64 00
Total hours/cost from 5 May 2007 to 28 August 2008	14 20	163 00	152 10	49 20	99 00	1 30	478 80

Total hours, cost from 19 December 2005 to 4 May 2007

Total hours, cost from 19 December 2005 to 28 August 2008

755 00 231,217

1,233 80 363,449