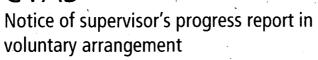
In accordance with Rule 2.41 of the Insolvency (England & Wales) Rules 2016

CVA3





	A18 CO	11/08/2020 #13 MPANIES HOUSE
1	Company details	
Company number	0 0 2 3 7 5 1 1	→ Filling in this form Please complete in typescript or in
Company name in full	Arcadia Group Limited	bold black capitals.
2	Supervisor's name	¥
Full forename(s)	Daniel Francis	
Surname	Butters	
3	Supervisor's address	
Building name/number	1 New Street Square	
Street	London	
Post town	EC4A 3HQ	
County/Region		
Postcode		
Country		
4	Supervisor's name [©]	
Full forename(s)	Ian Colin	Other supervisor Use this section to tell us about
Surname	Wormleighton	another supervisor.
5	Supervisor's address [©]	
Building name/number	1 New Street Square	Other supervisor
Street	London	Use this section to tell us about another supervisor.
	·	
Post town	EC4A 3HQ	·
County/Region	·	
Postcode		
Country		

CVA3
Notice of supervisor's progress report in voluntary arrangement

6	Date of voluntary arrangement	•
Date	$\begin{bmatrix} 1 & 1 & 2 & 0 & 6 & 2 & 70 & 1 & 9 & 1 \end{bmatrix}$	
7	Period of progress report	
Date from	$\begin{bmatrix} \frac{1}{2} & \frac{1}{2} & \frac{1}{6} & \frac{1}{2} & \frac{1}{9} \end{bmatrix}$	
Date to		
8	Progress report	
	☑ I attach a copy of the progress report	
9	Sign and date	·
Supervisor's signature	Signature X	
Signature date	$\begin{bmatrix} 1 & 1 & 1 & 1 & 1 & 1 & 1 & 1 & 1 & 1 $	

CVA3

Notice of supervisor's progress report in voluntary arrangement

Pres	senter information
you do it on the for	ot have to give any contact information, but if will help Companies House if there is a query rm. The contact information you give will be searchers of the public record.
Contact name	Dominic Criscione
Company name	Deloitte LLP
Address	Four Brindleyplace
	Birmingham
Post town	B1 2HZ
County/Region	,
Postcode	
Country	
DX	
Telephone	+44 121 632 6000
✓ Che	cklist
	return forms completed incorrectly or rmation missing.
following	ake sure you have remembered the g:

Important information

All information on this form will appear on the public record.

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.

7 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

information held on the public Register.

☐ You have attached the required documents.

☐ You have signed and dated the form.

Deloitte.

Arcadia Group Limited ("AGL")
Burton/Dorothy Perkins Properties Limited ("BRDP")
Outfit Retail Properties Limited ("Outfit")
Redcastle Limited ("Redcastle")
Top Shop/Top Man Limited ("TSTM Limited")
Top Shop/Top Man Properties Limited ("TSTM Props")
Wallis Retail Properties Limited ("Wallis")

(together, "the Companies") (All subject to a voluntary arrangement / "CVA")

Progress report to creditors for the period 12 June 2019 to 11 June 2020 pursuant to Rule 2.41 of the Insolvency (England & Wales) Rules 2016 ("the Rules").

Daniel Francis Butters and Ian Colin Wormleighton ("the Joint Supervisors"/"We") were appointed Joint Supervisors of the Companies by the Companies' creditors and members on 12 June 2019.

All licensed Insolvency Practitioners of Deloitte LLP ("Deloitte") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

In accordance with the terms of the CVA Proposal, the Joint Supervisors confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

Council Regulation (EU) No 2015/848 applies and these are the main proceedings as defined in Article 3(1) of that regulation.

11 August 2020

(a) Contents

© Key messages

(4) Receipts and Payments

Fees and expenses

Statutory Information

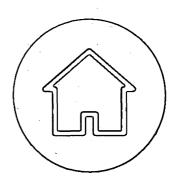
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18









Key messages

Joint Supervisors of the Companies

Daniel Francis Butters
Ian Colin Wormleighton
Deloitte LLP
1 New Street Square
London

Contact details

EC4A 3HQ

Email: dcriscione@deloitte.co.uk
Website: www.ips-docs.com
Tel: +44 121 695 5260







Progress of the CVAs We have liaised with the Companies and their legal advisors in relation to a challenge launched by certain landlords. The challenge was later withdrawn triggering the Transaction Effective Date on 19 August 2019. Landlord and creditor queries have been dealt with as and when received. Claims received have been reviewed in preparation for a distribution of the Compromised Creditors' Fund to Compromised Creditors. We continue to review claims received in preparation for distributing the remaining Category D Final Payment Funds. Claims Dates for the distribution of the Compromised Creditors' Funds have not vet been set. During the period of our appointment we have carried out the following tasks which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature: case management; and statutory reporting. These tasks are a necessary part of the engagement but do not generate any direct financial benefit for creditors. Prospects for full We confirm that, prior to the mandatory closure of all physical stores ("lockdown") implementation of the CVAs – Covid 19 on 23 March 2020 as a result of the coronavirus pandemic ("the pandemic"), we were not aware of any reasons to doubt the prospects for full implementation of considerations the CVAs. The economic impact of the lockdown for the Companies (and indeed for the global business community) is unprecedented and whilst on-line and wholesale activity has continued, retail stores were closed for 3 months. They have now reopened. Inevitably, as for all non food retailers, there remains significant uncertainty in the market with regards to levels of high street footfall lockdown emergence. We can confirm that the Companies are working closely with their advisers and key stakeholders to meet the challenges now being faced as a result of the We confirm that we will communicate further with creditors with regard to implementation of the CVAs in due course. Costs In accordance with the terms of the CVA Proposals we have been paid the following sums by the Companies: Joint Nominees' Fees of £525,000; and Joint Supervisors' Fees of £175,000. - Disbursements of £1,623 have been incurred but not recovered. Please refer to page 10 for further details.

Commentary

Receipts and payments

AGL Joint Supervisors' receipts and payments account 12 June 2019 to 11 June 2020

£	Notes	To date
Receipts		
Compromised Creditors' Fund		6,997,657
Category D Final Payment Fund		629,242
Bank Interest Gross	1.	15,662
Total receipts		7,642,561
Payments		
Return of Category D Final Payment Fund	2	629,362
Bank Charges		10
Total payments	. =	629,372
Balance	•	7,013,189
Made up of:		
IB Current A/C	1	7,013,189
Balance in hand	- : -	7,013,189

Notes to the AGL receipts and payments account

A receipts and payments account is provided opposite, detailing the transactions since our appointment to 11 June 2020.

Notes to receipts and payments account

Note 1 – All funds are held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

Note 2 – Following the renegotiation of leases, there remained no Category D Landlords with claims to the Category D Final Payment Fund. In accordance with the CVA Proposals, the Category D Final Payment Fund was returned to AGL, along with £120 of accrued interest.

Rounding note







Receipts and payments

BRDP Joint Supervisors' receipts and payments account 12 June 2019 to 11 June 2020

€.		Notes	To date
Receipts			
Compromised Creditors' Fund	d		186,203
Bank Interest Gross	•	1	414
Total receipts		· · · -	186,617
Payments	•		
Total payments		. -	
Balance		· -	186,617
Made up of:	• .	-	
IB Current A/C		· 1	186,617
Balance in hand		-	186,617

Notes to the BRDP receipts and payments account

A receipts and payments account is provided opposite, detailing the transactions since our appointment to 11 June 2020.

Notes to receipts and payments account

Note 1 – All funds are held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

Rounding note







Receipts and payments

Outfit Joint Supervisors' receipts and payments account 12 June 2019 to 11 June 2020

£	Notes To date
Receipts	
Compromised Creditors' Fund	206,522
Bank Interest Gross	1 459
Total receipts	206,981
Payments	
Total payments	·
Balance	206,981
Made up of:	
IB Current A/C	1 206,981
Balance in hand	206,981

Notes to the Outfit receipts and payments account

A receipts and payments account is provided opposite, detailing the transactions since our appointment to 11 June 2020.

Notes to receipts and payments account

Note 1 – All funds are held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

Rounding note







Receipts and payments

Redcastle

Joint Supervisors' receipts and payments account 12 June 2019 to 11 June 2020

·	
Receipts	
Compromised Creditors' Fund	25,421,069
Category D Final Payment Fund	74,683
Bank Interest Gross	156,565
Total receipts	25,552,317
Payments	
Return of Category D Final Payment Fund .	2 74,719
Total payments	74,719
Balance	25,477,597
Made up of:	
IB Current A/C	1 25,477,597
Balance in hand	25,477,597

Notes to the Redcastle receipts and payments account

A receipts and payments account is provided opposite, detailing the transactions since our appointment to 11 June 2020.

Notes to receipts and payments account

Note 1 - All funds are held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

Note 2 – Following the renegotiation of leases, there remained no Category D Landlords with claims to the Category D Final Payment Fund. In accordance with the CVA Proposals, the Category D Final Payment Fund was returned to Redcastle, along with £36 of accrued interest.

Rounding note









Receipts and payments

TSTM Limited Joint Supervisors' receipts and payments account 12 June 2019 to 11 June 2020

			· · ·
Receipts			
Compromised Creditors' Fund			3,479,208
Final Payment Fund		2	93,589
Bank Interest Gross		. 1	7,937
Total receipts	7		3,580,734
Payments	٠	, ·.	
Total payments			
Balance			3,580,734
Made up of:	,		
IB Current A/C		1	3,580,734
Balance in hand			3,580,734

Notes to the TSTM Limited receipts and payments account

A receipts and payments account is provided opposite, detailing the transactions since our appointment to 11 June 2020.

Notes to receipts and payments account

Note 1 - All funds are held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

Note 2 – Following the renegotiation of leases, we continue to assess if there remain any Category D Landlords with claims to the Category D Final Payment Fund. In accordance with the CVA Proposals, the Category D Final Payment Fund will either be distributed to Category D Landlords or returned to TSTM Limited.

Rounding note









Receipts and payments

TSTM Props Joint Supervisors' receipts and payments account 12 June 2019 to 11 June 2020

£	Notes	To date
Receipts		
Compromised Creditors' Fund		1,293,157
Category D Final Payment Fund	2	35,765
Bank Interest Gross	ĺ	2,952
Total receipts		1,331,874
Payments		
Total payments		-
Balance	· •	1,331,874
Made up of:	* *	
IB Current A/C	. 1	1,331,874
Balance in hand		1,331,874

Notes to the TSTM Props receipts and payments account

A receipts and payments account is provided opposite, detailing the transactions since our appointment to 11 June 2020.

Notes to receipts and payments account

Note 1 – All funds are held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

Note 2 – Following the renegotiation of leases, we continue to assess if there remain any Category D Landlords with claims to the Category D Final Payment Fund. In accordance with the CVA Proposals, the Category D Final Payment Fund will either be distributed to Category D Landlords or returned to TSTM Props.

Rounding note









Receipts and payments

Wallis

Joint Supervisors' receipts and payments account 12 June 2019 to 11 June 2020

£	Notes	To date
Receipts		
Compromised Creditors' Fund	•	506,818
Category D Final Payment Fund		746,969
Bank Interest Gross	1 _	2,730
Total receipts	-	1,256,517
Payments		
Distribution of Category D Final Payment Fund	2 _	746,969
Total payments	_	746,969
Balance	_	509,548
Made up of:		
IB Current A/C	1 _	509,548
Balance in hand	_	509,548

Notes to the Wallis receipts and payments account

A receipts and payments account is provided opposite, detailing the transactions since our appointment to 11 June 2020.

Notes to receipts and payments account

Note 1 – All funds are held in an interest bearing account. The associated corporation tax on interest received will be accounted for to HM Revenue & Customs.

Note 2 – The Category D Final Payment Fund was distributed to the Category D Landlords in accordance with the CVA Proposals.

Rounding note









Joint Nominees' and Joint Supervisors' fees and expenses

Fees and Expenses

Joint Nominees' Fees and Expenses

Joint Nominee fees were sanctioned by the terms of the CVAs as approved on 12 June 2019. These fees have been paid in full by the Companies directly.

Joint Nominees' Fees

£	
AGL	50,000
BRDP	100,000
Outfit	50,000
Redcastle	125,000
TSTM Limited	50,000
TSTM Props	100,000
Wallis	50,000
Total	525,000

The disbursements incurred by the Joint Nominees have been paid by the Company.

Joint Supervisors' Fees and Expenses

Under the terms of the CVAs our fees for acting as Joint Supervisors have been sanctioned on a time costs basis. Details of our Fee Estimates per CVA entity, along with our time costs incurred during the period of the report and amounts paid directly by the Companies, are shown in the table below.

Joint Supervisors' Fees

£	Estimate per CVA Proposal	Incurred in period	Paid
AGL	60,000	121,860	25,000
BRDP	125,000	60,272	25,000
Outfit	60,000	64,100	~ 25,000
Redcastle	130,000	71,963	25,000
TSTM Limited	80,000	100,064	25,000
TSTM Props	125,000	59,836	25,000
Wallis	60,000	49,506	25,000
Total	640,000	527,601	175,000

Disbursements of £230 have been incurred in each CVA entity in relation to bonding.

In AGL, further disbursements of £9 and £4 have been incurred in relation to postage and storage respectively.

We have not yet recovered our disbursements in full.







Joint Supervisors' fees and expenses

AGL - Joint Supervisors' Fees estimate for the period 12 June 2019 to 11 June 2020

Activity	Anticipated Tim	Anticipated Time and Costs per Fees Estimate		
	Anticipated figure	Avgrate Eri	Anticipated (ees	
Administrative activities	42.7	550	23,496	
Statutory & compliance	7.4	454		
Initial actions	5.3	634	3.330	
Summary of Time and Cost of Administrative / Statutory activities which are unlikely to generate a financial benefit	55.4	545	30,195	
Asset realisations				
Correspondence	22.1		10,277	
Distributions	22.8	417	9,500	
Case specific matters	21.7	463	10,029	
Summary of Time and Cost activities which we consider are likely to generate a financial benefit	66.6	448	29,805	
Total fees estimate	122.0	492	60,000	

Actual Lime	and Costs since	Appointment
emoli ottomeni ord	Avorene En	Totaltime coste/neured todate(E)
33.0	689	22,715
120.0	437	52,460
23.2	978	22,686
176.1	556	97,860
		-
2.8	686	1,922
0.4	790	
17.1	1,160	19,836
20.3	1,087	22,074
196.4	611	119,934







Joint Supervisors' fees and expenses

BRDP - Joint Supervisors' Fees estimate for the period 12 June 2019 to 11 June 2020

CHIMID	Anticipated Time and Costs per Rees (3st		r Fees Estimate
	Antidipated hours	AvgRate En	Anticipated fees (E)
Administrative activities	82.1	550	45,144
Statutory & compliance	/ 18.9	454	8,575
Initial actions .	13.5	634	8,564
Summary of Time and Cost of Administrative / Statutory activities which are unlikely to generate a financial benefit	114.5	544	62,283
Соптевропоетсе	65.1	. 465	30,272
Distributions	39.6	417	
Case specific matters	32.5	491	15,946
Summary of Time and Cost activities which we consider are likely to generate a financial benefit	137.2	457	62,718
Total fees estimate	251.7	497	125,000

Actual time and Costs since Appointment			
House freunctio date	Avorato Em	Total time costs incurred (todate(E)	
13.6	738	10,041	
91.4	533	48,735	
0.2 }	630	126	
105.2	560	. 58,902	
1.8	586	1,054	
0.4	790	316	
		-	
2.2	623	1,370	
107.4	· 561	60,272	









Joint Supervisors' fees and expenses

Outfit - Joint Supervisors' Fees estimate for the period 12 June 2019 to 11 June 2020

Activity	Anticipated tilm	e and Costs pe	r Gees Estimate
	Anticipated frours	Avorate Eld	Antidipated fees (E)
Administrative activities	42.7	550	23,496
Statutory & compliance	7.4 5.3		
Summary of Time and Cost of Administrative / Statutory activities which are unlikely to generate a financial benefit	.55.4	545	30,195
Correspondence	22.1	465	10,277
Distributions Case specific matters	22.8 21.7		
Summary of Time and Cost activities which we consider are likely to generate a financial benefit	66.6	448	29,805
Total fees estimate	122.0	492	60,000

Actual (time and Costs since Appointment)				
ewell obsnusni data	AvgRate Elb	Total time costs incurred to date (E)		
23.9	885	21,163		
61,0 0.2	476 630	29,065 126		
85.1	592	50,354		
8.0	790	6,320		
9.4	790	7,426		
^ 17.4	790	13,746		
102.5	625	64,100		









Joint Supervisors' fees and expenses

Redcastle - Joint Supervisors' Fees estimate for the period 12 June 2019 to 11 June 2020

Activity	Anticipated Time and Costs per Fees Estimate		
	Antidipated hours	AvgRate Eld	Anticipated fees (E)
Administrative activities	84.5	550	. 46,464
Statutory & compliance	20.3	454	9,188
Initial actions	15.0	634	9,515
Summary of Time and Cost of Administrative / Statutory activities which are unlikely to generate a financial benefit	119.7	544	65,167
Correspondence	67.1	465	31,202
Distributions	41.4	417	17,250
Case specific matters	33.0	496	16,382
Summary of Time and Cost activities which we consider are likely to generate a financial benefit	141.5	458	64,834
Total fees estimate	261.3	498	130,000

ı	Actual Time and Costs since Appointment			
	Course Obstruent date	AvgRate Eh	Total time costs incurred todate (2)	
	21.6 ; 70.0 ;	864 685	18,671 47,952	
	0.2	630	126	
	91.8	727	66,749	
	6.0	790	4,740	
	0.6	790	474	
			· -	
1	6.6	790	5,214	
	98.4	731	71,963	









Joint Supervisors' fees and expenses

TSTM Limited - Joint Supervisors' Fees estimate for the period 12 June 2019 to 11 June 2020

ACIVID	Anticipated Time and Costs per Fees Estima		
	Anticipated froms	Avorrano Em	Anticipated fees (2)
Administrative activities	50.3	550	27,654
Statutory & compliance	14.9		
Initial actions	9.0		
Summary of Time and Cost of Administrative / Statutory activities which are unlikely to generate a financial benefit	74.1	541	40,101
Correspondence	43.1	465	20,042
Distributions	24.0	417	10,000
Case specific matters	21.8	453	9,858
Summary of Time and Cost activities which we consider are likely to generate a financial benefit	88.9	449	39,899
Total fees estimate	163.0	491	80,000

Agin	Actual Time and Costs since Appointment		
Chour Chour Ch	യിയ	AvgRate En	Total time costs incurred to date (E)
	. 27.4	813	22,266
	42.0	593	24,902
	0.2	630	126
	69.6	680	47,294
	10.0	. 758	7,580
	8.6	790	6,794
	33.1	1,160	38,396
	51.7	1,021	52,770
	121.3	825	100,064









Joint Supervisors' fees and expenses

TSTM Props - Joint Supervisors' Fees estimate for the period 12 June 2019 to 11 June 2020

AGIMIY	Anticipated Time and Costs per Fees Estimat		
	Antidipated flours	Avorate Em	Antidipateo/fees (E)
Administrative activities	82.1	550	45,144
Statutory & compliance	18.9	454	8.575
Initial actions	13.5	634	8.564
Summary of Time and Cost of Administrative / Statutory activities which are unlikely to generate a financial benefit	114.5	. 544	62,283
Correspondence	65.1	465	30,272
Distributions	39.6	417	16,500
Case specific matters	32.5	491	15,946
Summary of Time and Cost activities which we consider are likely to generate a financial benefit	137.2	457	62,718
Total fees estimate	251.7	497	125,000

	Actual Time and Costs since Appointment		
	enoff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff finewireOff	AvgRate En	Total time costs incurred to date (2)
	24.6	542	. 13,295
	30.7	672	20,645
	0.2	630	126
	55.5	614	34,066
	31.2	811	25,296
	0.6	790	474
Ì	•	-	
	31.8	810	25,770
	87.3	686	59,836









Joint Supervisors' fees and expenses

Wallis - Joint Supervisors' Fees estimate for the period 12 June 2019 to 11 June 2020

Activity	Anticipated Time and Costs per Fees Estimate			
	Antidipated frours	AvgRate Eld	Anticipatedices (3)	
Administrative activities	42.7	550	23,496	
Statutory & compliance	7.4	454	3,369	
Initial actions	5.3	634	3,330	
Summary of Time and Cost of Administrative / Statutory activities which are unlikely to generate a financial benefit	55.4	545	30,195	
Correspondence	22.1	465	10,277	
Distributions	22.8	417	9,500	
Case specific matters	21.7	463	10.029	
Summary of Time and Cost activities which we consider are likely to generate a financial benefit	66.6	448	29,805	
Total fees estimate	122.0	492	60,000	

Actual Time and Costs since Appointment						
emoli) Obsaucad Odsb	AvgRate (2))	(Total time costs incurred to date(E)				
13.1	509	6,662				
24.2	677	16,386				
4.0	863	3,407				
41:3	641	26,455				
23.6	813	. 19,198				
4.4	790	3,476				
-						
28.6	806	23,052				
69.9	709	49,506				









Statutory Information

•		**	,			7	
Statutory inform	ation						•
	AGL	BRDP	Outfit	Redcastle	TSTM Props	TSTM Limited	Wallis
Registered office				Colgrave House 70 Berners Street London			
•		*		W1T 3NL			
Company number	00237511	04464946	08975615	03194733	04464942	02317752	00306819
Court Name	High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List						
Court Reference	CR-2019-003530	CR-2019-003536	CR-2019-00354	1 CR-2019-003535(CR-2019-003533	CR-2019-003539	CR-2019-003537







Deloitte.

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