

LIQ03

Notice of progress report in voluntary winding up



Companies House

FRIDAY



A31 *A669B9HV* 12/05/2017 #3
COMPANIES HOUSE

1 Company details

Company number 0 2 7 9 2 6 8 1
Company name in full The International Fine Art Fair Ltd

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Dermot
Surname Coakley

3 Liquidator's address

Building name/number 2nd Floor, Shaw House
Street 3 Tunsgate
Post town Guildford
County/Region Surrey
Postcode G U 1 3 Q T
Country

4 Liquidator's name

Full forename(s) Michael
Surname Howell

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address

Building name/number 2nd Floor, Shaw House
Street 3 Tunsgate
Post town Guildford
County/Region Surrey
Postcode G U 1 3 Q T
Country

② Other liquidator
Use this section to tell us about
another liquidator.

LIQ03

Notice of progress report in voluntary winding up

6 Period of progress report

From date	^d 1	^d 6	^m 0	^m 3	^y 2	^y 0	^y 1	^y 6
To date	^d 1	^d 5	^m 0	^m 3	^y 2	^y 0	^y 1	^y 7

7 Progress report

☒ The progress report is attached

8 Sign and date

Liquidator's signature

Signature

X  X

Signature date

^d 1	^d 1	^m 0	^m 5	^y 2	^y 0	^y 1	^y 7
----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

LIQ03

Notice of progress report in voluntary winding up



Presenter information

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

Contact name	Dermot Coakley				
Company name	MBI Coakley Ltd				
Address	2nd Floor, Shaw House				
	3 Tunsgate				
Post town	Guildford				
County/Region	Surrey				
Postcode	G	U	1	3	Q T
Country					
DX					
Telephone	0845 310 2776				



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.



Important information

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



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

The International Fine Art Fair
Limited
In Members' Voluntary Liquidation
("the Company")

Annual Report to the Members
pursuant to Section 92A Insolvency
Act 1986 & Rule 18.7 Insolvency
Rules (England & Wales) 2016

For the period to 15 March 2017

Presented by
MBI Coakley Ltd ("MBI")
2nd Floor, Shaw House
3 Tunsgate
Guildford
Surrey
GU1 3QT

Annual report to the Members

The International Fine Art Fair Limited (in Liquidation)

1.	REPORT	3
2.	SUMMARY RECEIPTS AND PAYMENTS ACCOUNT	3
3.	DETAILS OF WORK CARRIED OUT BY THE LIQUIDATORS	3
4.	JOINT LIQUIDATORS' REMUNERATION	5
5.	DISTRIBUTIONS TO MEMBERS	5
6.	CONCLUSION	6

1. Report

1.1. Pursuant to S92A Insolvency Act 1986 and Rule 18.7 Insolvency Rules 2016, I am required to report to the Members of the Company annually in the event that the winding up of the Company is not concluded within twelve months of my appointment. Accordingly, I present my Annual Progress Report on the conduct of the liquidation. The purpose of the report is to provide you with an account of the Joint Liquidators' acts and dealings and the conduct of the winding up during the liquidation.

1.2. Attached to this report are the following documents:

- Appendix A - Statutory Information
- Appendix B - Summary of Joint Liquidators' Receipts and Payment Account
- Appendix C - Summary of Joint Liquidators' time costs to 15 March 2017
- Appendix D - MBI Fees and Disbursements Policies

2. Summary Receipts and Payments Account

2.1. I attach as Appendix B a summary of the receipts and payments in the liquidation from the date of my appointment to the date of the anniversary of the liquidation, the 16 March 2016 to 15 March 2017. The account is I believe largely self-explanatory, with the only receipts to date being the cash previously held in the Company's bank account and nominal bank interest. The only payments to date were the pre-liquidation Corporation Tax, VAT, PAYE and NIC liabilities, the accountants' fees, the legal fees, the Liquidators' disbursements, and the VAT thereon.

3. Details of Work Carried out by the Liquidators

3.1. General Case Administration:

The Joint Liquidators have completed work required to maintain the continued progress of the liquidation, including case reviews, maintaining and updating the case management software, banking duties and matters relating to the progress of the liquidation.

3.2. Statutory Matters:

As part of the liquidation formalities various provisions of the Insolvency Act, Rules and best practice have been complied with. This broadly involves the submission of documentation to Companies House, various advertisements in the London Gazette, the presentation of information to members and creditors (where applicable) and other statutory procedures and obligations.

3.3. Realisation of Assets:

The Liquidators' have realised the Company's assets as per the Statement of Affairs provided by the Directors of the Company. The Summary Receipts and Payments Account at Appendix B shows the realisation of the cash at bank the time of liquidation together with a small amount of bank deposit interest earned thereon. The funds are held in an interest bearing account at Barclays Bank PLC.

The majority of the other assets, including the funds held in the Escrow Account following the sale of the business, were distributed *in specie*, along with a balance due from a trade debtor, to the sole shareholder of the Company. As regards the Escrow Account, the terms of the sale agreement completed prior to liquidation provided for 50% of the Escrow monies to be paid on 1 February 2017, with the remainder of the monies to be paid on 1 February 2018.

The remaining assets to be realised consist of a US tax refund, which at the exchange rate prevailing at the time of liquidation, amounted to GBP £2,921 and a repayment due from the NYC Department of Finance amounting to GBP £3,462, at the same prevailing rate. Repayment of both these items is presently outstanding.

Once those amounts have been received, assets realisations will be complete.

3.4. Creditor Claims:

Other than amounts due in respect of taxation which could not be fully quantified at the time of liquidation and are discussed below, there were no creditor claims received in the course of the liquidation. Notices of the liquidation and the appointment of Liquidators were duly advertised in the London Gazette, together with Notice for creditors to submit claims and intention to distribute funds. As noted above, no such claims were received.

3.5. Taxation Matters:

The Liquidators have, with the assistance of the Company's accountants, agreed the taxation affairs of the Company with HM Revenue and Customs ("HMRC") to the date of Liquidation and the payment of all taxation liabilities to that date has been made.

The Liquidators have sought and received clearance from HMRC in respect of both Corporation Tax to the date of liquidation and PAYE and NIC liabilities.

The Liquidators will shortly be submitting the Corporation Tax return for the first year the liquidation and settling the small liability due for that period.

4. Joint Liquidators' Remuneration

- 4.1. Members approved resolutions relating to the basis of the Joint Liquidators' remuneration, by Written Resolution on 16 March 2016. A summary of the time spent is attached as Appendix C in accordance with Statement of Insolvency Practice 9 (SIP 9), for the information of the Members. Additional information in relation to Office Holders' Fees setting out this firm's policies on disbursements and current charge out rates is attached [Appendix D].
- 4.2. Time spent by the Liquidators and their staff is charged at varying charge out rates depending on the nature and complexity of the work. Time costs to the anniversary total £4,693 and it is anticipated at the present time that the total costs will be comfortably within the estimated costs at the outset of the engagement.
- 4.3. The Joint Liquidators are yet to draw any fees in the liquidation but shall do so shortly on the basis previously authorised by the members.
- 4.4. In accordance with Rule 18.9 of the Insolvency Rules 2016 and within twenty-one days of receipt of this report a secured creditor, an unsecured creditor (with the concurrence of at least 5% in value of the unsecured creditors) or a member (with at least 5% of the total voting rights of all members having the right to vote at a general meeting of the Company), may request in writing that the Joint Liquidators provide further information about their remuneration or expenses, which have been itemised in this report.
- 4.5. In accordance with Rule 5.13 of the Insolvency Rules 2016 and within eight weeks of receipt of this report a secured creditor, unsecured creditor (with the concurrence of at least 10% in value of the unsecured creditors) or member (with at least 10% of the total voting rights of all members having the right to vote at a general meeting of the Company), may make an application to Court on the grounds that the basis fixed for the Joint Liquidators' remuneration, the remuneration charged or the expenses incurred by the Joint Liquidators, as set out in this report, are excessive.
- 4.6. Further information is available online under the Statement of Insolvency Practice 9 (SIP 9). A copy of SIP 9 can be found on the Institute of Chartered Accountants in England and Wales website by entering the following link into a web browser <http://bit.ly/2bXZelC>.

5. Distributions to Members

- 5.1. With the funds available the Joint Liquidators have made the following distributions to Members:
 - First distribution - A first distribution to Ordinary Shareholders was declared on the 16 March 2016. The amount distributed was £600,000 being £150,000 per £1 Ordinary share;
 - Second distribution - A second distribution to Ordinary Shareholders was declared on the 16 March 2016. The amount distributed was \$1,514,991.44 being \$378,747.86 per £1 Ordinary share, the £ sterling

equivalent distributed was £1,074,538.10 being £268,634.55 per £1 Ordinary Share;

- Third distribution - A third distribution *in specie* to Ordinary Shareholders in respect of the Escrow Account was declared on the 31 March 2016. The amount distributed was £274,365 being £68,591.25 per £1 Ordinary share;
- Fourth distribution - A fourth distribution *in specie* to Ordinary Shareholders in respect of the Trade Debtors was declared on the 21 April 2016. The amount distributed was £12,540.92 being £3,135.23 per £1 Ordinary share.

5.2. This represents a total distribution of £490,361.03 per £1 Ordinary share. I anticipate that a further interim distribution will be made shortly, with a final small distribution once all assets have been realised and all formalities concluded.

6. Conclusion

- 6.1. The matters delaying the conclusion of the liquidation include the receipt of two amounts from the US as noted under 3.3 above and tax clearance for the period of the liquidation.
- 6.2. If you require any further information or clarification on any matter relating to the liquidation of the Company, please contact this office.
- 6.3. For your information my Joint Liquidator, Mr Bowell, and I are both authorised by the Institute of Chartered Accountants in England & Wales.
- 6.4. Please also note that we are bound by the Insolvency Code of Ethics when carrying out all professional work relating to an insolvency appointment.

Please contact me if you require any further information.



Dermot Coakley
Joint Liquidator
Dated 10 May 2017

The International Fine Art Fair Ltd
(In Liquidation)
Supplementary Information

Appendix A

Registered Office
C/o MBI Coakley Ltd
Shaw House
2nd Floor
3 Tunsgate
Guildford
Surrey GU1 3QT

Registered Number
2792681

Appointment Details

Joint Liquidator - Dermot Coakley
2nd Floor, Shaw House, 3 Tunsgate, Guildford, Surrey, GU1 3QT
Appointment Date - 16/03/2016

Joint Liquidator - Michael Bowell
2nd Floor, Shaw House, 3 Tunsgate, Guildford, Surrey, GU1 3QT
Appointment Date - 16/03/2016

Changes to Office Holders
None

Additional Information
None

Dividends / Distributions / Consigned Funds : E = Equalising

Distribution Type	Date	Number of Shares	Number of Members	Total Distributed	Per £1 Ord share
Cash Distribution	16-Mar-16	4.00	1	600,000.00	150,000.00
Cash Distribution	16-Mar-16	4.00	1	1,074,538.10	268,634.55
<i>In specie</i> Distribution	31-Mar-16	4.00	1	274,365.00	68,591.25
<i>In specie</i> Distribution	21-Apr-16	4.00	1	12,540.92	3,135.23

Unrealisable Assets
None

Details of Basis of Remuneration
Remuneration to be by way of time costs plus VAT and disbursements as per the letter of engagement dated 20 February 2016 and resolution of the member

The International Fine Art Fair Ltd
(In Liquidation)
Statement of Remuneration / Expenses
For period From 16/03/2016 to 15/03/2017

Account	Incurred In Period	Accrued In Period	Total In Period
Joint Liquidators' Pre-Appointment Time Costs	-	2,512.50	2,512.50
Joint Liquidators' Post-Appointment Time Costs	-	2,180.50	2,180.50
Joint Liquidators' Disbursements			
Postage	-	3.26	3.26
Statutory Advertising	204.00	-	204.00
Specific Penalty Bond	945.00	-	945.00
Total	1,149.00	4,696.26	5,845.26

Statement on Fee / Expenses Estimates
N/a

**The International Fine Art Fair Ltd
(In Liquidation)**

Joint Liquidators' Summary Receipts and Payments Account

For the Period From 16 March 2016 (Date of Liquidation) to 15 March 2017 (Date of Anniversary)

	Declaration of solvency (£)	From 16/03/2016 to 15/03/2017 (£)	Total (£)
RECEIPTS			
Cash at Bank*	2,214,040.00	2,249,538.10	2,249,538.10
Bank Interest	-	109.06	109.06
Trade Debtors* **	12,582.00	-	-
Escrow Account**	280,748.00	-	-
	<u>2,507,370.00</u>	<u>2,249,647.16</u>	<u>2,249,647.16</u>
PAYMENTS			
Joint Liquidators' Disbursements			
Specific Bond		945.00	945.00
Statutory Advertising		204.00	204.00
Accountants' Fees		8,827.18	8,827.18
Legal Fees		1,900.00	1,900.00
Corporation Tax		481,196.58	481,196.58
PAYE		200.00	200.00
NIC		1,043.34	1,043.34
VAT		3,909.59	3,909.59
		<u>498,225.69</u>	<u>498,225.69</u>
DISTRIBUTIONS			
16/3/2016 Ordinary Shareholders - @ rate of £150,000 per share		600,000.00	600,000.00
16/3/2016 Ordinary Shareholders - @ rate of \$378,747.86 per share*		1,074,538.10	1,074,538.10
		<u>1,674,538.10</u>	<u>1,674,538.10</u>
Balance held in interest bearing account as at 15/03/2017			<u><u>76,883.37</u></u>

Notes:

*US\$ converted to GB£ at prevailing spot rate as at 16/03/16

**** Details of distributions in specie**

31/03/2016- Escrow Account being £68,591.25 per Ordinary £1 share	274,365.00
21/04/2016- Trade Debtors being £3,135.23 per Ordinary £1 share	12,540.92
	<u><u>286,905.92</u></u>

Time Entry - Cumulative Detailed SIP9 Time & Cost Summary

487 - The International Fine Art Fair Ltd

To: 15/03/2017

Project Code: POST

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Avg Hourly Rate (£)	Hours Cum (POST Only)	Time Costs Cum (POST Only)
102 : Case Filing	0.00	0.00	0.30	0.00	0.30	43.50	145.00	0.30	43.50
103 : PS Case Creation	0.00	0.00	0.60	0.00	0.60	87.00	145.00	0.60	87.00
104 : Case Administration	0.00	0.60	5.00	0.00	5.60	933.00	166.61	5.60	933.00
105 : Case Reviews	0.10	0.40	2.70	0.00	3.20	515.00	160.94	3.20	515.00
Admin & Planning	0.10	1.00	8.60	0.00	9.70	1,578.50	162.73	9.70	1,578.50
501 : Unsecured Creditors	0.00	0.00	1.00	0.00	1.00	165.00	165.00	1.00	165.00
800 : Shareholders - Distribution	0.30	0.70	0.30	0.00	1.30	302.50	232.69	1.30	302.50
801 : Shareholders - Communication	0.40	0.00	0.00	0.00	0.40	118.00	295.00	0.40	118.00
Creditors	0.70	0.70	1.30	0.00	2.70	585.50	216.85	2.70	585.50
306 Other Assets	0.00	0.00	0.10	0.00	0.10	16.50	165.00	0.10	16.50
Realisation of Assets	0.00	0.00	0.10	0.00	0.10	16.50	165.00	0.10	16.50
Total Hours	0.80	1.70	10.00	0.00	12.50	2,180.50	174.44	12.50	2,180.50
Total Fees Claimed						0.00			

** - Denotes codes included in cumulative data that are not present in the period.

Time Entry - Cumulative Detailed SIP9 Time & Cost Summary

Appendix C

487 - The International Fine Art Fair Ltd
To: 15/03/2017
All Pre Appointment Project Codes

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Avg Hourly Rate (£)	Hours Cum (POST Only)	Time Costs Cum (POST Only)
100: Formalities	0.00	0.40	0.00	0.00	0.40	94.00	235.00	0.00	0.00
101: Strategy (incl Sales)	6.20	0.50	0.00	0.00	6.70	1,946.50	290.52	0.00	0.00
103: IPS Case Creation	0.00	0.00	0.10	0.00	0.10	14.50	145.00	0.00	0.00
104: Case Administration	0.00	1.50	0.10	0.00	1.60	369.00	230.63	0.00	0.00
Admin & Planning	6.20	2.40	0.20	0.00	8.80	2,424.00	275.45	0.00	0.00
800: Shareholders - Distribution	0.30	0.00	0.00	0.00	0.30	88.50	295.00	0.00	0.00
Creditors	0.30	0.00	0.00	0.00	0.30	88.50	295.00	0.00	0.00
Total Hours	6.50	2.40	0.20	0.00	9.10	2,512.50	276.10	0.00	0.00
Total Fees Claimed						0.00			

** - Denotes codes included in cumulative data that are not present in the period.

The International Fine Art Fair Limited – In members’ Voluntary Liquidation

ADDITIONAL INFORMATION IN RELATION TO OFFICE HOLDER’S FEES PURSUANT TO STATEMENT OF INSOLVENCY PRACTICE 9 (SIP9)

In accordance with best practice, we provide below details of the policy of MBI Coakley Ltd [“MBI”] in respect of fees and expenses for work in relation to the above insolvency. The policy covers the following:

1. Staff allocation and the use of subcontractors
2. Professional advisers
3. Disbursements
4. Charge out rates and work performed

1. Staff allocation and the use of subcontractors

The general approach to resourcing assignments is to allocate staff with the skills and experience appropriate to meet the specific requirements of the case, having regard to its nature and complexity. The case team will usually consist of a Director, Manager and Administrator.

It is not our general policy to utilise the services of subcontractors and no subcontractors have been used on this case.

2. Professional Advisers

On this assignment we have used the services of the professional advisers listed below. We have also indicated the basis of our fee arrangement with them which is subject to periodic review.

Name of Professional Adviser	Basis of Fees
Dixon Wilson Chartered Accountants	Time Costs
Hodge Jones & Allen Solicitors	Time Costs

When choosing professional advisers, we take into consideration their experience and ability to perform the type of work required, the complexity of the assignment, their suitability for the particular case and the basis of the fee arrangement.

3. Disbursements

It is the policy of MBI to charge and recover all actual disbursements [Category 1 Disbursements] incurred and full records of those disbursements are retained and are available, together with an explanation as to why they have been incurred, to all creditors. Category 1 disbursements do not require specific approval by creditors. This type of disbursement generally comprises of external suppliers of services identifiable to a specific case, such as postage, statutory advertising, room hire, and document collection. In addition, any properly reimbursed expenses of the Office Holders and of their staff will be recovered.

The recovery of Category 2 Disbursements requires the approval of creditors before they can be paid. It is also our policy in all insolvencies to charge the following Category 2 Disbursements at the rates shown:

Travel - Motor Vehicles are charged at 65p per mile and all other forms of travel are charged at actual cost
Company Records Storage - 40p per week per archive box, £6 per box destruction

Photocopying/Facsimiles – 10p per sheet

Room Hire – meetings held at MBI's offices £150. Meetings at any other venue at actual cost

VAT is chargeable on all disbursements at the prevailing rate.

4. Charge-out Rates

The current hourly charge-out rates per staff involved in working on the insolvency are set out below, together with the rates for the previous year.

Grade	Year 2017 £	Year 2016 £	Year 2015 £
Office Holder	395	345	325
Director	325	295	295
Manager 1	295	265	265
Manager 2	235	235	235
Administrator 1	185	165	165
Administrator 2	145	145	145

The rates charged by MBI are reviewed in January of each year and are adjusted to take account of inflation and the firm's overheads.

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. In accordance with best practice, time is charged in 6 minute units.

A description of the work performed under the main activity codes shown on the SIP9 summary attached, are as follows:

Activity	Description
Administration & Planning	Includes: case planning, statutory returns, maintenance of bank accounts and estate records, appointment notification, administrative set-up, maintenance of records, matters relating to tax, general correspondence, general legal advice, meetings
Investigations	Includes: statutory duty of investigation into company's affairs, investigating generally, CDDA reports, legal advice
Realisation of Assets	Includes: realisation of assets, identifying, securing and insuring of assets; costs associated with sale of business and assets, debt collection, legal advice
Trading	Includes: time on site, ordering and supply of goods, supervision of staff, debt collection management of trading operations, accounting for trading, on-going employee issues, legal advice
Creditors	Includes: correspondence and meetings with creditors, pension issues and employees, reporting to creditors, retention of title, adjudicating on creditor claims, employee matters, legal advice