

AM10

Notice of administrator's progress report



Companies House

For further information, please

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Please complete in typewritten
bold black capitals

1 Company details

Company number 0 6 2 8 9 0 1 0

Company name in full W.T. Burden Limited ✓

2 Administrator's name

Full forename(s) Philip Francis

Surname Duffy

3 Administrator's address

Building name/number The Chancery

Street 58 Spring Gardens

Post town Manchester

County/Region

Postcode M 2 1 E W

Country

4 Administrator's name ①

Full forename(s) Stephen Gerard

Surname Clancy

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

5 Administrator's address ②

Building name/number The Chancery

Street 58 Spring Gardens

Post town Manchester

County/Region

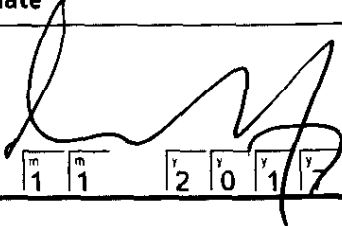
Postcode M 2 1 E W

Country

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

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Notice of administrator's progress report

6	Period of progress report																
From date	d	2	d	9	m	0	m	4	y	2	y	0	y	1	y	7	
To date	d	2	d	8	m	1	m	0	y	2	y	0	y	1	y	7	
7	Progress report																
<input type="checkbox"/> I attach a copy of the progress report																	
8	Sign and date																
Administrator's signature	Signature X  X																
Signature date	d	2	d	4	m	1	m	1	y	2	y	0	y	1	y	7	

AM10

Notice of administrator's progress report



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	Philip Francis Duffy
Company name	Duff & Phelps Ltd.
Address	The Chancery 58 Spring Gardens
Post town	Manchester
County/Region	
Postcode	M 2 1 E W
Country	
DX	
Telephone	+44 (0) 20 7089 4700



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



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Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



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Progress Report to Creditors

27 November 2017

**W.T. Burden Limited
(In Administration)**

Joint Administrators' Progress Report to Creditors
For the period from 29 April 2017 to 28 October 2017

Duff & Phelps Ltd.
The Chancery
58 Spring Gardens
Manchester
M2 1EW

Definitions

Word or Phrase	Definition
the Act	The Insolvency Act 1986 (as amended)
the Appointment Date	5 December 2012, being the date of appointment of the Joint Administrators
BDO	BDO LLP accountants (formerly PKF (UK) LLP, now part of BDO LLP), engaged by the Joint Administrators to deal with all corporation tax matters
Beever and Struthers	Beever and Struthers, Chartered Accountants
Berg	Berg Solicitors, now merged with Kennedys and an independent firm of solicitors, engaged to review the potential claim relating to the IRHP
Category 2 Disbursements	The Joint Administrators' internal costs and expenses in dealing with the Administration
the Company or WTBL	W T Burden Limited (In Administration) (Company Number: 06289010)
the Court	High Court of Justice, Chancery Division, 1 Bridge Street West, Manchester, M60 9DJ
DBEIS	The Department for Business, Energy and Industrial Strategy
the Directors	The Directors of the Company as detailed at Appendix 1
Duff & Phelps	Duff & Phelps Ltd., The Chancery, 58 Spring Gardens, Manchester, M2 1EW
GE CF	GE Commercial Finance, with whom WTBL had an invoice discounting facility, and the holder of a fixed and floating charge over WTBL's assets. WTBL granted a guarantee, indemnity and debenture to GE CF, in relation to this invoice discounting facility
the Group / Burdens Group	The wider Burdens Group as detailed at Appendix 6
Heathhall	Leasehold premises at Heathhall Industrial Estate, Dumfries from where TEL traded
H&S	Hire and Supplies Limited
HMRC	HM Revenue and Customs
Ireland or Burdens Ireland	W T Burdens Ireland Limited
IRHP	Interest Rate Hedging Product
LBG	Lloyds Banking Group, the holder of a fixed and floating charge over the Company's assets

the Joint Administrators	Philip Duffy and Stephen Clancy of Duff & Phelps
MCS	Midland Construction Supplies Limited
NatWest	National Westminster Bank plc
the Notice	Notice to Move from Administration to Dissolution – Form AM23
the Order	A Block Transfer Order (High Court of Justice Manchester District Registry No 3401 of 2014) obtained on 8 December 2014.
Prescribed Part	Pursuant to Section 176A of the Act, where a floating charge is created after 15 September 2003, a designated amount of the Company's net property (floating charge assets less costs of realisation) shall be made available to non-preferential creditors
the Proposals	The Joint Administrators' Report to Creditors and Statement of Proposals issued on 15 January 2013
R&P	Receipts and Payments Account
the Reporting Period	29 April 2017 to 28 October 2017
the Rules	The Insolvency Rules 2016 (as amended)
the Secured Creditors	LBG and GECF
Shoosmiths	Shoosmiths LLP
SOA	Statement of Affairs, documentation supplied by the Directors outlining the Company's financial position as at the Appointment Date
SBS	Smart Buildings Systems Limited (Dissolved on 18 June 2015)
SIP 9	Statement of Insolvency Practice 9 – Industry best practice for Insolvency Practitioners in relation to disclosure of remuneration and disbursements
TEL	Tools and Equipment Limited (In Liquidation)
WTBG	WTB Group Limited (In Administration)
WTBH	WTB Holdings Limited (In Administration)
WTBI	WTB Investments (No 1) Limited (In Administration)
WTBT	WTB Trading Limited (formerly Burdens Limited) (In Administration)

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Names of Joint Administrators:	Philip Duffy, Stephen Clancy	David Whitehouse
Date of Appointment:	5 December 2012	5 December 2012 (resigned 8 December 2014)
Appointed By:	The Directors of the Company as detailed at Appendix 1	
Court Reference:	High Court of Justice Chancery Division Manchester District Registry No 3392 of 2012	
Date of Report:	27 November 2017	

A Block Transfer Order (High Court of Justice Manchester District Registry No. 3401 of 2014) was obtained on 8 December 2014

The Order provided for the formal removal of David Whitehouse from office

The Former Joint Administrator has subsequently been released from his liability

Philip Duffy and Stephen Clancy continue in office as Joint Administrators

1. Introduction

- 1.1 The Joint Administrators were appointed on the Appointment Date by the Directors pursuant to paragraph 22 of Schedule B1 to the Act.
- 1.2 In accordance with Paragraph 100(2) of Schedule B1 to the Act, the functions of the Joint Administrators are being exercised by either of the Joint Administrators
- 1.3 The purpose of this report is to provide creditors with the details of the progress of the Administration for the Reporting Period.
- 1.4 This report should be read in conjunction with the Proposals and the Joint Administrators' previous progress reports.
- 1.5 Creditors should note that a Court application was made by the Joint Administrators recently on the recommendation of our lawyers to seek an extension of this Administration for a period of 24 months
- 1.6 The rationale for this extension as per the witness statement submitted as part of the Court application for the Burdens group as a whole is as follows:
- Dealing with completion of investigations across the group subsidiaries;
 - Dealing with the completion of outstanding share sales and related transactions,
 - Dealing with the inter-company debt positions, including NRG2 Limited,
 - Dealing with a potential sale of the IRHP claim to a third party;
 - Dealing with the realisation of remaining assets including but not limited to dividends from insolvent debtors;
 - Dealing with all outstanding tax matters with HMRC;
 - Dealing with the leasehold properties;
 - Dealing with unclaimed dividends, and,
 - Dealing with any other outstanding issues to conclude the Administration
- 1.7 Please be advised that a Court hearing took place on 10 November 2017
- 1.8 The Court Order that was issued this week by the Court whereby it was granted that:
- The Administration be extended until 4 December 2019
- 1.9 Statutory information on the Company is attached at Appendix 1

2. Joint Administrators' Report and Statement of Proposals

- 2.1 In accordance with Paragraph 52(1) of Schedule B1 to the Act, a creditors' meeting was held at The Place Apartment Hotel, Ducie Street, Manchester, M1 2TP on 31 January 2013. The Joint Administrators' Proposals were approved at that meeting
- 2.2 As advised in the Proposals, the Joint Administrators must perform their functions with the purpose of achieving one of the following hierarchical objectives:
- Rescuing the Company as a going concern, or
 - Achieving a better result for the Company's creditors than would be likely if the Company were wound up (without first being in Administration), or
 - Realising property to make a distribution to one or more secured or preferential creditors.

- 2 3 In accordance with Paragraph 49(2) of Schedule B1 to the Act, the Joint Administrators believe that the first objective could not be met. A detailed explanation for this was contained within the Proposals
- 2 4 The second objective has been achieved as a second, and likely final, dividend has been declared and paid to non-preferential creditors of the Company. For further details with regards to these distributions please see Section 5
- 2 5 The third objective was also achieved as the Secured Creditors were repaid in full from asset realisations in WTBT. Further details relating to this have been provided in previous progress reports.

3. Progress of the Administration

- 3 1 The way the affairs and business of the Company have been managed during the Reporting Period and will continue to be managed and financed are set out below

Subsidiaries and Group Debt

- 3 2 A summary of the subsidiaries and details of the Group debt were included in the Proposals
- 3.3 An update on the progress in relation to these subsidiaries is detailed below. Further information in relation to all subsidiary companies has been provided in previous progress reports.

WTB Employee Benefit Scheme

- 3 4 Creditors should note that WTBH owned shares in the corporate entity that acted as the corporate trustee for the above scheme
- 3 5 The Joint Administrators believe that there is no significant realisable value in the WTB Employee Benefit Trust, if any at all, for the benefit of the Company's estate
- 3 6 Enquiries with potential purchasers were ongoing and the Joint Administrators of WTBH continued to seek a sale of the Company's shares of WTB Employee Benefit Scheme.
- 3 7 Since the last report, the independent trustees of WTB Employee Benefit Scheme has contacted the Joint Administrators to discuss this further to include a proposal to deal with the intercompany debtor position.
- 3 8 The Joint Administrators dialogue with the relevant parties is continuing and a debt forgiveness deal is expected to be completed in the next week or so that will result in a sum payable to WTBL in the region of £2,500
- 3 9 The dialogue is ongoing but the Joint Administrators are unable to disclose any further information at this stage so as not to prejudice the position
- 3 10 A further update will be provided to creditors within the next progress report.

Burdens Ireland

- 3 11 A debt settlement agreement was completed in January 2014 with an effective completion date of 19 December 2013

3.12 The offer was for an agreed price of £1,500,000. The purchase price has been paid as follows:

- £1,200,000 cash upon completion of the transaction,
- £300,000 by way of a dividend subrogation

3.13 The full cash sale consideration of £1,200,000 has been received by the Joint Administrators. This consideration has been split between WTBL, WTBG and WTBT with £62,112 being received by WTBL in relation to an intercompany debt.

3.14 There are no further realisations expected from this source for the benefit of the estate of WTBL.

MCS

3.15 Further details relating to this entity has been provided in previous progress reports

3.16 As part of a debt settlement agreement with MCS, there was a subrogation of dividend relating to the balance payable to MCS by WTBT of £376,929. This debt has been assigned to WTBL as further consideration under the terms of the agreement resulting in the following balances being paid to WTBL.

- A sum of £46,814 was received following the interim distribution that was declared and paid by the Administrators of WTBT in February 2014. The rate of dividend paid was 12.42 pence in the pound.
- A further amount of £37,124 has been received following a second, and likely final, distribution that was declared and paid in October 2015 by the Administrators of WTBT. The rate of dividend paid was 9.85 pence in the pound.

3.17 No further realisations are expected from this source

SBS

3.18 Stephen Clancy and David Whitehouse of Duff & Phelps were appointed Joint Administrators of SBS on 14 March 2014.

3.19 Further details relating to the Company's dealings with SBS and the subsequent Administration process was provided in previous progress reports.

3.20 Due to the formal dissolution of SBS on 18 June 2015, the secured loan that was granted to SBS by the Joint Administrators of WTBL since the Appointment Date has now been written off.

3.21 The quantum of this bad debt suffered by the estate totals £140,000.

Loan to SBS and Loss Suffered by the WTBL Estate

3.22 The Joint Administrators of WTBL advanced monies to SBS by way of a secured loan facility on the assets of the business of SBS.

3.23 This loan of £140,000 was not repaid to the estate of WTBL and has subsequently been written off as a bad debt.

3.24 SBS was not the only subsidiary within the Burdens Group to benefit from some loan funding from the Administrators of either WTBL and/or WTBT.

- 3 25 The general strategy of granting certain subsidiary businesses with a loan from Administration funds had been decided upon by the Joint Administrators of WTBT (and where applicable WTBL i.e. in the case of the loan to SBS) on the basis that by making such loans would enable the business in question to continue to operate in their own right and avoid the need for a formal insolvency appointment in the event that they were a viable business who were in a position to source their own funding from external sources.
- 3 26 This would prove possible by giving them the opportunity to secure their own external funding and agreeing a repayment plan of any intercompany debtor balance due and potentially a return to WTBL via a sale of the shares.
- 3.27 All the loans that were all granted to the target company were done so on a secured lending basis with commercial rates of interest charged
- 3 28 The decision-making process followed by the Joint Administrators to provide loans to these subsidiaries was based upon their working capital requirements
- 3 29 The Joint Administrators were in extensive discussions with the management team of SBS regarding the repayment of this loan and were advised that this loan would be paid in full by the end of 2013 upon a successful re-finance of SBS
- 3 30 However, unfortunately the equity investor that was introduced to the business decided not to proceed with any investment and hence the repayment of the loan was not made
- 3 31 In February 2014, pressure was put on SBS by a creditor i.e. the landlord who intended to distrain over the assets due to a large liability accruing with the creditor.
- 3 32 Considering this increasing creditor pressure and failure to secure a third-party investor, the director of SBS concluded that the company was unable to pay their debts as and when they fell due and because of this financial position sought independent advice
- 3 33 Stephen Clancy and David Whitehouse of Duff & Phelps were subsequently appointed Joint Administrators of SBS on 14 March 2014.
- 3.34 The loss arising in the estate of WTBL of c£76,000 arose after the business of SBS was itself placed into Administration and the outcome of this Administration failed to realise sufficient funds to enable a distribution to be made to the Secured Creditors i.e. WTBL under their fixed charge security
- 3 35 This position materialised when considering (1) the level of fixed and floating charge realisations, (2) the preferential creditor position, (3) the Prescribed Part provisions and (4) the costs of the Administration.
- 3 36 The actual loss to the WTBT estate is not however the full extent of the bad debt associated with the loan balance being written off. It is in fact £75,794.
- 3 37 Such a net loss arises because the loan monies advanced to SBS were written off following the Administration of SBS but there was a net saving on the balance of costs that would have been paid to A2E relating to the balance on their transaction fee of £64,206 with the consent of the Creditor Committee of WTBL had this loan been repaid in full
- 3 38 Unfortunately, due to the demise of the business of SBS which culminated in an appointment of Administrators to that group subsidiary company, this did not materialise

- 3.39 The Joint Administrators have subsequently sought a fee resolution from the Creditor Committee to raise further fees at the 100% recovery rate that has previously been agreed but the Joint Administrators have agreed not seek to draw these fees in full – the resolution has been signed by the Creditor Committee for such fee approval but the fees will not be paid in full - there will be a deduction made of £75,794 i.e. the value of the loss suffered by the estate of WTBL.
- 3.40 By taking this action to effectively write off time costs to the value of £75,794, then the WTBL estate will suffer no loss because of the SBS loan not being recovered
- 3.41 Creditors should note that costs of £17,228 have been reimbursed to the estate of WTBL. These funds were paid by WTBL on behalf of WTBL in the early stages of the Administration in respect to certain legal fees and disbursements incurred in dealing with SBS
- 3.42 There are no other shares in subsidiary businesses to be realised for the benefit of the WTBL estate.

Intercompany Debtors

- 3.43 There are balances due to the Company from the following companies that are currently in Administration:
- WTB Group Limited £4,709,000
 - WTB Holdings Limited £2,589,000

Dividend from WTB Group Limited (In Administration)

- 3.44 The Company received a dividend payment of £144,082 with regards to a first, and likely final, distribution that was declared by the Administrators of WTBG in September 2015
- 3.45 This distribution received was based upon a 3.06 pence in the pound dividend that was declared on an agreed intercompany debt due to WTBL from WTBG totalling £4,709,000
- 3.46 Based upon current estimates, there are likely to be no further distributions expected to be made by the Administrators of WTBG, due to the level of asset realisations and costs of the Administration in the estate of WTBG but this will depend upon future asset realisations in this estate.

Dividend from WTB Holdings Limited (In Administration)

- 3.47 The Company received a dividend payment of £176,492 with regards to a first, and likely final, distribution that was declared by the Administrators of WTBH in July 2015.
- 3.48 This distribution received was based upon a 6.82 pence in the pound dividend that was declared by the Administrators of WTBH, on an agreed intercompany debt due to WTBL from WTBH totalling £2,589,000.
- 3.49 Based upon current estimates, there are likely to be no further distributions expected to be made by the Administrators of WTBH, due to the level of asset realisations and costs of the Administration in the estate of WTBH but this will depend upon future asset realisations in this estate.

Burdens Ireland / WTB Group Subrogation. Rental Income

- 3 50 A creditor claim was admitted for dividend purposes in the estate of WTBG for Ireland which totalled £415,619
- 3.51 The Joint Administrators of WTBG declared a first and likely final dividend to non-preferential creditors of WTBG in September 2015 at a level of 3.06 pence in the pound which resulted in a dividend cheque to Ireland totalling £12,717.
- 3 52 In July 2015, a subrogation deal was entered into by the Joint Administrators whereby Ireland assigned the rights to WTBL to receive any future dividend payments made by WTBG due to Ireland.
- 3 53 This assignment was in respect of a debt that was owed to the Company by Ireland in respect of their occupation of the Dublin premises
- 3 54 Therefore, the dividend cheque to Ireland of £12,717 was cancelled and re-issued in the name of WTBL
- 3.55 There are no further realisations expected from this source.

Trade Debtors

- 3 56 There are no further realisations expected from this source

Interest Rate Hedging Product – Potential Claim

- 3 57 As previously reported, the Joint Administrators of the Burdens Group were exploring the possibility of making a claim against NatWest in terms of a mis-sold IRHP at a time when the Burdens Group was refinanced with GECC and LBG.
- 3 58 Having sought independent legal advice from Berg, who specialise in making IRHP claims, it appeared that there may have been a potential claim to be pursued and that such a claim should be pursued by the Administrators of WTBH in the first instance since this is the entity in which the products were in place with NatWest
- 3 59 This point was confirmed by Berg who were engaged to review this matter following an exercise conducted by Duff & Phelps on a more general level across all cases where there was a possibility of a claim to be made.
- 3.60 As previously advised, there is a limited amount of material in our possession but all the information made available to us has been reviewed by Berg. Creditors will appreciate that this potential claim arises from a transaction that took place prior to our appointment and at the time the Burdens Group was re-financed.
- 3.61 The Joint Administrators have made further enquiries, during the previous reporting period, with NatWest and the former management team to ascertain whether there was any compelling argument to pursue such a claim against NatWest.
- 3 62 It came to light that the IRHP's which were sold to the Company were cancelled prior to the Appointment Date

- 3.63 The Joint Administrators continued their investigations and enquiries with various parties and based upon a response from NatWest, it is extremely unlikely that a claim in this regard, for the benefit of any of the Burdens Group insolvent estates, would be successful
- 3.64 The conclusion from Berg, as previously reported, is unchanged and is as follows
- To bring any successful claim, the Joint Administrators of WTBH would need to ascertain that the products offered were not suitable for the Company's needs as well as proving any wrong-doing on behalf of NatWest;
 - Based upon the information provided, there is no compelling argument to pursue any claim against NatWest and nor is there any evidence to show any cause of action,
 - They believe that the Joint Administrators (or any other party for that matter) would be pursuing a "*frivolous*" claim
- 3.65 On this basis, the Joint Administrators of WTBH have now concluded that it would not be cost-beneficial to pursue this matter any further and therefore, will not be pursuing any claim against NatWest with regards to the IRHP claim.
- 3.66 The Joint Administrators of both WTBL and WTBH have been approached recently by a third party, who is a relation to a significant creditor of WTBL, with a view to a proposed assignment of WTBH's rights in this potential claim
- 3.67 A proposal has been put forward to the Joint Administrators that includes a lump-sum cash payment as well as a success fee of 10% of any realisation if they were to secure a payment from NatWest.
- 3.68 This proposal is currently being considered and is subject to contract.
- 3.69 No further details can be provided at this stage so as not to prejudice the position
- 3.70 A further update will be provided to creditors in our next report
- 3.71 Considering the above, there will be nothing realised for the benefit of the WTBL estate from this source

Gross Bank Interest

- 3.72 A total of £3,423 has been received since the Appointment Date, of which £54 has been received during the Reporting Period

Other Assets

- 3.73 The Joint Administrators are taking all appropriate steps to ensure that all assets have been realised for the benefit of creditors and to ensure asset realisations are maximised
- 3.74 However, there are no other known assets of the Company to be realised for the benefit of the estate.

Tax Matters

- 3.75 The Joint Administrators have retained the services of BDO as tax advisers due to the complexity of the tax group.

- 3.76 Corporation Tax returns for the pre-appointment period have been submitted to HMRC.
- 3.77 Recent submissions have been made to HMRC for the period 1 July 2014 to 30 June 2015 by BDO on behalf of the Joint Administrators.
- 3.78 The sum of £920 has been paid in respect of post-appointment Corporation Tax liabilities payable as an expense of the Administration since the Appointment Date
- 3.79 The Joint Administrators have recently provided BDO with the relevant R&P accounts for the following periods to enable them to make further submissions to HMRC.
- 1 July 2015 to 30 June 2016,
 - 1 July 2016 to 30 June 2017.
- 3.80 Creditors should note that there are no other asset realisations in this period that would give rise to any corporation tax liability on chargeable gains
- 3.81 The Joint Administrators will be adopting a similar and agreed approach with HMRC as done previously whereby the losses in WTBT and WTBH will be able to be utilised to set-off any CT liability arising within the Administration estates of the Burdens Group.
- 3.82 The Joint Administrators will seek tax clearance from HMRC before the end of the Administration

Committee Expenses

- 3.83 There have been no Creditors' Committee expenses incurred and/or paid during the Reporting Period.

Dumfries Leasehold

- 3.84 WTBL is the tenant under the lease for the premises situated at Heathhall
- 3.85 WTBL has never traded from Heathhall and never traded from there during the Administration period
- 3.86 Since the Appointment Date, Heathhall was first occupied by TEL and subsequently H&S, a company that bought the assets of TEL from the Liquidators. Beever and Struthers
- 3.87 Creditors should note that the Administrators of WTBG and WTBT completed a sale of certain assets to TEL in January 2013. As part of this process, a short-term licence was granted in respect of the Heathhall lease, but no consideration was received under the terms of this licence as a rent-free period was granted. It was granted in anticipation of the lease being assigned to TEL shortly after this transaction.
- 3.88 Unfortunately, this proposed and agreed assignment of the lease never took place, despite the required documents having already been signed by the Joint Administrators. As advised above, TEL was subsequently placed into Liquidation with Beever & Struthers, the duly appointed Liquidators.
- 3.89 Prior to TEL going into Liquidation, the Joint Administrators were trying to secure payment of the rent arrears from TEL for several months after the director of TEL reneged on his commitment to an assignment of the lease, however this proved a fruitless task.

3 90 The maximum exposure for the rent arrears was in the region of £130,000, but the Joint Administrators sought to reach a commercial settlement with the landlord to avoid any costly litigation, especially when considering the fact that

- WTBL has never been in beneficial occupation of the site since the appointment of Administrators,
- TEL was trading from this site and had been occupying under the terms of a licence; and
- The directors of TEL had agreed to an assignment of the lease, back in June 2013 before rent fell due under the lease after a contractual rent-free period

3 91 It subsequently came to light that the freehold property at Heathhall was sold to a third party and therefore, the landlord changed.

3 92 A claim was submitted by the landlord of Heathhall and was part accepted by the Joint Administrators of WTBL for the second and final dividend, paid in October 2015

3 93 Considering the above, the Joint Administrators consider this matter closed and there is no further implication for the estate of both WTBL and WTBT

Other Property Dealings

3 94 The Joint Administrators are also dealing with several rates refunds that are arising following a review of the rateable values by certain local authorities

3.95 The Joint Administrators are carrying out a final review of all property related matters with the Agents to ensure that all outstanding matters are dealt with prior to the closure of the Administration as the Joint Administrators are continuing to receive rate refunds as a result of numerous rating authorities conducting reviews

3 96 Several of the leases were in the name of WTBL

3 97 However, creditors should note that where refunds are paid across to WTBL, these monies are then subsequently transferred to WTBT as all property dealings have been realised via this Administration

3.98 As detailed in previous progress reports issued to creditors of both WTBT and WTBH, title plans of all freehold property interests were requested by Shoosmiths and it became apparent that legal title for some properties was held by other entities within the Burdens Group.

3 99 However, as all the properties were historically recorded in WTBT's account as an asset of WTBT, and based upon the legal advice received, the Joint Administrators understand that beneficial ownership resided with WTBT.

3.100 Therefore, the Joint Administrators arranged for title of all freehold property interests to be transferred to WTBT by completing the requisite transfer forms

3 101 Considering the above points, legal advice was also received confirming that any rates refund received by the Administrators of WTBT should be shown as an asset of WTBT so arrangements should be made to transfer any such funds accordingly

3 102 Considering the above, there are no realisations expected from this source for the benefit of WTBL

- 3 103 The same principles will apply to any utility refunds received with regards to the former trading depots of the Burdens Group

4. Investigations

- 4 1 The Joint Administrators have complied with their statutory obligation to file a report with DBEIS regarding the conduct of all directors of the Company that served in the three years prior to the Joint Administrators' appointment.
- 4.2 The content of this report is confidential and was submitted to the Insolvency Practitioners Compliance Unit on 22 May 2013.
- 4 3 There are no outstanding lines of enquiry.

5. Dividend Prospects / Prescribed Part

Secured Creditors

LBG

- 5 1 In consideration for the monies advanced under a revolving loan facility, the Company granted LBG a debenture created 21 February 2012 and registered 3 March 2012, which confers fixed and floating charges over all the assets of the Company.
- 5 2 As at the Appointment Date, the Company's indebtedness to LBG was approximately £13 578m. subject to accruing interest and charges
- 5 3 LBG have now been paid in full, including interest and charges from asset realisations within the estate of WTBT to include the sale of the depots. More detailed information relating to the repayment of LBG has been provided in previous progress reports.

GECF

- 5 4 The Company granted a guarantee, indemnity and debenture to GECF in relation to the invoice discounting facility provided to WTBT. This was created on 21 February 2012 and registered at Companies House on 24 February 2012
- 5 5 As at the Appointment date, the indebtedness to GECF was £7.7m.
- 5 6 GECF have recovered their indebtedness in full via the debtor collections alone in WTBT

Preferential Creditors

- 5 7 There are no preferential creditors as the Company had no employees

Prescribed Part

- 5 8 Pursuant to Section 176A of the Act, where a floating charge is created after 15 September 2003, a Prescribed Part of the Company's net property shall be made available to non-preferential creditors.
- 5.9 As the Secured Creditors have been paid in full via asset realisations in WTBT, the Prescribed Part will not apply

Non-Preferential Creditors

- 5 10 According to the SOA, non-preferential creditors total £35,875,105.
- 5.11 The Joint Administrators declared and paid an interim dividend at 9.01 pence in the pound in February 2014
- 5 12 The total sum distributed in respect of the interim dividend was £3,074,194 against total agreed creditor claims of £35,353,883
- 5 13 Furthermore, the Joint Administrators declared and paid a second, and likely final, dividend at 1.74 pence in the pound in October 2015
- 5 14 The total sum distributed in respect of this second and final dividend was £602,702 against total agreed creditor claims of £34,574,574
- 5 15 Creditors will note that the level of agreed creditor claims was lower when paying the second, and likely final, distribution to non-preferential creditors. This difference is due to a few reasons including (1) a revised and lower claim being submitted by HMRC following an overpayment by the Joint Administrators in the interim distribution that was duly rectified across the relevant estates (2) the withdrawal of several creditor claims and (3) the submission of new creditor claims received by the Joint Administrators for the second, and likely final, distribution
- 5 16 Creditors should also note that the Joint Administrators did not admit the interest element of any claims made by loan note holders.
- 5.17 There are still a number of unclaimed dividends whereby the recipients of the dividend cheques have yet to bank these for whatever reason. The Joint Administrators are looking to contact these creditors with a view to issuing a replacement dividend cheque.
- 5 18 Any unclaimed dividends will be sent to Bona Vacantia if the Joint Administrators are unable to issue replacement cheques

Shareholders

- 5 19 As previously advised, shareholders rank beneath non-preferential creditors therefore unless non-preferential creditors are paid out in full there will be no return to shareholders
- 5.18 In this instance, non-preferential creditors have not been paid out in full therefore there has been no return to shareholders.

6. Joint Administrators' Receipts and Payments Account

- 6 1 A detailed Receipts and Payments Account for the Reporting Period is shown at Appendix 2.
- 6 2 As at the end of the Reporting Period, there was a cash balance of £214,195

7. Pre-Administration Costs

- 7 1 All Pre-Administration costs have been approved and drawn in full

8. Joint Administrators' Costs and Expenses

- 8.1 The Joint Administrators' basis of remuneration was fixed based on time properly charged, together with Category 2 Disbursements, and subsequently approved at the creditors' meeting held on 31 January 2013. The fee basis was agreed by the Creditors Committee formed at the creditors' meeting.
- 8.2 The time costs charged by the Joint Administrators are analysed at Appendix 3.
- 8.3 Time costs incurred in the Reporting Period total £11,612, representing 39 hours with an average charge out rate of £296 per hour. Time has been charged in six minute units.
- 8.4 In accordance with SIP 9, the Joint Administrators have provided creditors with additional information regarding major areas of time during the Reporting Period recorded below
- Time costs of £4,540 have been incurred under the heading Strategy, Planning & Control. This relates to monitoring the progress of the Administration and particularly in dealing with subsidiary related matters.
 - Time costs of £4,227 have been incurred under the heading Statutory Matters (Meetings, Reports and Notices). This relates to time spent drafting and circulating the previous progress report to creditors and dealing with all other statutory requirements of the Administration, including obtaining the extension to the period of Administration
 - Time costs of £1,063 have been spent under the heading Communications with Creditors/Employees. This relates to time spent dealing with creditors queries regarding the progress of the Administration, the prospects of future dividends and general queries
- 8.5 Time costs incurred since the Appointment Date total £551,759 representing 1.783 hours at an average hourly rate of £309 per hour
- 8.6 A total of £434,201 has been drawn to date in respect of the Joint Administrators' post-appointment remuneration. No remuneration has been drawn during the Reporting Period
- 8.7 No expenses have been incurred by the Joint Administrators during the Reporting Period
- 8.8 The only disbursements incurred by the Joint Administrators during the Reporting Period are £1,545 in respect of stationery and postage costs, as well as £1 in respect of bank charges
- 8.9 A Statement of Creditors' Rights concerning the Joint Administrators' fees is enclosed as Appendix 4

9. Extension of the Administration and Conclusion

- 9.1 An Administration automatically comes to an end after one year, unless an extension is granted by the Court or with the creditors' consent.
- 9.2 As previously advised, the Joint Administrators obtained Court approval to extend the duration of the Administration for a period of 24 months, from 4 December 2013 to 4 December 2015
- 9.3 Further 12 month extensions were granted by the Court for the periods from 4 December 2015 to 4 December 2016 and subsequently from 4 December 2016 to 4 December 2017
- 9.4 A further 24-month extension from 4 December 2017 to 4 December 2019 was subsequently sought and approved by Court

9 5 On 14 November 2017, the Court granted a further 24-month extension to the period of Administration to allow for the following outstanding matters to be dealt with

- Dealing with a potential sale of the IRHP claim to a third party;
- Dealing with completion of investigations across the group subsidiaries,
- Dealing with the completion of outstanding share sales and related transactions,
- Dealing with the inter-company debt positions, including NRG2 Limited;
- Dealing with the realisation of any remaining assets,
- Dealing with all outstanding tax matters with HMRC,
- Dealing with the leasehold properties,
- Dealing with the Creditor Committee,
- Dealing with unclaimed dividends, and
- Dealing with any other outstanding issues to conclude the Administration

9 6 The revised automatic end date for the Administration is 4 December 2019

9 7 Once all other outstanding matters have been dealt with, the Notice will be submitted to the Registrar of Companies pursuant to Paragraph 84 of Schedule B1 to the Act.

9.8 Following registration of the Notice by the Registrar of Companies, the Joint Administrators' appointment will cease to have effect, and they will be discharged from liability under Paragraph 98(3) of Schedule B1 to the Act.

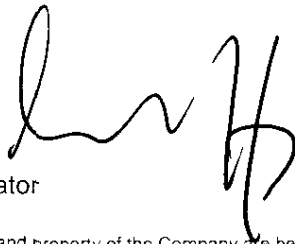
9 8 *At the end of three months, beginning with the date of the Notice being registered by the Registrar of Companies, the Company will be dissolved.*

10. Next Report

10 1 The Joint Administrators are required to provide a progress report within one month of the end of the next six months of the Administration

10 2 If you have any queries or require any further assistance, please do not hesitate to contact my colleague Jamie Maddox of this office

Philip Duffy
Joint Administrator



The affairs, business and property of the Company are being managed by the Joint Administrators, Philip Duffy and Stephen Clancy, who act as agents for the Company and without personal liability. Both are licensed by the Insolvency Practitioners Association and are bound by the Insolvency Code of Ethics

Appendix 1

Statutory Information

Statutory Information

Date of Incorporation	21 June 2007
Registered Number	06289010
Company Directors	Said Amin Amiri Arthur James Burden Jeremy Paul Burden John Doohan Lesley Doran John Stephen Eckersley Alan Roger Hampton Kevin David Hancock
Company Secretary	John Arthur Lewis
Shareholder	3,146,445 £1 ordinary shares bulk list – institutional and individual shareholders
Trading Address	3 Brook Office Park Folly Brook Road Emersons Green Bristol BS16 7FL
Registered Office	Current: The Chancery 58 Spring Gardens Manchester M2 1EW Former: 3 Brook Office Park Folly Brook Road Emersons Green Bristol BS16 7FL

Appendix 2

Joint Administrators' Receipts and Payments Account

W.T. Burden Limited
(In Administration)
Joint Administrators' Trading Account

Statement of Affairs £	From 29/04/2017 To 28/10/2017 £	From 05/12/2012 To 28/10/2017 £
POST APPOINTMENT SALES		
Sales	NIL	129.60
	NIL	129.60
TRADING SURPLUS/(DEFICIT)	NIL	129.60

W.T. Burden Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £	From 29/04/2017 To 28/10/2017 £	From 05/12/2012 To 28/10/2017 £
SECURED ASSETS		
Goodwill	NIL	3,000,000.00
Intellectual Property	NIL	500.00
Gross bank interest - fixed account	NIL	3,092.18
	NIL	3,003,592.18
COSTS OF REALISATION		
Agents/Valuers Fees	NIL	39,097.50
Agents/Valuers Disbursements	NIL	975.00
Joint administrators' remuneration	NIL	434,201.00
Joint administrators' disbursements	NIL	2,659.89
Legal Fees	NIL	55,663.55
Legal Disbursements	NIL	3,599.38
A2E - Pre-appointment Fees	NIL	115,477.82
A2E Transaction Fee	NIL	158,573.63
Pre-appointment Remuneration	NIL	2,100.00
Accountants Fees	NIL	7,500.00
Fixed bank charges	NIL	105.00
Consultancy	NIL	72,031.97
	NIL	(891,984.74)
ASSET REALISATIONS		
Subsidiary : debt settlements	NIL	62,112.15
Escrow Monies	NIL	1,477,000.00
Dividend from WTB Holdings Ltd.	NIL	176,492.13
Debtors	NIL	26,741.11
Shares & Investments	NIL	20,000.00
Cash at Bank	NIL	858.09
Sundry Debtors	NIL	453.29
Subsidiary Consideration	NIL	24,042.92
Bank Interest Gross	54.43	331.25
Rates Refunds	NIL	1,236.99
Rental income - Subrogation deal	NIL	12,716.75
Trading Surplus/(Deficit)	NIL	129.60
Subsidiary Debts : Subrogation	NIL	83,938.56
Loan Note Interest	NIL	17,614.08
Dividend from WTB Group Limited	NIL	144,081.94
	54.43	2,047,748.86
COST OF REALISATIONS		
Professional Costs	NIL	8,145.60
Bad debt : SBS Loan	NIL	140,000.00
SBS Legal Fees and Disbursements	NIL	17,227.65
Committee Expenses	NIL	165.28
Accountants Fees	NIL	37,038.81
Accountants Disbursements	NIL	70.78
Agents/Valuers Fees	NIL	20,475.00
Agents/Valuers Disbursements	NIL	1,971.00
Legal Fees	NIL	10,800.00
Legal Disbursements	NIL	7,073.57
Stationery & Postage	1,545.10	20,740.55
Storage Costs	NIL	56.88

W.T. Burden Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £	From 29/04/2017 To 28/10/2017 £	From 05/12/2012 To 28/10/2017 £
Corporation Tax	NIL	920.30
Statutory Advertising	NIL	161.10
Bank Charges	1.49	16.49
	(1,546.59)	(264,863.01)
UNSECURED CREDITORS		
(29,897,000.00) Trade & Expense Creditors	NIL	NIL
Non-Preferential Dividend 9.01p in the £	NIL	3,074,193.58
Non-Preferential Dividend 1.74p in the £	NIL	602,701.94
	NIL	(3,676,895.52)
(29,897,000.00)	(1,492.16)	217,597.77
REPRESENTED BY		
VAT Receivable		3,402.91
Fixed bank account		2.31
Floating/main current account		214,192.55
		217,597.77

Appendix 3

Analysis of Time Charged and Expenses Incurred

ANALYSIS OF TIME COSTS FOR THE PERIOD 29/04/2017 to 28/10/2017

ADM-Admin. - Post Appt.

Classification of Work Function	Hours					Total Hours	Time Cost £	Avg Hourly Rate £
	Managing Director	Manager	Senior	Assistant	Support			
Administration and Planning								
Case Review & Case Diary Management	0.00	0.00	0.00	0.25	0.00	0.25	45.00	180.00
Cashiering & Accounting	0.00	0.20	0.70	2.45	0.00	3.35	717.25	214.10
Statutory Matters (Meetings, Reports & Notices)	0.00	3.10	1.00	13.85	0.00	17.95	4,226.75	235.47
Strategy, Planning & Control	0.00	10.70	0.00	0.40	0.00	11.10	4,540.00	409.01
Tax Compliance / Planning	0.00	1.70	0.00	0.30	0.00	2.00	768.00	384.00
Creditors								
Communications with Creditors / Employees	0.00	1.70	0.00	2.30	0.00	4.00	1,063.00	265.75
Non-Preferential Creditor Claims Adjudication & Dis	0.00	0.60	0.00	0.00	0.00	0.60	252.00	420.00
Total Hours:	0.00	18.00	1.70	19.55	0.00	39.25		295.85
Total Fees Claimed: £	0.00	7,560.00	509.00	3,543.00	0.00		11,612.00	

ANALYSIS OF TIME COSTS FOR THE PERIOD 05/12/2012 to 28/10/2017

ADM-Admin. - Post Appt.

Classification of Work Function	Hours					Total Hours	Time Cost £	Avg Hourly Rate £
	Managing Director	Manager	Senior	Assistant	Support			
	0.00	0.00	0.00	0.30	0.00	0.30	36.00	120.00
Administration and Planning								
Case Review & Case Diary Management	16.90	9.80	0.30	23.55	3.60	54.15	17,172.50	317.13
Cashiering & Accounting	0.90	22.40	23.90	75.60	6.20	129.00	31,902.25	247.30
Dealings with Directors & Management	0.00	4.30	0.00	9.30	0.00	13.60	3,912.50	287.68
IPS Set Up & Maintenance	0.00	0.20	0.00	2.40	0.00	2.60	556.00	213.85
Statement of Affairs	0.00	0.40	0.00	5.20	0.00	5.60	1,190.00	212.50
Statutory Matters (Meetings, Reports & Notices)	7.50	69.80	4.25	189.25	0.00	270.80	68,116.75	251.54
Strategy, Planning & Control	5.50	326.10	2.95	36.40	0.00	370.95	143,087.25	385.73
Tax Compliance / Planning	0.80	36.60	2.10	10.05	0.00	49.55	16,840.50	339.87
Creditors								
Communications with Creditors / Employees	14.00	119.20	0.00	136.25	7.50	276.95	78,845.25	284.69
Creditors' Committee	27.30	62.60	0.00	41.00	0.00	130.90	49,817.50	380.58
Non-Preferential Creditor Claims Adjudication & Di	2.10	97.60	27.00	140.85	0.00	267.55	75,279.75	281.37
Non-Preferential Creditors / Employee Claims Handl	0.00	1.60	0.00	32.95	0.00	34.55	5,490.75	158.92
Preferential Claims Adjudication & Distribution	0.00	0.30	0.80	4.60	0.00	5.70	1,272.00	223.16
Secured Creditors	0.00	0.90	0.00	0.55	0.00	1.45	456.50	314.83
Investigations								
CDDA Reports & Communication	0.00	1.00	0.00	20.10	0.00	21.10	3,339.00	158.25
Financial Review & Investigations (S238/239 etc)	0.00	81.30	0.00	1.00	0.00	82.30	29,870.00	362.94
Forensic Sales Ledger Investigation	0.00	5.30	0.00	0.00	0.00	5.30	1,961.00	370.00
Realisation of Assets								
Book Debts	0.00	0.00	0.00	5.10	0.00	5.10	1,042.25	204.36
Freehold & Leasehold Property	0.00	31.60	0.00	2.00	0.00	33.60	13,612.00	405.12
Other Intangible Assets	0.00	3.40	0.00	2.30	0.00	5.70	1,844.00	323.51
Other Tangible Assets	0.00	9.60	0.00	0.70	0.00	10.30	4,030.50	391.31
Sale of Business	1.80	0.00	3.80	0.50	0.00	6.10	2,085.00	341.80
Total Hours:	76.80	884.00	65.10	739.95	17.30	1,783.15		309.43
Total Fees Claimed: £	39,269.50		19,061.50		1,903.00		551,759.25	

Appendix 4

Statement of Creditors' Rights

STATEMENT OF CREDITORS' RIGHTS

Information for creditors on remuneration and disbursements of Administrators

Information regarding the fees and disbursements of Administrators, including details of the Duff & Phelps' disbursements policy and hourly charge out rates for each grade of staff that may undertake work on this case, is in a document called "A Creditors' Guide to Administrators' Fees". This can be viewed and downloaded from the Joint Administrators' website at <http://www.duffandphelps.com/uk-restructuring/creditor-guides> (click on the document 'Administration (appointment from 1 October 2015)'). Should you require a copy, please contact this office.

Creditors have the right to request information from the office-holder under rule 18.9

A secured creditor, a non-preferential creditor with the concurrence of at least 5% in value of the non-preferential creditors (including the creditor in question) or any non-preferential creditor with the permission of the Court may make a written request to the office-holder for further information concerning remuneration or expenses. Such a request must be made within 21 days of receipt of this report and a response will be provided within 14 days of receipt of the request.

Creditors have recourse to Court, application to be made within 21 days of the office-holder giving reasons for not providing all the information requested or the expiry of the 14 days within which an office-holder must respond to a request.

Creditors have the right to challenge the office-holder's remuneration and expenses under rule 18.34

A secured creditor, a non-preferential creditor with the concurrence of at least 10% in value of the non-preferential creditors (including that creditor) or any non-preferential creditor with the permission of the Court, may make an application to court on the grounds that the remuneration charged or expenses incurred are excessive and/or that the basis fixed for the office-holder's remuneration is inappropriate. The application to Court must be made no later than eight weeks after receipt of the progress report where the charging of the remuneration or the incurring of expenses in question occurs.

Appendix 5

Proof of Debt Form

PROOF OF DEBT - GENERAL FORM

W.T. Burden Limited
06289010

This proof must be made out by, or under the direction of, the creditor and authorised by the creditor or a person with relevant authorisation as at the date of administration order.

Date of Administration Order

1.	Name of Creditor (If a company please also give company name and registration number)	
2.	Address of Creditor for correspondence (principal place of business)	
3.	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into administration	£
4.	If amount in 3 above includes outstanding uncapitalised interest please state amount	£
5.	Particulars of how and when debt incurred (If you need more space append a continuation sheet to this form)	
6.	Particulars of any security held, the value of the security, and the date it was given	
7.	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates	
8.	Details of any documents by reference to which the debt can be substantiated. [Note there is no need to attach them now but the administrator may call for any document or evidence to substantiate the claim at his discretion as may the chair or convenor of any meeting]	
9.	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or in relation to creditor _____	
	Address of person signing (if different from 2 above)	
Admitted to vote for		Admitted for dividend for
£		£
Date		Date
Administrator		Administrator

Appendix 6

Group Structure

100

