

Section 94

**Return of Final Meeting in a
Members' Voluntary Winding Up****Pursuant to Section 94 of the
Insolvency Act 1986****To the Registrar of Companies****S.94**

Company Number

07349708

Name of Company

Singleday Limited

I

Kate Elizabeth Breese, Oxford Chambers, Oxford Road, Guiseley, Leeds, LS20 9AT

Note The copy account must be
authenticated by the written
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was duly held on/summoned for 12 November 2015 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and that the same was done accordingly / no quorum was present at the meeting

The meeting was held at Walsh Taylor, Oxford Chambers, Oxford Road, Guiseley, Leeds, LS20 9AT

The winding up covers the period from 24 January 2011 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

- a) That the Liquidator's Receipts and Payments account and final report be approved,
- b) That the Liquidator be released from office

Signed



Date 16 November 2015

Walsh Taylor
Oxford Chambers
Oxford Road
Guiseley
Leeds
LS20 9AT

Ref SIN0001/KB/RB/NC/DG

TUESDAY



A56PPN4A

A14

10/05/2016

#106

COMPANIES HOUSE

**Singleday Limited
(In Liquidation)
Liquidator's Abstract of Receipts & Payments
From 24 January 2011 To 12 November 2015**

S of A £	£	£
		<u><u>NIL</u></u>
REPRESENTED BY		<u><u>NIL</u></u>

Note



Kate Elizabeth Breese
Liquidator

Singleday Limited - In Liquidation

Company No: 07349708

Liquidator's Final Report

Pursuant to S92A of the Insolvency Act 1986

11 September 2015

Registered Office
Walsh Taylor
Oxford Chambers
Oxford Road
Guiseley
Leeds
LS20 9AT

CONTENTS

- 1 Introduction
- 2 Realisation of Assets
- 3 Creditors
- 4 Liquidator's Remuneration, Disbursements and Expenses
- 5 Conclusion

ENCLOSURES

- A Receipts and Payments Account for the Period 24 January 2011 to 12 November 2015
- B Statement of Assets & Liabilities & Agreement Pursuant to S 110 The Insolvency Act 1986
- C Time Analysis for the Period 24 January 2011 to 12 November 2015
- D Liquidator's Disbursements & Expenses
- E Shareholders' Guide to a Liquidator's Remuneration & Walsh Taylor's Charging and
disbursement Rates

Introduction

- 1 1 This report provides an update on the final position in the liquidation of Singleday Limited ("the Company") I was appointed Liquidator of the Company by the shareholders on 24 January 2011
- 1 2 As is required, I enclose at Appendix A an account of the Liquidator's Receipts and Payments for the period ending 11 September 2015

2 Realisation of Assets

- 2 1 The purpose of the liquidation was to reconstruct the Company's affairs in accordance with S 110 of the Insolvency Act 1986 The reconstruction was effected by way of a S 110 agreement on the date of my appointment I am not repeating details in this report as Shareholders already have full details No other assets were available to be realised by the Liquidator

3 Creditors and Members

Secured Creditors

- 3 1 In accordance with the reconstruction agreement, all security against the Company was released by the secured creditors

Preferential Creditors

- 3 2 There were no preferential creditors in this Liquidation

Corporation Tax

- 3 3 The Company's liability in respect of Corporation Tax was agreed on its behalf by Robertshaw Myers. The liability of £5,649.42 was paid on 19 October 2011 by Andersons Limited, in accordance with the reconstruction agreement

Unsecured Creditors

At the date of Liquidation there were no other known claims against the Company. As required by law, I advertised for claims in the London Gazette. No claims against the Company were notified within time limits. Accordingly there are no unsecured creditors in this Liquidation.

Members

- 3 5 The Company's freehold property was valued by King Sturge LLP. The Company's debtors and investments were listed at book value for the purposes of the Declaration of Solvency.

4 Liquidator's Remuneration, Disbursements and Expenses

Basis of the Liquidator's remuneration

- 4 1 At the initial meeting of shareholders on 24 January 2011 it was resolved that the Liquidator be remunerated on a set fee basis of £2,500 excluding VAT and disbursements.
- 4 2 Apart from an increase in stationery and postage charges to reflect increased costs associated therein, there have been no increases to Walsh Taylor's disbursement tariff since appointment.

Liquidator's remuneration charged and disbursements incurred

- 4 3 The Liquidator's post liquidation time costs as at 12 November 2015 total £12,253.00 in respect of 66.50 hours at an average hourly rate of £184.26. A breakdown of time costs are summarised at Appendix C.

4 4 Disbursements incurred are summarised at Appendix D

Liquidator's remuneration and disbursements drawn

4 5 The set fee agreed of £2,500 was paid directly to Walsh Taylor by third party

4 6 Details of disbursements billed are also set out in Appendix D and were also paid by a third party

Liquidation expenses charged and drawn

4 7 Details of the costs incurred and paid by the Liquidator in relation to liquidation expenses are also attached at Appendix D

4 8 I comment specifically that at the meeting of shareholders held on 24 January 2011 it was resolved that the fees and disbursements of Walsh Taylor for assisting the Directors in convening the statutory meeting to place the Company into liquidation and for assistance in preparing the Declaration of Solvency would be a further set fee of up to £2,500 plus VAT and disbursements, also to be paid by third party

4 9 The sum of £2,500 has been received directly by Walsh Taylor in this respect from a third party

Shareholders' Guide to Fees and Statement of Shareholders' rights

4 10 If you require any further information in respect of Liquidator's remuneration, disbursements and expenses, please see Appendix F This document also includes a statement of shareholders' rights

5 Other Matters

A clearance letter from HMRC was not received confirming there are no objections to the closure of the Liquidation HMRC had confirmed in a telephone conversation on 11 June 2014 that they had no objection to the conclusion of the Liquidation and that this would be confirmed in writing Numerous chasers were sent to HMRC in respect of obtaining the clearance As this correspondence has not been received a further letter dated 3 September 2015 has been sent to HMRC confirming that should an objection not be received from HMRC to the conclusion of the Liquidation within 21 days of the date of the letter, the Liquidation will be concluded No objection was received

6 Conclusion

6 1 Pursuant to the Insolvency Amendment Rules 2010, this report was circulated to creditors in draft format. This is to allow members and creditors additional time in which to consider the content of the report and to raise any queries they may have with the Liquidator concerning the report or the level of the Liquidator's remuneration. Final meetings of members and creditors were held on 12 November 2015. No queries were raised by members or creditors.

6 2 Accordingly, I have therefore concluded my administration of the Liquidation.

6 3 If you require any further information please do not hesitate to contact me at the above address.

Yours faithfully

A handwritten signature in black ink, appearing to read 'K Breese', with a stylized flourish at the end.

Kate Elizabeth Breese
Liquidator

Enc

**Singleday Limited
(In Liquidation)**

**Income and Expenditure Account
24 January 2011 to 12 November 2015**

INCOME	Total (£)
	<u>0 00</u>
EXPENDITURE	
	<u>0.00</u>
Balance	<u>0.00</u>
MADE UP AS FOLLOWS	
	<u>0.00</u>

Time Entry - SIP9 Time & Cost Summary

SIN0001 - Singleday Limited
All Post Appointment Project Codes
From 24/01/2011 To 12/11/2015

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Cashier	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	12.50	27.70	0.00	18.30	0.00	58.50	10 925.00	186.75
Case Specific Matters	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cashier	0.00	0.00	0.00	1.20	1.40	2.60	328.00	126.15
Creditors	0.30	3.10	0.00	0.90	0.00	4.30	818.00	190.23
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.00	0.10	0.00	1.00	0.00	1.10	162.00	165.45
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	12.80	30.90	0.00	21.40	1.40	66.50	12,253.00	184.26
Total Fees Claimed							0.00	
Total Disbursements Claimed							0.00	

**SINGLEDAY LIMITED
IN LIQUIDATION**

Appendix D

Liquidator's disbursements and expenses to 12 November 2015

Disbursements incurred and paid

	Incurred £	Unpaid £	Written off £	Paid £
Category 1				
Insolvency bond	900 00	0 00	0 00	900 00
Postage	7 65	0 00	7 65	0 00
Company search	4 00	4 00	4 00	0 00
Advertising	261 76	0 00	0 00	261 76
	<u>1,173 41</u>	<u>4 00</u>	<u>11 65</u>	<u>1,161 76</u>

Category 2

Photocopying	8 55	0 00	8 55	0 00
Case Set up fee	20 00	20 00	20 00	0 00
Room Hire	150 00	150 00	150 00	0 00
	<u>178 55</u>	<u>170 00</u>	<u>178 55</u>	<u>0 00</u>

Expenses incurred and paid

Expense	Paid to	Basis of payment
Pre liquidation fees	Walsh Taylor	Approved by members on 24 January 2011
Pre liquidation disbs	Walsh Taylor	Approved by members on 24 January 2011
Statutory advertising	Courts Advertising	Statutory payment - set tariff
Bonding	Marsh	Premium
SofA fee	Walsh Taylor	Set fee

	Incurred £	Unpaid £	Written off £	Paid £
Pre liquidation fees	2,500 00	0 00	0 00	2,500 00
SofA fee	2,500 00	0 00	0 00	2,500 00
	<u>5,000 00</u>	<u>0 00</u>	<u>0 00</u>	<u>5,000 00</u>

Disbursements have been paid by Walsh Taylor

**Shareholders' Guide to a Liquidator's Remuneration & Walsh Taylor's Charging and
Disbursement Rates**

Appendix E

A SHAREHOLDER'S GUIDE TO LIQUIDATORS' FEES IN A SOLVENT LIQUIDATION

1 Introduction

When a company goes into solvent liquidation the costs of the proceedings may be paid out of its assets. The shareholders, who hope to receive a capital distribution out of the assets, therefore have a direct interest in the level of costs, and in particular the remuneration of the insolvency practitioner appointed to act as liquidator. The insolvency legislation recognises this interest by providing mechanisms for shareholders to fix the basis of the liquidator's fees. This guide is intended to help shareholders be aware of their rights to approve and monitor fees and explains the basis on which fees are fixed.

2 The liquidation procedure

2.1 Liquidation is the formal winding up of a company's affairs entailing the realisation of its assets and the distribution of the proceeds in a prescribed order of priority. Liquidation may be either voluntary, when it is instituted by resolution of the shareholders, or compulsory, when it is instituted by order of the court.

2.2 Voluntary liquidation is the more common of the two. An insolvent voluntary liquidation is called a creditors' voluntary liquidation (often abbreviated to 'CVL'). In this type of liquidation, an insolvency practitioner acts as liquidator throughout and the creditors can vote on the appointment of the liquidator at the first meeting of creditors.

2.3 A solvent liquidation is called a members' voluntary liquidation (often abbreviated to 'MVL'). It is initiated by the directors calling a general meeting ('GM') of the shareholders. The shareholders then decide whether to place the company into liquidation and vote on the appointment of the liquidator.

3 Fixing the liquidator's fees

3.1 The basis for fixing the liquidator's remuneration in an MVL is set out in Rule 4.148A of the Insolvency Rules 1986. This states that the remuneration shall be fixed either

- as a percentage of the value of the assets which are realised or distributed or both, or
- by reference to the time properly given by the liquidator and his staff in attending to matters arising in the liquidation, or
- as a set amount.

Any combination of these bases may be used to fix the remuneration, and different bases may be used for different things done by the liquidator. Where the remuneration is fixed as a percentage, different percentages may be used for different things done by the liquidator.

In an MVL, it is for the shareholders to determine on which of these bases the remuneration is to be fixed, and if it is to be fixed as a percentage, to fix the percentage to be applied. The rules state that in arriving at their decision, the shareholders shall have regard to the following matters:

- the complexity (or otherwise) of the case,
- any responsibility of an exceptional kind or degree which falls on the liquidator in connection with the liquidation,
- the effectiveness with which the liquidator appears to be carrying out, or to have carried out, his duties,
- the value and nature of the assets which the liquidator has to deal with.

- 3 2 A resolution specifying the terms on which the liquidator is to be remunerated may be taken at the meeting which appoints the liquidator. If the remuneration is not fixed in any of these ways by the shareholders, the liquidator can apply to have the basis of his remuneration fixed by the court instead.

4 What information should be provided by the liquidator?

4.1 When seeking fee approval

- 4 1.1 When seeking agreement to his fees the liquidator should provide sufficient supporting information to enable the shareholders to form a judgement as to whether the proposed fee is reasonable having regard to all the circumstances of the case.

The nature and extent of the supporting information which should be provided will depend on

- the nature of the approval being sought,
- the stage during the administration of the case at which it is being sought, and
- the size and complexity of the case.

- 4 1 2 Where, at any shareholders' meeting, the liquidator seeks agreement to the terms on which he is to be remunerated, he should provide the meeting with details of the charge-out rates of all grades of staff, including principals, which are likely to be involved on the case.

- 4 1 3 Where the liquidator seeks agreement to his fees during the course of the liquidation, he should always provide an up to date receipts and payments account. Where the proposed fee is based on time costs, the liquidator should disclose to the shareholders the time spent and the charge-out value, together with, where appropriate, such additional information as may reasonably be required having regard to the size and complexity of the case. The additional information should comprise a sufficient explanation of what the liquidator has achieved and how it was achieved, to enable the value of the exercise to be assessed (whilst recognising that the liquidator must fulfil certain statutory obligations that might be seen to bring no added value for shareholders) and to establish that the time has been properly spent on the case. That assessment will need to be made having regard to the time spent and the rates at which that time was charged, bearing in mind the factors set out in paragraph 3 1 above. To enable this assessment to be carried out it may be necessary for the liquidator to provide an analysis of the time spent on the case by type of activity and grade of staff.

The degree of detail will depend on the circumstances of the case, but it will be helpful to be aware of the professional guidance which has been given to insolvency practitioners on this subject. The guidance suggests the following areas of activity as a basis for the analysis of time spent.

- Administration and planning
- Investigations
- Realisation of assets
- Trading
- Creditors
- Any other case-specific matters

The following categories are suggested as a basis for analysis by grade of staff.

- Partner
- Manager
- Other senior professionals
- Assistants and support staff

The explanation of what has been done can be expected to include an outline of the nature of the assignment and the liquidator's own initial assessment, including the anticipated return to shareholders. To the extent applicable it should also explain

- Any significant aspects of the case, particularly those that affect the amount of time spent
- The reasons for subsequent changes in strategy
- Any comments on any figures in the summary of time spent accompanying the request the liquidator wishes to make
- The steps taken to establish the views of shareholders, particularly in relation to agreeing the strategy for the assignment, budgeting, time recording, fee drawing or fee agreement
- Any existing agreement about fees.
- Details of how other professionals, including subcontractors, were chosen, how they were contracted to be paid, and what steps have been taken to review their fees

It should be borne in mind that the degree of analysis and form of presentation should be proportionate to the size and complexity of the case. In smaller cases not all categories of activity will always be relevant, whilst further analysis may be necessary in larger cases.

4.1.4 Where the fee is charged on a percentage basis the liquidator should provide details of any work which has been or is intended to be sub-contracted out which would normally be undertaken directly by a liquidator or his staff

4.2 After fee approval

Where a resolution fixing the basis of fees is passed at any shareholders' meeting held before he has substantially completed his functions, the liquidator should notify the shareholders of the details of the resolution in his next report or circular to them. When subsequently reporting to shareholders on the progress of the liquidation, or submitting his final report, he should specify the amount of remuneration he has drawn in accordance with the resolution. Where the fee is based on time costs he should also provide details of the time spent and charge-out value to date and any material changes in the rates charged for the various grades since the resolution was first passed. He should also provide such additional information as may be required in accordance with the principles set out in paragraph 4.1.3. Where the fee is charged on a percentage basis the liquidator should provide the details set out in paragraph 4.1.4 above regarding work which has been sub-contracted out.

4.3 Expenses and disbursements

There is no statutory requirement for the shareholders to approve the drawing of expenses or disbursements. However, professional guidance issued to insolvency practitioners requires that, where the liquidator proposes to recover costs which, whilst being in the nature of expenses or disbursements, may include an element of shared or allocated costs (such as room hire, document storage or communication facilities provided by the liquidator's own firm), they must be disclosed and be authorised by those responsible for approving his remuneration. Such expenses must be directly incurred on the case and subject to a reasonable method of calculation and allocation.

4.4 Realisations for secured creditors

Where the liquidator realises an asset on behalf of a secured creditor and receives remuneration out of the proceeds, he should disclose the amount of that remuneration to any meeting of shareholders convened for the purpose of determining his fees, and in any reports he sends to shareholders.

5 Progress reports and requests for further information

5 1 The liquidator is required to send a progress report annually to shareholders if the MVL continues for more than one year, until conclusion. The report must include

- details of the basis fixed for the remuneration of the liquidator (or if not fixed at the date of the report, the steps taken during the period of the report to fix it),
- if the basis has been fixed, the remuneration charged during the period of the report, irrespective of whether it was actually paid during that period (except where it is fixed as a set amount, in which case it may be shown as that amount without any apportionment for the period of the report),
- if the report is the first to be made after the basis has been fixed, the remuneration charged during the periods covered by the previous reports, together with a description of the work done during those periods, irrespective of whether payment was actually made during the period of the report,
- a statement of the expenses incurred by the liquidator during the period of the report, irrespective of whether payment was actually made during that period,
- a statement of the shareholders' rights to request further information, as explained in paragraph 5 2, and their right to challenge the liquidator's remuneration and expenses

5 2 Within 21 days of receipt of a progress report (or 7 business days where the report has been prepared for the purposes of a meeting to receive the liquidator's resignation) a shareholder may request the liquidator to provide further information about the remuneration and expenses set out in the report. A request must be in writing, and may be made by any shareholders of the company with at least 5% of the total voting rights of all shareholders having the right to vote at general meeting of the company, or any shareholder with the permission of the court.

5 3 The liquidator must provide the requested information within 14 days, unless he considers that

- the time and cost involved in preparing the information would be excessive, or
- disclosure would be prejudicial to the conduct of the liquidation or might be expected to lead to violence against any person, or
- the liquidator is subject to an obligation of confidentiality in relation to the information requested,

in which case he must give the reasons for not providing the information.

Any shareholder may apply to the court within 21 days of the liquidator's refusal to provide the requested information, or the expiry of the 14 days time limit for the provision of the information.

6 Provision of information – additional requirements

The liquidator must provide certain information about the time spent on the case, free of charge, upon request by any creditor, director or shareholder of the company.

The information which must be provided is –

- the total number of hours spent on the case by the liquidator or staff assigned to the case,
- for each grade of staff, the average hourly rate at which they are charged out,
- the number of hours spent by each grade of staff in the relevant period.

The period for which the information must be provided is the period from appointment to the end of the most recent period of six months reckoned from the date of the liquidator's appointment, or where he has vacated office, the date that he vacated office

The information must be provided within 28 days of receipt of the request by the liquidator, and requests must be made within two years from vacation of office

7 What if a shareholder is dissatisfied?

7 1 If a shareholder believes that the remuneration charged by the liquidator is too high, the basis of his remuneration is inappropriate, or the expenses incurred by the liquidator are in all the circumstances excessive he may, provided certain conditions are met, apply to the court

7 2 Application may be made to the court by any shareholder, provided the shareholder (or shareholders) making the application hold at least 10% of the total voting rights of all the shareholders having the right to vote at general meetings, or they have the permission of the court. Any such application must be made within 8 weeks of the applicant receiving the liquidator's progress report in which the charging of the remuneration or incurring of the expenses in question is first reported. If the court does not dismiss the application (which it may if it considers that insufficient cause is shown) the applicant must give the liquidator a copy of the application and supporting evidence at least 14 days before the hearing

7 3 If the court considers the application well founded, it may order that the amount of remuneration be reduced, the basis be changed, or the expenses be disallowed or repaid. Unless the court orders otherwise, the costs of the application must be paid by the applicant and not out of the assets of the company

8 What if the liquidator is dissatisfied?

If the liquidator considers that the remuneration fixed by the shareholders is insufficient he may request that it be increased by resolution of the shareholders. If he considers that the remuneration fixed by the shareholders is insufficient, he may apply to the court for it to be increased. If he decides to apply to the court, the liquidator's notice of his application must be sent to such of the shareholders as the court may direct, and they may nominate one or more of their number to appear or be represented. The court may order the costs to be paid out of the assets

9 Other matters relating to fees

9 1 Where two (or more) joint liquidators are appointed it is for them to agree between themselves how the remuneration payable should be apportioned. Any dispute between them may be referred to the court or a meeting of shareholders

9 2 If the appointed liquidator is a solicitor and employs his own firm to act in the liquidation, profit costs may not be paid unless authorised by the shareholders or the court.