

LIQ14

Notice of final account prior to dissolution in CVL



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 07427606

Company name in full Denison 2 Limited

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

2 Liquidator's name

Full forename(s) Philip

Surname Booth

3 Liquidator's address

Building name/number Coopers House

Street Intake Lane

Post town Ossett

County/Region

Postcode WF50RG

Country

4 Liquidator's name ①

Full forename(s)

Surname

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

5 Liquidator's address ②

Building name/number

Street

Post town

County/Region

Postcode

Country

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

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6

Liquidator's release

☐ Tick if one or more creditors objected to liquidator's release.

:

7

Final account

☒ I attach a copy of the final account.

8

Sign and date

Liquidator's signature

Signature

X

P. B. B. K.

X

Signature date

d

1

d

6

m

0

m

1

y

2

y

0

y

2

y

3

LIQ14

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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 **Alistair Barnes**

Company name **Booth & Co**

Address
Coopers House
Intake Lane

Post town
Ossett

County/Region

Postcode
W F 5 0 R G

Country

DX

Telephone
01924 263777



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

**DENISON 2 LIMITED
IN CREDITORS VOLUNTARY LIQUIDATION**

**Liquidator's Final Report To Members And Creditors Pursuant To
Section 106 Of The Insolvency Act 1986 For The
Period 18 May 2022 to 16 January 2023**

**Philip Booth
Liquidator**

**Booth & Co
Coopers House
Intake Lane
Ossett
WF5 0RG**

Statutory Information

Company Name:	Denison 2 Limited ("the Company")		
Company Number:	07427606		
Date of Incorporation:	2 November 2010		
Principal Activity:	Hotelier		
Registered Office:	Coopers House Intake Lane Ossett WF5 0RG	<i>formerly</i>	8 Clifton Moor Business Village James Nicolson Link York YO30 4XG
Trading Address:	11-19 Kings Road Harrogate HG1 5JY		
Date of Liquidation:	18 May 2021		
Liquidator:	Philip Booth		
Basis of Remuneration:	<p>On 28 February 2022 creditors approved a decision by correspondence to fix the Liquidator's remuneration on the following bases:</p> <ul style="list-style-type: none">• A fixed fee of £19,000 plus VAT for undertaking the following categories of work in the Liquidation, namely; Administration and Planning, Investigations, Realisation of Assets and Creditors, and;• Recovery of all Category 1 and Category 2 expenses (formerly disbursements).		

1. Introduction

- 1.1 I am writing to provide you with my Final Report on the conduct of the Liquidation for the period from 18 May 2022 to 16 January 2023. This report should be read in conjunction with my Annual Progress Report which covered the period from 18 May 2021 to 17 May 2022.
- 1.2 The main issues to be dealt with during the course of the Liquidation were as follows
- To transfer the funds held in Booth & Co's client account to the Liquidator's account.
 - To carry out the statutory investigations into the Company's affairs and the Director's conduct to ascertain whether any claims may be brought against any party.
 - To report to creditors as to the outcome of the above.

2. Receipts

- 2.1 A copy of the Receipts and Payments Account made up to 16 January 2023 is attached.
- 2.2 Details of receipts during the period prior to that covered by this report were provided in my Annual Progress Report.
- 2.3 There have been no receipts during the period covered by this report and no further receipts are anticipated.

3. Payments

- 3.1 Other than a small amount of bank charges, the only payment made during the period covered by this report has been in relation to the Liquidator's remuneration and expenses.
- 3.2 Further information in respect of the Liquidator's remuneration and expenses is provided at Section 8 below.

4. Secured Creditors

- 4.1 There are no secured creditors in this matter.

5. Preferential Creditors

Ordinary Preferential Creditors

- 5.1 According to the Director's Statement of Affairs there were estimated preferential claims of £26,998 in respect of employees' unpaid holiday pay.
- 5.2 These claims were not paid by the Redundancy Payment Service because they accrued after the date of the first insolvency event, which was 5 April 2019, the date when the Company entered into a Company Voluntary Arrangement.
- 5.3 The funds realised in the Liquidation have been applied in paying the costs of the Liquidation and formal notice of no dividend pursuant to Rule 14.37 of the Insolvency (England and Wales) Rules 2016 is appended to this report.

Secondary Preferential Creditors

- 5.4 From 1 December 2020, HM Revenue & Customs ('HMRC') became secondary preferential creditors in respect of various taxes collected by the taxpayer on behalf of HMRC, such as VAT and PAYE.

- 5.5 According to the Statement of Affairs the amounts estimated to be owed in respect of VAT and PAYE were £226,268 and £112,668 respectively.
- 5.6 HMRC have not submitted a Proof of Debt in the Liquidation.
- 5.7 Insufficient funds have been realised to enable a dividend to be paid to secondary preferential creditors and formal notice of no dividend as referred to above is appended to this report.

6. Unsecured Creditors

- 6.1 The Statement of Affairs indicated that unsecured creditors totalled £3,289,165 and I have received seventeen Proofs of Debt totalling £3,191,858.
- 6.2 Insufficient funds have been realised to enable a dividend to be paid to unsecured creditors and formal notice of no dividend as referred to above is appended to this report.

7. Director's Conduct Report & Investigation

- 7.1 As required I have made my online submission to the Insolvency Service, in accordance with the provisions of the Company Director's Disqualification Act 1986.
- 7.2 Pursuant to the provisions of Statement of Insolvency Practice 2, I can confirm that my investigations have not revealed any matters which would require me to take further action against any officer of the Company, or any third parties.

8. Liquidator's Remuneration

- 8.1 On 7 February 2022 I sought a decision by correspondence from creditors to fix the basis of my remuneration as Liquidator. The decision date was 28 February 2022.
- 8.2 On the decision date creditors approved a resolution that the Liquidator's remuneration be based on a fixed fee of £19,000 plus VAT for undertaking the following categories of work in the Liquidation, namely; Administration and Planning, Investigations, Realisation of Assets and Creditors.
- 8.3 During the period covered by this report, an amount in the sum of £16,893 plus VAT has been paid to Booth & Co in respect of the Liquidator's fixed fee, with the balance being written off as irrecoverable.
- 8.4 For information purposes only, my firm's total time costs incurred in the Liquidation amount to £26,106 representing 114.10 hours at an average charge out rate of £228.80 per hour.
- 8.5 During the period to which this report relates, my firm's time costs incurred amount to £2,845 representing 12.20 hours at an average charge out rate of £233.20 per hour. A breakdown of the time costs incurred is attached to this report.
- 8.6 Expenses to the value of £500 have been incurred but not paid. Details are provided below.

Category 1 **Expenses**

£

Statutory Advertising	190.00
Insurance Bond	150.00
Postage	90.00

Creditor Gateway	70.00
	<hr/> 500.00

- 8.7 Category 1 expenses relate to external services provided which are directly attributable to the case. Category 2 expenses relate to shared or allocated costs which generally relate to internal charges made for items such as document storage, photocopying, room hire and mileage.
- 8.8 Creditor approval is required for Category 2 expenses to be charged as an expense of the Liquidation in accordance with best practice guidelines as set out in Statement of Insolvency Practice 9.
- 8.9 Following the introduction of a revised Statement of Insolvency Practice 9 'Payments to Insolvency Office Holders and their Associates from an Estate' ('SIP 9'), with effect from 1 April 2021 the above disbursements are now called 'expenses'.
- 8.10 With effect from 1 April 2021 the recovery of expenses that might represent overhead costs is prohibited. Therefore, no photocopying or internal records storage costs have been paid from the Liquidation Estate.
- 8.11 Category 2 Expenses now also includes any payments that could be reasonably perceived as presenting a threat to the office holder's objectivity or independence by virtue of a professional or personal relationship, including to an associate.
- 8.12 I have reviewed the expenses incurred in this case and concluded that no expenses which would fall into this category have been paid since 1 April 2021.
- 8.13 A description of the routine work undertaken in the Liquidation to date is set out as follows. Not all of the examples will apply in every case. Specific work carried out in the period is referred to in the narrative of each section to this report.

Administration and Planning

- Case planning - devising an appropriate strategy for dealing with the case and giving instructions to the staff to undertake the work on the case.
- Setting up physical/electronic case files (as applicable).
- Setting up the case on the practice's electronic case management system and entering data.
- Issuing the statutory notifications to creditors and other required on appointment as office holder, including gazetting the office holder's appointment.
- Obtaining a specific penalty bond (this is insurance required by statute that every insolvency office holder has to obtain for the protection of each estate).
- Dealing with all routine correspondence and emails relating to the case.
- Opening, maintaining and managing the office holder's estate bank account.
- Creating, maintaining and managing the office holder's cashbook.
- Undertaking regular reconciliations of the bank account containing estate funds.
- Reviewing the adequacy of the specific penalty bond on a quarterly basis.
- Undertaking periodic reviews of the progress of the case.

Investigations

- Attempting to recover the books and records for the case.
- Preparing an online submission on the conduct of the Directors as required by the Company Directors Disqualification Act.
- Conducting an initial investigation with a view to identifying potential asset recoveries by

seeking and obtaining information from relevant third parties, e.g. the bank, accountants, solicitors, etc.

- Reviewing books and records to identify any transactions or actions the office holder may take against a third party in order to recover funds for the benefit of creditors.

Creditors

- Dealing with creditor correspondence and telephone conversations.
- Preparing reports to members and creditors.
- Maintaining creditor information on IPS case management software.
- Reviewing proofs of debt received from creditors.

Realisation of Assets

- Transfer of funds from Booth & Co client account to the Liquidator's account.

- 8.14 Some of the work carried out does not give direct financial benefit to the creditors, but I have to undertake it in order to meet my requirements under the insolvency legislation and the Statements of Insolvency Practice, which set out required practice that I must follow.
- 8.15 Pursuant to Rule 18.9 of the Insolvency (England and Wales) Rules 2016, a secured creditor, or an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (or with the permission of the Court), have a period of twenty-one days from the receipt of this final report to request (in writing) further information in respect of the Liquidator's remuneration and expenses.
- 8.16 The Liquidator has 14 days from receipt of the request to comply with it, but he is treated as complying if: the time or cost of preparation of the information would be excessive; if the disclosure of the information would be prejudicial to the conduct of the liquidation; if the Liquidator believes the request might reasonably be expected to lead to violence against any person; if the Liquidator is subject to an obligation of confidentiality in respect of the information, and he writes to the creditor(s) giving reasons for not providing the information requested.
- 8.17 A creditor may also apply to Court within 21 days of receipt of the reasons for not providing the information requested; or upon the expiry of the 14 day period for the Liquidator to provide the information.
- 8.18 Pursuant to Rule 18.34 of the Insolvency (England and Wales) Rules 2016, any secured creditor, or any unsecured creditor with the concurrence of at least 10% in value of the creditors, including that creditor (or with the permission of the Court), may make an application to the Court on the grounds that:-
- The remuneration charged by the Liquidator and, or
 - The basis fixed for the Liquidator's remuneration and, or
 - The expenses incurred by the Liquidator are excessive and, or
 - The basis fixed for the Liquidator's remuneration is inappropriate

Such an application to the Court must be made within eight weeks of the date of the receipt of the final report.

- 8.19 Further information about creditors' rights can be obtained by visiting the R3 website where creditors' information published by the Association of Business Recovery Professionals (R3) at <http://www.creditorinsolvencyguide.co.uk/>.

8.20 A copy of 'A Creditors Guide to Liquidators' Fees' also published by R3 is available at the following link: <https://www.r3.org.uk/technical-library/england-wales/technical-guidance/creditor-guides>.

8.21 My firm's updated fees and expenses charging policy is attached to this report.

9. Complaints Procedure

9.1 All complaints should be directed to me in writing in the first instance. If my reply does not answer your concerns appropriately, you may complain to The Insolvency Service, IP Complaints, 3rd Floor, 1 City Walk, Leeds, LS11 9DA, online at www.gov.uk/complain-about-insolvency-practitioner; or by e-mail at insolvency.enquiryline@insolvency.gov.uk; or by phone on 0300 678 0015 – calls are charged at up to 9p per minute from a land line, or for mobiles, between 8p and 40p per minute if you are calling from the UK.

9.2 To comply with the Provision of Services Regulations, some general information about Booth & Co can be found at <http://www.boothinsolvency.co.uk/>.

10. Conclusion

10.1 The winding up of the Company is now for all practical purposes complete and I am seeking my release as Liquidator of the Company. Please note that provided no objections to my release are received I shall obtain my release as Liquidator following the delivery of the final notice to the Registrar of Companies.

10.2 Should you have any queries regarding this report or any aspect of the case, please do not hesitate to contact me.

Yours faithfully



Philip Booth
Liquidator

**Denison 2 Limited t/a The Kimberley Hotel
(In Liquidation)
Liquidator's Abstract of Receipts & Payments
From 18 May 2021 To 16 January 2023**

Statement of Affairs £		£	£
	ASSET REALISATIONS		
17,483.00	Cash in Booth & Co Client Account	17,490.87	17,490.87
	COST OF REALISATIONS		
	Office Holders Fees	16,893.12	
	Legal Fees	250.00	
	IT Costs	329.00	
	Bank Charges	18.75	
			(17,490.87)
	PREFERENTIAL CREDITORS		
(112,668.00)	HM Revenue & Customs (PAYE, EE's)	NIL	
(226,268.00)	HM Revenue & Customs (VAT)	NIL	
(26,998.00)	Employees (Holiday Pay)	NIL	
			NIL
	UNSECURED CREDITORS		
(335,325.00)	Trade & Expense Creditors	NIL	
(10,790.00)	Employees (Notice Pay)	NIL	
(86,997.00)	RPS (Notice and Redundancy Pay)	NIL	
(50,000.00)	Banks/Institutions	NIL	
(150,000.00)	Private Investor	NIL	
(2,615,420.00)	Connected Companies	NIL	
(40,633.00)	Consumer Creditors	NIL	
			NIL
	DISTRIBUTIONS		
(1,000.00)	Ordinary Shareholders	NIL	
			NIL
(3,638,616.00)			NIL

REPRESENTED BY

NIL



Philip Booth
Liquidator

Time Entry - SIP9 Time & Cost Summary

DEN002 - Denison 2 Limited
From: 18/05/2021 To: 16/01/2023

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	1.90	18.40	0.00	12.50	32.80	6,749.00	205.76
Case Specific Matters	0.00	0.00	0.10	1.50	1.60	250.00	156.25
Creditors	1.70	65.10	0.00	3.70	70.50	16,944.00	240.34
Investigations	1.00	4.00	0.00	1.00	6.00	1,375.00	229.17
Realisation of Assets	0.00	3.20	0.00	0.00	3.20	788.00	246.25
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	4.60	90.70	0.10	18.70	114.10	26,106.00	228.80
Total Fees Claimed						0.00	
Total Disbursements Claimed						0.00	

Time Entry - SIP9 Time & Cost Summary

DEN002 - Denison 2 Limited
All Post Appointment Project Codes
From: 18/05/2022 To: 16/01/2023

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	0.30	1.20	0.00	0.90	2.40	520.50	216.87
Case Specific Matters	0.00	0.00	0.00	1.50	1.50	232.50	155.00
Creditors	0.70	6.40	0.00	1.20	8.30	2,092.00	252.05
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	1.00	7.60	0.00	3.60	12.20	2,845.00	233.20
Total Fees Claimed						0.00	
Total Disbursements Claimed						0.00	

ADDITIONAL INFORMATION IN RELATION TO OFFICE HOLDER'S FEES PURSUANT TO THE PROVISIONS OF STATEMENT OF INSOLVENCY PRACTICE 9

Please find outlined below a schedule of Booth & Co charge out rates:-

<u>Staff Grade</u>	Rate/Hour £ (From 01/01/22)	Rate/Hour £ (01/01/20 to 31/12/21)
Insolvency Practitioner (appointment taking)	300 - 325	275 - 295
Senior Manager	265 - 285	235 - 260
Manager	225 - 250	195 - 225
Senior Administrator	190 - 210	165 - 180
Administrator	155 - 180	135 - 150
Cashier/Support	125 - 145	105 - 125

The charge out rates are subject to periodic reviews and change. The higher rates referred to above may be applied on more complex matters. If used, creditors will be informed accordingly.

In cases of exceptional complexity, the insolvency practitioner reserves the right to obtain authority from the committee or the creditors that their remuneration shall be fixed as a percentage of the value of the assets which are realised or distributed, or both.

An analysis of time costs incurred will be provided to creditors under the following areas of activity:

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

Expenses

There are two types of expenses; direct expenses (known as 'Category 1') and indirect expenses (known as 'Category 2').

i) Category 1

Category one expenses do not require approval by creditors. Typically, these include external supplies of incidental services specifically identifiable to the case, such as postage, advertising, invoiced travel and external printing, room hire, insolvency bond and document storage.

Postage, external room hire and insolvency bond costs are charged out at the actual rate incurred.

Also chargeable will be any properly reimbursed costs and expenses incurred by personnel in connection with the case including those of any agents and solicitors who are not associates within the definition of Section 435 IA86 or could be perceived to be associates by a reasonably informed third party pursuant to the provisions of the Insolvency Code of Ethics.

ii) Category 2

Category two expenses do require creditor approval and include payments to associates or that include an element of shared or allocated costs.

Pursuant to changes made to Statement of Insolvency Practice 9, effective from 01 April 2021, Booth & Co will not seek to recharge any costs which may be deemed to be overheads of the business, for example internal room hire or internal document storage.

Insolvency Guide to Unsecured Creditors

For general information regarding insolvency, the insolvency trade association, R3, has launched a website, <http://www.creditorinsolvencyguide.co.uk> for cases in England and Wales, which is a step-by-step guide to the insolvency process for unsecured creditors, particularly small businesses who are unfamiliar with the insolvency process.

It sets out in straightforward English how creditors can engage in the insolvency process and includes:

- how different insolvency procedures work;
- simple explanations of insolvency terminology,
- useful tips on how to help oversee the running of the insolvency case.

For additional information regarding the remuneration of insolvency practitioners, please use the link <http://www.insolvency-practitioners.org.uk/regulation-and-guidance/england-wales> and click on 'SIP 9'.

Creditors' & Members' request for further information

Rule 18.9 of the Insolvency (England and Wales) Rules 2016

1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report under rule 18.14—

- (a) a secured creditor;
- (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
- (c) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company;
- (d) any unsecured creditor with the permission of the court; or
- (e) any member of the company in a members' voluntary winding up with the permission of the court.

(2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report by the person, or by the last of them in the case of an application by more than one member or creditor.

(3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—

- (a) providing all of the information requested;
- (b) providing some of the information requested; or
- (c) declining to provide the information requested.

(4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—

- (a) the time or cost of preparation of the information would be excessive; or
- (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
- (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
- (d) the office-holder is subject to an obligation of confidentiality in relation to the information.

(5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.

(6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—

- (a) the office-holder giving reasons for not providing all of the information requested; or
 - (b) the expiry of the 14 days within which an office-holder must respond to a request.
- (7) The court may make such order as it thinks just on an application under paragraph (6).

Remuneration and expenses: application to court by a creditor or member on grounds that remuneration or expenses are excessive

Rule 18.34 of the Insolvency (England and Wales) Rules 2016

(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

- (a) the remuneration charged by the office-holder is in all the circumstances excessive;
- (b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or
- (c) the expenses incurred by the office-holder are in all the circumstances excessive.

(2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—

(a) a secured creditor,

(b) an unsecured creditor with either—

- (i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or
- (ii) the permission of the court, or

(c) in a members' voluntary winding up—

(i) members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or

(ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").