

In accordance with Rule 18.7 of the Insolvency (England & Wales) Rules 2016 and Sections 92A, 104A and 192 of the Insolvency Act 1986.

LIQ03

Notice of progress report in voluntary winding up



Companies House

FRIDAY



A24 *A6ZF8XCP* 09/02/2018 #36
COMPANIES HOUSE

ease

use

1 Company details

Company number 0 7 8 9 4 9 0 9

Company name in full ZBF9 Limited (formerly Cadence Partners Limited)

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

2 Liquidator's name

Full forename(s) Andrew

Surname Pear

3 Liquidator's address

Building name/number Arundel House, 1 Amberley Court

Street Whitworth Road

Post town Crawley

County/Region West Sussex

Postcode R H 1 1 7 X L

Country

4 Liquidator's name ①

Full forename(s) Richard

Surname Keley

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

5 Liquidator's address ②

Building name/number Arundel House, 1 Amberley Court

Street Whitworth Road

Post town Crawley

County/Region West Sussex

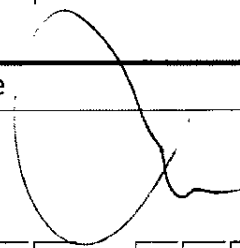
Postcode R H 1 1 7 X L

Country

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

LIQ03

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6	Period of progress report											
From date	^d 3	^d 0	^m 1	^m 2	^y 2	^y 0	^y 1	^y 6				
To date	^d 2	^d 9	^m 1	^m 2	^y 2	^y 0	^y 1	^y 7				
7	Progress report											
<input checked="" type="checkbox"/> The progress report is attached												
8	Sign and date											
Liquidator's signature	<div>Signature</div> <div>X  X</div>											
Signature date	^d 0	^d 8	^m 0	^m 2	^y 2	^y 0	^y 1	^y 8				

LIQ03

Notice of progress report in voluntary winding up

**Presenter information**

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

Contact name **Jill Smith**Company name **BM Advisory**Address **Arundel House, 1 Amberley Court,
Whitworth Road**Post town **Crawley**County/Region **West Sussex**Postcode **R H 1 1 7 X L**

Country

DX

Telephone **01293 410333 / 01293 428530****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

TO ALL MEMBERS AND KNOWN CREDITORS

Arundel House
1 Amberley Court
Whitworth Road
Crawley RH11 7XL

T +44 (0)1293 410 333

F +44 (0)1293 428 530

www.bm-advisory.com

Our ref: JS/CAD001AP

8 February 2018

Dear Sirs

ZBF9 Limited (formerly Cadence Partners Limited) – In Creditors' Voluntary Liquidation ("the Company")

As you are aware, Richard Keley and I were appointed Joint Liquidators of the Company on 30 December 2016.

I have prepared my first annual progress report on the Company for the period 30 December 2016 to 29 December 2017. Statutory information regarding the Company is attached at **Appendix I**.

The Liquidators have acted jointly and severally in all matters relating to the Liquidation and there have been no changes in the office holders since my last report. This report should be read in conjunction with my previous reports, copies of which are available on request. Further information can also be found at www.creditorinsolvencyguide.co.uk which is designed to provide creditors with a step by step guide to the insolvency process.

CONDUCT OF LIQUIDATION

The Company was established in 2012 and offered executive search and interim management solutions to the health and social care sector, higher education and the wider public sector, focussing primarily on senior management and board level recruitment.

The impact of funding reductions within Government and other public and third sector clients proved difficult and turnover for the year ended 31 December 2014 peaked at £1.45 million however the Company made a loss in the year. In 2015, in response to client demand, the Company's services expanded to include leadership development and diversity consulting services. This prompted a restructure of the staffing model and resulted in a reduced core team supported by a group of long-term associates affording the Company the flexibility to build 'best-fit' teams for its clients. However, despite management's efforts to streamline the business, the Company continued to struggle with cash flow difficulties and made a loss in the 2015 financial year. The Company was supported financially by its American investor and sister company, Opus Search Partners Inc. ("Opus"). Following consultation with Opus and legal advisors the decision was taken to seek professional advice and in August 2016 a meeting was arranged with Andrew Pear of BM Advisory for advice on the Company's financial position. After exploring various options it was agreed in November 2016 that a Creditors' Voluntary Liquidation was appropriate.

On 14 December 2016, independent agents, Key Appraisal Limited, valued the Company's business and assets comprising office equipment and goodwill at £250 and £2,750 respectively. As detailed in my previous report, on 29 December 2016 these assets were sold to a connected party, New Bold Associates Limited, a company solely owned by Shani Newbold.

At the date of Liquidation, the Company's assets also included cash at bank and book debts. These assets have been realised in the Liquidation and further details are provided in the assets section of this report.

The Company's Statement of Affairs ("SoA") indicated that the Company had four creditors, HM Revenue & Customs ("HMRC"), Opus, Shani Newbold and Rachael Yates. From the outset, both Opus and Shani Newbold indicated that they would forgo any right to receive a dividend until such time as all other debts were paid in full. As detailed in the dividends section of this report, the claims of HMRC and Rachael Yates have been paid in full. Shani Newbold received the residual balance of £707 in respect of her claim for outstanding salary.

My time has been spent attending to the statutory administrative matters in respect of my appointment, preparing statutory notices and reports to creditors, advertising in the London Gazette, realising the cash at bank and book debts and preparing and submitting statutory returns to HMRC. I have also spent time adjudicating on creditor claims and calculating and paying a dividend to non-preferential creditors.

All assets have been realised and HMRC has provided tax clearance to the Company. I will now proceed to close the Liquidation.

RECEIPTS AND PAYMENTS ACCOUNT

A receipts and payments account for the period 30 December 2016 to 29 December 2017 is attached at **Appendix II** and shows a nil balance on hand.

Estate funds were banked into a designated interest bearing estate account at a UK bank and accordingly there is no account held by the Secretary of State to which to reconcile the attached account. The estate account was made non-interest bearing at the time the Joint Liquidators requested clearance from HMRC.

ASSETS

Office Equipment and Goodwill

As detailed in my previous report, a sale of these assets to a connected party, New Bold Associates Limited, was agreed and completed on 29 December 2016 and £3,000 was received in full in the Liquidation.

Book Debts

At the date of Liquidation, the directors' SoA estimated that the Company had book debts which would realise £42,857. The book debts have been recovered in full.

Cash at bank

At the date of Liquidation, the directors' SoA estimated that cash at bank would realise £13,243. The bank account held with Barclays Bank Plc was closed and a closing balance of £12,580 was received in the Liquidation.

LIABILITIES

Secured creditor

The Company's mortgage register held by the Registrar of Companies shows that the Company granted a fixed and floating charge to Lloyds TSB Commercial Finance Limited on 27 July 2012. A statement of satisfaction in full was registered with the Registrar of Companies on 12 December 2016.

Preferential creditors

The Company had no preferential creditors.

Unsecured creditors

At the date of Liquidation, the SoA indicated that Opus was owed £460,757 in respect of loans made to the Company. As detailed earlier in this report, Opus confirmed that they would forgo the right to receive a dividend until such time that the other debts were paid in full.

The directors' SoA estimated that Shani Newbold, a director and shareholder of the Company was owed £66,783 in respect of a loan made to the Company and £10,260 in respect of outstanding salary. A claim for £10,260 was received.

The SoA estimated that Rachael Yates was owed outstanding salary of £5,300. A claim of £5,329 was received and paid in full.

HMRC was owed an estimated £27,390 in respect of VAT and £6,978 in respect of PAYE. HMRC submitted a final claim of £27,390 in respect of VAT and £7,532 in respect of PAYE. The claims of HMRC have been settled in full.

DIVIDENDS

On 24 March 2017 a first and final dividend totalling £40,958 was declared. This dividend equated to 100 pence in the pound to unsecured non-preferential creditors and the claims of both HMRC and Rachael Yates were settled in full.

For dividend purposes, Shani Newbold's claim of £10,260 in respect of outstanding salary was admitted in the Liquidation for £707.

Date	Amount of Distribution	Rate of Distribution
24 March 2017	£40,958	100 pence in the £

PRESCRIBED PART

The Prescribed Part Fund is created out of the Company's net floating charge property pursuant to Section 176A of the Insolvency Act 1986, as long as the floating charge was registered later than 15 September 2003.

As previously advised, the Company granted a floating charge to Lloyds TSB Commercial Finance Limited on 27 July 2012. A statement of satisfaction in full was registered with the Registrar of Companies on 12 December 2016 and therefore the prescribed part provisions do not apply.

JOINT LIQUIDATORS' INVESTIGATIONS

Under the insolvency legislation, the Liquidators have a duty to consider the conduct of those persons who have been directors of the Company, shadow directors or de facto directors at any time within three years preceding the Liquidation and consider whether any civil proceedings should be taken.

I undertook an initial investigation into the Company's affairs to establish whether there were any potential asset recoveries or conduct matters that justified further investigation, taking into account public interest and the potential recoveries and costs involved. I have recovered the Company's accounting records and compared information in the Company's accounts with that in the statement of affairs. I have made enquiries where necessary and concluded that there were no matters that justified further investigation.

Within three months of my appointment as Liquidator, I was required to submit a confidential report to the Secretary of State to include any matters which came to my attention during the course of my work, which may have indicated that the conduct of any past or present director would make them unfit to be concerned with the management of the Company. I confirm that my report has been submitted.

PRE-APPOINTMENT REMUNERATION

The directors and creditors previously authorised the payment of my fees for assistance with preparing the statement of affairs in the sum of £5,000 and producing and circulating the notices for the meetings of members and creditors in the sum of £5,000, plus VAT and disbursements. Disbursements of £1,750 plus VAT were paid to Key Appraisal Limited for the purposes of preparing a valuation of the Company's assets for the Statement of Affairs and £72 which was incurred in advertising the creditors' meeting in the London Gazette. These fees and disbursements were paid from first realisations in the Liquidation.

JOINT LIQUIDATORS' REMUNERATION

On 1 February 2017, creditors agreed that the Joint Liquidators be remunerated by reference to time properly spent by them and their staff in attending to matters arising from the Liquidation of the Company, capped at £5,000 plus VAT.

A total of 75.60 hours have been spent during this reporting period, from 30 December 2016 to 29 December 2017, at a cost of £16,703, resulting in an average hourly charge out rate of £220.94. This is compared to anticipated hours of 25.10 at an average hourly rate of £224.50, which I estimated at the outset of my appointment for the whole period of the Liquidation. A summary of my time costs for this reporting period and the work undertaken is attached at **Appendix III**, together with a comparison to the original fee estimate approved by creditors and BM Advisory's policy on fees.

I have drawn £5,000 plus VAT in this reporting period. In attending to the statutory administrative and reporting duties in respect of my appointment, realising the book debts and cash at bank, ensuring closure of the Company bank account and calculating and paying a dividend, time costs have exceeded the original estimate. I do not intend to seek further fee approval and I will not draw remuneration in excess of my original estimate.

A guide to fees can be found at www.bm-advisory.com/resources/ and provides information relating to Liquidators' remuneration. A hard copy is available on request.

Please note that a secured creditor, or unsecured creditor with the permission of the Court or with the concurrence of 5% in value of the unsecured creditors (including the creditor in question), may request further details of the Joint Liquidators' remuneration and expenses, within 21 days of receipt of this report.

Furthermore, a secured creditor, or unsecured creditor with the permission of the Court or with the concurrence of 10% in value of the creditors (including the creditor in question), may apply to Court to challenge the amount and/or basis of the Joint Liquidators' fees and the amount of any proposed expenses or expenses already incurred, within eight weeks of receipt of this report.

JOINT LIQUIDATORS' DISBURSEMENTS

On 1 February 2017, creditors agreed my Category 2 disbursements as detailed in my firm's policy on fees, attached at **Appendix III**. Category 1 disbursements do not need approval and can be drawn at the Liquidators' discretion without authority.

Detailed below are the expenses I expected to incur during the Liquidation and what I have incurred in this period, together with details of what has been paid in this period and what remains unpaid.

		Estimated total cost £	Incurred in period £	Incurred to date £	Paid during period £	Remains unpaid £
Statutory advertising	Category 1	288	214	214	126	88
Printing	Category 2	15	3	3	Nil	3
Postage	Category 1	20	9	9	Nil	9
Creditor Portal	Category 2	Nil	10	10	Nil	10
Storage	Category 1	59	Nil	Nil	Nil	Nil
Bond	Category 1	162	162	162	162	Nil
TOTAL		544	398	398	288	111

During the Liquidation, I have instructed professional advisors and/or agents to prepare and submit the Company's pre-Liquidation VAT and Corporation Tax returns. Detailed below are the fee arrangements agreed in each instance and the costs incurred in this period, together with fees paid in this period and what remains unpaid. The choice of professionals was based on my perception of their experience and ability to perform this type of work, the complexity and nature of this assignment and the basis of my fee arrangement with them. The fees charged have been reviewed and I am satisfied that they are reasonable in the circumstances.

	Fee arrangement	Estimated total cost £	Incurred in period £	Incurred to date £	Paid during period £	Remains unpaid £
The Hoxby Collective	Fixed fee	£380 plus VAT	£380 plus VAT	£380 plus VAT	£380 plus VAT	Nil

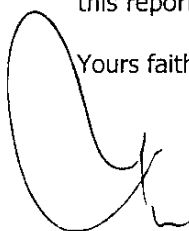
The expenses incurred have not exceeded the estimate previously given to creditors and I do not anticipate that they will exceed the original estimate.

SUMMARY

I shall report again on the next anniversary of my appointment, or the closure of the Liquidation, whichever is sooner.

Information about our complaints procedure, Professional Indemnity insurance and the Provision of Services Regulations, can be found at www.bm-advisory.com/about/legals-compliance/. If you have any queries regarding this report, please contact Jill Smith of this office on 01293 453646 or email jill.smith@bm-advisory.com.

Yours faithfully



Andrew Pear
Joint Liquidator

STATUTORY INFORMATION

Company name:	ZBF9 Limited (formerly Cadence Partners Limited)
Registered office:	Arundel House, 1 Amberley Court, Whitworth Road, Crawley, West Sussex, RH11 7XL
Former registered office:	20-22 Wenlock Road, London, N1 7GU
Former trading address:	Warnford Court, 29 Throgmorton Street, London, EC2N 2AT
Registered number:	07894909
Joint Liquidators' names:	Andrew Pear and Richard Keley
Joint Liquidators' address:	Arundel House, 1 Amberley Court, Whitworth Road, Crawley, West Sussex, RH11 7XL
Liquidators' date of appointment:	30 December 2016

ZBF9 Limited (formerly Cadence Partners Limited)
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Statement of Affairs £		From 30/12/2016 To 29/12/2017 £	From 30/12/2016 To 29/12/2017 £
	ASSET REALISATIONS		
3,000.00	Office Equipment & Goodwill	3,000.00	3,000.00
42,856.80	Book Debts	42,856.80	42,856.80
13,243.33	Cash at Bank	12,580.78	12,580.78
	Bank Interest Gross	9.78	9.78
		<u>58,447.36</u>	<u>58,447.36</u>
	COST OF REALISATIONS		
	Joint Liquidators Fees	5,000.00	5,000.00
	Joint Liquidators Disbursements	217.58	217.58
	Pre-appointment Fees	10,000.00	10,000.00
	Pre-appointment Disbursements	1,822.00	1,822.00
	Accountancy Fees	380.00	380.00
	Statutory Advertising	70.20	70.20
		<u>(17,489.78)</u>	<u>(17,489.78)</u>
	UNSECURED CREDITORS		
(460,756.60)	Opus Search Partners Inc	NIL	NIL
(66,782.66)	Shani Newbold	706.57	706.57
(5,299.96)	Rachael Yates	5,329.01	5,329.01
(27,390.33)	HM Revenue & Customs - VAT	27,390.33	27,390.33
(6,978.00)	HM Revenue & Customs - PAYE	7,531.67	7,531.67
		<u>(40,957.58)</u>	<u>(40,957.58)</u>
	DISTRIBUTIONS		
(100.00)	Ordinary Shareholders	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
(508,207.42)		<u>(0.00)</u>	<u>(0.00)</u>
	REPRESENTED BY		<u>NIL</u>

CADENCE PARTNERS LIMITED - IN LIQUIDATION

Summary of work undertaken during the period 30 December 2016 to 29 December 2017

BM Advisory.

Task	ORIGINAL ESTIMATE			REPORTING PERIOD		
	Estimated hours hrs	Estimated cost £	Average charge out rate £			
Administration and planning	6.70	1,251.00	186.72	13.80	2,912.00	211.01
Statutory compliance	12.00	2,888.50	240.71	39.10	7,861.50	201.06
Investigations	1.90	458.00	241.05	2.10	501.00	238.57
Asset realisations	0.80	100.00	125.00	3.70	724.00	195.68
Creditors	3.70	937.50	253.38	16.90	4,704.50	278.37
TOTAL	25.10	5,635.00	224.50	75.60	16,703.00	220.94

A summary of the work undertaken in this reporting period is detailed below and was required to be undertaken to deal with the specific circumstances of the case, as well as meet our statutory duties obligations:

ADMINISTRATION AND PLANNING

Strategy & planning - devising an appropriate strategy for dealing with the case and giving instructions to the staff.

Setting up physical/electronic case files.

Setting up the case on IPS and entering data.

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 bank reconciliations of the account containing estate funds.

STATUTORY COMPLIANCE

Issuing the statutory notifications to creditors and others as required on appointment, including gazetting the office holder's appointment.

Conduct statutory searches to identify company pension schemes.

Obtaining a specific penalty bond.

Reviewing the adequacy of the specific penalty bond on a quarterly basis.

Undertaking periodic reviews of the progress of the case.

Overseeing and controlling the work done.

Filing returns at Companies House.

Preparing and filing VAT returns.

Preparing and filing Corporation Tax returns.

Seeking closure clearance from HMRC and other relevant parties.

INVESTIGATIONS

Preparing a report 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, such as the bank, accountants, solicitors, etc.

ASSET REALISATION

Corresponding with debtors and attempting to collect outstanding book debts.

Liaising with the bank regarding the closure of the account.

CREDITORS

Dealing with creditor correspondence, emails and telephone conversations regarding their claims.

Maintaining up to date creditor information on the case management system.

Issuing a notice of intended dividend and placing an appropriate gazette notice.

Reviewing proofs of debt received from creditors, adjudicating on them and formally admitting them for the payment of a dividend.

Requesting additional information from creditors in support of their proofs of debt in order to adjudicate on their claims.

Calculating and paying a dividend to creditors, and issuing the notice of declaration of dividend.

Notes:

- 'Administration and planning' represents the work involved in the routine administrative functions of the case. It does not give direct financial benefit to the creditors, but has to be undertaken to meet our statutory requirements and obligations under the insolvency legislation and the Statements of Insolvency Practice.

- 'Statutory compliance and reporting' represents the work involved in the statutory functions of the case, together with the necessary control and supervision by senior staff. It does not give direct financial benefit to the creditors, but has to be undertaken to meet our statutory obligations.

- 'Investigations' represents the work required to comply with our statutory obligations and has no direct financial benefit to creditors unless there are potential recovery actions identified. Details of the investigations undertaken and outcomes are set out in the report.

- 'Asset realisation' represents the work required to be undertaken to realise the known assets in the case for the benefit of the creditors, details of which are set out in the report.

- 'Creditors' represents the work required to deal with the various creditors of the Company and maintain records of each claim. All queries and correspondence are dealt with as part of our statutory obligations.

BM ADVISORY

STATEMENT OF POLICY ON FEES IN INSOLVENCY PROCEEDINGS

Introduction

This statement has been prepared in accordance with guidelines set out in Statement of Insolvency Practice 9 issued by the Association of Business Recovery Professionals (R3).

The following information applies to all appointments of partners, directors, consultants or staff of BM Advisory, to act as any of the following:-

Liquidator, Receiver, Administrator or Administrative Receiver of a Limited Company or Limited Liability Partnership
Trustee in Bankruptcy
Supervisor of an Individual, Company or Partnership Voluntary Arrangement
Administrator under the Insolvent Estates Order

When acting as Nominee, the provisions of the Insolvency Act 1986 ("the Act") require that the amount of the fees payable to the Office Holder be specified within the Debtor's proposals. Such fees will nevertheless be fixed to take account of the Office Holder's expected time costs arising as referred to below.

Policy on fees

In accordance with the Act, the Office Holder may seek approval of their remuneration either on a fixed fee basis, on a percentage basis or on a time costs basis. When an Office Holder's fees are charged by reference to time costs, they will be charged at the firm's usual rates applicable at the time the work is carried out. Rates may be varied from time to time, at the sole discretion of BM Advisory, and such changes will be notified in retrospect with each report to Creditors. It is the policy of BM Advisory to use as junior grade of staff as compatible with the efficient conduct of the matter in order to ensure costs are kept to a minimum. Time is recorded in 6 minute units with supporting narrative to explain the work undertaken.

As at 1st March 2014 the rates applicable are:

Grade	£
Partner 1	430
Partner 2	380
Associate Director	360
Senior Manager	340
Manager	310
Assistant Manager	285
Senior Administrator	240
Administrator 1	185
Administrator 2	155
Junior Administrator	125
Cashier	115
Support staff	85

Rates vary between individuals, reflecting experience and qualification. For certain more complex tasks, BM Advisory may seek to apply a higher rate in respect of work undertaken, but subject to prior authorisation in accordance with the Act.

Further information on the manner in which an Office Holder's fees may be fixed, can be found in the guidance notes on our website: www.bm-advisory.com/resources/.

Disbursements

Disbursements are categorised as either Category 1 or Category 2.

Category 1 expenses are directly referable to an invoice from a third party, which is either in the name of the case or BM Advisory; in the case of the latter, the invoice makes reference to, and therefore can be directly attributed to, the case. These disbursements are recoverable in full from the case without the prior approval of creditors either by a direct payment from the case or, where BM Advisory has made payment on behalf of the case, by a recharge of the amount invoiced by the third party. Examples of category 1 disbursements are statutory advertising, external meeting room hire, external storage and specific bond insurance.

Category 2 expenses are incurred by BM Advisory and recharged to the case; they are not attributed to the case by a third party invoice and/or they may include a profit element. These disbursements are recoverable in full from the case, subject to the basis of the disbursement charge being approved by creditors in advance. Examples of Category 2 disbursements are photocopying, internal room hire and internal storage.

It is proposed that the following Category 2 disbursements are recovered:

Meeting room hire	Up to £200
Creditors' Portal	£10 per report
Postage	£0.51 - £2.25
Mileage (per mile)	£0.45
Photocopies (per sheet)	£0.15
Storage (per box per month)	£0.35

The costs recharged are based upon the actual cost of the materials used or the costs which would have been incurred if that service had been sourced externally.