

**Return of Final Meeting in a
Creditors' Voluntary Winding Up****Pursuant to Section 106 of the
Insolvency Act 1986**

To the Registrar of Companies

S.106

Company Number

08712792

Name of Company

Code Cosmetics Limited

I / We

Alan Brian Coleman, The Copper Room, Deva Centre, Trinity Way, Manchester, M3 7BG

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

1 give notice that a general meeting of the company was duly held on/~~summoned for~~ 03 February 2016 pursuant to section 106 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.

2 give notice that a meeting of the creditors of the company was duly held on/~~summoned for~~ 03 February 2016 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having the said account laid before it showing how the winding up 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 The Copper Room, Deva Centre, Trinity Way, Manchester M3 7BG

The winding up covers the period from 3 December 2014 (opening of winding up) to the final meeting (close of winding up)

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

The following resolutions were passed

- a) To accept the Joint Liquidators' final report and account
- b) To approve the Joint Liquidators' release from office

Signed

Alan Brian Coleman

Date 08 February 2016

Royce Peeling Green Limited
The Copper Room
Deva Centre
Trinity Way
Manchester
M3 7BG

Ref CO518/ABC/JW/MM/DAB



**Liquidator's Annual &
Final Report to
Creditors and Members**

**Code Cosmetics Limited -
In Liquidation**

03 February 2016

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1 Introduction

- 1 1 I, together with Roderick M Withinshaw was appointed joint liquidator of Code Cosmetics Limited (the **Company**) on 3 December 2014. On 15 July 2015 a court order was granted under which Roderick Michael Withinshaw ceased to be the joint liquidator. I continue to act as sole liquidator. As a creditor in this matter you have the right to apply to court to vary or discharge the order within 28 days of receipt of this notice. The court order was made in the Manchester District Registry under the reference 2699 of 2015.
- 1 2 This report provides a summary of the outcome of the liquidation of the Company which has now been completed.
- 1 3 The trading address of the Company was Unit 7a, The Victoria Shopping Centre, Mostyn Street, Llandudno, LL30 2NG.
- 1 4 The registered office of the Company was changed to The Copper Room, Deva Centre, Trinity Way, Manchester, M3 7BG and its registered number is 08712792.
- 1 5 The liquidation commenced in December 2014 with estimated asset values of £3,745 and anticipated liabilities of £31,532. It was not anticipated that there would be a return to creditors. However, preferential creditors received dividend of 50p in the £.

2 Progress of the Liquidation

Receipts and Payments

- 2 1 At Appendix A, I have provided an account of my Receipts and Payments for the period from 3 December 2014 to 03 February 2016 with a comparison to the Directors' Statement of Affairs values, which provides details of the remuneration charged and expenses incurred and paid by the Liquidator during the period of this report.
- 2 2 Further information on the Liquidator's remuneration can be found in section 6 below.

Fixtures and Fittings, Stock & Goodwill

- 2 3 On the directors' Statement of Affairs the estimated to realise value of these assets was £2,400 for the fixtures and fittings and uncertain for stock. Actual realisations were £10,000. The value of stock was uncertain, in order to avoid prejudicing any sale as there were several interested parties. All interested parties were given an opportunity to view the stock and the fixtures and fittings and they were asked for best and final offers. An offer was received for one mirror and this was sold for £60 plus VAT. The remaining items were sold for £9,940 plus VAT to the only other party that submitted an offer.

- 2.4 There was considered to be a transfer of goodwill on the basis that the purchaser was granted the use of Code Cosmetics name and took over the website, emails, internet domains, phones and any warranties and licences applicable

Cash at Bank

- 2.5 On the directors' Statement of Affairs cash held at bank was estimated at £1,345 Actual cash at bank was £1,287 12
- 2.6 In accordance with Statement of Insolvency Practice No 13 (SIP13), I would advise you that the following assets were sold to a Director of the Company

| Date of transaction | Asset involved and nature of transaction | Consideration Paid and Date | Sold to | Relationship |
|---------------------|--|-----------------------------|--|--------------------------|
| 05 December 2014 | Fixtures & Fittings, Stock & Goodwill | 12 December 2014 | R C Cosmetics Ltd – Nicola Roberts & Karen Collins | Directors of the Company |
| 05 December 2014 | Mirror | 12 December 2014 | Cheryll-Lynne Winmill | Director of the Company |

3 Investigations

- 3.1 In accordance with the Company Directors Disqualification Act 1986 I would confirm that I have submitted a report on the conduct of the Directors of the Company to the Department for Business Innovation & Skills. As this is a confidential report, I am not able to disclose the contents
- 3.2 Shortly after appointment, I made an initial assessment of whether there could be any matters that might lead to recoveries for the estate and what further investigations may be appropriate. This assessment took into account information provided by creditors either at the initial meeting or as a response to my request to complete an investigation questionnaire. My investigations have not revealed any issues requiring further report

4 Outcome for Creditors

Secured Creditors

- 4.1 There are no secured creditors in this matter

Preferential Creditors

- 4.2 A summary of preferential claims and the dividend paid out to the preferential creditors is detailed below

| Preferential claim | Agreed £ | Claim | Statement Affairs £ | of Claim | Dividend p in the £1 | paid |
|--|-------------|-------|---------------------------|-------------|-------------------------|------|
| Department for Business Innovation & Skills (BIS) | 696.78 | | 800.00 | | 50 p in the £1 paid | |

The distribution was made on 9 March 2015

Unsecured Creditors

- 4.3 I received claims totalling £26,983.61 from 8 unsecured creditors
- 4.4 I can confirm that the realisations are insufficient to declare a dividend to the unsecured creditors

5 Liquidator's Remuneration

- 5.1 The Creditors approved that the basis of the Liquidator's remuneration be fixed by reference to the time properly spent by him and his staff in managing the liquidation
- 5.2 My time costs for the period from 03 December 2014 to 03 February 2016 are £5,836.10. This represents 41.75 hours at an average rate of £139.79 per hour. Attached as Appendix B is a Time Analysis which provides details of the activity costs incurred by staff grade during this period in respect of the costs fixed by reference to time properly spent by me in managing the Liquidation. I would confirm that the amount of £3,250 plus VAT and disbursements of £77.03 have been drawn in total and that no further fees will be taken
- 5.3 A copy of 'A Creditors' Guide to Liquidators' Fees' is available on request or can be downloaded from www.rpg.co.uk
- 5.4 Attached as Appendix C is additional information in relation to this firm's policy on staffing, the use of subcontractors, disbursements and details of our current charge-out rates by staff grade

6 Creditors' rights

- 6.1 Within 21 days of the receipt of this report, a secured creditor, or an unsecured creditor (with the concurrence of at least 5% in value of the unsecured creditors) may request in writing that the Liquidator provide further information about his remuneration or expenses which have been itemised in this progress report

- 6 2 Any secured creditor, or an unsecured creditor (with the concurrence of at least 10% in value of the unsecured creditors) may within 8 weeks of receipt of this progress report make an application to court on the grounds that, in all the circumstances, the basis fixed for the Liquidator's remuneration is inappropriate and/or the remuneration charged or the expenses incurred by the Liquidator, as set out in this progress report, are excessive

7 Conclusion

- 7 1 This report together with final meetings of members and creditors will conclude my administration. Details of the final meetings and resolutions to be considered have been circulated with this report

Yours faithfully

A B Coleman
Liquidator

**Code Cosmetics Limited
(In Liquidation)**

Liquidator's Abstract Of Receipts And Payments

| RECEIPTS | Statement of Affairs (£) | From 03/12/2014 To 03/12/2015 (£) | From 04/12/2015 To 03/02/2016 (£) | Total (£) |
|----------------------------------|---|--|--|----------------------|
| Fixtures & Fittings | 2,400 00 | 10,000 00 | 0 00 | 10,000 00 |
| Stock | Uncertain | 0 00 | 0 00 | 0 00 |
| Cash at Bank | 1,345 00 | 1,287 12 | 0 00 | 1,287 12 |
| Bank Interest Gross | | 0 56 | 0 04 | 0 60 |
| | | 11,287 68 | 0 04 | 11,287 72 |
| PAYMENTS | | | | |
| Specific Bond | | 44 00 | 0 00 | 44 00 |
| Preparation of S of A | | 5,000 00 | 0 00 | 5,000 00 |
| Pre Appointment Disbursements | | 22 00 | 0 00 | 22 00 |
| Liquidator's Fees | | 3,250 00 | 0 00 | 3,250 00 |
| Liquidator's Disbursements | | 12 60 | 64 43 | 77 03 |
| Agent's Fees | | 1,760 00 | 0 00 | 1,760 00 |
| Agents Disbursements | | 198 00 | 0 00 | 198 00 |
| Statutory Advertising | | 253 80 | 84 60 | 338 40 |
| Insurance of Assets | | 174 90 | 0 00 | 174 90 |
| Bank Charges | | 75 00 | 0 00 | 75 00 |
| RPO Arrears & Holiday Pay - Pref | | 348 39 | 0 00 | 348 39 |
| Employee Arrears/Hol Pay - Pref | (800 00) | 0 00 | 0 00 | 0 00 |
| Trade & Expense Creditors | (22,132 00) | 0 00 | 0 00 | 0 00 |
| Directors | (6,400 00) | 0 00 | 0 00 | 0 00 |
| HM Revenue & Customs (VAT) | (3,000 00) | 0 00 | 0 00 | 0 00 |
| Ordinary Shareholders | (100,000 00) | 0 00 | 0 00 | 0 00 |
| | | 11,138 69 | 149 03 | 11,287 72 |
| Net Receipts/(Payments) | | 148 99 | (148 99) | 0 00 |
| MADE UP AS FOLLOWS | | | | |
| Bank 1 Current | | 148 99 | (148 99) | 0 00 |
| VAT Receivable / (Payable) | | 0 00 | 0 00 | 0 00 |
| | | 148 99 | (148 99) | 0 00 |

Alan Brian Coleman
Liquidator

Code Cosmetics Limited - In Liquidation

Appendix B

SIP 9 Compliance Fees Worksheet

Time spent by grade from 03 December 2014 to 03 February 2016.

| | Office Holder | Manager £ | Administrator £ | Cashier £ | Support £ | Total Hours | Total Cost £ | Average Rate £ |
|-----------------------------|------------------|--------------|--------------------|--------------|--------------|----------------|--------------------|----------------------|
| Highest Charge out Rates | 250 | 170 | 93 - 150 | 70 | 52 | | | |
| Statutory & Compliance | 4 00 | 4 80 | 9 20 | 0 10 | - | 18 10 | 2,678 60 | 147 99 |
| Creditors Comm/Shareholders | - | 2 00 | 3 90 | - | - | 5 90 | 702 70 | 119 10 |
| Cashiering | - | - | - | 4 90 | - | 4 90 | 343 00 | 70 00 |
| Realisation of Assets | 3 50 | 2 50 | 1 20 | - | - | 7 20 | 1,411 60 | 196 06 |
| Investigation | 0 50 | 1 25 | 1 80 | - | - | 3 55 | 504 90 | 142 23 |
| Employee Matters | - | - | 2 10 | - | - | 2 10 | 195 30 | 93 00 |
| Total hours/Cost | 8.00 | 10.55 | 18 20 | 5.00 | 0 00 | 41.75 | 5,836.10 | 139.79 |

APPENDIX C

ADDITIONAL INFORMATION IN RELATION TO LIQUIDATOR'S FEES PURSUANT TO STATEMENT OF INSOLVENCY PRACTICE 9 (SIP9)

Policy

Detailed below is Royce Peeling Green Limited's policy in relation to

- Staff allocation and the use of subcontractors
- Professional advisors
- Disbursements

Staff allocation and the use of subcontractors

The general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case

The constitution of the case team will usually consist of a Partner, a Manager, and an Administrator or Assistant. The exact constitution of the case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. The charge out rate schedule below provides details of all grades of staff and their experience level.

We have not utilised the services of any sub-contractors in this case.

Professional advisors

On this assignment we have used the professional advisors listed below. We have also indicated alongside, the basis of our fee arrangement with them, which is subject to review on a regular basis.

| Name of Professional Advisor | Basis of Fee Arrangement |
|---|-------------------------------|
| AUA Insolvency Risk Services Limited (insurance) | Hourly rate and disbursements |
| Marsh Limited (insurance) | Hourly rate and disbursements |
| JPS Chartered Surveyors (valuation and disposal advice) | Hourly rate and disbursements |

Our choice was based on our perception of their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of our fee arrangement with them.

Disbursements

Category 1 disbursements do not require approval by creditors. The type of disbursements that may be charged as a Category 1 disbursement to a case generally comprise of external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel and external printing, room hire and document storage. Also chargeable will be any properly reimbursed expenses incurred by personnel in connection with the case.

Category 2 disbursements do require approval from creditors. These are costs which are directly referable to the appointment in question but are not payments which are made to an independent third party and may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis such as internal room hire, document storage or business mileage.

On this case the following Category 2 disbursements have been incurred since 03 December 2014

| Type and purpose | £ |
|--------------------------|-------|
| Photocopying and postage | 12.60 |
| Business mileage | 53.92 |

Charge-out Rates

A schedule of Royce Peeling Green Limited's charge-out rates for this assignment effective from 31 July 2013 is detailed below

| Category of Staff | Per hour (£) |
|-------------------------|--------------|
| Office Holder | 250 |
| Manager | 170 |
| Administrator | 93 |
| Support Staff / Cashier | 55 - 70 |

Please note that this firm records its time in minimum units of 6 minutes