

# LIQ03

## Notice of progress report in voluntary winding up



Companies House

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 0 8 9 2 7 9 8 2

Company name in full BEATS LEARNING LIMITED

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

### 2 Liquidator's name

Full forename(s) ANDREW RICHARD

Surname BAILEY

### 3 Liquidator's address

Building name/number 5 PARK COURT

Street PYRFORD ROAD

Post town WEST BYFLEET

County/Region SURREY

Postcode K T 1 4 6 S D

Country UNITED KINGDOM

### 4 Liquidator's name ①

Full forename(s) MARTIN CHARLES

Surname ARMSTRONG

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

### 5 Liquidator's address ②

Building name/number 5 PARK COURT

Street PYRFORD ROAD

Post town WEST BYFLEET

County/Region SURREY


Postcode K T 1 4 6 S D

Country UNITED KINGDOM

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	0	d	8	m	0	m	2	y	2	y	0	y	2	y	3		
To date	d	0	d	7	m	0	m	2	y	2	y	0	y	2	y	4		
7		Progress report																
		<input checked="" type="checkbox"/> The progress report is attached																
8		Sign and date																
Liquidator's signature	Signature																	
	<div>X</div> <div></div> <div>X</div>																	
Signature date	d	0	d	2	m	0	m	4	y	2	y	0	y	2	y	4		

# 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 **DARREN FANTHORPE**

Company name **TURPIN BARKER ARMSTRONG**

Address **5 PARK COURT**

**PYRFORD ROAD**

Post town **WEST BYFLEET**

County/Region **SURREY**

Postcode 

	K	T	1	4		6	S	D
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Country **UNITED KINGDOM**

DX

Telephone **0208 661 7878**



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

**JOINT LIQUIDATORS' PROGRESS REPORT TO CREDITORS AND MEMBERS FOR THE YEAR  
ENDING 7 FEBRUARY 2024**

**Beats Learning Limited ("the Company") – In Creditors' Voluntary Liquidation**

**STATUTORY INFORMATION**

Company name:	Beats Learning Limited
Registration number:	08927982
Registered Office:	5 Park Court, Pyrford Road, West Byfleet, Surrey, KT14 6SD
Former Registered Office:	Suite 2c, Brosnan House, 175 Darkes Lane, Potters Bar, EN6 1BW
Principal trading activity:	Other education not elsewhere classified
Joint Liquidators' names:	Andrew R Bailey and Martin C Armstrong
Joint Liquidators' address:	5 Park Court, Pyrford Road, West Byfleet, Surrey, KT14 6SD
Joint Liquidators' contact details:	<a href="mailto:Darren.fanthorpe@turpinba.co.uk">Darren.fanthorpe@turpinba.co.uk</a> and (01932) 336 149.
Date of appointment:	8 February 2023
Actions of Joint Liquidators'	Any act required or authorised under any enactment to be done by a Joint Liquidator may be done by either or both of the Joint Liquidators acting jointly or alone.

**JOINT LIQUIDATORS' ACTIONS SINCE THE APPOINTMENT OF THE JOINT LIQUIDATORS**

There is certain work that I am required by the insolvency legislation to undertake in connection with the liquidation that provides no financial benefit for the creditors. A description of the routine work undertaken since the appointment of the Liquidator is contained in Appendix [1].

**RECEIPTS AND PAYMENTS**

My Receipts & Payments Account for the period from 8 February 2023 to 7 February 2024 ("the Period") is attached at Appendix [2]. All amounts are shown net of VAT. The Company was not VAT registered, therefore all VAT amounts are not recoverable in this case.

I have reconciled the account against the financial records that I am required to maintain. The balance of funds are held in a non-interest bearing estate bank account.

**Partners**

M.C. Armstrong FCCA FABRP FIPA MBA FVARA, D.C. Clark FCCA, J.E. Patchett FCCA FABRP, D.A. Payne BA (Hons) FCA,  
B.I. Suckling BSc (Hons) FCCA, M.C. Card FIPES Certs C1 (MP & ER), A.R. Bailey FABRP FIPA,  
S-J. Crean FCCA, R.A. Russell MABRP MIPA, K.M. Drake FABRP MIPA  
Consultant - A.W. Payne FFA FIPA FFTA D pPES C&MAP

Registered as auditors in the United Kingdom by the Association of Chartered Certified Accountants.

M. C. Armstrong, J. E. Patchett and A. R. Bailey are licensed to act as Insolvency Practitioners in the United Kingdom  
by the Institute of Chartered Accountants in England and Wales.

turpin barker armstrong's privacy policy can be found on our website at <https://www.turpinbarkerarmstrong.co.uk/privacy.html>

We are pleased to support



In July 2022, the Director of the Company established a new company trading as "In Toto Ed Ltd" ("In Toto") and parts of the Company's business were transferred to In Toto at that time.

Prior to liquidation, Middleton Barton Valuation ("MBV") a firm of independent valuers were instructed to prepare a retrospective valuation of the Company's tangible assets and goodwill, which were transferred to In Toto in July 2022.

In Toto made a global offer of £17,500 to acquire the Company's tangible assets and goodwill/intellectual property.

MBV recommended In Toto's offer to the proposed Liquidators, and shortly after appointment a sale was concluded.

#### Fixture and Fittings

In Toto offered £6,500 for the Company's tangible fixtures and fittings. This offer was in line with MBV's retrospective valuation and recommended. During the Period £6,500 has been received in full and no further realisations are expected.

#### Goodwill and Intellectual Property

In Toto offered £11,000 for the Company's goodwill and intellectual property. Again, this was in line with MBV's retrospective valuation and recommended. During the Period £11,000 has been received in full and no further realisations are expected.

#### Book Debts

As per the Director's signed Statement of Affairs ("SofA") the book value of the Company's debtor ledger was £8,307. During the Period the Liquidators have sought additional information from the Director and requested access to the Company's accounting records. Further work is still required to determine whether or not monies due to the Company have been paid to In Toto. This work is ongoing and the position remains uncertain. No recoveries have been made to date.

#### Director's Loan Account

As per the SofA, the sum of £18,912 is owed to the Company by the Director by way of an overdrawn loan account. I have been advised that the Director repaid this loan to the Company prior to liquidation. During the Period, I experienced difficulty in accessing the Company's accounting records, which delayed my enquiries. These are still ongoing, and the final position remains uncertain.

#### Cash at bank

I have realised £27.25 from the Company's pre appointment bank account. No further realisations are expected.

#### Non-Recoverable VAT

The Company is not VAT registered. VAT incurred on paid invoices is not recoverable and a cost of the liquidation. During the Period, I have incurred irrecoverable VAT of £1,873.74.

VAT of £3,500 was incorrectly charged and paid by In Toto in respect of the purchase of the Company's tangible assets and goodwill/intellectual property. £3,500 has been repaid to In Toto in the subsequent period.



## **PRE-APPOINTMENT FEES**

The creditors previously authorised the payment of a fee of £5,000 for my assistance with preparing the statement of affairs and arranging the decision procedure for creditors to appoint a liquidator.

The fee for preparing the statement of affairs and arranging the decision procedure for creditors to appoint a liquidator was paid from realisations made in the liquidation, and is shown in the attached receipts and payments account at Appendix [2].

## **INVESTIGATION INTO THE AFFAIRS OF THE COMPANY**

We 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 account of the public interest, potential recoveries, the funds likely to be available to fund an investigation, and the costs involved. We are required by the Statements of Insolvency Practice to undertake such an initial investigation and the work detailed below has been undertaken in connection with that initial investigation.

Specifically, we recovered and reviewed the Company's accounting records; obtained and reviewed copy bank statements from 2020 to closure of the bank account in respect of any cash transactions, payments made to/from the Director, shareholder, associated companies and third parties, payments made to HMRC and any large and suspicious transactions. We also undertook detailed investigations into the utilisation of the Bounce Back Loan. Additionally, we compared the information in the Company's last set of accounts with that contained in the statement of affairs lodged in the Liquidation and made enquiries about the reasons for the changes.

## **WORK AS JOINT LIQUIDATORS**

The work we have to undertake as Joint Liquidators, can be divided into different categories of work. Information is set out below about the type of work that falls within each category of work and why I need to undertake it.

### Administration:

This represents the work that us and our staff have to undertake in respect of the routine administrative functions of the case, including preparing, reviewing and issuing statutory reports. It also includes our control and supervision of the work done by my staff on the case together with the supervisory functions of our managers.

Such work does not give direct financial benefit to the creditors, but we have to undertake it in order to meet our obligations under the insolvency legislation and the Statements of Insolvency Practice, which set out required practice that we must follow. More information about the work that we have already undertaken is included at Appendix [1].

### Creditors:

We need to maintain up to date records of the names and addresses of creditors, together with the amounts of their claims as part of my management of the case, and also to ensure that we have accurate information about who to send notices and reports to. We will also have to deal with correspondence and queries received from creditors regarding their claims and dividend prospects as they are received. We are required to undertake this work as part of my statutory functions.

More information about the work that we have already undertaken is included at Appendix [1].



### Investigations:

The insolvency legislation gives Joint Liquidators powers to take recovery action in respect of what are known as antecedent transactions, where assets have been disposed of prior to the commencement of the insolvency procedure, and also in respect of matters such as misfeasance and wrongful trading. We are required by the Statements of Insolvency Practice to undertake an initial investigation in all cases to determine whether there are any potential recovery actions for the benefit of creditors.

More information about the work that we have already undertaken is included at Appendix [1].

We are also required by legislation to report to the Secretary of State on the conduct of the Directors. We have to undertake this work to enable me to comply with this statutory obligation, which is of no direct benefit to the creditors, although it may identify potential recovery actions.

## **JOINT LIQUIDATORS' REMUNERATION**

### Fixed Fee Basis

Our remuneration was approved on a fixed fee basis for different categories of work including administration, creditors, investigation and asset realisations during a meeting of creditors held on 8 February 2023.

We are authorised to draw a fixed fee of £20,000 for work in respect of the above. During the first year of the Liquidation, no fee was drawn.

Further information about creditors' rights can be obtained by visiting the creditors' information micro-site published by the Association of Business Recovery Professionals (R3) at <http://www.creditorinsolvencyguide.co.uk/>. Details about how an office holder's fees may be approved for each case type are available in a series of Guidance Notes issued with Statement of Insolvency Practice 9, and they can be accessed at [www.turpinbainsolvency/fees-and-links](http://www.turpinbainsolvency/fees-and-links). There are different versions of these Guidance Notes, and in this case please refer to the most recent version. Please note that we have also provided further information about an office holder's remuneration and expenses in our practice fee recovery sheet, which can be accessed at [www.turpinbainsolvency/fees-and-links](http://www.turpinbainsolvency/fees-and-links).

## **JOINT LIQUIDATORS' EXPENSES**

Expenses are any payments from the estate which are neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also includes disbursements. Disbursements are payments which are first met by the office holder and then reimbursed to the office holder from the estate. Expenses are split into:

- category 1 expenses, which are payments to persons providing the service to which the expense relates who are not an associate of the office holder; and
- category 2 expenses, which are payments to associates or which have an element of shared costs. Before being paid category 2 expenses require approval in the same manner as an office holder's remuneration.

### Category 1 expenses

We have incurred the following category 1 expenses in the Liquidation:



Nature of category 1 expense	Amount incurred/ accrued in reporting period	Amount incurred/ accrued in total	Amount unpaid
Bond	£75	£75	Nil
Advertising	£290.7	£290.7	Nil
Valuers Fees	£4,000	£4,000	Nil
Bank Charges	£1.35	£1.35	Nil
Company Search	£3	£3	Nil
<b>Total</b>	<b>£4,370.05</b>	<b>£4,370.05</b>	<b>Nil</b>

I have paid category 1 expenses of £4,370.05 to date, as indicated in the attached receipts and payments account.

I have used the following professional advisors in the reporting period:

Professional Advisor	Nature of Work	Basis of Fees
Middleton Barton Asset Valuation Ltd	Valuer	Fixed Fee

During the Period, MBV has been paid a fixed fee of £4,000 plus VAT for the valuation work undertaken pre-liquidation and conducting sale discussions and negotiations with In Toto.

My choice of professional advisors was based on my perception of their experience and ability to perform this type of work and the complexity and nature of the assignment. I also confirmed that they hold appropriate regulatory authorisations. I have reviewed the fees they have charged and am satisfied that they are reasonable in the circumstances of this case and represents value for money.

## LIABILITIES

### Secured Creditors

An examination of the 's mortgage register held by the Registrar of Companies, showed that the has no current charges over its assets.

### Preferential Creditors

The SofA anticipated £2,892 in respect of ordinary preferential creditors relating to employee claims, and £272,181 in respect of secondary preferential creditors relating to HMRC's claim.

No claims have been received in respect of ordinary preferential creditors.

### Crown Creditors

A claim of £294,090 has been received in respect of HMRC's secondary preferential claim.

### Non-preferential unsecured Creditors

The statement of affairs included 17 non-preferential unsecured creditors with an estimated total liability of £143,760. I have received claims from 12 creditors at a total of £91,258.95. I have not received claims from 10 creditors with original estimated claims in the statement of affairs of £55,547.75.





## **DIVIDEND PROSPECTS**

Based on current know information about assets and liabilities, it is unlikely a dividend will be paid to any class or creditor.

## **FURTHER INFORMATION**

An unsecured creditor may, with the permission of the Court, or with the concurrence of 5% in value of the unsecured creditors (including the creditor in question), request further details of the Joint Liquidators' remuneration and expenses within 21 days of their receipt of this report. Any secured creditor may request the same details in the same time limit.

An unsecured creditor may, with the permission of the Court, or with the concurrence of 10% in value of the unsecured creditors (including the creditor in question), apply to Court to challenge the amount of remuneration charged by the Joint Liquidators as being excessive, and/or the basis of the Joint Liquidators' remuneration, and/or the amount of the expenses incurred as being excessive, within 8 weeks of their receipt of this report. Any secured creditor may make a similar application to court within the same time limit.

To comply with the Provision of Services Regulations, some general information about Turpin Barker Armstrong can be found [www.turpinbainsolvency.co.uk/fees-and-links](http://www.turpinbainsolvency.co.uk/fees-and-links).

## **SUMMARY**

The Liquidation will remain open whilst my enquiries into the Company's book debts and the Director's loan account are ongoing. I estimate that this will take approximately 6-12 months and once resolved the Liquidation will be finalised and our files will be closed.

If creditors have any queries regarding the conduct of the Liquidation, or if they want hard copies of any of the documents made available on-line, they should contact Darren Fanthorpe on 01932 336 149, or by email at [darren.fanthorpe@turpinba.co.uk](mailto:darren.fanthorpe@turpinba.co.uk).



**Andrew R Bailey**  
**JOINT LIQUIDATOR**

## **Appendix [1] Details of Work undertaken to date**

### Administration

This represents the work involved in the routine administrative functions of the case by the office holder and their staff, together with the control and supervision of the work done on the case by the office holder and their managers. It does not give direct financial benefit to the creditors, but has to be undertaken by the office holder to meet their requirements under the insolvency legislation and the Statements of Insolvency Practice, which set out required practice that an office holder must follow.

Case planning - devising an appropriate strategy for dealing with the case and giving instructions to staff to undertake the work on the case.

Setting up electronic case files.

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 must obtain for each insolvency appointment).

Convening a decision procedure to seek a decision from creditors to approve the basis of remuneration.

Supervising the work of advisors instructed on the case to assist in dealing with pension schemes; obtaining reports and updates from them on the work done; and checking the adequacy of the work done.

Dealing with all routine correspondence and emails relating to the case.

Opening, maintaining and managing the estate bank account.

Creating, maintaining and managing a cashbook.

Undertaking regular bank reconciliations of the estate bank account.

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 on the case by case administrators.

Preparing, reviewing and issuing annual progress reports to creditors and members.

Filing returns at Companies House.

Preparing and filing VAT returns.

Preparing and filing Corporation Tax returns.

### Realisation of assets:

This represents the work involved in the protection and realisation of assets, which is undertaken directly for the benefit of creditors.

Liaising with the bank regarding the closure of the account.

Instructing agents to value assets.

Liaising with agents to realise assets.

Liaising with the Director/Accountants to gain access to the Company's book and records.

Considering the book debt position.

Considering the Director's loan account position.

### Creditors

Claims of creditors - the office holder needs to maintain up to date records of the names and addresses of creditors, together with the amounts of their claims as part of the management of the case, and to ensure that notices and reports can be issued to the creditors. The office holder also needs to deal with correspondence and queries received from creditors regarding their claims and dividend prospects as they are received. The office holder is required to undertake this work as part of their statutory functions



### Investigations:

The insolvency legislation gives the office holder powers to take recovery action in respect of what are known as antecedent transactions, where assets have been disposed of prior to the commencement of the insolvency procedure, and also in respect of matters such as misfeasance and wrongful trading. The office holder is required by the Statements of Insolvency Practice to undertake an initial investigation in all cases to determine whether there are potential recovery actions for the benefit of creditors.

Recovering the books and records for the case.

Listing the books and records recovered.

Submitting an online return 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.

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

## Appendix [2] Receipts and Payments Account

### Beats Learning Limited (In Liquidation) Joint Liquidators' Summary of Receipts & Payments To 07/02/2024

S of A £		£	£
	ASSET REALISATIONS		
6,500.00	Fixtures and fittings	6,500.00	
11,000.00	Goodwill and Intellectual Property	11,000.00	
Uncertain	Book Debts	NIL	
Uncertain	Directors Loan Account	NIL	
3.00	Cash at Bank	27.25	
			17,527.25
	COST OF REALISATIONS		
	Agents/Valuers Fees(1)	4,000.00	
			(4,000.00)
	COST OF ADMINISTRATION		
	Specific Bond	75.00	
	Preparation of S. of A.	5,000.00	
	Public Notices	290.70	
	Non-recoverable VAT	1,873.74	
	Bank Charges	1.35	
	Company Search	3.00	
			(7,243.79)
	PREFERENTIAL CREDITORS		
(1,600.00)	Employees Wage Arrears	NIL	
(1,292.00)	Employees Holiday Pay	NIL	
			NIL
	SECONDARY PREFERENTIAL CREDITORS		
(272,181.00)	HM Revenue and Customs	NIL	
			NIL
	UNSECURED CREDITORS		
(103,064.00)	Trade & Expense Creditors	NIL	
(30,144.00)	Employees	NIL	
(36,766.00)	Santander Bounce Back Loan	NIL	
			NIL
	DISTRIBUTIONS		
(80.00)	Ordinary Shareholders	NIL	
			NIL
<b>(427,624.00)</b>			<b>6,283.46</b>
	REPRESENTED BY		
	Bank 1 - Current-Non-Interest Bearing		9,783.46
	Vat Control Account		(3,500.00)
			<b>6,283.46</b>