

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

SATURDAY



A16 *A7A60EE8*
14/07/2018 #269
COMPANIES HOUSE

1 Company details

Company number 0 9 3 1 2 8 1 2

Company name in full BSUK1963 Limited

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

2 Liquidator's name

Full forename(s) Peter Mark

Surname Saville

3 Liquidator's address

Building name/number AlixPartners, 6 New Street Square

Street

Post town London

County/Region

Postcode E C 4 A 3 B F

Country United Kingdom

4 Liquidator's name ①

Full forename(s) Catherine Mary

Surname Williamson

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

5 Liquidator's address ②

Building name/number AlixPartners, The Zenith Building

Street 26 Spring Gardens

Post town Manchester

County/Region

Postcode M 2 1 A B

Country United Kingdom

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

Notice of progress report in voluntary winding up

04/17 Version 1.0 CHFP021

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 **Paul Butterfield**

Company name **AlixPartners**

Address **The Zenith Building, 26 Spring Gardens**

Post town **Manchester**

County/Region

Postcode **M 2 1 A B**

Country **United Kingdom**

DX

Telephone **0161 838 4500**



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

Continuation page

Name and address of insolvency practitioner

✓ **What this form is for**
Use this continuation page to tell us about another insolvency practitioner where more than 2 are already jointly appointed. Attach this to the relevant form. ①
Use extra copies to tell us of additional insolvency practitioners.

✗ **What this form is NOT for**
You can't use this continuation page to tell us about an appointment, resignation, removal or vacation of office.

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

All fields are mandatory unless specified or indicated by *

1 Appointment type

Tick to show the nature of the appointment:

- Administrator
Administrative receiver
Receiver
Manager
Nominee
Supervisor
✓ Liquidator
Provisional liquidator

① You can use this continuation page with the following forms:
- VAM1, VAM2, VAM3, VAM4, VAM6, VAM7
- CVA1, CVA3, CVA4
- AM02, AM03, AM04, AM05, AM06, AM07, AM08, AM09, AM10, AM12, AM13, AM14, AM19, AM20, AM21, AM22, AM23, AM24, AM25
- REC1, REC2, REC3
- LIQ2, LIQ3, LIQ05, LIQ13, LIQ14,
- WU07, WU15
- COM1, COM2, COM3, COM4
- NDISC

2 Insolvency practitioner's name

Full forename(s) Anne Clare

Surname O'Keefe

3 Insolvency practitioner's address

Building name/number AlixPartners, The Zenith Building

Street 26 Spring Gardens

Post town Manchester

County/Region

Postcode M 2 1 A B

Country United Kingdom

Liquidators' Progress Report for the period 5 June 2017 to 4 June 2018

BSUK1963 Limited
In Liquidation

13 July 2018

Contents

1. Why this report has been prepared	1
2. Summary information for creditors	2
3. Progress of the Liquidation.....	3
4. Investigations	5
5. Estimated outcome for creditors	6
6. What happens next.....	7

Appendices

Appendix A.	Statutory information
Appendix B.	Receipts and Payments Account for the period 5 June 2017 to 4 June 2018
Appendix C.	Liquidators' fees and pre-liquidation costs
Appendix D.	Liquidators' expenses and disbursements
Appendix E.	Additional information in relation to the Liquidators' fees pursuant to Statement of Insolvency Practice 9

1. Why this report has been prepared

- 1.1 As you will be aware, Peter Saville, Catherine Williamson and Anne O’Keefe (the **Liquidators**) were appointed on 5 June 2017.
- 1.2 In accordance with UK insolvency legislation, a liquidator is required to provide a progress report covering the period of 12 months commencing on the date on which a company entered into liquidation and every subsequent period of 12 months. This progress report covers the period 5 June 2017 to 4 June 2018 (the **Period**).
- 1.3 This report has been prepared in accordance with rule 18.7 of the Insolvency (England and Wales) Rules 2016.
- 1.4 The purpose of this report is to provide statutory and financial information about the Company and to provide an update on the progress of the Liquidation, including details of assets realised during the Period, details regarding the Liquidators’ fees and the expected outcome for each class of creditor.
- 1.5 Details of the Liquidators’ fees and costs incurred are detailed at Appendices C and D.
- 1.6 More information relating to the Liquidation process, Liquidators’ fees and creditors’ rights can be found on AlixPartners’ creditor portal (<http://www.alixpartnersinfoportal.com>). Log-in details to access this information can be found within the covering letter you have received.
- 1.7 If you require a hard copy of this report or have any queries in relation to its contents or the Liquidation generally, please contact Paul Butterfield on 0161 838 4539, by email at creditorreports@alixpartners.com, or write to AlixPartners’ office at The Zenith Building, 26 Spring Gardens, Manchester, M2 1AB.

2. Summary information for creditors

Estimated dividend distributions

Description	Estimated debt £	Likely level of return £
Secured creditors:		
GB Europe Management Services Limited	3,000,000	2.9 million
Ben Sherman IP Holdings LP	38,900,241	Nil

Notes:

Secured creditors

The Company granted fixed and floating charges to GB Europe Management Services Limited (**GB**) and Ben Sherman IP Holdings LP (**BSIP**). The debt of BSIP is subordinated to the debt of GB and it is not anticipated that there will be sufficient realisations in the Liquidation to enable a dividend to be issued to BSIP. The final level of return to the secured creditors remains uncertain until the outcome of the matters relating to the merchant providers, as detailed in section 3, is known.

Preferential and unsecured creditors

The Company did not have any employees; therefore, there are no preferential creditors. In addition, there are no known unsecured creditors.

Please note that the likely levels of returns are based upon estimates and are therefore subject to change.

Further information is provided in section 5 of this report.

3. Progress of the Liquidation

- 3.1 Attached at Appendix B is the Liquidators' Receipts and Payments Account for the Period. All expenses incurred to date have been paid.
- 3.2 In addition to their primary role of realising the assets of the Company and distributing them to creditors in accordance with their statutory priorities, the Liquidators have duties imposed by insolvency and other legislation and their regulating professional bodies. The Liquidators have set out information in respect of the progress of these duties in addition to that of the realisation of assets and distribution of available funds. The detail provided is intended to provide users of this report with information to allow them to understand how the Liquidators' fees and expenses as set out in Appendices C and D have been incurred, as well as the sensitivities that might be applicable to the Liquidators' anticipated fees and expenses over the remainder of the Liquidation.

Realisation of assets – floating charge

Debtors

- 3.3 The Company is the sole shareholder of BSL1963 Limited (**BSL**) which was placed into Liquidation on 16 June 2016. BSL is in turn the sole shareholder of BSG1963 Limited (**BSGL**), which was the principal trading entity of the wider group and traded under the brand name 'Ben Sherman'. BSG1 was placed into Administration on 1 February 2016 and subsequently Liquidation on 18 July 2017.
- 3.4 The Company is owed £5.16 million from BSG1, and this indebtedness ranks as an unsecured claim in the liquidation of that entity. The debt will not be recovered in full as BSG1 is insolvent. On 25 October 2017, BSG1 issued a dividend of approximately 56 pence in the pound to its unsecured creditors, and the Company received a payment totalling £2,869,485 as detailed in the Receipt and Payments Account at Appendix B.

Potential claim

- 3.5 Following the completion of the dividend noted above, it has been determined that BSG1 has a potential claim against merchant providers, arising from the overcharging of merchant interchange fees.
- 3.6 BSG1 forms part of a consortium of retailers (the **Consortium**) which has been established in order to bring a claim against the merchant providers. The Consortium is represented by iLaw solicitors (**iLaw**).
- 3.7 The liquidators of BSG1 have been advised by iLaw that there are merits to the claim and material recoveries could be achieved if successful. Negotiations are therefore continuing between iLaw and the merchant providers to reach an agreement. However, due to the intricacy and considerable value of the claim it is anticipated that proceedings may be protracted.
- 3.8 In the event that negotiations are successful, there may be further realisations in the liquidation of BSG1 which may allow for a further distribution to be issued to creditors, including the Company. A further update in this matter will be provided once available.

Cash at bank

- 3.9 The directors' Statement of Affairs (**SoA**) indicated that the Company held cash at bank totalling £71,864. Following their appointment, the Liquidators wrote to Bank of America (**BoA**) to request the credit balance to be transferred to the Company. BoA subsequently confirmed the value of the Company's credit balance totalled £65,429, which has been received in full.

Bank interest

- 3.10 Bank interest of £27 has been received in the Period.

Administration (including statutory reporting)

- 3.11 In addition to their duties relating to realising and distributing the assets of the Company, the Liquidators must comply with certain statutory compliance matters in accordance with the Insolvency Act 1986, which includes preparing annual reports to creditors advising of the progress of the Liquidation. The Liquidators are responsible for liaising with HM Revenue and Customs to determine the final position in respect of corporation tax and any other taxes that may be owed by or to the Company, and for filing tax returns for the duration of the Liquidation.
- 3.12 In order to ensure the matters of the Liquidation are being progressed sufficiently, the Liquidators have a duty to conduct periodic case reviews and complete case checklists. In addition, the Liquidators' treasury function will also comply with cash accounting requirements including raising payments, processing journal vouchers and posting receipts, preparing bank reconciliations and statutory returns.
- 3.13 The time taken for statutory tasks is largely fixed, insofar as the cost of preparing a report to creditors or filing an annual return is similar for most cases, except where cases are very large or complex. Where the costs of statutory compliance and reporting to creditors exceeds the initial estimate, it will generally be because the duration of the case has been longer than expected, due to, for example, protracted realisation of assets, and therefore additional periodic reports have had to be prepared and distributed to stakeholders.

Creditors (claims and distribution)

- 3.14 Details of the estimated outcome for creditors can be found in section 5.

4. Investigations

- 4.1 The Liquidators conducted investigations into the conduct of the directors and transactions entered into prior to the Company's Insolvency, as required by the Company Directors Disqualification Act 1986, and Statement of Insolvency Practice 2 – Investigations by Office Holders in Administrations and Insolvent Liquidations. Based upon the outcome of the investigations, there were no matters identified that required further action.

5. Estimated outcome for creditors

Secured creditor – GB Europe Management Services Limited

- 5.1 The Company granted a fixed and floating charge debenture to GB on 17 July 2015. As detailed in the SoA, the debt owed to GB at the commencement of the Liquidation totalled £3,000,000. GB has received a distribution totalling £2.9 million from the Company following receipt of the dividend payment from BSGI. The ability of BSGI to issue any further dividends to its creditors, including the Company, is dependent upon the outcome of the merchant provider matter as detailed in section 3. The quantum and timing of any further distributions are therefore uncertain at this stage.

Secured creditor – Ben Sherman IP Holdings LP

- 5.2 The Company granted a fixed and floating charge debenture to BSIP on 22 July 2015. As detailed in the SoA, the debt owed to BSIP at the commencement of the Liquidation totalled £38,900,241. The security granted to BSIP is subordinated to the security granted to GB. Based upon the estimated asset realisations and amounts owed to GB, it is not expected that the Company will be in a position to repay the loan from BSIP.

Preferential creditors

- 5.3 The Company did not have any employees; therefore, there are no preferential creditors.

Unsecured Creditors' Fund

- 5.4 Where there is a floating charge which was created on or after 15 September 2003, the Liquidators are required to create a fund from the Company's net property available for the benefit of unsecured creditors (**Unsecured Creditors' Fund**), commonly known as the 'Prescribed Part'.
- 5.5 As the Company granted floating charges to the secured creditors on or after 15 September 2003, the Liquidators are required to create an Unsecured Creditors' Fund. However, as detailed in the SoA, there are no known unsecured creditors of the Company.

6. What happens next

Creditors' rights

- 6.1 Within 21 days of the receipt of the report, a secured creditor may request in writing that the Liquidators provide further information about their fees or expenses which have been itemised in this progress report.
- 6.2 Any secured creditor may, within eight weeks of receipt of this progress report, make an application to court on the grounds that the basis fixed for the Liquidators' fees is inappropriate, or that the fees or the expenses incurred by the Liquidators as set out in this progress report are excessive.

Next report

- 6.3 The Liquidators are required to provide a progress report within two months of the end of the next year of the Liquidation. If the Liquidation has been completed before then, a final report will be circulated to creditors.

Yours faithfully



Catherine Williamson
Liquidator

Encs

Appendix A. Statutory information

Company information

Company name	BSUK1963 Limited
Registered number	09312812
Registered office	The Zenith Building, 26 Spring Gardens, Manchester M2 1AB
Former registered office	3 rd Floor, 13 Hanover Square, London W1S 1HN

Liquidators' information

Name	Address	IP number	Name of authorising body
Peter Mark Saville	AlixPartners, 6 New Street Square, London EC4A 3BF	009029	Insolvency Practitioners Association
Catherine Mary Williamson	AlixPartners, The Zenith Building, 26 Spring Gardens, Manchester M2 1AB	015570	Insolvency Practitioners Association
Anne Clare O'Keefe	AlixPartners, The Zenith Building, 26 Spring Gardens, Manchester M2 1AB	008375	Insolvency Practitioners Association

Other relevant information

As approved by the member, any act required or authorised to be done by the Liquidators may be done by all or any one or more of them. Any reference to the Liquidators should be read as the Joint Liquidators.

Appendix B. Receipts and Payments Account for the period 5 June 2017 to 4 June 2018

Statement of Affairs £		£
	Floating charge assets	
	Receipts	
5,159,935	Intercompany debt - BSGL1963 Limited	2,869,485
71,864	Cash at bank	65,429
	Bank interest	27
		2,934,941
	Payments	
	Pre-appointment fees	12,000
	Liquidators' fees	12,000
	Category 1 disbursements:	
	Specific penalty bond	270
	Statutory advertising	406
	Legal fees	2,400
		(27,076)
	Distributions	
	Floating chargeholder - GB	2,898,314
		(2,898,314)
	Total balance	9,551
	Represented by	
	Interest bearing account	9,551
		9,551

Notes:

1. The above is subject to small rounding differences.
2. All of the amounts shown above are gross of VAT as the Company is not registered for VAT purposes.

Appendix C. Liquidators' fees and pre-liquidation costs

A copy of 'A Creditors' Guide to Liquidations' can be downloaded from AlixPartners' creditor portal (<http://www.alixpartnersinfoportal.com>). If you would prefer this to be sent to you in hard copy please contact the Liquidators and they will forward a copy to you.

In accordance with insolvency legislation, the basis of the Liquidators' post-appointment fees was approved by the Company's creditors on 5 June 2017 as being a set amount of £20,000 plus VAT.

To date, fees of £10,000 plus irrecoverable VAT have been drawn on account.

Pre-liquidation costs

On 5 June 2017, the Company's creditors approved the pre-liquidation costs charged by AlixPartners as being a set amount of £10,000. This fee relates to the issuing of notices of the deemed consent procedure for appointing the Liquidators, as well as time spent assisting the directors with drafting the necessary documentation, which includes the SoA.

Appendix D. Liquidators' expenses and disbursements

Expenses of the Liquidation

The estimate of expenses anticipated to be incurred by the Liquidators from third parties whilst dealing with the Liquidation was provided in the initial report to creditors and members dated 23 May 2017; an updated version of that estimate incorporating actual costs paid and incurred to the anniversary of the Liquidation is set out below.

	Paid in the Period £	Incurred but not paid £	Total current paid and incurred cost £	Original estimate of cost £
Legal costs*	2,400	Nil	2,400	1,000 – 5,000
Total	2,400	Nil	2,400	1,000 – 5,000

* As the Company is not VAT registered, the above costs are listed gross of VAT.

Disbursements

A copy of the analysis of anticipated disbursements provided in the initial report to creditors and members is set out below. The actual expenses may be found in the Receipts and Payments Account in Appendix B. It should be noted that the costs detailed in the Receipts and Payments Account are gross of VAT.

	Anticipated cost £
Category 1 disbursements:	
Specific penalty bond	225
Statutory advertising	255
Storage	200
Stationery and postage	100
Telephone charges	50
Re-direction of mail	160
Total	990

Category 1 disbursements of £676 have been drawn on account. Approval to draw category 2 disbursements has been given by the Company's creditors, however none have been drawn to date.

Appendix E. Additional information in relation to the Liquidators' fees pursuant to Statement of Insolvency Practice 9

Policy

Detailed below is AlixPartners' policy in relation to:

- staff allocation and the use of sub-contractors;
- professional advisors; and
- disbursements.

Staff allocation and the use of sub-contractors

The Liquidators' general approach to resourcing their assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The case team will usually consist of a managing director, a director or senior vice president, a vice president and a consultant. The exact case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. On larger, more complex cases, several staff at all grades may be allocated to meet the demands of the case. The Liquidators' charge-out rate schedule *overleaf provides details of all grades of staff.*

With regard to support staff, time spent by cashiers in relation to tasks such as recording transactions and dealing with bank accounts is charged but secretarial time is only recovered if a large block of time is incurred, eg report compilation and distribution.

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

Professional advisors

On this assignment the Liquidators have used the professional advisor listed below. The Liquidators have also indicated the basis of their fee arrangement with them, which is subject to review on a regular basis.

Name of professional advisor	Basis of fee arrangement
DLA Piper UK LLP (legal advice)	Hourly rate and disbursements

The Liquidators' choice was based on their perception of the professional advisor's experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of their fee arrangement with them.

Disbursements

Category 1 disbursements do not require approval by creditors. Category 1 disbursements may include external supplies of incidental services specifically identifiable to the case eg postage, case advertising, invoiced travel and external printing, room hire and document storage. Any properly reimbursed expenses incurred by the Liquidators and their staff will also be chargeable.

Category 2 disbursements do require approval prior to being paid and will be drawn in accordance with the approval given, they may include:

- photocopying – charged at the rate of 10 pence per sheet for notifications and reports to creditors and other copying;
- printing – charged at the rate of 10 pence per sheet for black and white printing and 15 pence per sheet for colour; and
- business mileage for staff travel – charged at the rate of 45 pence per mile.

Charge-out rates

A schedule of AlixPartners' hourly charge-out rates for this assignment effective from 1 January 2018 is detailed below, together with those applicable prior to that date. Time is charged by managing directors and case staff in units of six minutes.

Description	Rates from 1 January 2018 £	Rates pre 1 January 2018 £
Managing director	645-705	615-675
Director	615	590
Senior vice president*	520	495
Vice president*	380-465	365-445
Consultant*	210-315	210-315
Treasury and support	105-250	100-240

* A firm-wide renaming of certain staffing grades of AlixPartners has been implemented with effect from 2 January 2018. The senior vice president grade was formerly vice president, vice president was formerly associate, and consultant was formerly analyst.