In accordance with Rule 18.8 of the Insolvency (England & Wales) Rules 2016.

WU07

Notice of progress report in a winding-up by the court



VEDNESDAY



27/07/2022

A20

#231

e de		COMPANIES HOUSE
1	Company details	- W. C.
Company number	0 9 3 2 0 4 7 5	→ Filling in this form Please complete in typescript or in
Company name in full	Retail Acquisitions Limited	bold black capitals.
2	Liquidator's name	_ ~
Full forename(s)	Darren	
Surname	Brookes	-
3	Liquidator's address	
Building name/number	The Old Bank	_
Street	187a Ashley Road	_
		_
Post town	Hale	_
County/Region	Cheshire	
Postcode	W A 1 5 9 S Q	_
Country		
4	Liquidator's name •	
Full forename(s)	Michael	Other liquidator Use this section to tell us about
Surname	Lennon	another liquidator.
5	Liquidator's address o	
Building name/number	The Chancery	Other liquidator Use this section to tell us about
Street		another liquidator.
Post town	58 Spring Gardens	_
County/Region	Manchester	
Postcode	M 2 1 E W	_
Country		_

WU07 Notice of progress report in a winding-up by the court

6	Period of progress report
From date	0 1 0 6 72 70 72 71 -
To date	3 1 0 5 7
7	Progress report
	☐ The progress report is attached
8	Sign and date
Liquidator's signature	Signature X
Signature date	2 2 0 7 · 2 0 2 2 2 2 2 2 2 2

WU07

Notice of progress report in a winding-up by the court

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 Brookes
Company name	Milner Boardman & Partners
	-
Address	The Old Bank
	187a Ashley Road
Post town	Hale
County/Region	Cheshire
Postcode	W A 1 5 9 S Q
Country	***************************************
DX	office@milnerboardman.co.uk
Telephone	0161 927 7788

✓ 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.

f 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

Retail Acquisitions Limited (In Liquidation) Joint Liquidators' Summary of Receipts & Payments

Statement of Affairs £	From 01/06/2021 To 31/05/2022 £	From 01/06/2017 To 31/05/2022 £
COST OF REALISATIONS		
Bank Charges	88.00	440.00
Sec of State Fees	NIL	11,000.00
	(88.00)	(11,440.00)
	(88.00)	(11,440.00)
REPRESENTED BY ISA NIB		(11,440.00)
	10	(11,440.00)
		Darren Brookes
		Joint Liquidator



RETAIL ACQUISITIONS LIMITED-IN LIQUIDATION

In the High Court of Justice No. 5520 of 2016

Joint Liquidators' Progress Report to Creditors and Members

Covering the Period
1 June 2021 to 31 May 2022

22 July 2022

Produced by
Milner Boardman and Partners
The Old Bank
187A Ashley Road
Hale
Cheshire
WA15 9SQ

Our Ref: DTB/NB/2588/24

Joint Liquidators' Progress Report

CONTENTS

- 1. Statutory Information
- 2. Executive Summary
- 3. Receipts and Payments
- 4. Joint Liquidators Actions Since Last Report
- 5. Assets and Investigations
- 6. Liabilities
- 7. Dividend Prospects
- 8. Joint Liquidators' Remuneration
- 9. Joint Liquidators' Expenses
- 10. Further Information
- 11. Summary

APPENDICES

Appendix I Receipts and Payments Account

Appendix II Proof of Debt Form

Appendix III Milner Boardman and Partners' Time Analysis, Practice Fee

Recovery Policy & Provision of Services Summary

Appendix IV Kroll's Time Analysis

1. Statutory Information

Company Name:

Retail Acquisitions Limited ("the Company")

Previous Name:

Swiss Rock Ventures Limited

Company No:

09320475

Registered Office:

c/o Milner Boardman & Partners ("MBP")

The Old Bank 187a Ashley Road

Hale Cheshire WA15 9SQ

Former Registered Office:

c/o Calder & Co

16 Charles II Street

London SW1Y 4NW

Principal Trading Activity:

Holding Company

Joint Liquidators' Names:

Darren Brookes of MBP

Michael Lennon of Kroll Advisory Ltd ("Kroll")

Joint Liquidators' Addresses:

MBP

The Old Bank 187a Ashley Road

Hale Cheshire WA15 9SQ

Kroll

The Chancery 58 Spring Gardens Manchester

M2 1EW

Joint Liquidators' Contact Details:

Darren Brookes: 0161 927 7788

Michael Lennon: 0161 827 9000

Date of Appointment:

1 June 2017

Court Name:

High Court of Justice, Chancery Division, Companies

Court



Court Number:

5520 of 2016

Actions of Joint Liquidators:

Any act required or authorised under any enactment to be done by a Liquidator may be done by either or both of the Liquidators acting jointly or alone.

Previous Liquidators:

Molly Monks formerly of MBP

Molly Monks has left employment at MBP and as previously reported it was therefore necessary to make an application to Court to transfer all of her appointments. On 2 July 2021, a Court Order was made removing Molly Monks as Joint Liquidator of the Company.

Philip Duffy of Kroll

As previously reported, Philip Duffy was preparing to retire from Kroll by 2023 and in preparation intended to step down as an officeholder on all his insolvency appointments. It was therefore necessary to make an application to Court to transfer all of his appointments. On 16 June 2021, a Court Order was obtained substituting Philip Duffy from office and replacing his appointment with Michael Lennon from Kroll.

2. Executive Summary

- 2.1 The primary business activity of the Company was a holding company to act as a special purpose vehicle to acquire BHS Group Limited ("BHSG") and any other objects stated in the memorandum of association of the Company. It also claimed that it provided management services to BHSG.
- As you are aware, on 7 September 2016, a winding up petition was presented to Court by BHSG c/o Philip Duffy and Benjamin Wiles of Duff & Phelps (now Kroll), The Shard, 32 London Bridge Street, London, SE1 9SQ against the Company. On 15 January 2018, Geoffrey Paul Rowley and Anthony Wright of FRP Advisory, 2nd Street, 110 Cannon Street, London, EC4N 6EU were appointed Joint Liquidators of BHSG.
- 2.3 On 3 May 2017, a winding up order was issued by the Court and the Company was placed into Liquidation. Information provided by the Official Receiver, did not provide any details of any assets belonging to the Company that may be realised for the benefit of the Liquidation.



- 2.4 The Liquidation remains open as the investigation into the Company's affairs remains ongoing. Until the investigation is concluded, the prospect of a dividend to creditors is uncertain. Further information is provided at Sections 5 and 7.
- 2.5 The Joint Liquidators are licenced to act as Insolvency Practitioners in the UK by the Insolvency Practitioners Association and, as Insolvency Practitioners, when carrying out all professional work relating to an insolvency appointment we are bound by the Insolvency Code of Ethics, as well as by the regulations of our professional body. We confirm that we have not identified any threats to the ethical fundamental principles in respect of this case.
- 2.6 To comply with the Provision of Services Regulations, some general information about MBP, including about our complaints policy and Professional Indemnity Insurance, can be found at Appendix III. For information in relation to Kroll, please contact sushil.patel@kroll.com.

3. Receipts and Payments

- 3.1 A receipts and payments account for the period 1 June 2021 to 31 May 2022, together with a cumulative receipts and payments account for the whole period of the Liquidation is enclosed with this report at appendix I. All amounts are shown net of VAT. This has been reconciled against the financial records that I am required to maintain and with the Insolvency Services Account ("ISA") operated by the Insolvency Service in respect of the Liquidation.
- 3.2 There have been no receipts during the period of this report. Total receipts in the whole period of the Liquidation are therefore nil.
- 3.3 The only payments made during the period of this report are in respect of ISA bank charges totalling £88. Total payments for the whole period of the Liquidation are £11,440.
- 3.4 The debit balance on the ISA, which is an interest-bearing account, is £11,440.

4. Joint Liquidators' Actions Since Last Report

4.1 In addition to the investigation work carried out since our last report, as detailed at Section 5, there is certain work we are required by the insolvency legislation to undertake in connection with the Liquidation which provides no financial benefit for the creditors, and a description of the routine work undertaken since the last progress report is detailed at Section 8.

5. Assets and Investigations

As previously reported, it was brought to our attention that there were a number of transactions that required further investigation. The Joint Liquidators' investigations into the Company's affairs, including loans, disposal of assets and other transactions, are still ongoing. The investigation in respect of these transactions is wide ranging and complex by nature and has required us to interact with a large number of different



individuals and corporate entities. Whilst considering the investigation requirements, public interest, potential recoveries, financial means available to fund the investigation and the likely costs involved have all been considered.

- The Joint Liquidators cannot, at this stage, disclose any further details on the progression made in the investigations to avoid prejudicing any actions that may be required or any potential recoveries. However, it is noted that following further review it has been established that certain parts of the overall claim are unlikely to be pursued. The residual claims are currently the subject of ongoing legal advice, and we are liaising with litigation funders in this regard.
- 5.3 The Joint Liquidators will keep the creditors informed of any significant developments, as pursuing such claims can be timely and expensive, sometimes resulting in little return to the creditors.

6. Liabilities

6.1 Secured Claims

6.1.1 According to Companies House, there are no charges registered over the assets of the Company.

6.2 Prescribed Part

- 6.2.1 There are provisions of the insolvency legislation that require a Liquidator to set aside a percentage of a Company's assets for the benefit of the unsecured creditors in cases where the Company gave a "floating charge" over its assets to a lender on or after 15 September 2003. This is known as the "prescribed part of the net property" ("prescribed part"). A Company's net property is that left after paying the preferential creditors, but before paying the lender who holds a floating charge.
- 6.2.2 As there are no registered charges, the prescribed part provisions do not apply in this case.

6.3 Preferential Creditors

6.3.1 It is understood that the Company was not a principal employer and therefore there are no preferential liabilities anticipated.

6.4 Non-Preferential Unsecured Creditors

6.4.1 Information provided by the Official Receiver advised that there were three non-preferential unsecured creditors with an estimated total liability of £10,449,332, being: -

Arcadia Group Limited £3,500,000 BHSG £5,981,872 Payroll £967,460



MELNER BOARDMAN & PARTNERS Connurate Recovery

6.4.2 The following claims totalling £25,372,446 have been received to date: -

Arcadia Group Limited	£9,650,892
H M Revenue & Customs	£14,697
The Pension Protection Fund	£9,592,985
Ruby London	£132,000
BHSG	£5,981,872

The above claims will be adjudicated upon by the Joint Liquidators if and when they are in a position to pay a dividend to the non-preferential unsecured creditors.

7. Dividend Prospects

- 7.1 It is uncertain at this stage whether a dividend will be paid to the unsecured creditors and this will depend on the outcome of the investigation and any claims that the Company may have against third parties. Due to the complex nature of the Liquidation, and the fact that it may still be some considerable time before the investigation is concluded, it may be some time before any potential realisations are known.
- 7.2 A proof of debt is enclosed at appendix II, and if you have not already lodged one you should now complete and return it to me, together with evidence in support of your claim.

8. Joint Liquidators' Remuneration

8.1 On 1 August 2017 creditors approved the Joint Liquidators' remuneration on a time cost basis as follows:-

MBP's fees will be charged by reference to the time properly spent by them and their staff in dealing with the matters relating to the Liquidation, subject to a discount of 10%, based on a fee estimate of £84,675.

Kroll's fees will be charged by reference to the time properly spent by them and their staff in dealing with the matters relating to the Liquidation, subject to a discount of 15%, based on a fee estimate of £64,810 for the first year.

- 8.2 The fee estimate acts as a cap and we cannot draw remuneration in excess of that amount without first seeking creditor approval.
- 8.3 As you can see from the attached summary at appendix III, total time costs to incurred by MBP are £79,965.50 representing 277.20 hours at an average charge out rate of £288.48, of which £3,246.50 representing 12.50 hours at an average charge out rate of £259.72, was incurred during the period under review. The actual blended charge out rate is slightly more than the estimated charge out rate of £273.16 in my fee estimate. No fees have been drawn from the estate to date. Based on current information it is anticipated that MBP's costs for the whole Liquidation will remain within the fee estimate previously provided, however this will be subject to review dependant on the progress and outcome of the ongoing investigation.

- 8.4 As you can see from the attached summary at appendix IV, the total time costs incurred by Kroll are £115,437.50 representing 292 hours at an average charge out rate of £394.52 of which £17,107.50 representing 39.40 hours at an average charge out rate of £434.20, was incurred during the period under review. The actual blended charge out rate is more than the estimated charge out rate of £397.61 in Kroll's fee estimate. No fees have been drawn to date. The time costs incurred by Kroll to date have exceeded the fee estimate which was provided in relation to the first year of the Liquidation only, no further estimate will be submitted by Kroll for subsequent years at this stage.
- 8.5 Further information about creditors' rights can be found by visiting the creditors' information micro-site published by the Association of Business Recovery Professionals (R3) at www.creditorinsolvencyguide.co.uk. A copy of a Creditors' Guide to fees can be found at www.milnerboardman.com, click on "Useful Links" and then "Creditor's Guide to Liquidators fees". Please refer to the most recent version, or alternatively a hard copy may be requested from this office. Please note that we have also provided further details in the Practice Fee Recovery Sheet at Appendix III. For information in relation to Kroll, please contact sushil.patel@kroll.com.
- 8.6 The areas where time costs have been incurred are 'Administration and Planning', 'Investigations', 'Realisation of Assets' and 'Creditors' which are discussed in more detail. below:

8.7 **Administration and Planning**

A total of £65,851.50 has been spent by MBP on administration and planning of which 8.7.1 £2,554 has been spent during the period under review.

A total of £52,637.50 has been spent by Kroll on administration and planning of which £13,123.50 has been spent during the period under review.

Therefore, a combined total of £118,489 has been spent on administration and planning of which £15,677.50 has been spent during the period under review by both MBP & Kroll.

Work includes time spent on carrying out the following tasks:

- Case planning including general administration matters, internal and strategic discussions and meetings.
- Periodic case reviews and case document management.
- Complying with anti-money laundering, bribery act and ethical on-going checks.
- Liaising via telephone conference calls and emails, between the Joint Liquidators to share information.
- Maintaining the creditors' portal website.
- Issuing the annual progress report.
- Reviewing the adequacy of the specific penalty bond on a regular basis.
- Dealing with all routine correspondence and emails relating to the case.
- Maintaining and managing the Joint Liquidators' ISA and cashbook.



- Undertaking regular reconciliations of the bank account.
- Undertaking periodic reviews of the progress of the case.
- Overseeing and controlling the work done on the case by case administrators.
- Preparing and filing Corporation Tax returns.

8.8 Investigations

8.8.1 A total of £6,608 has been spent by MBP on dealing with investigations of which £692.50 has been spent during the period under review.

A total of £60,335.50 has been spent by Kroll on dealing with disputes and investigations of which £3,870 has been spent during the period under review.

Therefore, a combined total of £66,943.50 has been spent on dealing with disputes and investigations of which £4,562.50 has been spent during the period under review by both MBP & Kroll.

Provided below are further details of the work carried out:-

- Considering legal and Counsels' advice on the prospects of potential claims against the Company's directors and third parties.
- 8.8.2 The Joint Liquidators are aware that there are specific matters to be investigated but cannot at this stage provide further detail of the work to be undertaken as it may hamper any further action that may be required.

8.9 Realisations of Assets

8.9.1 A total of £3,078.50 has been spent on dealing with the realisation of assets, none of which has being spent during the period under review by MBP.

No time has been incurred by Kroll for this category.

8.10 Creditors

8.10.1 A total of £4,427.50 has been spent by MBP on dealing with creditors, none of which has been spent during the period under review.

A total of £2,464.50 has been spent by Kroll on administration and planning, of which £114 has been spent during the period under review.

Therefore, a combined total of £6,892 has been spent on administration and planning, by both MBP & Kroll, of which £114 has been spent during the period under review.

Below are further details of the work carried out:-

- Dealing with creditor correspondence, emails and telephone conversations regarding claims in the Liquidation.
- Maintaining up to date creditor information on the case management system.

8.11 As previously advised, in a prior period MBP raised an invoice to BHSG in the sum of £17,000 plus VAT in relation to work that MBP has carried out in relation to the Liquidation. This was paid in full in a prior period.

9. Joint Liquidators' Expenses

- 9.1 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.
- 9.2 We can confirm that Category 1 expenses incurred in this case total £157,124.02 since appointment, and £14,020.50 has been incurred in this period.
- 9.3 Neither MBP nor Kroll have drawn any Category 1 expenses in this case to date.

9.4

Type of expense	Previously Provided Estimated Expenses (£)	Amount incurred in previous period	Amount incurred in reporting period	Amount still to be paid (£)
Bond (MBP)	44	44	0	44
Bond (Kroll)	225	235	0	235
Storage (Kroll)	200	0	0	0
Statutory Advertising	74.25	74.25	0	74.25
Land Registry Fees	11	11	0	11
Legal Fees (DLA Piper UK LLP ("DLA"))	20,000	138,818	14,020.50	152,838.50
Legal Disbursements (DLA)	300	462.91	0	462.91
Legal Disbursements (DLA) (Court Application for Transfer)	0	82.56	0	82.56
Legal Fees (Freeths LLP ("Freeths"))	0	3,375.80	0	3,375.80
Total	20,854.25	143,103.52	14,020.50	157,124.02

- 9.4 In addition to the above, ISA quarterly bank charges of £88 have also been incurred and paid in this reporting period.
- 9.5 We are required to seek approval before paying any expenses to associates or where there is an element of shared costs, MBP have not charged Category 2 expenses. Kroll estimated that £100 would be incurred for mileage. Creditors approved that Kroll be permitted to recover their Category 2 expenses, but nothing has been incurred to date.
- 9.6 The Company was registered for VAT purposes, therefore VAT would be recoverable for the benefit of the insolvent's estate. However, there is no VAT to be reclaimed to date.
- 9.7 We have used the following agents or professional advisors in this reporting period:

Agent/Professional Advisor	Nature of work	Basis of fees	
DLA	Solicitor	Time costs	

- 9.8 The professional advisors were selected on a basis of our perception of their experience and ability to perform this type of work and nature and complexity of the assignment and the basis of our fee arrangement with them I have also confirmed that they hold appropriate regulatory authorisations. The fees charged are yet to be reviewed and determined upon as to whether they are reasonable in the circumstances.
- 9.9 As detailed above, Kroll have instructed DLA, to provide their advice in respect of the ongoing investigation and to establish whether the Joint Liquidators could recover any funds for the benefit of creditors. DLA are continuing to advise the Joint Liquidators in this matter.
- 9.10 As previously reported, DLA's legal fees have exceeded the initial estimation due to the previous costs estimate included conducting preliminary work in the Liquidation; including securing the Company's books and records, conducting an initial review of the books and records to consider the assets of the Company and any potential claims. DLA were faced with a lack of co-operation from various parties in obtaining the books and records of the Company, which contributed towards an increase in time costs. DLA have also undertaken additional work, which includes:
 - Assisting in relation to correspondence with Companies House regarding strike off
 - Reviewing estimated outcome statement for litigation options
 - Correspondence with insurance team in relation to the insurance policy
 - Detailed communication with the Joint Liquidators summarizing the position in relation to potential coverage for claims by insurance
 - Preparation of information for litigation funders and issuing to funders
 - o Correspondence in relation to taking an assignment of RAL claims
 - Correspondence with Joint Liquidators following issue of claims by liquidators of BHS
 - o Considering correspondence from TPR



- 9.11 With the exception of the bordereau, legal fees and disbursements, as you can see from the information provided in this report, the expenses we have incurred in this matter have not exceeded the total expenses we estimated.
- 9.12 As previously reported, the petitioning costs in this matter are £91,359.90 plus VAT and Counsel's costs are £27,733.33 plus VAT. These remain outstanding.

10. 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.
- 10.2 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.

11.Summary

- 11.1 This concludes the Joint Liquidators' progress report for the year ended 31 May 2022. The Liquidation will remain open until the ongoing investigation has been fully resolved, and it is known whether any recoveries will be made in this matter. Should any recoveries be made, we will look to pay a dividend to creditors accordingly. Once these matters have been resolved, the Liquidation will be finalised, and the files closed. If the Liquidation has not been finalised, the next report is due within 2 months of the next year's anniversary, i.e. before 31 July 2023.
- 11.2 If creditors have any queries regarding the conduct of the Liquidation, they should contact Natasha Baldwin by email at natashab@milnerboardman.co.uk or by phone on 0161 927 7788.

Yours faithfully For and on behalf of

qquisitions Limited

Darren Brookes
Joint Liquidator



Appendix I Receipts and Payments

Retail Acquisitions Limited (In Liquidation) Joint Liquidators' Summary of Receipts and Payments

RECEIPTS	Statement From of Affairs To (£)	01/06/2017 31/05/2021 (£)	From 01/06/2021 To 31/05/2022 (£)	Total (£)
		0.00	0.00	0.00
PAYMENTS				
Sec of State Fees Bank Charges		11,000.00 352.00	0.00 88.00	11,000.00 440.00
		11,352.00	88.00	11,440.00
Net Receipts/(Payments)		(11,352.00)	(88.00)	(11,440.00)
MADE UP AS FOLLOWS				
ISA NIB		(11,352.00)	(88.00)	(11,440.00)
,		(11,352.00)	(88.00)	(11,440.00)
				Darren Brookes Joint Liquidator



Appendix II Proof of Debt Form

PROOF OF DEBT Under Rule 14.4 The Insolvency (England and Wales) Rules 2016

Retail Acquisitions Limited - In Compulsory Liquidation In the High Court of Justice Number 5520 of 2016 Company Number 09320475

Date of liquidation 7 September 2016

1	Name of creditor:	
2	Address of creditor:	
3	Claim, including VAT, as at date of Liquidation:	£
	Less: any payments made after that date in relation to the claim; any deduction for discounts (except a discount for immediate or early settlement) which would have been available but for the insolvency proceedings; and any adjustment as a result of set-off	£
	Total claim, including VAT	£
4	The amount of any uncapitalised interest that is include in the claim, if any.	£
5	Particulars of how and when the debt was incurred	
6	Please provide details of any documents by which debt can be substantiated:	
	(Notes - copies need not be supplied unless specifically requested by the office holder)	

7	Particulars and value of any security held and the date it was given:	
8	Signature of creditor or authorised person:	
	NAME, IN BLOCK LETTERS:	
	Creditor's reference:	
9	Position or relationship with creditor:	-
	(eg, director, accountant, credit controller etc)	

Guidance notes re preferential debts:

For claims arising in insolvencies commencing on or after 15 September 2003 the categories of preferential debts under section 386(1) of the Insolvency Act 1986, are as follows:

- (a) pension scheme contributions;
- (b) remuneration etc of employees;
- (c) levies on coal and steel production.

VAT bad debt relief

The provisions of the Finance Act 1990, came into effect on 26 July 1990, and introduced changes in the way that VAT on bad debts is recovered.

Your claim overleaf must be quoted inclusive of VAT. You may claim relief on your VAT return when the debt is at least six months old and has been written off. This system can also be applied to debts for any supplies made between 1 April 1989, and 25 July 1990, and such debts must be claimed gross overleaf. Any dividend you receive in respect of this claim will include payment in respect of the VAT element of your debt and you will be responsible for declaring such VAT to HM Revenue & Customs.



Appendix III Milner Boardman & Partners' Time Analysis, Practice Fee Recovery Policy and Provision of Services Summary

Time Entry - Cumulative Detailed SIP9 Time & Cost Summary

RE2588 - Retail Acquisitions Limited From: 01/06/2021 To: 31/05/2022 All Post Appointment Project Codes

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Avg Hourly Rate (£)	Hours Cum (POST Only)	Time Costs Cum (POST Only)	
700 : Formalities	1.80	8.20	0.00	0.00	10.00	2,554.00	255.40	10.00	2,554.00	
Admin & Planning	1.80	8.20	0.00	0.00	10.00	2,554.00	255.40	10.00	2,554.00	
202 : Pursuing Antecedent Transactions	1.00	1.50	0.00	0.00	2.50	692.50	277.00	2.50	692.50	
Investigations	1.00	1.50	0.00	0.00	2.50	692.50	277.00	2.50	692.50	
Total Hours	2.80	9.70	0.00	0.00	12.50	3,246.50	259.72	12.50	3,246.50	
Total Fees Claimed						0.00				•

^{* -} Denotes codes included in cumulative data that are not present in the period.

Milner Boardman & Partners

TIME & CHARGEOUT SUMMARIES

Retail Acquisitions Ltd

From 1 Jun 2016 to 31 May 2021

HOURS							•
Classification Of work Function	Partner	Manager	Other Senior Professional	Assistants & Support Staff	Total Hours	Time Cost £	Average Hourly Rate £
Administration & Planning	49.20	160.30	0.00	4.60	214.10	63,297.50	295.64
Investigations	1.00	9.90	0.00	15.00	25.90	5,915.50	228.40
Realisation of Assets	3.00	6.70	0.00	0.00	9.70	3,078.50	317.37
Creditors	2.70	12.30	0.00	0.00	15.00	4,427.50	295.17
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees Claimed £	20,683.00	52,606.00	0.00	3,430.00		76,719.00	
Total Hours	55.90	189.20	0.00	19.6d	264.70	ļ	
Average Rate	370.00	278.04	0.00	175.0 d			

PRACTICE FEE RECOVERY POLICY FOR MILNER BOARDMAN & PARTNERS

Introduction

This sheet explains the alternative fee bases allowed by the insolvency legislation when acting as office holder in insolvency appointments. The legislation allows different fee bases to be used for different tasks within the same appointment. The fee basis, or combination of bases, set for a particular appointment is/are subject to approval, generally by a committee if one is appointed by the creditors, failing which the creditors in general meeting, or the Court. The report accompanying the request to fix the basis of remuneration will indicate the basis, or bases, being requested in that particular case and will make it clear what work is to be undertaken in respect of each basis.

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 guides issued with Statement of Insolvency Practice 9 (SIP 9) "Payments to Insolvency Office Holders and their Associates from an Estate" and can be accessed at www.milnerboardman.com. Alternatively, a hard copy may be requested directly from Milner Boardman & Partners . Please note that we have provided further details in this policy document.

SIP 9 also contains various requirements that the office holder has to comply with in connection with their remuneration, both when seeking approval and when reporting to creditors and other interested parties after approval. One of the matters that an office holder has to comply with is that they must also seek approval for any payments that could reasonably be perceived as representing a threat to the office holder's objectivity or independence by virtue of a professional or personal relationship, including to an associate. Where it is anticipated that such payments will be made in a case they will be separately identified when seeking approval for the basis of the office holder's remuneration.

Other than in respect of Voluntary Arrangements an office holder is required to record the time spent on casework in all cases, even if they are being remunerated for that work on a basis other than time costs. Time is recorded directly to the relevant case and the nature of the work undertaken is recorded at that time. The work is generally recorded under the following categories:

- Case Administration (including statutory reporting).
- Realisation of Assets.
- Investigations.
- Creditors (claims and distributions).
- Trading
- Case specific matters.

Time cost basis

When charging fees on a time costs basis we use charge out rates appropriate to the skills and experience of a member of staff and the work that they perform. This is combined with the amount of time that they work on each case, recorded in 6 minute units with supporting narrative to explain the work undertaken.

Charge out Rates

Grade of staff	Current charge-out rate per hour, effective from 1 June 2017	· -	rate per hour, effective
Director	370	370	295 to 370
Appointment Taker	295	N/A	N/A
Senior Manager	255	255	N/A
Manager	215	215	215
Case Administrator	175	175	175
Support Staff	175	175	175

These charge-out rates charged are reviewed each year and may be adjusted to take account of inflation and the firm's overheads.

When we seek time costs approval, we have to set out a fees estimate. That estimate acts as a cap on our time costs so that we cannot draw fees of more than the estimated time costs without further approval from those who approved our fees. When seeking approval for our fees, we will disclose the work that we intend to undertake, the hourly rates we intend to charge for each part of the work, and the time that we think each part of the work will take. We will summarise that information in an average or "blended" rate for all of the work being carried out within the estimate, and by reference to each separate category of work. The blended rate is calculated as the prospective average cost per hour, based upon the estimated time to be expended by each grade of staff at their specific charge out rate. We will also say whether we anticipate needing to seek approval to exceed the estimate and, if so, the reasons that we think that may be necessary.

A report accompanying the request to fix the basis of remuneration will include the fees estimate, as well as details of the expenses that will be, or are likely to be, incurred. Further information about expenses is given in a separate section below.

The disclosure that we make should include sufficient information about the insolvency appointment to enable you to understand how the proposed fee reflects the complexity (or otherwise) of the case, any responsibility of an exceptional kind falling on the office holder, the effectiveness with which the office holder has carried out their functions, and the value and nature of the property with which the office holder has to deal.

If we subsequently need to seek authority to draw fees in excess of the estimate, we will say why we have exceeded, or are likely to exceed the estimate; any additional work undertaken, or proposed to be undertaken; the hourly rates proposed for each part of the work; and the time that the additional work is expected to take. As with the original estimate, we will summarise that information in an average or "blended" rate for all of the work being carried out within the estimate, and by reference to each separate category of work, and will also say whether we anticipate needing further approval and, if so, why we think it may be necessary to seek further approval.

Percentage basis

The legislation allows fees to be charged on a percentage of the value of the property with which the office holder has to deal (realisations and/or distributions). Different percentages can be used for different assets or types of assets. A report accompanying the request to fix the basis of remuneration will set out the potential

assets in the case, the remuneration percentage proposed in respect of any realisations and the work covered by that remuneration, which may solely relate to work undertaken in connection with the realisation of the assets, but might also include other categories of work as listed above. The report will also include details of the expenses that will be, or are likely to be, incurred. Further information about expenses is given in a separate section below.

The percentage approved in respect of realisations will be charged against the assets realised, and where approval is obtained on a mixture of bases, any fixed fee and time costs will then be charged against the funds remaining in the liquidation after the realisation percentage has been deducted.

A percentage of distributions made to unsecured creditors may also be requested, in order to cover the work associated with the agreement of claims and making the distribution.

The disclosure that we make will include sufficient information about the insolvency appointment to enable you to understand how the proposed fee reflects the complexity (or otherwise) of the case, any responsibility of an exceptional kind falling on the office holder, the effectiveness with which the office holder has carried out their functions, and the value and nature of the property with which the office holder has to deal. In order to meet the requirements of SIP 9 it will also explain why the basis requested is expected to produce a fair and reasonable reflection of the work that we anticipate will be undertaken on the case.

If the basis of remuneration has been approved on a percentage basis then an increase in the amount of the percentage applied can only be approved by the committee or creditors (depending upon who approved the basis of remuneration) in cases where there has been a material and substantial change in the circumstances that were taken into account when fixing the original level of the percentage applied. If there has not been a material and substantial change in the circumstances, then an increase can only be approved by the Court.

Fixed fee

The legislation allows fees to be charged at a set amount. Different set amounts can be used for different tasks. A report accompanying the request to fix the basis of remuneration will set out the set fee that we proposed to charge and the work covered by that remuneration, as well as details of the expenses that will be, or are likely to be, incurred. Further information about expenses is given in a separate section below.

The disclosure that we make will include sufficient information about the insolvency appointment to enable you to understand how the proposed fee reflects the complexity (or otherwise) of the case, any responsibility of an exceptional kind falling on the office holder, the effectiveness with which the office holder has carried out their functions, and the value and nature of the property with which the office holder has to deal. In order to meet the requirements of SIP 9 we will also explain why the basis requested is expected to produce a fair and reasonable reflection of the work that we anticipate will be undertaken on the case.

If the basis of remuneration has been approved on a fixed fee basis then an increase in the amount of the fixed fee can only be approved by the committee or creditors (depending upon who approved the basis of remuneration) in cases where there has been a material and substantial change in the circumstances that were taken into account when fixing the original level of the fixed fee. If there has not been a material and substantial change in the circumstances, then an increase can only be approved by the Court.

Direct Costs

Where we seek approval on a percentage and/or fixed fee basis, in order to meet the requirements of SIP 9 we also have to disclose the direct costs that are included within the remuneration that will be charged on those bases in respect of the work undertaken. The following are direct costs that will be included in respect of work undertaken in respect of each of the standard categories of work where the office holder is to be remunerated for such work on either a percentage or fixed fee basis:

- Case Administration (including statutory reporting) staff costs, costs of case management system and time recording system.
- Realisation of Assets staff costs, costs of case management system and time recording system.
- Investigations staff costs, costs of case management system and time recording system.
- Creditors (claims and distributions) staff costs, costs of case management system and time recording system.
- Trading staff costs, costs of case management system, costs of accounting software and time recording system.

Mixed basis

If remuneration is to be sought on a mixed basis, we will make it clear in the report accompanying the request to fix the basis of remuneration which basis will be charged for each category of work that is to be undertaken on the case.

Members' Voluntary Liquidations and Voluntary Arrangements

The legislation is different for Members' Voluntary Liquidations (MVL), Company Voluntary Arrangements (CVA) and Individual Voluntary Arrangements (IVA). In MVLs, the company's members set the fee basis, often as a fixed fee, and SIP 9 does not apply unless the members specifically request it. In CVAs and IVAs, the fee basis is set out in the proposals and creditors approve the fee basis when they approve the arrangement.

All fee bases

With the exception of IVAs and CVAs, which are usually VAT exempt, the office holder's remuneration invoiced to the insolvent estate will be subject to VAT at the prevailing rate.

Expenses

As already indicated, a report will accompany the request to fix the basis of remuneration and that will include details of expenses to be incurred, or likely to be incurred. When reporting to the committee and creditors during the course of the insolvency appointment the actual expenses incurred will be compared with the original estimate provided.

Expenses are any payments from the insolvent estate that are neither an office holder's remuneration nor a distribution to a creditor, or a member. Expenses also include disbursements. Disbursements are payments that are first paid by the office holder and then reimbursed from the insolvent estate. Expenses are divided into those that do not need approval before they are charged to the estate (Category 1) and those that do (Category 2).

Category 1 expenses are payments to persons providing the service to which the expense relates who are not an associate of the office holder. They can be paid by the office holder without obtaining prior approval. Examples of costs that may amount to Category 1 expenses are professional advisors (who are not associates), statutory advertising, external meeting room hire (where the room is only hired for that meeting), external storage, postage, specific penalty bond insurance, insolvency case management software fees charged on a per case basis, and Company search fees.

Category 2 expenses are either payments to associates, or payments in respect of expenses that have an element of shared costs, such as photocopying and mileage. Category 2 expenses require approval in the same manner as an office holder's remuneration before they can be paid.

The practice intends to seek approval to recover the following Category 2 expenses that include an element of shared costs:

Mileage 0.45p per mile (In accordance with HM Revenue & Customs approved rates)

Photocopying 10p per sheet (Circulars to creditors only)

Room Hire £30 per hour

Professional advisors may be instructed to assist the office holder on the case where they consider that such assistance is necessary to enable them to appropriately administer the case. The fees charged by any professional advisors used will be recharged at cost to the case. Where the professional advisor is not an associate of the office holder it will be for the office holder to agree the basis of their fees. Where the professional advisor is an associate of the office holder it will be for those responsible for fixing the basis of the office holder's remuneration to approve payments to them. The fees of any professional advisors are subject to the rights of creditors to seek further information about them or challenge them as summarised below. Professional advisors that may be instructed on a case include:

- Solicitors/Legal Advisors;
- Auctioneers/Valuers;
- Accountants:
- Quantity Surveyors;
- Estate Agents;
- Pension specialists*;
- Employment Claims specialists*; and
- GDPR/Cyber Security specialists.

*Note: where such professional advisors are instructed on a case, the office holder will not charge any remuneration to the case in respect of such work, other than in respect of supervising and monitoring their work.

Reporting and rights to challenge

Once the basis of the office holder's remuneration has been approved, a periodic report will be provided to any committee and also to each creditor. The report will provide a breakdown of the remuneration charged by the office holder in the period covered by the report, i.e., the amount that the office holder is entitled to draw, together with the amount of remuneration actually drawn. If approval has been obtained for remuneration on a time costs basis, the time costs incurred will also be disclosed, whether drawn or not, together with the "blended" rates of such costs. The report will also compare the actual time costs incurred with those included in the fees estimate prepared when fixing the basis of the remuneration, and indicate whether the fees estimate is likely to be exceeded. If the fees estimate has been exceeded, or is likely to be exceeded, the report will explain why that is the case.

The report will also provide information about expenses incurred in the period covered by the report, together with those actually paid, together with a comparison with the estimated expenses. If the expenses incurred, or anticipated to be incurred, have exceeded the estimate provided the report will explain why that is the case.

Under the insolvency legislation the report must also include a statement of the legislative rights of creditors to request further information about the remuneration charged and expenses incurred in the period covered by the report, or to challenge them on the grounds that they are excessive. Extracts of the relevant insolvency rules dealing with these rights are set out below. Once the time period to seek further information about the office holder's remuneration and/or expenses for the period covered by the report has elapsed, then a Court Order is required to compel the office holder to provide further information about the remuneration and expenses. A Court order is required to challenge the office holder's remuneration and/or expenses for the period covered by the report. Once that period has elapsed, then a separate Court Order is required to allow an application out of time.

Under rule 18.9 of the Insolvency (England and Wales) Rules 2006, 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 office holder's remuneration and expenses, within 21 days of receipt of any report for the period. Any secured creditor may request the same details in the same time limit.

Under rule 18.34, 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 and/or basis of the office holder's fees and the amount of any proposed expenses or expenses already incurred, within 8 weeks of receipt of any report for the period. Any secured creditor may make a similar application to court within the same time limit.

Under some old legislation, which still applies for insolvency appointments commenced before 6 April 2010, there is no equivalent mechanism for fees to be challenged.

PROVISION OF SERVICES REGULATIONS SUMMARY SHEET FOR MILNER BOARDMAN & PARTNERS

The following information is designed to draw the attention of interested parties to the information required to be disclosed by the Provision of Services Regulations 2009.

Licensing Body

Darren Brookes and Natasha Baldwin are licensed to act as Insolvency Practitioners in the United Kingdom by the Insolvency Practitioners Association ("IPA").

Darren Brookes and Natasha Baldwin are members of the IPA.

Milner Boardman & Partners is also a member of the IPA.

Rules Governing Actions

All IPs are bound by the rules of their professional body, including any that relate specifically to insolvency. The rules of the professional body that licences Darren Brookes and Natasha Baldwin of Milner Boardman & Partners ("MBP") can be found at https://insolvency-practitioners.org.uk/about/ipa-articles-of-association-and-regulation-rules/. In addition, IPs are bound by the Statements of Insolvency Practice (SIPs), details of which can be found at https://www.r3.org.uk/technical-library/england-wales/sips/

Ethics

All IPs are required to comply with the insolvency Code of Ethics and a copy of the Code can be found at https://insolvency-practitioners.org.uk/wp-content/uploads/2020/08/IPA-Code-of-Ethics.pdf

Complaints

At MBP we always strive to provide a professional and efficient service. However, we recognise that it is in the nature of insolvency proceedings for disputes to arise from time to time. As such, should you have any comments or complaints regarding the administration of a particular case then in the first instance you should contact the IP acting as office holder.

Please note that within MBP there are two Licensed Insolvency Practitioners: Darren Brookes and Natasha Baldwin.

If you consider that the IP has not dealt with your comments or complaint appropriately you should then put details of your concerns in writing to our complaints officer Darren Brookes. However, if your complaint is regarding Darren Brookes then please contact Natasha Baldwin.

We will lodge your complaint and open a file, this will be done immediately. We will then investigate your complaint and report to you as soon as possible, usually within five business days.

Most disputes can be resolved amicably either through the provision of further information or following negotiations. However, in the event that you have exhausted our complaints procedure and you are not satisfied that your complaint has been resolved or dealt with appropriately, you may complain to the regulatory body that licences the insolvency practitioner concerned. Any such complaints should be addressed to The Insolvency Service, IP Complaints, 3rd Floor, 1 City Walk, Leeds, LS11 9DA, and you can

make a submission using an on-line form available at www.gov.uk/complain-about-insolvency-practitioner; or you can email insolvency.enquiryline@insolvency.gsi.gov.uk; or you may phone 0300 678 0015. Information on the call charges that apply is available at https://www.gov.uk/call-charges.

Bribery Act 2010

MBP is committed to applying the highest standards of ethical conduct and integrity in its business activities. Every employee and individual acting on MBP's behalf is responsible for maintaining our reputation and for conducting company business honestly and professionally.

MBP take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

MBP requires all those who are associated with it to observe the highest standards of impartiality, integrity and objectivity.

MBP prohibits anyone acting on its behalf from:

- bribing another person. A bribe includes the offering, promising or giving of any financial or other type of advantage;
- accepting a bribe. This includes requesting, agreeing to receive or accepting any financial, or another kind of advantage;
- bribing a foreign public official; and
- condoning the offering or acceptance of bribes.

MBP will:

- avoid doing business with others who do not accept our values and who may harm our reputation;
- maintain processes, procedures and records that limit the risk of direct or indirect bribery;
- promote awareness of this policy amongst its staff, those acting on its behalf and entities with which it has any commercial dealings;
- investigate all instances of alleged bribery, and will assist the police, and other authorities when appropriate, in any resultant prosecutions. In addition, disciplinary action will be considered against individual members of staff;
- review this policy regularly and update it when necessary.

Professional Indemnity Insurance

Milner Boardman & Partners' Professional Indemnity Insurance is provided by Travelers Insurance Company Limited 61-63 London Road Redhill Surrey RH1 1NA.

VAT

Milner Boardman & Partners is registered for VAT under registration no 693 3180 22.



Appendix IV Kroll's Time Analysis

80564 RETAIL ACQUISITIONS LIMITED

ANALYSIS OF LIQUIDATORS TIME COSTS FOR THE PERIOD 22/06/2021 to 27/05/2022

CML-Compulsory Liquidation

Classification of Work Function	Hours					Total	Time	Avg Hourly
	Managing Director	Manager	Senior	Assistant	Support	Hours	Cost £	Rate £
Administration and Planning					i .	l l	į	
Cashiering & accounting	0.00	0.60	3.60	0.00	0.00	4.20	1,641.50	390.83
General admin	0.00	2.20	8.10	0.80	0.00	11.10	4,203.00	378.65
General correspondence	0.00	0.00	0.50	0.35	0.00	0.85	265.50	312.35
Statutory matters (Meetings & Reports & Notices)	0.00	0.00	0.60	2.30	0.00	2.90	596.00	205.5
Strategy planning & control (incl engagement financial control)	0.00	10.50	0.00	0.95	0.00	11.45	6,417.50	560.48
Creditors	[
Unsecured creditors	0.00	0.00	0.30	0.00	0.00	0.30	114.00	380.00
Investigations					j]	
Financial review and investigations (S238/239 etc)	0.00	0.00	8.60	0.00	0.00	8.60	3,870.00	450.00
Total Hours:	0.00	13.30	21.70	4.40	0.00	39.40		434.20
Total Fees Claimed: £	0.00	7,830.00	8,536.00	741.50	0.00		17,107.50	

Category 2 Disbursements:

80564 RETAIL ACQUISITIONS LIMITED

ANALYSIS OF LIQUIDATORS TIME COSTS FOR THE PERIOD 10/07/2017 to 27/05/2022

CML-Compulsory Liquidation

Classification of Work Function	Hours					Total	Time	Avg Hourly
	Managing Director	Manager	Senior	Assistant	Support	Hours	Cost £	Rate £
Administration and Diamina								
Administration and Planning								
Cashiering & accounting	0.00	0.60				9.40	2,838.50	
General admin	0.00	2.20				33.30	8,541.00	256.49
General correspondence	0.00	4.00			0.00	16.90	5,188.50	
IPS set up & maintenance	0.00	0.00			0.00	1.60	190.50	119.06
Statutory matters (Meetings & Reports & Notices)	0.00	0.00	7.30	7.40	0.00	14.70	3,864.50	262.89
"Strategy planning & control (incl engagement financial control)	1.50	27.30	38.50	22.70	0.00	90.00	32,014.50	355.72
Creditors		•				ļ		
Unsecured creditors	0.00	0.00	7.60	1.50	0.00	9.10	2,464.50	270.82
Investigations								
Financial review and investigations (S238/239 etc)	0.00	0.00	20.30	7.10	0.00	27.40	8,920.50	325.57
Total Hours:	1.50	34.10	88.90	77.90	0.00	202.40		316.32
Total Fees Claimed: £	975.00	17,927.50	28,759.00	16,361.00	0.00		64,022.50	

Category 2 Disbursements:

80564 RETAIL ACQUISITIONS LIMITED

ANALYSIS OF TIME COSTS FOR THE PERIOD 10/07/2017 to 27/05/2022

Disputes & Investigations

Classification of Work Function		Hours					Time	Avg Hourly
	Managing Director	Manager	Senior	Assistant	Support	Hours	Cost £	Rate £
					1		l	
	47.50	22.00	0.00	0.00	20.50	90.00	51,415.00	571.28
-Total Hours:	47.50	22.00	0.00	0.00	20.50	90.00		571.28
Total Fees Claimed: £	35,117.50	11,130.00	0.00	0.00	5,167.50		51,415.00	

Category 2 Disbursements: