

Our Ref: MDR/SEB/TAG/JP/JIDP/CVL405/M022

12 February 2019

TO ALL KNOWN CREDITORS AND MEMBERS

When telephoning please ask for:

John Pierce

Direct Line:

020 7002 7964

Dear Sirs

Manchester Cheadle Centre Limited ("the Company") - In Liquidation

I would advise you that under R6.15 of the Insolvency (England & Wales) Rules 2016 (**"the Rules"**) that I, together with my partner Steve Butt, were appointed Joint Liquidators of the Company by physical meeting on 29 January 2019. Please note that we are licensed to act as Insolvency Practitioners by the Insolvency Practitioners Association and as such are bound by the Insolvency Code of Ethics when carrying out all professional work relating to an insolvency appointment.

relating to an insolvency appointment.

I enclose a report on the above decision process for your information.

Joint Liquidators' Fee Approval

It was proposed that the decision agreeing the basis of the Joint Liquidators' remuneration would be agreed following the Joint Liquidators' appointment. Therefore, please now find enclosed with this letter:

- Information on the work I anticipate will need to be done in order to wind-up the Company's affairs, together with details of the basis of my proposed remuneration (where not proposed as time costs) and a statement of expenses I consider are likely to be incurred including details of this firm's policy on the recovery of disbursements.
- Notice of the decisions to be considered by correspondence.
- A Voting Form - please complete this and return it to my office by 28 February 2019. Alternatively, it can be emailed to John.Pierce@rollingsbutt.com
- Proof of debt form - if you have not already submitted a proof of your claim in the Liquidation, please return this completed with your Voting Form.

A simple majority of creditors voting on the decisions proposed will be required for them to be passed.

A copy of 'A Creditors' Guide to Liquidators' Fees' is available on request or can be downloaded from <https://www.r3.org.uk/media/documents/publications/professional/Liquidations%20Creditor%20Fee%20Guide%20April%202017.pdf>.

Liquidation Committee

I would advise creditors that a decision was taken not to form a liquidation committee in the Liquidation.

Please note that whilst I do not consider a committee to be warranted, I am obliged to invite creditors to consider the formation of a committee each time I seek a decision from them. It is for this reason that the invitation appears on the decision Notice.

Claiming as a creditor

Under insolvency legislation, a Liquidator may, depending on the circumstances of the case, decide to treat a 'small debt' of the Company (*meaning a debt not exceeding £1,000 inclusive of VAT*), as having been proved, without a creditor having to submit a proof in respect of their claim. Where a dividend is anticipated and it is intended that any of the Company's debts will be treated in this way, notice will be given to the affected creditors, who will be entitled to any dividend paid in respect of their debt, without proving.

In such circumstances, if there is a discrepancy or difference between the amount a creditor believes they are owed and the Company's records, or should such any creditor wish to participate in any decisions made by creditors, it will be necessary for a creditor to submit a proof regardless of this provision.

The above does not preclude you from submitting a proof now if you are a creditor owed less than £1,000. Alternatively, if you do not consider that you are a creditor of the Company, please notify us and we will update our records.

If you are a creditor of the Company owed more than £1,000, you will be required to submit a proof of the debt owed to you as at the date of my appointment before you can participate in the proceedings. A proof of debt form is enclosed for you to provide full details of your claim which should be completed and returned to my office as soon as possible.

If you believe that you hold any form of security or reservation of title, would you please forward details in writing to me as soon as possible.

Creditors registered for VAT may be able to claim VAT bad debt relief in accordance with Section 36 of the Value Added Tax Act 1994. Relief is available when the debt is six months old and "written off" by the creditor entering it on his VAT refunds-for-bad-debts-account.

Insolvency Practitioners have no role in administering VAT bad debt relief. Creditors who are uncertain how to claim should contact their VAT office or take professional advice.

You can also find useful information for creditors online through R3, the insolvency profession's trade body at www.creditorinsolvencyguide.co.uk.

The Prescribed Part for Creditors

The Company granted a floating charge to Pathway Finance S.A.R.L. on 28 September 2010. Accordingly, I am required to create a fund out of the Company's net floating charge property for unsecured creditors (known as the **Prescribed Part**).

Based on present information, I estimate the value of the Company's net floating charge property to be £102,000. Arising from this, the value of the unsecured creditors' fund is presently estimated to be £23,000. Please note that this estimate is subject to fluctuation and the final outcome can only be determined once all asset realisations have been made.

Information Request

Please inform me if you hold any property or monies belonging to the Company and note that you are not authorised to deal with them without prior approval in writing.

As Joint Liquidator, I have a duty to consider the conduct of those who have been directors of the Company at any time during the last three years. I also have a duty to consider whether any civil

proceedings should be taken against the directors or others for the recovery of, or contributions to, the Company's assets.

If you are aware of any matters in connection with the directors' conduct, or have any concerns regarding the way in which the Company's business has been conducted or potential recoveries for the estate, which you think may be relevant to my investigations, please complete the attached questionnaire. This request forms part of the Liquidator's usual investigation procedures and does not imply any criticism of the directors.

Your ability to opt out

Creditors have the right to elect to opt out of receiving further documents about the Liquidation, however where you choose to opt out, please be aware that you will continue to receive documents where:

- The Insolvency Act requires me to deliver a document to all creditors,
- It is notification of change in the appointed Liquidator or the Liquidator's contact details,
- It is notification about a dividend or proposed dividend, or
- It is a notice which the court orders to be sent to all creditors

Opting-out will not affect your entitlement to receive a dividend, in circumstances where a dividend is to be paid.

Although a creditor who has opted out is entitled to participate in the making of decisions in relation to the Liquidation, please note that by opting out you will not be given notice of decisions being sought.

In order to opt out of receiving further documents, please make your request in writing, signed and dated by you or (if a company) someone entitled to sign on the creditor company's behalf. You will become an opted-out creditor when the notice is received by my office. You may at any time revoke your election to opt out by a further notice in writing, sent in the same way.

Privacy and Data Protection

As part of my role as Joint Liquidator, I would advise you that I may need to access and use data relating to individuals. In doing so, I must abide by data protection requirements. Information about the way that we will use, and store personal data in relation to insolvency appointments can be found at <http://rollingsbutt.com/legal>. If you are unable to download this, please contact my office and a hard copy will be provided to you.

To the extent that you hold any personal data of the Company's data subjects provided to you by the Company or obtained otherwise, you must process such data in accordance with data protection legislation. Please contact John Pierce of my office if you believe this applies or require any further information or wish to discuss any aspect of the Liquidation.

Yours faithfully
For and on behalf of the Company

A handwritten signature in dark ink, appearing to read 'Mike Rollings', with a stylized flourish at the end.

Mike Rollings
Joint Liquidator

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NOTICE OF DECISION(S) BEING SOUGHT BY CORRESPONDENCE (A DECISION PROCEDURE)

Pursuant to S246ZE of the Insolvency Act 1986 and Rule 15.8 of Part 15 of the Insolvency (England and Wales) Rules 2016 (“the Rules”).

MANCHESTER CHEADLE CENTRE LIMITED (“the Company”) - In Creditors’ Voluntary Liquidation
Registered Number - 06954854

THE PROPOSED DECISIONS

The following decisions are proposed by the Liquidators (“the Convener”) as decisions to be made by the Company’s creditors by correspondence:

1. That the basis of the Joint Liquidators' remuneration be set as time costs as detailed in the fees estimate/information provided to creditors with this Notice.
2. That the Liquidators be authorised to draw Category 2 disbursements in accordance with their firm’s published tariff, provided to creditors with this Notice.
3. Whether a Liquidation Committee should be established if sufficient creditors are willing to be members of a Committee and if so, who the creditors’ wish to nominate for membership of the Committee.

ENSURING YOUR VOTES ON THE PROPOSED DECISIONS ARE COUNTED

In order for votes on the Proposed Decisions to be counted, a creditor must have delivered the **Voting Form** accompanying this Notice, together with a proof of debt in respect of their claim to the Convener (unless already submitted), whose contact details are below, on or before 28 February 2019 (**the Decision Date**), failing which their votes will be disregarded.

Appeal of Convener’s decision

Pursuant to Rule 15.35 of the Rules, any creditor may apply to the court to appeal a decision of the Convener. However, an appeal must be made within 21 days of the Decision Date.

Creditors’ Committee - nominations

Although creditors did not make the decision to establish a Liquidation Committee on my appointment, I am required under insolvency legislation to invite creditors to decide whether one should be established each time I seek a decision from them.

A decision on this matter is therefore included on the Voting Form. Any nominations for membership of the Committee must be received by the Convener on or before the Decision Date and will only be accepted if the Convener is satisfied as to the nominee’s eligibility to be a member of such Committee under Rule 17.4 of the Rules. Please note that nominations for membership can also be made on the Voting Form accompanying this notice.

Creditors with a small debt

Any creditor whose debt is treated as a small debt (less than £1,000 inclusive of VAT) must still deliver a proof of debt in respect of their claim with their Voting Form if they wish to vote on the Proposed Decisions.

Request for a physical meeting

Insolvency legislation also provides that creditors who meet certain thresholds, namely 10% in value of creditors, 10% in number of creditors or 10 creditors, may require a physical meeting to be held to consider the Proposed Decisions. Such a request must be made in writing to the Convener by no later than 5 business days after the date of delivery of this notice and should be accompanied by a proof of debt (unless already submitted).

Contact details

Documents required to be delivered to the Convener pursuant to this notice can be sent by post to the Liquidator at Rollings Butt LLP, 6 Snow Hill, London, EC1A 2AY, United Kingdom or alternatively by email to John.Pierce@rollingsbutt.com. Any person who requires further information may contact John Pierce by telephone on 020 7002 7964 or alternatively by e-mail at John.Pierce@rollingsbutt.com.

Dated: 12 February 2019

Signed: .....
Joint Liquidator

**Report to Creditors and Members of
Manchester Cheadle Centre Limited (In
Liquidation) on the Joint Liquidators'
appointment by Physical Meeting on 29
January 2019**

Pursuant to R6.15 of the Insolvency (England & Wales) Rules 2016

CONTENTS

- 1** Appointment of Joint Liquidators
- 2** Creditor Decisions

1 Appointment of Joint Liquidators

- 1.1 Manchester Cheadle Centre Limited ("the Company") was placed into Creditors' Voluntary Liquidation following the passing of resolutions by the members on 29 January 2019. The members appointed Michael David Rollings and Steven Edward Butt as Joint Liquidators on the same date.
- 1.2 A decision of creditors on the nomination of a Liquidator was sought by Physical Meeting on 29 January 2019 ("the Decision Date").
- 1.3 I would confirm that a creditors' meeting was held on 29 January 2019 following a request by creditors who met one of the thresholds in the insolvency legislation permitting a physical meeting to be convened. At that meeting, my appointment as Joint Liquidator was confirmed by creditors attending and voting in person or by proxy.

2 Creditor Decisions

- 2.1 In addition to the Joint Liquidators' appointment on the Decision Date, I would advise that the following decisions were also agreed on the Decision Date:
- £10,000 plus disbursements and VAT and was authorised to be paid as an expense of the Liquidation to Rollings Butt LLP, in respect of the preparation of the Statement of Affairs and for their assistance in seeking a decision of creditors on the nomination of a Liquidator.
 - That a Liquidation Committee will not be formed in the Liquidation.

Creditor Questionnaire
Investigation into the Affairs of
Manchester Cheadle Centre Limited – In Liquidation (“the Company”)

Creditor's Name and Address	
Estimated value of your claim	£
If the estimated claim exceeds the credit limit, on what basis or terms was the additional credit allowed?	
Please provide details of any comfort, security or assurance given to you by the Company to allow the continuance of credit	
When did you first become aware of difficulties in getting payment from the Company and what was the evidence of this? (eg, extended credit, lump sum payments, dishonoured cheques)	

/Cont...

<p>Please provide details (including dates) of any Writs, summons, decrees or other legal action you took to recover your debt from the Company</p>	
<p>Please provide details of any cheques which were dishonoured, including dates and amounts</p>	
<p>Are there any particular matters you feel should be reviewed or are you aware of any potential recoveries for the estate which I should investigate as Liquidator? If so, please provide brief details</p>	

Date: _____

Signature: _____

Print name: _____

Position: _____

Proof of Debt Form

Manchester Cheadle Centre Limited

1	Creditor Name (If a company, please also state company registration number)	
2	Address of creditor for correspondence	
3	Email address for creditor	
4	Total amount of claim, including VAT and outstanding uncapitalised interest <i>Note: Any trade or other discounts (except discount for immediate or early settlement) which would have been available to the company but for the insolvency proceedings should be deducted from the above claim where relevant. Where any payment is made in relation to the claim or set-off applied after date of winding-up, this should be deducted</i>	£
5	If the amount in 4 above includes outstanding uncapitalised interest, please state the amount	£
6	Details of any documents by reference to which the debt can be substantiated (please attach copies)	
7	Particulars of how and when the debt was incurred by the Company	
8	Particulars of any security held, the value of the security, and the date it was given	Value = £ Date given / /
9	Particulars of any reservation of title claimed, in respect of goods supplied to which the claim relates	
10	Signature of creditor or person authorised to act on his behalf	
11	Name in BLOCK CAPITALS	
12	Date	
13	Position with or in relation to creditor Address of person signing (if different from 2 above)	

Voting Form (Creditors' Voluntary Winding Up)

Name of Company

Manchester Cheadle Centre Limited

Company number

06954854

Please indicate whether you are in favour or against each of the decisions set out below and return this form with a proof of debt (if not already submitted) to Rollings Butt LLP, 6 Snow Hill, London, EC1A 2AY, United Kingdom, on or before **28 February 2019** (the **Decision Date**) in order that approval may be determined.

		In Favour (✓)	Against (✓)
1	That the basis of the Joint Liquidators' remuneration be set as time costs as detailed in the fees estimate/information provided to creditors with this Notice.		
2	That the Liquidators be authorised to draw Category 2 disbursements in accordance with their firm's published tariff, details of which accompanied the decision notice.		
3	Whether a Liquidation Committee should be established if sufficient creditors are willing to be members of a Committee		

Liquidation Committee

The Insolvency Rules require that where a decision is sought from creditors, it is necessary to invite creditors to decide on whether a liquidation committee should be established. The Insolvency Rules also state that where the creditors decide that a creditors' committee should be established, it cannot be established unless it has at least three (and no more than five) members. Therefore, if you believe a liquidation committee should be established, please nominate below a member who is prepared to represent you as a member of the committee.

I am seeking that a liquidation committee be established

YES / NO*

*delete as applicable

I wish to nominate _____ (insert name)

Representing _____ (insert name of creditor)

to be a member of the committee

Please complete the section below before returning the form

Name of Creditor	
Signature on behalf of creditor	
Position with creditor or relationship to creditor or other authority for signature - please indicate	
Is the signatory the sole member of a body corporate?	YES / NO
Date of signing	

Manchester Cheadle Centre Limited (“the Company”)

Fees Information in accordance with The Insolvency (England and Wales) Rules 2016 and Statement of Insolvency Practice 9

Fees Overview

Prior to an insolvency practitioner agreeing the basis of his remuneration as liquidator, details of the work proposed to be done and the expenses it is considered will be, or are likely to be, incurred in dealing with a company's affairs must be provided to creditors.

In addition, where the liquidator proposes to take all or any part of this remuneration based on the time he and his staff will spend dealing with the affairs of the insolvent company, a **fee estimate** must also be provided. This will outline the anticipated cost of that work, how long it is anticipated the work will take and whether any further approvals may be needed from creditors in due course.

It should be noted that a **fee estimate** may be provided to a particular milestone or for a designated period in a case, where it is not possible to accurately estimate the work that will need to be done at the outset.

Creditors should be aware that the **fee estimate** is based on all of the information available now and may be subject to change due to unforeseen circumstances that may arise during the liquidation. If it is considered that the **fee estimate** will be exceeded, the liquidator will provide an update and seek approval to increase the previously agreed **fee estimate**.

Work anticipated and the likely return to creditors

Some of the work undertaken by an insolvency practitioner is required by statute and may not necessarily provide a financial benefit to creditors. Examples of this work include investigations required by Statement of Insolvency Practice 2 and the Company Directors Disqualification Act 1986 or dealing with the claims of former employees via the National Insurance Fund.

Where the work to be done is anticipated to produce a financial benefit to creditors, this will be stated and it may be necessary for the Joint Liquidators to instruct third parties to assist in this process because of a particular expertise that the third party may bring such as valuation, tax or legal advice.

Where it is practical to do so, a liquidator will provide an indication of the likely return to creditors when seeking approval for the basis of his remuneration. Again, due to the complex nature of the work undertaken by insolvency practitioners and the uncertainties that may exist in relation to the realisation of a company's assets at the outset of a case, this may not be possible. The Joint Liquidators are, however, required by statute to provide periodic reports to creditors on the progress of a case which will include an update as to the likely return creditors may expect.

Proposed Fee Basis

In this case, it is being proposed that the basis of our remuneration as Joint Liquidators will be based on the time spent by the Joint Liquidators and our staff in dealing with the Company's affairs. Attached to this document is our **fee estimate**, together with an explanation of the work we propose undertaking.

Each part of the work to be undertaken will necessarily require different levels of expertise and therefore related cost. In order to aid understanding, for the purposes of our **fee estimate**, we have indicated an average hourly rate of the grades of staff such as the Joint Liquidators, the case manager and the case associate when estimating the total hours to be spent on each part of the work.

This **fee estimate** is produced on the basis of all the work we currently propose will be necessary in the liquidation. If we consider the **fee estimate** will be exceeded, we will notify creditors accordingly, provide a revised estimate and seek further approval for our increased fees.

Outline of work to be done by the Joint Liquidators

Below are details of the work we propose undertaking in support of the **fee estimate** for the liquidation:

Administration (including statutory compliance & reporting)

Liquidators are required to carry out certain tasks in nearly every insolvency assignment, namely administrative duties and dealing with the Company's creditors. Whilst these tasks are required by statute or regulatory guidance, or are necessary for the orderly conduct of the proceedings, they do not necessarily produce any direct financial benefit for creditors, but nonetheless still have to be undertaken.

This work includes:

- Notifying creditors of the Joint Liquidators' appointment and other associated formalities, including statutory advertising and filing relevant statutory notices at Companies House.
- Preparing and issuing annual progress reports to members and creditors.
- Lodging periodic returns with the Registrar of Companies for the liquidation.
- Complying with statutory duties in respect of the liquidator's specific penalty bond.
- Creation, maintenance and update of case files on the firm's insolvency software.
- Redirection of the Company's mail to the liquidator's office.
- Securing the Company's books and records and compliance with the General Data Protection Regulation ("GDPR").
- Completion and filing of the notice of the Company's insolvency to HM Revenue & Customs ("HMRC").
- Initial assessment required by Statement of Insolvency Practice 2 and the Company Directors Disqualification Act 1986 ("CDDA") including the review of the Company's books and records and the identification of potential further asset realisations which may be pursued in the liquidation.
- Submitting a statutory report to the Insolvency Service under the CDDA.
- Periodic case progression reviews (typically at the end of Month 1 and every 6 months thereafter).
- Opening, maintaining and managing the liquidation estate cashbook and bank account.
- Dealing with all post-appointment VAT and corporation tax compliance.
- Liaison with secured creditors, obtaining charge documents and validating the security.
- Closing the liquidation and preparing and issuing the liquidators final account to prescribed parties.

Realisation of assets

Work done by the Joint Liquidators, their staff and any third parties engaged to assist the Joint Liquidators in realising the Company's assets will, it is anticipated, provide a financial benefit to creditors. This may involve realising assets to facilitate a distribution to secured creditors of the Company only (from which a Prescribed Part fund may be derived for the benefit of unsecured creditors) or may, depending on realisations and the extent of any 3rd party security, result in a distribution to the preferential and/or unsecured creditors of the Company. Further information on the likely outcome of the liquidation process will be provided in the Joint Liquidators' subsequent progress reports.

Creditors (claims and distributions)

As Joint Liquidators, we will deal with all secured and unsecured creditor correspondence and claims as received, including any claims of creditors under retention of title. Based on the Company's estimated statement of affairs, we currently think that after taking into consideration the costs of realising the assets

and dealing with the statutory formalities of the liquidation process and the related costs and expenses, a distribution may become available to the secured and unsecured creditors. We will deal with the review and adjudication of creditors' claims as appropriate, if and when it is determined that a dividend is to be declared to that class of creditor.

It should be noted that the above is based on the estimated statement of affairs and the projected realisable value of the Company's assets which at this stage is unconfirmed, together with the anticipated costs of the liquidation. We will undertake appropriate investigations into, and obtain valuations of, the Company's assets and will confirm the likely return to creditors in our first progress report.

Investigations

As Joint Liquidators, we are required to conduct investigations into the conduct of the directors of the Company 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).

This work may not necessarily lead to any financial benefit to creditors yet is work we are required to undertake by statute. We have included the time we consider will be needed to comply with the above legislation within *Administration* above.

If, however, our initial investigations reveal that further recoveries may be available for the insolvent estate, all work undertaken to pursue these recoveries will be estimated within this time category.

At this stage we do not foresee any substantial investigation work will be required, but if following the conclusion of our initial investigations we consider that further investigation work is then required to pursue assets of the Company, we will provide creditors with an update on our **fee estimate**.

Case Specific Matters

This relates to time incurred in dealing with matters specific to this liquidation which are outside the scope of the other standard activity codes referred to elsewhere. Should case specific work be undertaken, we will provide details of this in our first progress report.

Joint Liquidators' Expenses

As also noted, we are required to provide creditors with details of the expenses we consider will be, or are likely to be, incurred in the liquidation. These predominantly include routine expenses associated with an insolvency case such as statutory advertising costs or the Liquidators' specific penalty bond.

Below is a summary of the expenses we consider will be, or are likely to be, incurred in this case. We will provide a further update in our first progress report to creditors at the anniversary of our appointment as Joint Liquidators or sooner, if the case is concluded beforehand. Please note the below amounts exclude VAT.

Expense	Estimated Cost (£)
Solicitors' costs in relation to the validity of the fixed and floating charge security and any matters arising	5,000
Statutory Advertising	398
Liquidators' specific penalty bond	420
External storage of Company's books and records	7
External meeting room hire	50
Category 2 disbursements charged by the firm	
Printing	15

Rollings Butt LLP's Charge-out rates and Category 2 disbursements policy

Attached to this document are details of the firm's current charge out rates and policy regarding the re-charge of Category 2 disbursements.

Category 2 disbursements require approval from creditors. These are costs which are directly referable to the appointment in question but are not payments which are made to an independent third party and may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis such as internal room hire, document storage or business mileage. Any Category 2 disbursements which this firm proposes to charge in this case are reflected in the table of expenses above. Approval to charge these will be sought from creditors when the basis of our remuneration as Joint Liquidators is fixed.

It should be noted that the firm's charge-out rates may increase periodically. If any such increases impact on the **fee estimate** for the liquidation, creditors will be notified accordingly.

Grade	Rate (£ per hour)
Partner	495
Director	395
Manager	250
Associate	150-225

Disbursement	Cost
Printing	15 pence per sheet
Photocopying	15 pence per sheet
Travel (car)	45 pence per mile

Joint Liquidators' Fees Estimate

Below is our **fee estimate** for the liquidation. The work the Joint Liquidators anticipate undertaking in relation to this estimate has been outlined above. It should be noted that this is an estimate for the entire liquidation, and if we consider this estimate will be exceeded, we will advise creditors and seek approval for our revised **fee estimate** as appropriate.

Classification of Work Function	Partner	Manager	Associate	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Administration & Planning	2.00	2.00	35.00	39.00	7,790.00	199.74
Case Specific Matters	0.50	-	1.00	1.50	427.50	285.00
Creditors	1.00	2.00	23.00	26.00	5,135.00	197.50
Investigations	4.00	2.00	14.00	20.00	5,000.00	250.00
Realisation of Assets	1.00	1.00	5.00	7.00	1,645.00	235.00
Total Hours	8.50	7.00	78.00	93.50	19,997.50	213.88