Joint Liquidators' Progress Report from 18 July 2023 to 17 July 2024

Dickens Heath
Development Limited

- in liquidation

16 September 2024



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Abbreviations and definitions

The following table shows the abbreviations and insolvency terms that may be used in this report:

Abbreviation or definition	Meaning
Bank	Royal Bank of Scotland Plc - a secured creditor
Company	Dickens Heath Development Company Limited
DHMC	Dickens Heath Management Company Limited
Firm/ PwC	PricewaterhouseCoopers LLP
HMRC	HM Revenue and Customs
IA86	Insolvency Act 1986
IR16	Insolvency (England and Wales) Rules 2016
Joint Liquidators/we/us/our	David Robert Baxendale and Robert Jonathan Hunt to 8 November 2016 and David Robert Baxendale and Toby Scott Underwood from 8 November 2016 to 15 November 2021 and David Robert Baxendale and David James Kelly from 16 November 2021
Preferential creditors	Generally, claims for unpaid wages earned in the four months before the insolvency up to £800, holiday pay and unpaid pension contributions in certain circumstances
Prescribed part	The amount set aside for unsecured creditors from floating charge funds in accordance with Section 176A IA86 and the Insolvency Act 1986 (Prescribed Part) Order 2003
Secured creditors	Creditors with security in respect of their debt, in accordance with Section 248 IA86
Unsecured creditors	Creditors who are neither secured nor preferential

This report has been prepared by David Robert Baxendale and David James Kelly as Joint Liquidators of the Company, solely to comply with the Joint Liquidators' statutory duty to report to creditors under the applicable insolvency legislation on the progress of the liquidation, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.

This report has not been prepared in contemplation of it being used, and it is not suitable to be used, to inform any investment decision in relation to the debt of or any financial investment in the Company.

Any estimated outcomes for creditors included in this report are illustrative only and cannot be relied upon as guidance as to the actual outcome for creditors.

Any persons choosing to rely on this report for any purpose or in any context other than under insolvency legislation reporting requirements do so at their own risk. To the fullest extent permitted by law, the Joint Liquidators do not assume any liability in respect of this report to any such person.

Please note you should read this report in conjunction with the Joint Liquidators' previous reports issued to the Company's creditors, which can be found at www.pwc.co.uk/dickens. Unless stated otherwise, all amounts in this report and appendices are stated net of VAT.

David Robert Baxendale and David James Kellyhave been appointed as Joint Liquidators of the Company. Both are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England

and Wales. The Joint Liquidators are bound by the Insolvency Code of Ethics which can be found at: https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics

The Joint Liquidators may act as controllers of personal data as defined by UK data protection law depending upon the specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a processor on the instructions of the Joint Liquidators. Personal data will be kept secure and processed only for matters relating to the Joint Liquidators' appointment. Further details are available in the privacy statement on the PwC.co.uk website or by contacting the Joint Liquidators.

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Key messages

Why we've sent you this report

We're writing to update you on the progress of the liquidation of the company in the 12 months since our last report dated 7 September 2023.

You can still view our earlier reports on our website at www.pwc.co.uk/dickens. Please get in touch with Adam Thompson at adam.x.thompson@pwc.com if you need the password to access the reports.

How much creditors have received

The following table summarises the possible outcome for creditors, based on what we currently know.

Class of creditor	Current estimate (p in £)	Previous estimate (p in £)
Preferential creditors	N/A	N/A
Unsecured creditors	A further 0.4 - 0.7 (1.4p in £ paid to date)	2 - 3

What you need to do

We've asked for outstanding claims from unsecured creditors so that we can agree them for dividend purposes.

If you haven't already done so, please send your claim to us so that we can agree it. A claim form can be downloaded from our website at www.pwc.co.uk/dickens or you can get one by contacting Adam Thompson at adam.x.thompson@pwc.com.

If you have already submitted your claim, then this report is for your information and you don't need to do anything.

Overview of what we've done to date

This is our twelveth progress report to members and creditors. You may wish to refer to our previous reports which can be found at www.pwc.co.uk/dickens.

As explained previously, the previous receivers were appointed over the Company's assets which were subject to a fixed charge. The receivers realised all the assets under their appointment and ceased to act in August 2018. After discharging the liability due to the Bank as secured creditor, there was a surplus passed to the liquidation.

Assets have been realised as set out below:

	Estimated to realise per the statement of affairs	Current Status
	£	£
Assets subject to fixed charge		
Garden Square East Slab	3,500,000	Sold by receivers
Commercial Properties: 73, 35, 77 Main Street, Dickens Heath	440,000	Sold by receivers
Garden Squares Phase 1, residential properties	2,945,250	Sold by receivers
Garden Squares Phase 1, commercial properties	175,000	Sold by receivers
Waterside commercial properties	600,000	Sold by receivers
Waterside residential property	158,400	Sold by receivers
Assets to be realised by the Joint Liquidators	£	£
Accounts receivable (historic ground rents)	4,300	512,027
Bank interest	-	10,905
Ground rent portfolio	800,000	1,149,515
Refunds	-	17,910
	804,300	1,690,357

Surplus funds of £896k were received from the Receivers upon them vacating office.

When we last reported, the key outstanding matters in the liquidation were as follows:

- Finalising matters with DHMC;
- Paying a second and final distribution to the unsecured creditors;
- Drawing our final fees for our work;
- Preparing our final account for the liquidation;
- Filing notice of the move to dissolution at Companies House.

Outcome for creditors

Secured creditors

As reported previously, the Bank's lending to the Company at the date of the receivers' appointment was c£7.5m and was secured by a debenture dated 4 December 2007. This security gave the Bank fixed and floating charges over all the Company's assets. The Bank recovered its lending in full from the receivership assets.

The Metropolitan Borough of Solihull also held a debenture in relation to the Company. The receivers confirmed that this charge was removed when the sale of the Garden Square East Slab was completed.

Preferential creditors (mainly employees)

As reported previously, there are no preferential creditors of this Company.

Unsecured creditors

Dividends become available for unsecured creditors when there are sufficient funds (after costs of the liquidation) to pay the secured and preferential creditors in full, with an amount left over. In certain circumstances, part of the amount available for secured creditors may be ring-fenced for the benefit of unsecured creditors.

This prescribed part is paid out of 'net property', which is floating charge realisations after costs, and after paying – or setting aside enough to pay – preferential creditors in full. It only has to be made available where the floating charge was created on or after 15 September 2003.

As the secured creditor has recovered its lending in full from fixed charge assets, the prescribed part does not apply in this case. We have previously paid an interim distribution to unsecured creditors that had proved their debt totalling 1.4 pence in the pound. The total funds distributed were £498,557 in June 2018.

In our previous communication, we expressed an intention to issue the final dividend to unsecured creditors within a 3-6 month timeframe. This was contingent upon concluding outstanding matters in relation to the assets of the Company and management of the ground rent portfolio.

We are however currently awaiting finalisation of the transfer of the residual assets tied to the ground rent portfolio and completing necessary administrative tasks related to the transfer of the remaining land and roads. Once this transfer is completed and the appropriate clearances received, the liquidators can prepare the final distribution to unsecured creditors.

Further details about this work can be found in the next section in this report.

Progress since we last reported

Asset Realisations

Transfer of communal land associated with the ground rent

As previously reported, it is our objective to transfer the nature reserve, communal land, and common parts to DHMC as part of the completion of the final matters associated with the liquidation. While there are no barriers to the transfer itself, there are covenants in place preventing changes to the use of the land and therefore making the transfer value nil.

Before this transfer can be completed however, we need to deal with a transfer of the unadopted roads as these will not form part of the transfer to DHMC, The initial strategy for the adoption of these roads was to transfer them to Solihull Metropolitan Borough Council.

We have made some progress with the council, including having plans drawn up to facilitate a transfer, however, given both local and general elections there have been challenges in the last couple of months in getting engagement with the council although some of the residents, for whom the uncertain position is causing significant frustration, have re-engaged with the council around this recently.

We also have the option of disclaiming this land and passing it over to the Crown, however to date we have been keen to avoid this if possible. In light of the passage of time and continued accrual of costs, if there is no meaningful engagement with the council and a clear pathway to transferring the land by the end of this calendar year then we'll reconsider the option to surrender the land and proceed to take steps to close out the remaining matters.

Upon the completion of the remaining matters associated with DHMC, the liquidators will look to transfer the controlling interest (golden share) of the management company outside of the liquidation in order to allow the liquidation to proceed to closure.

Statutory and compliance

During the period, we have prepared and submitted the previous progress report and we have also undertaken case progression reviews to ensure that the liquidation continues to progress, in compliance with statutory requirements, towards ultimate closure once outstanding matters are complete.

Connected party transactions

There have been no connected party transactions in the period covered by this report.

Investigations and actions

Nothing has come to our attention during the period under review to suggest that we need to do any more work in line with our duties under the Company Directors' Disqualification Act 1986 and Statement of Insolvency Practice No.2.

Our receipts and payments account

We set out in Appendix A an account of our receipts and payments in the liquidation from 18 July 2023 to 17 July 2024.

Our expenses

We set out in Appendix B a statement of the expenses we've incurred to the date covered by this report and an estimate of our future expenses.

Our fees

We set out in Appendix C an update on our fees, expenses and other related matters.

Creditors' rights

Creditors have the right to ask for more information within 21 days of receiving this report as set out in Rule 18.9 IR16. Any request must be in writing. Creditors can also challenge our fees and expenses within eight weeks of receiving this report as set out in Rule 18.34 IR16. This information can also be found in the guide to fees at:

https://www.icaew.com/-/media/corporate/files/regulations/insolvency/creditors-guides/2021/liquidations-creditor-fee-guide-1-april-2021.ashx

You can also get a copy free of charge by telephoning Adam Thompson on 0113 289 4000.

What we still need to do

In order to conclude our work in the liquidation we still need to conclude the following matters:

- Finalising matters with DHMC;
- Paying a second and final distribution to the unsecured creditors;
- Drawing our final fees for our work;
- · Preparing our final account for the liquidation;
- Filing notice of the move to dissolution at Companies House.

Next report

We expect to send our next report to creditors at the end of the liquidation or in about 12 months, whichever is sooner.

If you've got any questions, please get in touch with Adam Thompson on 0113 289 4000 or at adam.x.thompson@pwc.com.

Yours faithfully

David Baxendale Joint Liquidator

Appendices

Appendix A: Receipts and payments

From appointment to 17 July 2024 (£)	18 July 2023 to 17 July 2024 (£)	Brought forward from 17 July 2023 (£)	Receipts	Statement of affairs
1,149,514.60	-	1,149,514.60	Freehold property (Ground Rent Portfolio)	
895,900.57	_	895,900.57	Receivers' funds received	
512,026.67	_	512,026.67	Ground rents	
2,400.00	_	2,400.00	Contribution to legal costs	,
901.05	_	901.05	Accounts receivable	4,300
500.00	_	500.00	Third Party Funds	_
17,910.25	_	17,910.25	Refunds	
10,904.86	-	10,904.86	Interest received gross	_
642.23	642.23	-	Trade & Expense Creditors	
2,590,700.23	642.23	2,590,058.00	Total -	
			Payments	
(310,000.00)	(75,000.00)	(235,000.00)	Liquidators' fees (time costs basis)	
(7,500.00)	-	(7,500.00)	Statement of affairs fee	
(2,703.71)	(615.91)	(2,087.80)	Liquidators' disbursements	
(423,914.20)	(19,602.89)	(404,311.31)	Agent's fees	
(54,958.26)	-	(54,958.26)	Data room costs	
(284,945.08)	-	(284,945.08)	Legal fees & Expenses	
(124,123.76)	-	(124,123.76)	Corporation tax / Income tax	
(100,000.00)	_	(100,000.00)	Loan to Manco	
(200,000.00)	-	(200,000.00)	Settlement agreement - Manco	
(213,798.53)	(19,043.76)	(194,754.77)	Irrecoverable VAT	
(75.00)	-	(75.00)	Statutory advertising	
(39.70)	-	(39.70)	Finance / Bank interest & charges	
(1,722,058.24)	(114,262.56)	(1,607,795.68)	Total -	
(498,557.45)	-	(498,557.45)	Distribution to unsecured creditors of 1.4p in £ on 21 June 2018	
370,084.54	(113,620.33)	483,704.87	Balance at bank held in non-interest bearing account to the R&P	

- 1. Amounts shown exclude VAT. All VAT is irrecoverable in the liquidation.
- 2. There have been no payments made to us, our firm or our associates other than from the insolvent estate as shown in the receipts and payments account provided above.
- 3. On 21 June 2018 we paid a dividend to unsecured creditors at the rate of 1.4 pence in the \pounds
- 4. Funds are now held in a non-interest bearing account.
- 5. We do not expect to pay any further corporation tax in the liquidation as we have received clearance from HMRC and do not envisage any additional realisations in the liquidation.
- 6. The trade & expense creditor written back in the period are unbanked distributions that will be reissued alongside the final distribution to unsecured creditors.

Appendix B: Expenses

Expenses are amounts properly payable by us as liquidators from the estate, but excludes our fees and distributions to creditors. These include disbursements which are expenses met by and reimbursed to an office holder in connection with an insolvency appointment.

Expenses fall into two categories:

Expense	SIP9 definition
Category 1	Payments to persons providing the service to which the expense relates who are not an associate of the office holder.
Category 2	Payments to our firm or our associates or which have an element of shared costs (for example, photocopying and mileage disbursements, or costs shared between different insolvent estates).

We don't need approval from creditors to draw Category 1 expenses as these have all been provided by third parties but we do need approval to draw Category 2 expenses. The body of creditors who approve our fees (in this case the unsecured creditors) also has the responsibility for agreeing the basis for payment of Category 2 expenses.

The rate for services provided by the Liquidators' own firm (Category 2 expenses) may periodically rise (for example to cover annual inflationary cost increases) over the period of the liquidation. All other disbursements to be charged at cost.

The following table provides a breakdown of the Category 2 expenses incurred in the period, together with details of the Category 1 expenses that have been incurred as disbursements by PwC and will be recharged to the case:

Category	Provided by	Basis of cost	Costs incurred (£)
2	PwC	Photocopying - up to 10 pence per side copied, only charged for circulars to creditors and other bulk copying.	-
2	PwC	At a maximum of 71 pence per mile (up to 2,000cc) or 93 pence per mile (over 2,000cc)	-
1	PwC	Storage costs	5.98

The expense policy set out above has been approved by creditors. The table below provides details of all the expenses incurred in the liquidation. We have included liquidators' fees in this table to remain consistent with our prior reports.

	Brought forward at 17 July 2023	Incurred in the period	Paid in the period	Unpaid at 17 July 2024	Estimated future expenses
Expense incurred	£	£	£	£	£
Liquidators' fees (Note 1)	527,731.75	32,035.19	75,000.00	484,766.94	52,000.00
Liquidators' expenses	627.37	5.98	615.91	17.44	500.00
Legal fees	5,083.20	-	-	5,083.20	5,000.00
Bank charges	-	-	-	-	40.00
Agent's fees & disbursements	14,225.73	5,377.16	19,602.89	-	6,000.00
Statutory advertising	-	-	-	-	-
Irrecoverable VAT	-	19,043.76	19,043.76	-	12,700.00
Total	547,668.05	56,462.09	114,262.56	489,867.58	76,240.00

Note 1 - Whilst not strictly necessary to be included in this table, our fees are included here for consistency with previous reports and to provide a better understanding of the overall position.

The table should be read in conjunction with the receipts and payments account at Appendix A, which shows expenses actually paid during the period and the total paid to date.

Appendix C: Remuneration update

Our fees were approved on a time costs basis at the meeting of creditors on 18 July 2012. This approval allows us to draw fees by reference to the time properly given by us and our staff in dealing with the liquidation.

We have drawn total fees to date of £310,000 in line with the approval given; we have drawn fees in the period covered by this report of £75,000. Total time costs of £794,727.66 have been incurred since our appointment, as shown on the enclosed summary below.

The time cost charges incurred in the period covered by this report are £32,035.19 which represents 52.8 hours at an average hourly rate of £606.73 This amount does not necessarily reflect how much we will eventually draw as fees for this period.

We set out later in this Appendix details of our work to date, anticipated future work, expenses, subcontracted work and payments to associates.

Our hours and average rates

Work Type	Partner	Director	Senior Manager	Manager	Senior Associate	Associate	Offshore Professionals	Hours	Total Cost (£)	Average hourly rate (£)	Cumulative time costs (£)
Accounting and Treasury	0.50			0.85	5.95	1.75		9.05	4,945.44	546.46	94,227.19
Assets	3.65				6.00			9.65	6,869.75	711.89	335,011.30
Creditors					0.30			0.30	162.00	540.00	5,500.40
Investigations								-	-	-	23,118.40
Statutory and											
Compliance	0.25		2.00	4.20	10.60	0.30	4.00	21.35	12,750.50	597.21	114,799.62
Strategy and Planning	0.40			2.05	9.30			11.75	7,002.00	595.91	107,226.70
Tax and VAT					0.20	0.50		0.70	305.50	436.43	114,844.05
Grand Total	4.80	-	2.00	7.10	32.35	2.55	4.00	52.80	32,035.19	606.73	794,727.66

Our time charging policy and hourly rates

We and our team charge our time for the work we need to do in the liquidation. We delegate tasks to suitable grades of staff, taking into account their experience and any specialist knowledge that is needed and we supervise them properly to maximise the cost effectiveness of the work done. Anything complex or important matters of exceptional responsibility are handled by our senior staff or us.

All of our staff who work on the liquidation (including our cashiers, support and secretarial staff) charge time directly to the case and are included in any analysis of time charged. Each grade of staff has an hourly charge out rate which is reviewed from time to time. For the avoidance of doubt, work carried out by our cashiers, support and secretarial staff is charged on a time costs basis and is included in the analysis of hourly rates charged by partners or other staff members. Time is charged in three minute units (i.e. 0.05 units). We don't charge general or overhead costs.

We set out below the maximum charge-out rates per hour for the grades of our staff who already or who are likely to work on the liquidation.

Grade	Up to 30 June 2024	From 1 July 2024
	£	£
Partner	995	1,050
Appointment taking director	960	1,000
Director (not appointee)	915	950
Assistant director	900	920
Senior manager	860	875
Manager	730	750
Senior associate	540	575
Associate	395	400
Support staff	160	160
Offshore professionals	395 - 540	400 - 575

We call on colleagues such as those in our Tax, VAT, Real Estate and Pensions departments where we need their expert advice. We may also utilise Technology Specialists from the wider Business Restructuring Services team or other parts of our firm. Their specialist charge-out rates vary but the following are the maximum rates by grade per hour.

Grade	Up to 30 June 2024	From 1 July 2024
	£	£
Partner	1,680	1,965
Director	1,540	1,815
Senior manager	1,425	1,485
Manager	860	1,080
Senior associate/consultant	640	765
Associate/assistant consultant	415	415
Support staff	230	235
Offshore professionals	395 - 540	400 - 575

In common with many professional firms, our scale rates may rise eg to cover annual inflationary cost increases.

Our work in the period

Earlier in this section we have included an analysis of the time spent by the various grades of staff. Whilst this is not an exhaustive list, in the following table we provide more detail on the key areas of work.

Work undertaken	Why the work was necessary	What, if any, financial benefit the work provided to creditors OR whether it was required by statute
Accounting and treasury		
Managing and reconciling the bank account Processing invoices for payment	For proper management of funds held	Ensures proper management of funds held
Assets		
 Coordinating the disposal of the remaining assets of the Company, namely the communal land and nature reserve Liaising with DHMC and the Council in respect of the transfer of unadopted roads 	To realise funds or dispose of assets in the liquidation	Maximises potential returns to creditors
Creditors		
 Responding to creditor queries Providing updates to creditors Writing back unbanked distribution cheques to creditors to reissue with final dividend 	To keep creditors updated on progression	Returns funds to creditors
Statutory and compliance		
 Preparation, review and circulation of the annual progress report Updating case website Filing of case correspondence Maintaining case files and records Dealing with the Company books & records Statutory file reviews by the appointees 	To comply with statutory requirements	Statutory and regulatory requirements
Strategy and Planning		
Progression meetingsStrategy meetings and case handover meetings	To ensure effective case management	Ensures orderly progression of the liquidation Optimises the strategy for concluding the liquida

Our future work

We still need to do the following work in the liquidation.

Work undertaken	Estimated cost (£)	What, if any, financial benefit the work provided to creditors OR whether it was required by statute
Accounting and treasury		
 Managing and reconciling the bank account Processing and allocating receipts Processing invoices for payment Verifying account details Processing the final distribution to creditors Dealing with unclaimed distribution cheques Bank account closure 	• 6,000	Ensures proper management of funds held
Assets		
 Arranging for the disposal of the remaining assets of the Company, namely the communal land and nature reserve Dealing with the transfer of the golden share in DHMC 	• 6,500	Maximises potential returns to creditors
Creditors		
 Responding to creditor queries Providing updates to creditors Issuing Notice of Intention to Distribute final dividend to creditors Reviewing and agreeing any new creditor claims received Distributing funds to creditors (final) Dealing with unclaimed dividends and any queries arising from the distribution 	• 13,500	 Provides updates to creditors Returns funds to creditors
Statutory and compliance		
Preparation, review and circulation of the annual progress report Updating case website Filing of case correspondence Maintaining case files and records Dealing with the Company books & records Statutory file reviews by the appointees	• 12,000	Statutory and regulatory requirements

Strategy and Planning		
 Preparing the final distribution strategy to return funds to creditors Progression meetings Strategy meetings and case handover meetings Closure strategy 	• 8,000	 Ensures orderly progression of the liquidation Optimises the strategy for concluding the liquidation
Closure Procedures		
 Planning for case closure Clearance requests before leaving office Conducting closure reviews Preparing the final progress report Filing relevant notices to exit office Systems closure 	• 6,000	Statutory and regulatory requirements

Payments to associates

No payments have been made to associates or any party who could reasonably be perceived as an associate during the period of this report. Relevant parties have been chosen due to their specific area of expertise or technical knowledge and payments to those parties based on standard commercial terms.

Our relationships

We have no business or personal relationships with the parties who approve our fees or who provide services to the liquidation where the relationship could give rise to a conflict of interest.

Details of subcontracted work

We have appointed Robert Wiggins and William Wardrop in order to assist us on a consultancy basis with the realisation of the ground rent portfolio and collection of arrears due. Their knowledge and expertise has been instrumental in the sale of the properties and maximising realisations from the property portfolio.

Legal and other professional firms

We instructed the following professionals on this case:

Service provided	Name of firm/ organisation	Reason selected	Basis of fees
Legal advice	Dentons LLP	Relevant expertise	Time Costs
Consultancy in relation to the ground rent portfolio	Robert Wiggins	Relevant expertise	Time Costs
Consultancy in relation to the ground rent portfolio	·	Relevant expertise	Time Costs
Property Agents	Lambert Smith Hampton Group Limited (LSH) Sanderson Weatherall LLP	Relevant expertise & industry knowledge The team from LSH moved to Sanderson Weatherall and the contract has been novated	Percentage realisations & time costs capped at £3,000

Appendix D: Other information

Company's registered name:	Dickens Heath Development Company Limited
Frading name:	As Above
Registered number:	04319615
Registered address:	Central Square, 8th Floor, 29 Wellington Street, LS1 4DL
Date of the Liquidators' appointment:	18 July 2012
Liquidators' names, addresses and contact details:	David Robert Baxendale and David James Kelly of PricewaterhouseCoopers LLP, Central Square, 8th Floor, 29 Wellington Street, LS1 4DL
	Contact: Adam Thompson on 0113 289 4000 or at adam.x.thompson@pwc.com