

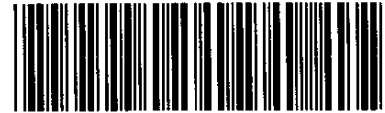
AM10

Notice of administrator's progress report



Companies House

SATURDAY



A39 *A8KT6CWQ* #124
21/12/2019
COMPANIES HOUSE

1 Company details

Company number 0 8 2 7 7 4 3 6

Company name in full Filmore And Union Limited

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

2 Administrator's name

Full forename(s) Philip Edward

Surname Pierce

3 Administrator's address

Building name/number Minerva

Street 29 East Parade

Post town Leeds

County/Region Yorkshire

Postcode L S 1 5 P S

Country

4 Administrator's name ^①

Full forename(s) Paul

Surname Whitwam

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

5 Administrator's address ^②

Building name/number Minerva

Street 29 East Parade

Post town Leeds

County/Region Yorkshire

Postcode L S 1 5 P S

Country

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

AM10

Notice of administrator's progress report

6 Period of progress report

From date	^d 2	^d 4	^m 0	^m 5	^y 2	^y 0	^y 1	^y 9
To date	^d 2	^d 3	^m 1	^m 1	^y 2	^y 0	^y 1	^y 9

7 Progress report

I attach a copy of the progress report

8 Sign and date

Administrator's
signature

Signature

X



X

Signature date

^d 2	^d 0	^m 1	^m 2	^y 2	^y 0	^y 1	^y 9
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AM10

Notice of administrator's progress report



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 **Mark Hodgett**

Company name **FRP Advisory LLP**

Address **Minerva**

29 East Parade

Post town **Leeds**

County/Region **Yorkshire**

Postcode

L	S	1		5	P	S
---	---	---	--	---	---	---

Country

DX **cp.leeds@frpadvisory.com**

Telephone **0113 831 3555**



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

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Where to send

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The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

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This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Filmore And Union Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £	From 24/05/2019 To 23/11/2019 £	From 24/05/2019 To 23/11/2019 £
ASSET REALISATIONS		
Plant & Machinery	11,000.00	11,000.00
Stock	500.00	500.00
Cash at Bank	77,400.02	77,400.02
Rent	12,500.00	12,500.00
Goodwill	13,186.85	13,186.85
Bank Interest Gross	281.10	281.10
Suspense Account	(0.01)	(0.01)
	114,867.96	114,867.96
COST OF REALISATIONS		
Joint Administrators' pre appt fees	5,638.00	5,638.00
Legal fees - Pre-Administration	11,629.00	11,629.00
Storage and IT Costs	790.38	790.38
Rents Payable	12,500.00	12,500.00
Bank Charges - Floating	2.80	2.80
	(30,560.18)	(30,560.18)
	84,307.78	84,307.78
REPRESENTED BY		
IB Current Floating		84,307.78
		84,307.78



Philip Edward Pierce
Joint Administrator

Filmore And Union Limited (In Administration)

Filmore And Union (Beverley) Limited (In Administration)

Filmore And Union (HQ) Limited (In Administration)

Filmore And Union (Ilkley) Limited (In Administration)

Filmore And Union (Redbrick) Limited (In Administration)

Filmore And Union (Vangarde) Limited (In Administration)

Filmore And Union (Wetherby) Limited (In Administration)

Filmore And Union (York RS) Limited (In Administration)

UGOT (York RS) Limited (In Administration)

In the High Court of Justice Business and Property Courts in Leeds NO. 571 OF 2019

The Administrators' Progress Report for the period 24/05/2019 – 23/11/2019 pursuant to Rule 18.3 of the Insolvency (England and Wales) Rules 2016

20 December 2019

Contents and abbreviations



Section	Content
1.	Progress of the Administration in the period
2.	Estimated Outcome for the creditors
3.	Administrators' remuneration, disbursements, expenses and pre-appointment costs
Appendix	Content
A.	Statutory information regarding the Company and the appointment of the Administrators
B.	Form AM10, formal notice of the progress report
C.	A schedule of work
D.	Details of the Administrators' time costs and disbursements for the Period and cumulatively
E.	Receipts and payments account for the period and cumulative
F.	Statement of expenses incurred in the Period

Contents and abbreviations

The following abbreviations may be used in this report:

FRP	FRP Advisory LLP		
The Administrators	Philip Edward Pierce and Paul Andrew Whitwam of FRP Advisory LLP	The Solicitors	Walker Morris LLP
The Company	Filmore And Union Limited (In Administration)	The Period	The reporting period 24/05/2019 – 23/11/2019
Subsidiaries	Filmore And Union (Beverley) Limited (In Administration)	CVL	Creditors' Voluntary Liquidation
	Filmore And Union (HQ) Limited (In Administration)	SIP	Statement of Insolvency Practice
	Filmore And Union (Ilkley) Limited (In Administration)	QFCH	Qualifying floating charge holder
	Filmore And Union (Redbrick) Limited (In Administration)	HMRC	HM Revenue & Customs
	Filmore And Union (Vangarde) Limited (In Administration)	CVL	Creditors' Voluntary Liquidation
	Filmore And Union (Wetherby) Limited (In Administration)	The Insolvency Rules	The Insolvency (England and Wales) Rules 2016
	Filmore And Union (York RS) Limited (In Administration)	BGF	BGF Nominees Limited
	UGOT (York RS) Limited (In Administration)	SPA	Sale and Purchase Agreement
The Purchaser	Filmore and Union (North) Limited, a subsidiary of Coffeesmiths (North) Limited	RPS	Redundancy Payments Service
The Agents	Sanderson Weatherall LLP		

1. Progress of the Administration

Work undertaken during the period

I attach at **Appendix C** a schedule of work undertaken during the period together with a summary of work still to be completed.

Highlights include:

- Completion of the sale of certain of the business and assets of the Company and its Subsidiaries to the Purchaser;
- Closure of the sites not included within the sale;
- Sale of assets and assignment of lease at one of the closed sites, Jesmond;
- Assignment of the lease at the Ilkley site and assistance with the agreement of concession arrangements with third party sites;
- Ongoing payment of rent to the landlords pursuant to the licences to occupy;
- Collection of the deferred consideration in relation to the sale of the businesses and assets;
- Completion of all statutory matters, in particular the return to DBEIS around the conduct of directors; and
- Ongoing reconciliation of pre Administration bank accounts and merchant services facilities.

The schedule of work details the work required to realise the following assets:

- Assignment of various leases
- Collection of the remaining deferred consideration

Attached at **Appendix E** is a receipts and payments account detailing both transactions for the period of this report and also cumulatively since my appointment as Administrator.

The receipts and payments account include rent figures which are likely to change as further rents are received from the Purchaser and paid to landlords and also cash at bank which is still being reconciled.

Investigations

Part of my duties include carrying out proportionate investigations into what assets the Company has, including any potential claims against directors or other parties, and what recoveries could be made. I have reviewed the Company's books and records and accounting information, requested further information from the directors, and invited creditors to provide information on any concerns they have regarding the way in which the Company's business has been conducted.

Further details of the conduct of my investigations are set out in the schedule of work attached.

Extension to the initial period of appointment

No extensions have been requested for the Company or any of its subsidiaries, however, the Administrators will regularly review this and will seek the appropriate creditor consents if this is required.

Anticipated exit strategy

It is currently expected that the Administrations will be exited as follows:

The Company

As there is only likely to be a distribution to unsecured creditors by way of the Prescribed Part, this can be carried out by the Administrators. We therefore expect the Company to move to dissolution.

Subsidiaries

As there is no security registered against the Subsidiaries, these administrations will move to CVL if there are funds available to enable a distribution to unsecured creditors. If no funds are available, after the administrations are finalised, the companies will move to dissolution.

2. Estimated outcome for the creditors

The estimated outcome for creditors was set out in the Administrators proposals.

Outcome for the secured creditor – Filmore and Union Limited only

The secured creditor BGF, holds a debenture over Filmore and Union Limited, which confers fixed and floating charges over the assets of the Company. BGF advanced funds of £240,000 to the Company by way of the secured loan in February and April 2019. This loan was also guaranteed (unsecured) jointly and severally by the Subsidiaries.

We expect BGF will suffer a shortfall in respect of their secured lending in Filmore and Union Limited. Any recovery under the guarantee will be as an unsecured creditor (see later).

Prescribed part – Filmore and Union Limited only

The prescribed part is a carve out of funds available to the holder of a floating charge which is set aside for the unsecured creditors in accordance with Section 176A of the Insolvency Act 1986. The prescribed part only applies where the floating charge was created after 15 September 2003 and the net property available to the floating charge holder exceeds £10,000 and the cost of making a distribution to unsecured creditors would not be disproportionate to the benefits.

It is estimated that there may be a small amount available for the prescribed part in the Company.

Outcome for preferential creditors – Filmore and Union (HQ) Limited only

All employees were paid through a single payroll scheme in Filmore and Union (HQ) Limited. Preferential claims are currently being calculated. These will relate to the employees' preferential element for arrears of pay, unpaid pension contributions and holiday pay as calculated in accordance with legislation.

The RPS will pay eligible claims directly to employees up to the relevant statutory entitlements. The RPS will then claim this from Filmore and Union (HQ) Limited in Administration.

We expect there may be sufficient funds available to make a distribution to preferential creditors in Filmore and Union (HQ) Limited.

Outcome for unsecured creditors – The Company and the Subsidiaries

It is unlikely that there will be sufficient funds available to enable a distribution to unsecured creditors within Filmore and Union (HQ) Limited.

It is currently estimated that there may be sufficient funds available to make a distribution to unsecured creditors in the other companies. Where there will be distributions, the companies will be required to be placed into CVL to make these distributions as reported earlier.

Any dividend will be subject to the receipt of further deferred consideration and, where relevant, is unlikely to exceed 1-2p in the pound due to a large guarantee claim.

Shareholders – Filmore and Union Limited only

For the avoidance of doubt, shareholders will not recover any of their investment.

3. Administrators' remuneration, disbursements, expenses and pre-appointment costs

Administrators' remuneration

Following circulation of the Administrators' proposals the creditors of each company passed a resolution that the Administrators' remuneration should be calculated on a time cost basis. Details of remuneration charged during the period of the report are set out in the statement of expenses attached. To date no post appointment fees have been drawn.

A breakdown of our time costs incurred during the period of this report and to date is attached at **Appendix D**. The remuneration anticipated to be recovered by the Administrators based on time costs, is not likely to exceed the sum provided in the fees estimate circulated to creditors with the proposals.

The exception to this is within the Company, where our time costs are £56,709 and the fee estimated previously circulated is £49,390. As well as operating three sites, the Company acted as guarantor to property leases and a number of creditors invoiced the Company where goods and services were actually supplied to the Subsidiaries. This has required us to do more work than within the Subsidiaries. We have also had to deal with an employment tribunal claim in the Company.

The Administrators are unable to draw fees based on time costs exceeding the total amount set out in the fees estimate without further approval of the relevant creditors. Approval will be sought under separate cover if required.

Administrators' disbursements

The Administrators' disbursements are a recharge of actual costs incurred by the Administrators on behalf of the Company. Mileage payments made for expenses relating to the use of private vehicles for business travel, which is directly attributable to the insolvency estate, are paid by FRP Advisory at the HMRC approved mileage rate prevailing at the time the mileage was incurred. Details of disbursements incurred during the period of this report are set out in **Appendix D**.

Administrators' expenses

Filmore And Union Limited (In Administration)
The Administrators' Progress Report

An estimate of the Administrators' expenses was set out in the Administrators' proposals. I attach at **Appendix F** a statement of expenses that have been incurred during the period covered by this report. It is currently expected that the expenses incurred or anticipated to be incurred are not likely to exceed the details previously provided

Creditors have a right to request further information from the Administrators and further have a right to challenge the Administrators' remuneration and other expenses, which are first disclosed in this report, under the Insolvency (England and Wales) Rules. (For ease of reference these are the expenses incurred in the reporting period as set out in **Appendix F** only). Further details of these rights can be found in the Creditors' Guide to Fees which you can access using the following link <https://creditors.frpadvisor.com/info.aspx> and select the one for administrators. Alternatively, a hard copy of the relevant guide will be sent to you on request. Please note there is a time limit for requesting information being 21 days following the receipt of this progress report. There is a time limit of 8 weeks following the receipt of this report for a Court application that the remuneration or expenses are excessive.

Administrators' pre-appointment costs

The Administrators' pre appointment costs were approved on 26 June 2016 as follows:

- FRP - £22,549, paid on 29 July 2019.
- Walker Morris - £50,000, paid on 12 August 2019.
- Sanderson Weatherall - £3,300 – these fees have not yet been paid.

All of these fees have been allocated (and will be, in the case of Sanderson Weatherall) across the Company and its subsidiaries in accordance with the schedule of pre administration costs circulated within the Joint Administrators' Proposals.

Appendix A

Statutory Information



Company Name	Co No	Incorporation	Site operated	Business Address	Court reference	Directors	Appointment made by
Filmore & Union Limited	08277436	01/11/2012	Jesmond JLP Newcastle JLP Nottingham	32 Acorn Road, Jesmond, Newcastle, NE2 2DJ John Lewis, Eldon Square, Newcastle, NE1 7RR John Lewis, 175-182 Victoria Centre, Nottingham	CR-2019-LDS-000571	Adelle Ashley Christopher Boyes Michael Kendall-Smith Kevin Bacon	Directors
Filmore & Union (Beverley) Ltd	09042383	15/05/2014	Beverley	Unit 17, Sandbeck Lane, Wetherby, LS22 7TW 31 Saturday Market, Beverley, HU17 8BE	CR-2019-LDS-000611	Adelle Ashley	Directors
Filmore & Union (HQ) Ltd	05608078	31/10/2005	HQ / Production Kitchen	Unit 17, Sandbeck Lane, Wetherby, LS22 7TW	CR-2019-LDS-000607	Adelle Ashley	Directors
Filmore & Union (Ilkley) Ltd	09513487	27/03/2015	Ilkley	29 The Grove, Ilkley, LS29 9NU	CR-2019-LDS-000605	Adelle Ashley	Directors
Filmore & Union (Redbrck) Ltd	07875549	08/12/2011	Redbrck	218 Bradford Road, Batley, WF17 6JF	CR-2019-LDS-000609	Adelle Ashley	Directors
Filmore & Union (Vangarde) Ltd	09558450	23/04/2015	JLP York	Unit C, Vangarde Shopping Park, York, YO32 9AE	CR-2019-LDS-000606	Adelle Ashley	Directors
Filmore & Union (Wetherby) Ltd	06972224	24/07/2009	Wetherby Café Wetherby Dell	61 Market Place, LS22 4LS 22 Market Place, Wetherby, LS22 6NE	CR-2019-LDS-000604	Adelle Ashley	Directors
Filmore & Union (York RS) Ltd	07843643	11/11/2011	Plat 8 York	Platform 8, York Railway Station, Station Road, York, YO24 1AB	CR-2019-LDS-000608	Adelle Ashley	Directors
UGOT (York RS) Limited	05456949	19/05/2005	Plat 3 York Plat 2 Newcastle	Platform 3, York Railway Station, Station Road, York, YO24 1AB Unit 7, Neville Street, Newcastle, NE1 5DL	CR-2019-LDS-000610	Adelle Ashley	Directors

Registered office of all companies
Previous registered office of all companies

c/o FRP Advisory LLP, Minerva, 29 East Parade, Leeds, LS1 5PS
17 Sandbeck Park, Sandbeck Lane, Wetherby, LS22 7TW

Name of Administrators
Addresses of Administrators
Date of appointment of Administrators
Court in which administration proceedings were brought

Philip Edward Pierce and Paul Andrew Whitwam
FRP Advisory LLP, Minerva, 29 East Parade, Leeds, LS1 5PS
24-May-19
Business and Property Courts in Leeds, Insolvency and Companies List

Previous Office Holders (if any)
Extensions to the initial period of appointment
Date of approval of Administrators' Proposals

N/A
N/A
26-Jun-19

Filmore And Union Limited (In Administration)
The Administrators' Progress Report

Appendix B

CH Form AM10 Formal Notice of the Progress Report

FRP

AM10

Notice of administrator's progress report



Companies House



A39

21/12/2019

#123

COMPANIES HOUSE

1 Company details

Company number 0 8 2 7 7 4 3 6

Company name in full Filmore And Union Limited

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

2 Administrator's name

Full forename(s) Philip Edward

Surname Pierce

3 Administrator's address

Building name/number Minerva

Street 29 East Parade

Post town Leeds

County/Region Yorkshire

Postcode L S 1 5 P S

Country

4 Administrator's name ①

Full forename(s) Paul

Surname Whitwam

① Other administrator
Use this section to tell us about another administrator.

5 Administrator's address ②

Building name/number Minerva

Street 29 East Parade

Post town Leeds

County/Region Yorkshire

Postcode L S 1 5 P S

Country

② Other administrator
Use this section to tell us about another administrator.

AM10

Notice of administrator's progress report

6 Period of progress report

From date	^d 2	^d 4	^m 0	^m 5	^y 2	^y 0	^y 1	^y 9
To date	^d 2	^d 3	^m 1	^m 1	^y 2	^y 0	^y 1	^y 9

7 Progress report

I attach a copy of the progress report

8 Sign and date

Administrator's
signature

Signature

X



X

Signature date

^d 2	^d 0	^m 1	^m 2	^y 2	^y 0	^y 1	^y 9
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AM10

Notice of administrator's progress report

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Contact name **Mark Hodgett**

Company name **FRP Advisory LLP**

Address **Minerva**

29 East Parade

Post town **Leeds**

County/Region **Yorkshire**

Postcode

L	S	1		5	P	S
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Country

DX **cp.leeds@frpadvisory.com**

Telephone **0113 831 3555**

Checklist

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**Filmore And Union Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments**

Statement of Affairs £	From 24/05/2019 To 23/11/2019 £	From 24/05/2019 To 23/11/2019 £
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Goodwill	13,186.85	13,186.85
Bank Interest Gross	281.10	281.10
Suspense Account	(0.01)	(0.01)
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COST OF REALISATIONS		
Joint Administrators' pre appt fees	5,638.00	5,638.00
Legal fees - Pre-Administration	11,629.00	11,629.00
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Rents Payable	12,500.00	12,500.00
Bank Charges - Floating	2.80	2.80
	(30,560.18)	(30,560.18)
	84,307.78	84,307.78
REPRESENTED BY		84,307.78
IB Current Floating		84,307.78
		84,307.78



Philip Edward Pierce
Joint Administrator

Appendix C

A schedule of work

FRP

Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

The table below sets out a detailed summary of the work undertaken by the Administrators during the reporting period together with an outline of work still to complete. Where work undertaken results in the realisation of funds (from the sale of assets; enhanced recoveries and potentially a reduction in creditor claims if the business has sold following appointment), there may be a financial benefit to creditors should there be sufficient funds available to make a distribution to one or more class of creditor. In this case work undertaken will include the scrutiny and agreement of creditor claims.

A proportion of the work undertaken by an Insolvency Practitioner is required by statute, including ensuring the appointment is valid, notifications of the appointment to third parties, regular reporting on the progress, notifying statutory bodies where required in relation to the conduct of the directors, complying with relevant legislation and regulatory matters. This may not have a direct financial benefit to creditors but is substantially there to protect creditors and other stakeholders and ensuring they are kept informed of developments.

Note	Category		
1	ADMINISTRATION AND PLANNING Work undertaken during the reporting period	ADMINISTRATION AND PLANNING Future work to be undertaken	
	General Matters		
	Regulatory Requirements		
	We have completed money laundering risk assessment procedures and Know Your Client checks in accordance with the Money Laundering Regulations for each Company.	We will continue to take account of Money laundering issues and any other regulatory requirements.	
	We also completed take on procedures which included consideration of professional and ethical matters and other legislation such as the Bribery Act and the Data		

**Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)
Schedule of Work**

<p>Protection Act.</p>		
<p>Case Management Requirements</p> <p>We have determined the strategy for each case and documented this.</p> <p>We obtained legal advice on the validity of appointment to ensure all required documentation has been properly filed and submitted. In addition, we instructed Walker Morris to review security documentation to confirm the validity of BGF's charges.</p> <p>We have set up and administered estate bank accounts for each company.</p> <p>We have compiled a forecast of the work that has been or is anticipated will be undertaken throughout the duration of the cases, circulated this to creditors together with other such documentation as required to enable the relevant approving creditors to assess and vote on the fee bases proposed.</p> <p>We instructed the following professional firms to assist the administrators:</p> <ul style="list-style-type: none"> • Walker Morris LLP – to provide legal advice in relation to the sale of the business; draft the SPA and related documents; advise on the validity of security; general advice in relation to all aspects of the case 	<p>We will regularly review the conduct of the case and the case strategies and update these as required by the Administrators' regulatory professional body to ensure all statutory matters are attended to and to ensure the case is progressing. This aids efficient case management</p> <p>As part of this, we will regularly reconcile the bank account to ensure integrity of banking records.</p> <p>We will continue to correspond with any previous third party advisors to assist in general enquires as deemed appropriate.</p> <p>We will update the schedule of work done and anticipated to be done and will circulate this creditors together with other such documentation as required.</p>	

Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

	<ul style="list-style-type: none"> • Sanderson Weatherall – to provide a valuation of the tangible assets held by the Group primarily stock and equipment. • TLP – External accountants who ran the Group's payroll to complete the payroll calculations, issue P45s and close the PAYE scheme. <p>We also corresponded with former advisors to the Group and requested third party information to assist in general enquiries.</p>		
<p style="text-align: center;">2</p>	<p>ASSET REALISATION Work undertaken during the reporting period</p> <p>Following our appointment, we completed the sale of the business and assets of the following sites / closure of the following sites. 'Sold' means we have granted the Purchaser a licence to occupy with a view to the Purchaser and the landlord agreeing an assignment of the lease or putting a new arrangement in place.</p> <p>Filmore and Union Limited</p> <p>Sold: John Lewis site at Newcastle and Nottingham. The Purchaser has agreed a new contract with John Lewis in respect of these sites.</p>	<p>ASSET REALISATION Future work to be undertaken</p> <p>Lease assignments</p> <p>We will continue to liaise with the Purchaser and the landlords so that assignments can be granted over the following sites:</p> <ul style="list-style-type: none"> • Beverley • HQ (at Wetherby) • Wetherby • York Platform 3 and 8 • Newcastle Platform 2 	

Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

<p>Closed: Jesmond sire (Newcastle). We subsequently sold the assets and assigned the lease to Tomahawk Steakhouses.</p> <p>Filmore and Union (Beverley) Limited</p> <p>Site sold to the Purchaser.</p> <p>Filmore and Union (HQ) Limited</p> <p>Sold: HQ site at Wetherby, although the lease for this site sits within the Beverley entity.</p> <p>Filmore and Union (Tikley) Limited</p> <p>Site sold to the Purchaser and the lease has been assigned.</p> <p>Filmore and Union (Redbrick) Limited</p> <p>Site sold to the Purchaser and a new agreement has been reached with the landlord.</p> <p>Filmore and Union (Vangarde) Limited</p> <p>Sold: John Lewis site at York. The Purchaser has reached a new agreement with John Lewis.</p> <p>Filmore and Union (Wetherby) Limited</p> <p>There were two sites in Wetherby, a restaurant and delicatessen.</p>	<p>Deferred Consideration</p> <p>A further £75k is due on 24 November 2019 – this payment is unconditional.</p> <p>A further £150k is due on 24 February 2020 – this is conditional on which sites have been assigned by that date.</p> <p>A final £50k is due on 24 November 2020 and is dependent on the continued occupation at one specific site. We are unable to name the site due to confidentiality reasons.</p>	
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Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

<p>Restaurant: sold to the Purchaser</p> <p>Delicatessen: closed on our appointment. The lease was in Filmore and Union (Wetherby Deli) Limited, a company which is dissolved. The property has been handed back to the landlord.</p>		
<p>Filmore and Union (York RS) Limited</p> <p>Sold: Site at Platform 8 at York Railway Station</p>		
<p>UGOT (York RS) Limited</p> <p>Sold: Site at Platform 3 at York Railway Station and at Platform 2 at Newcastle Central Railway Station</p>		
<p>Consideration</p> <p>Under the terms of the SPA, the Purchaser paid £50k on completion which was apportioned as follows:</p> <ul style="list-style-type: none"> • Equipment - £44k • Intellectual Property / Goodwill - £1k • Stock - £5k <p>A further £25k was due on 24 August 2019 and this was received.</p>		

Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

<p>3</p> <p>CREDITORS Work undertaken during the reporting period Secured Creditor – Filmore and Union Limited</p>	<p>CREDITORS Future work to be undertaken Secured Creditor – Filmore and Union Limited</p>	
<p>We have liaised with the secured creditor (Business Growth Fund (“BGF”)) in connection with the administration appointment and provided them with informal updates on the progress of the Administration.</p> <p>Preferential creditors – Filmore and Union (HQ) Limited</p> <p>The Group employed approximately 230 staff prior to our appointment, of which around 150 were transferred to the Purchaser under TUPE. We have written to the remaining, approximately 80, employees with details of how they should submit their claims to the RPS, assisting where required.</p> <p>We are submitting all the relevant information required by the RPS for them to be able to consider payment of employee claims.</p> <p>We have liaised with the Group’s payroll bureau to finalise the payroll information and have written to the Group’s pension provider to establish what arrears, if any, are outstanding.</p> <p>We have also dealt with an employment tribunal claim received against the Company.</p>	<p>BGF hold a fixed and floating charge over the assets of the Company.</p> <p>Prior to making a distribution to secured creditors, the office holder will obtain advice on the validity of security before making payment.</p> <p>Before making a payment to a secured creditor who holds a floating charge the office holder will need to ascertain if a prescribed part, (essentially a ring-fenced sum of money) must first be set aside for the benefit of the unsecured creditors.</p> <p>Preferential Creditors – Filmore and Union (HQ) Limited</p> <p>We will liaise with the RPS to ensure that any residual valid employee claims are paid.</p> <p>We will review the RPS’ claim once received and should there be sufficient funds available, pay a distribution after making such deductions as necessary to settle any tax liabilities on the</p>	

Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

<p>Unsecured creditors – All Companies</p> <p>We have dealt with any queries which have arisen following our appointment.</p> <p>We have written to all known creditors to inform them that we have been appointed and provide a copy of our proposals and SIP16 disclosure.</p> <p>ROT</p> <p>We have dealt with creditors or third parties claiming ownership or reservation of title to assets. This has included reviewing their terms and conditions of trading and liaising with the buyer regarding site attendance.</p> <p>HMRC</p> <p>We have completed pre and post appointment VAT returns to date</p> <p>Assets on finance and lease</p> <p>In conjunction with our agents, we have established the position with regards assets on finance and lease and liaised with the finance companies, lessors and other stakeholders to ensure that assets were collected, returned or novated as required.</p>	<p>distribution.</p> <p>Unsecured Creditors – All Companies</p> <p>We will continue to deal with any correspondence and phone calls received from creditors.</p> <p>We will collate proofs of debt and assess the extent of liabilities in each company.</p> <p>HMRC</p> <p>We will complete the pre-administration returns so that HMRC is in a position to lodge its claim against the Company.</p> <p>We will continue to deal with post appointment VAT and or other tax returns as required.</p>	
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Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

4	<p>INVESTIGATIONS Work undertaken during the reporting period</p> <p>An Administrator has a duty to review the books and records and other information available to identify the assets that may be available to realise for the benefit of the insolvency estate.</p> <p>Furthermore, there may be other antecedent or voidable transactions that are identified which if pursued could swell the funds available for the insolvency estate.</p> <p>We wrote to all directors of the companies both current and those holding office within 3 years of the insolvency requesting that they complete a questionnaire to assist in preparing the statutory return to the Department of Business Energy and Industrial Strategy ("DBEIS") in accordance with the Company Directors Disqualification Act. All these questionnaires have been received.</p> <p>Information provided to DBEIS is confidential but can be used to assist DBEIS in identifying conduct that should be investigated further and could result in individuals being disqualified from acting as a director.</p> <p>We also wrote to all creditors and include a</p>	<p>INVESTIGATIONS Future work to be undertaken</p> <p>We will co-operate with any requests for information or enquiries which DBEIS may raise.</p>	

Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

	<p>questionnaire for them to complete.</p> <p>We collated any information provided by creditors and other stakeholders and completed the statutory return within three months of appointment.</p>		
5	<p>STATUTORY COMPLIANCE AND REPORTING Work undertaken during the reporting period</p> <p>We have carried out the following during the period:</p> <ul style="list-style-type: none"> written to all creditors and members to confirm our appointment as Administrators. provided creditors with the proposals for the conduct of the Administration for approval by creditors in accordance with legislation. This included an explanation of the business sale in accordance with SIP16. written to creditors and obtained approval for the basis of the Administrators' fees. calculated and protected the value of assets that are not subject to a charge by obtaining a bond to the correct level. advertised notice of the office holders' appointment as required by statute. 	<p>STATUTORY COMPLIANCE AND REPORTING Future work to be undertaken</p> <p>We will continue to provide statutory reports to various stakeholders at regular intervals and manage any queries arising from the reports. Copies of these reports are required to be filed at Court and Registrar of Companies.</p> <p>We will obtain creditor approval to extend those administrations where required, to enable all realisations to be received.</p> <p>We will deal with the statutory requirements in order to bring the cases to a close and for the Administrators to obtain their release from office; this includes preparing final reports for stakeholders and filing the relevant documentation with the Court and Registrar of Companies.</p>	

Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

<ul style="list-style-type: none"> ensured insurance cover was arranged at an appropriate level. ensured all pre-appointment notifications and appointment formalities have been dealt with as required by statute. prepared the six month update report to creditors. Monitored the receipt of the Directors' Statement of Affairs and submitted those received to Companies House. 		
<p>6</p> <p>TRADING (where applicable)</p> <p>Work undertaken during the reporting period</p> <p>The business and assets were either sold immediately following our appointment or ceased to trade immediately following our appointment (as is relevant for each site).</p>	<p>TRADING (where applicable)</p> <p>Future work to be undertaken</p> <p>No further work anticipated.</p>	
<p>7</p> <p>LEGAL AND LITIGATION</p> <p>Work undertaken during the reporting period</p> <p>There has been significant legal input relating to the sale of the business prior to our appointment.</p> <p>Subsequent to our appointment, Walker Morris has carried out the following:</p> <ul style="list-style-type: none"> Registering the debenture at Companies House 	<p>LEGAL AND LITIGATION</p> <p>Future work to be undertaken</p> <p>We anticipate that we will require Walker Morris' assistance with the assignment of further leases to the Purchaser, and other ad hoc matters as and when they arise.</p>	

Filmore And Union Limited and its Subsidiaries (ALL IN ADMINISTRATION)

Schedule of Work

<p>and dealing with other post completion matters</p> <ul style="list-style-type: none">• Assisted with the assignment of leases for the Jesmond and Ilkley sites• Dealing with the rent tribunal in connection with the Ilkley site• Provided advice in connection with an employment tribunal claim received		
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Appendix D



Details of the Administrators' time costs and disbursements for the period and cumulative



Flinmore And Union Limited (In Administration)
 Time charged for the period 24 May 2019 to 23 November 2019

	Appointment Takers /				Junior Professional & Support	Total Hours		Total Cost	
	Partners /	Managers / Directors	Other Professional			£	Average Hourly Rate	£	
Administration and Planning	16,20	8,45	10,50		50,80	14,247.50	280,46		
Asset Realisation	5,90	17,40			23,30	9,322.50	400,11		
Creditors	13,50	16,15	31,30		65,05	18,121.75	278,58		
Investigation	2,50	4,10	12,55		21,25	5,072.50	238,71		
Statutory Compliance	8,00	14,25	12,90		33,45	9,944.50	287,29		
Total Hours	46,10	57,35	67,45		193,85	56,708.75	292,54		

FRP Charge out rates

Grade	From
31st May 2019	
Appointment taker / Partner	370-495
Managers / Directors	280-370
Other Professional	165-230
Junior Professional & Support	80-110

Disbursements for the period
 24 May 2019 to 23 November 2019

Category	Value £
Category 1	
Advertising	24.06
Parking	10.40
Postage	219.28
Travel	30.30
Bonding	125.00
Consultancy	2,660.00
Category 2	
Car/Mileage Recharge	12.87
Grand Total	3,081.91

Mileage is charged at the HMRC rate prevailing at the time the cost was incurred

Appendix E

Receipts and payments account for the period and cumulative

FRP

Filmore And Union Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £	From 24/05/2019 To 23/11/2019 £	From 24/05/2019 To 23/11/2019 £
ASSET REALISATIONS		
Plant & Machinery	11,000.00	11,000.00
Stock	500.00	500.00
Cash at Bank	77,400.02	77,400.02
Rent	12,500.00	12,500.00
Goodwill	13,186.85	13,186.85
Bank Interest Gross	281.10	281.10
Suspense Account	(0.01)	(0.01)
	<u>114,867.96</u>	<u>114,867.96</u>
COST OF REALISATIONS		
Joint Administrators' pre appt fees	5,638.00	5,638.00
Legal fees - Pre-Administration	11,629.00	11,629.00
Storage and IT Costs	790.38	790.38
Rents Payable	12,500.00	12,500.00
Bank Charges - Floating	2.80	2.80
	<u>(30,560.18)</u>	<u>(30,560.18)</u>
	<u>84,307.78</u>	<u>84,307.78</u>
REPRESENTED BY		
IB Current Floating		84,307.78
		<u>84,307.78</u>

Philip Edward Pierce
Joint Administrator

Appendix F

Statement of expenses incurred in the Period



Filmore and Union Limited (In Administration)	
Statement of expenses for the period ended	
23 November 2019	
	Period to
	23 November 2019
Expenses	£
Office Holders' remuneration (Time costs)	56,709
Office Holders' remuneration (Fixed Fee)	-
Office Holders' remuneration (Percentage)	-
Office Holders' disbursements	3,082
Joint Administrators' pre appointment fees	5,638
Legal fees - pre appointment	11,629
Legal fees - post appointment	14,529
Agents' fees - pre appointment	200
Agents' fees - post appointment	1,000
Storage and IT costs	790
Rents Payable	12,500
Bank Charges	3
Total	106,079