

LIQ14

Notice of final account prior to dissolution in CVL



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 1 1 1 7 7 9 2 5

Company name in full Afterthought Spirits Company Ltd

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Christopher David

Surname Stevens

3 Liquidator's address

Building name/number Suite 2

Street 2nd Floor, Phoenix House

Post town 32 West Street

County/Region Brighton

Postcode B N 1 2 R T

Country

4 Liquidator's name ①

Full forename(s) Philip

Surname Harris

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Suite 2

Street 2nd Floor, Phoenix House

Post town 32 West Street

County/Region Brighton

Postcode B N 1 2 R T

Country

② Other liquidator

Use this section to tell us about
another liquidator.

LIQ14

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6 Liquidator's release

☐ Tick if one or more creditors objected to liquidator's release.

:

7 Final account

☒ I attach a copy of the final account.

8 Sign and date

Liquidator's signature

Signature

X



X

Signature date

^d2^d0

^m1^m2

^y2^y0^y2^y2

**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 **Beth Warner**

Company name **FRP Advisory Trading Limited**

Address **Suite 2**

2nd Floor, Phoenix House

Post town **32 West Street**

County/Region **Brighton**

Postcode **B N 1 2 R T**

Country

DX **cp.brighton@frpadvisory.com**

Telephone **01273 916666**

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.

**Important information**

All information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

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

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

Afterthought Spirits Company Ltd
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments
From 21 October 2021 To 20 October 2022

Statement of Affairs £		£	£
	ASSET REALISATIONS		
	Customer Database	1.00	
14,500.00	Plant & Machinery	11,570.00	
200.00	Office Equipment	80.00	
6,000.00	Stock	1,600.00	
26,000.00	Book Debts	1,009.60	
2,556.00	Cash at Bank	59.23	
	Bank Interest Gross	0.09	
	Bank refund	245.91	
			14,565.83
	COST OF REALISATIONS		
	Agents Fees - SIA Group	4,607.17	
	Pre-appointment fees	7,500.00	
	Pre-appointment disbursements	34.14	
	Joint Liquidators' Remuneration	1,619.51	
	Joint Liquidators' Disbursements	118.55	
	Statutory Advertising	162.00	
	Insurance of Assets	524.46	
			(14,565.83)
	PREFERENTIAL CREDITORS		
(867.93)	2 Employee Claims	NIL	
			NIL
	SECONDARY PREFERENTIAL CREDITORS		
(34,907.73)	HMRC	NIL	
			NIL
	UNSECURED CREDITORS		
(64,166.76)	Unsecured Creditors	NIL	
(8,981.54)	Intercompany Debt	NIL	
(52,046.00)	Director's Loan Account - DW	NIL	
(68,102.43)	HSBC Bank plc	NIL	
(17,062.81)	Directors Loan Account - IW	NIL	
(55,627.72)	Judgement Claims	NIL	
(11,178.02)	Director's Loan Account - BW	NIL	
(18,141.72)	2 Employee Claims	NIL	
			NIL
	DISTRIBUTIONS		
(100.00)	Ordinary Shareholders	NIL	
			NIL
(281,926.66)			NIL
	REPRESENTED BY		
			NIL

Afterthought Spirits Company Ltd
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments
From 21 October 2021 To 20 October 2022

Statement
of Affairs
£

£

£



Philip Harris
Joint Liquidator

FRP

Afterthought Spirits Company Ltd (In Liquidation) ("The Company")

The Liquidators' Final Account pursuant to section 106 of the Insolvency Act 1986 and The Insolvency Rules

20 October 2022

Contents and abbreviations



Section	Content
1.	Overview of the liquidation
2.	Final outcome for the creditors
3.	Liquidators' remuneration, disbursements and expenses
Appendix	Content
A.	Statutory information about the Company and the liquidation
B.	Liquidators' receipts & payments account for the Period
C.	A schedule of work
D.	Statement of expenses incurred in the Period

The following abbreviations may be used in this report:	
The Company	Afterthought Spirits Company Ltd (In Liquidation)
FRP	FRP Advisory Trading Limited
HMRC	HM Revenue & Customs
The Liquidators	Philip Harris and Colin Ian Vickers of FRP Advisory Trading Limited
The Period	The reporting period 21/10/22 – 20/10/22
QFCH	Qualifying floating charge holder
SIP	Statement of Insolvency Practice
PCD	Professors Club Distillery (UK) Ltd
SIA	SIA Group Asset Ingenuity Limited
GDPR	General Data Protection Regulation

1. Overview of the liquidation

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Introduction

Following my appointment as Liquidator of the Company on 21 October 2021, I set out herein my final account of the liquidation and confirm that the affairs of the Company are now fully wound up. This report provides an overview of the liquidation and details work done and expenses incurred during the period since my date of appointment to date.

Following my appointment, I wrote to creditors on 16 November 2021 notifying creditors of my appointment and to set out a summary of the information I had regarding the Company's assets and liabilities and the likely anticipated outcome for creditors.

Work undertaken by the Liquidators during the Period

A schedule of work undertaken during the Period is attached at **Appendix C**. Highlights include:

Sale of assets to PCD

PCD, a connected party, acquired a selection of the plant and machinery, office equipment, stock and the customer database at the date of liquidation. A summary of this sale is below:

The date of the transaction	21 October 2021
Details of the assets involved	<ul style="list-style-type: none">• Plant and machinery• Office equipment• Stock• Customer database (principally from website sales)
Nature of the transaction	Private treaty sale

Afterthought Spirits Company Ltd (In Liquidation)
The Liquidator's Final Account

Consideration/date paid	£5,001 plus VAT, broken down as follows: <ul style="list-style-type: none">• Plant and machinery - £2,900• Office equipment - £100• Stock - £2,000• Customer database - £1 The consideration to be paid over five months. The first payment of £1,001 to be paid within 30 days on liquidation, being 20 November 2021 and monthly thereafter.
Purchaser	Professors Club Distillery (UK) Ltd
How connected	Common Director
Was the Company independently advised?	Yes –SIA engaged to provide independent valuation.
Was the purchaser independently advised?	No
Scope of investigation into value	Independent valuation prepared by SIA. The residual stock had a limited value as a proportion was perishable.
Liquidation Committee consulted?	No liquidation committee appointed at point of sale.

A sale to a connected party of a selection of the chattel assets was considered more beneficial than a sale to a third party because the purchaser was trading from the premises and the cost of removal and disposal at auction would have been higher.

1. Overview of the liquidation

FRP

Additionally, given the nature of the assets involved and the limited value, the costs of marketing the assets and business for sale were considered disproportionate and would not have resulted in a higher value for the assets than achieved.

The sale of the customer database to a connected party was considered more beneficial due to its negligible value, as a result of the nature of website sales. An agreement including the provision of Data Protection and GDPR has been executed in this regard.

The Liquidators agreed that consideration could be paid over five months as, without doing so, the purchaser would not have been in a position to agree the purchase.

In the event, instalments were not paid in a timely manner and, despite extensive attempts to collect the consideration in full, a total of £4,001 plus VAT has been received. PCD claim that they are unable to trade and so unable to make any further payments.

The Liquidators have made the commercial decision to not incur additional costs pursuing the outstanding debt any further.

Stock

The Statement of Affairs showed stock with an estimated to realise value of £6,000. Upon liquidation, it came to light that a proportion of this stock was sold to PCD for the sum of £3,600 prior to liquidation. The proceeds were utilised by the Company to meet the final payroll prior to the employees' transfer to PCD. The Liquidators consulted SIA in this regard who confirmed that this sale is in line with their valuation for the stock.

The residual stock, which was purchased by PCD following liquidation, realised less than anticipated as a proportion of the stock was perishable and the consideration for the stock was not paid in full.

Afterthought Spirits Company Ltd (In Liquidation)
The Liquidator's Final Account

Chattel assets

The Company's residual chattel assets comprised two iStills, for which SIA provided a valuation of £7,000 to £8,000. SIA marketed the iStills and they were sold to a third party for £9,250 plus VAT.

Book debts

The Company's outstanding book debt ledger at the date of the Liquidators' appointment totalled £26,025.

Of this amount, £21,712 related to invoices to a single debtor. The debtor (a connected party) claimed that the goods that the invoices relate to were not supplied and therefore the amount is not payable. The director claims that the goods were produced in accordance with an agreement and cancelled on late notice. A signed agreement could not be provided and, following investigations and discussions with the director, former directors and debtor, this debt was not pursued by the Liquidators and has been written off.

The balance of £4,313 relates to a number of smaller debts, the majority of which have been outstanding for 90 days or more. Upon liquidation, it came to light that the debtor ledger had not been fully reconciled and the director confirmed that there were invoices totalling c.£2k outstanding.

The Liquidators contacted these debtors to arrange for outstanding sums to be remitted to the liquidation account. A total of £1,010 was received and two debtors totalling £566 provided evidence that payment had been made prior to liquidation. The remaining debtor balance has been written off due to the negligible value and age of the debts.

1. Overview of the liquidation

Cash at bank

The Company's HSBC account had a balance of c.£2.5k at liquidation. HSBC has confirmed that this amount has been set off against amounts owing to the bank.

Despite this, a small balance of £59 was transferred to the liquidation bank account on 16 December 2021.

Job Retention Scheme funds

It was anticipated that c.£3k would be received from HMRC prior to liquidation in respect of the Company's entitlement under the Job Retention Scheme for September 2022. However, HMRC advised that this payment was offset against the Company's HMRC liabilities.

Investigations

A number of parties were forthcoming regarding claims against the Company and its director, including HMRC and former directors and shareholders. The Liquidators have not taken any legal action against the director or third parties.

Work subcontracted to third parties

I can confirm that no work has been subcontracted to third parties.

Receipts and payments account

Attached at **Appendix B** is a receipts and payments account detailing transactions since my appointment as Liquidator, together with the costs and expenses in dealing with this liquidation, which are further discussed in section 3 below.

Payments made from the estate are fair and reasonable and proportionate to the insolvency appointment and are directly attributable to this insolvency. No payments have been made to associates without the prior approval of creditors as required by SIP9.

There are insufficient funds available to make a distribution to any class of creditors. The final outcome for creditors is set out in section 2 below.

Investigations

Part of my duties include carrying out proportionate investigations into what assets the Company has, including any potential claims that could be brought by the Company or by me in my capacity as Liquidator against any party which could result in a benefit to the estate. I have reviewed the Company's books and records and accounting information, requested further information from the director, previous directors and invited creditors to provide information on any concerns they have concerning 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. I can confirm that no further investigations or actions were feasible.

My enquiries have now been finalised.

2. Final outcome for the creditors

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The final outcome for creditors is set out below:

Outcome for secured creditors

There are no secured creditors in this matter.

Preferential Creditors

There were insufficient funds available to enable a distribution to preferential creditors.

Secondary Preferential Creditors

There were insufficient funds to enable a distribution to secondary preferential creditors.

Unsecured creditors

There were insufficient realisations to pay a distribution to unsecured creditors.

The Prescribed Part

As there were no floating charges, the prescribed part did not apply in this instance.

3. Liquidators' remuneration, disbursements and expenses

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Liquidators' remuneration

As advised in previous correspondence, the creditors determined that the Liquidators' remuneration should be calculated on a fixed fee. In accordance with the approval obtained, fees of £1,620 excluding VAT have been drawn from the funds available.

Liquidators' disbursements and expenses

The Liquidators' disbursements are a recharge of actual costs incurred by the Liquidator in dealing with this matter. 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 Trading Limited at the HMRC approved mileage rate prevailing at the time the mileage was incurred, as approved by the creditors. Details of disbursements incurred during the Period are set out in **Appendix D**.

Expenses of the liquidation

An estimate of the Liquidators' expenses was set out in the information previously circulated to creditors prior to determining the basis on which the Liquidator's fees could be drawn. The total expenses incurred in the liquidation are detailed in **Appendix D**.

I can confirm that SIA's fees exceeded the estimate previously provided, due to the greater level of work required to dispose of the iStills, which achieved a higher price than anticipated.

When instructing third parties to provide specialist advice and services, or having the specialist services provided by the firm, the Liquidators are obligated to ensure that such advice or work is warranted and that the advice or work contracted reflects the best value and service for the work being undertaken. This is reviewed by the Liquidators periodically throughout the duration of the assignment. The specialists chosen may regularly be used by the Liquidators and usually have knowledge specific to the insolvency industry and, where relevant, to matters specific to this insolvency appointment.

Afterthought Spirits Company Ltd (In Liquidation)
The Liquidator's Final Account

Creditors' Rights

You can access and download a Creditors' Guide to Fees using the following link <https://creditors.frpadvisor.com/info.aspx> and select the guide for liquidations. Creditors have a right to request further information from the Liquidator and also have a right to challenge the Liquidator's remuneration and other expenses, which are first disclosed in this report, under the Insolvency Rules. (For ease of reference these are the expenses incurred in the Period as set out in **Appendix D** only). They also have the right to object to the Liquidator's release. Further details, including relevant time limits, are provided in the notice accompanying this final report which is available for viewing and downloading here: <http://creditors.frpadvisor.com> you will be asked for a case code which is A2288WOR.

Appendix A

Statutory information about the Company and the liquidation

FRP

AFTERTHOUGHT SPIRITS COMPANY LTD (IN LIQUIDATION)

COMPANY INFORMATION:

Other trading names:	N/A
Date of incorporation:	30 January 2018
Company number:	11177925
Registered office:	Suite 2 2nd Floor, Phoenix House 32 West Street Brighton BN1 2RT
Previous registered office:	Unit 43 Henfield Business Park Henfield BN5 9SL
Business address:	Unit 43 Henfield Business Park Henfield BN5 9SL

LIQUIDATION DETAILS:

Liquidators:	Philip Harris & Colin Ian Vickers
Address of Liquidators:	FRP Advisory Trading Limited Suite 2 2nd Floor, Phoenix House 32 West Street Brighton BN1 2RT
Date of appointment of Liquidators:	21 October 2021

Appendix B

Liquidators' receipts & payments account for the Period

FRP

**Afterthought Spirits Company Ltd
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments**

Statement of Affairs £	From 21/10/2021 To 20/10/2022 £	From 21/10/2021 To 20/10/2022 £
ASSET REALISATIONS		
Bank Interest Gross	0.09	0.09
Bank refund	245.91	245.91
26,000.00 Book Debts	1,009.60	1,009.60
2,556.00 Cash at Bank	59.23	59.23
Customer Database	1.00	1.00
200.00 Office Equipment	80.00	80.00
14,500.00 Plant & Machinery	11,570.00	11,570.00
6,000.00 Stock	1,600.00	1,600.00
	<u>14,565.83</u>	<u>14,565.83</u>
COST OF REALISATIONS		
Agents Fees - SIA Group	4,607.17	4,607.17
Insurance of Assets	524.46	524.46
Joint Liquidators' Disbursements	118.55	118.55
Joint Liquidators' Remuneration	1,619.51	1,619.51
Pre-appointment disbursements	34.14	34.14
Pre-appointment fees	7,500.00	7,500.00
Statutory Advertising	162.00	162.00
	<u>(14,565.83)</u>	<u>(14,565.83)</u>
PREFERENTIAL CREDITORS		
(867.93) 2 Employee Claims	<u>NIL</u>	<u>NIL</u>
	<u>NIL</u>	<u>NIL</u>
SECONDARY PREFERENTIAL CREDITORS		
(34,907.73) HMRC	<u>NIL</u>	<u>NIL</u>
	<u>NIL</u>	<u>NIL</u>
UNSECURED CREDITORS		
(18,141.72) 2 Employee Claims	<u>NIL</u>	<u>NIL</u>
(11,178.02) Director's Loan Account - BW	<u>NIL</u>	<u>NIL</u>
(52,046.00) Director's Loan Account - DW	<u>NIL</u>	<u>NIL</u>
(17,062.81) Directors Loan Account - IW	<u>NIL</u>	<u>NIL</u>
(68,102.43) HSBC Bank plc	<u>NIL</u>	<u>NIL</u>
(6,981.54) Intercompany Debt	<u>NIL</u>	<u>NIL</u>
(55,627.72) Judgement Claims	<u>NIL</u>	<u>NIL</u>
(64,166.76) Unsecured Creditors	<u>NIL</u>	<u>NIL</u>
	<u>NIL</u>	<u>NIL</u>
DISTRIBUTIONS		
(100.00) Ordinary Shareholders	<u>NIL</u>	<u>NIL</u>
	<u>NIL</u>	<u>NIL</u>
(281,926.66)	<u>0.00</u>	<u>0.00</u>
REPRESENTED BY		
		<u>NIL</u>

Afterthought Spirits Company Ltd (In Liquidation)
The Liquidator's Final Account

The table below sets out a detailed summary of the work undertaken by the office holders 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 or recoveries from successful actions taken against third parties), 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	
	Maintenance of Liquidators’ case files.	
	Regulatory Requirements	
	Regularly reviewing the money laundering risk assessment to ensure this remains appropriate.	
	Ethical Requirements	
	Prior to the Liquidators’ appointment, a review of ethical issues was undertaken and no ethical threats were identified. Further ethical reviews are carried out periodically and no threats have been identified in respect of the management of the insolvency appointment over the Period.	

2	ASSET REALISATION Work undertaken during the reporting period	ASSET REALISATION Future work to be undertaken
	<p>All known assets have been realised.</p> <ul style="list-style-type: none">• Sale of assets to PCD A selection of the plant and machinery, office equipment, residual stock and the customer database was sold to PCD, a connected party, at the date of liquidation. The consideration of £5,001 was agreed in consultation from SIA. In the event, consideration was not received in full and the outstanding £1,000 is not being pursued by the Liquidators.• Stock During the liquidation, it came to light that a selection of stock was sold to PCD for the sum of £3,600 prior to liquidation. The Liquidators liaised with SIA to ensure that this was in line with their valuation for the stock.• Chattel assets The Liquidators liaised with SIA who negotiated a sale of the residual chattel assets, which comprised two iStills, to a third party for £9,250 plus VAT.• Book debts The Liquidators worked to reconcile the book debt ledger and liaised with the debtors identified by the director. The vast majority of the book debt ledger comprised invoices relating to a single debtor, a connected party, who disputed the amount as the goods were never supplied. The Liquidators liaised with this debtor and reviewed the information provided by all parties and that in the Company records and concluded that the debt should be written off.	

	<p>The remaining debtors related to small amounts which had been outstanding for 90 days or more. These parties were contacted and payments totalling £1,010 were received. The Liquidators reviewed the debtor position, and the likelihood of recovery and the residual nominal amounts were written off.</p> <ul style="list-style-type: none">• Cash at bank The Liquidators wrote to the bank to advise of the liquidation and to request the credit balances, if any, to be remitted to the liquidation account. HSBC transferred the amount relating to post liquidation receipts, however confirmed that the balance at liquidation be set off against amounts owing to the bank• Bank refund The Liquidators liaised with HSBC in respect of a refund of charges in the sum of £245.• Job Retention Scheme The Liquidators' liaised with the director, bookkeeper and HMRC to locate the Company's entitlement under the furlough scheme for September 2022. HMRC confirmed that this amount had been set off against HMRC's liability.	
3	CREDITORS Work undertaken during the reporting period	CREDITORS Future work to be undertaken
	<p>Dealing with creditors' queries.</p> <p><u>Preferential creditors</u> Assisting the director and the employees with their claims, as necessary. In the event, employees' claims were not forthcoming as they were all transferred to PCD and likely to be protected under the Transfer of Undertakings (Protection of Employment) regulations.</p>	

Appendix C
Schedule of Work



	<p>Liaising with the Redundancy Payment Service.</p> <p><u>Secondary preferential creditors</u> The secondary preferential creditor is HMRC in respect of unpaid VAT and PAYE.</p> <p>Notifying HMRC of the Liquidators' appointment and requesting details of their claim.</p> <p><u>Unsecured Creditors</u> Ascertaining creditor claims, maintaining the creditors file and updating the accounting systems as required.</p> <p>Liaising with previous directors and other connected parties who had claims against the Company and the director.</p>	
4	<p>INVESTIGATIONS Work undertaken during the reporting period</p>	<p>INVESTIGATIONS Future work to be undertaken</p>
	<p>Liaising with a number of parties who were forthcoming regarding claims against the Company and its director, including HMRC and former directors and shareholders.</p> <p>Following investigations and review of the information provided, the Liquidators did not commence action against any parties.</p>	
5	<p>STATUTORY COMPLIANCE AND REPORTING Work undertaken during the reporting period</p>	<p>STATUTORY COMPLIANCE AND REPORTING Future work to be undertaken</p>
	<p>Establishing the existence of any pension schemes and taking appropriate action to notify all relevant parties.</p>	<p>To deal with any potential creditors' objections regarding the Liquidators' release.</p>

Appendix C

Schedule of Work



	Dealing with post appointment VAT and other tax returns as required. Preparation of the Liquidators’ final account.	To deal with the statutory requirements in order to bring the case to a close and for the office holders to obtain their release from office; this includes filing the relevant documentation with the Registrar of Companies.
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Appendix D

Statement of expenses incurred in the Period

FRP

Afterthought Spirits Company Limited	
Statement of expenses for the period ended	
20/10/2022	
	Period to
	20/10/2022
Expenses	£
Office Holders' remuneration (fixed fee)	1,620
Office Holders' disbursements	119
Pre-appointment fees	7,500
Pre-appointment disbursements	34
Agent's fees – SIA Group	4,607
Statutory advertising	162
Insurance of assets	524
Total	14,566