



To all known creditors

17 January 2014

Our ref: VJ/NE/Four Seasons Group/D355G

Dear Sirs

Berkeley Environmental Services Limited – in administration (“the Company”)

Why you’ve received this letter

The Company’s records show that you may be owed money by the Company. So, I’m writing to tell you that, as shown on the enclosed notice, Robert Jonathan Hunt, Toby Scott Underwood and I were appointed joint administrators of the Company on 13th January 2014. We will manage the Company’s affairs, business and property as its agents and without personal liability.

I’m also writing to tell you about the sale of the Company’s business and assets.

The purpose of administration

The statutory purpose of an administration is to achieve one of these objectives:

- (a) rescuing the Company as a going concern, or if that is not possible or if (b) would achieve a better result for the creditors than (a)
- (b) achieving a better result for the Company’s creditors as a whole than would be likely if the Company were wound up (without first being in administration), or finally, if that is not possible
- (c) realising the Company’s assets to make a distribution to secured or preferential creditors.

In this case, we are pursuing objective (b) as it was not possible to rescue the Company as a going concern.

Sale of part of the business

I’m pleased to tell you that on 13th January 2014 parts of the Company’s business and assets were sold to Integral UK Holdings Limited as a going concern. I provide details of the sale in the appendix.

*PricewaterhouseCoopers LLP, 33 Wellington Street, Leeds LS1 4JP
T: +44 (0) 113 289 4000, F: +44 (0) 113 289 4460, www.pwc.co.uk*

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.



The sale enables the statutory purpose to be achieved and we think that the price was the best reasonably obtainable in all the circumstances. The sale has resulted in 13 jobs out of a total of 28 being saved.

If you're a supplier or customer with an outstanding order, you want to reclaim stock subject to retention of title or you own property hired or rented by the Company, please call Neil Weldrick of PwC on 0113 289 4253. Please also contact PwC if you hold any Company property.

What you're owed

Please complete and return the attached statement of claim to PwC.

How we report to creditors

As administrators we have up to eight weeks to prepare and send out our proposals setting out how we intend to achieve the purpose of administration. We'll circulate our proposals as soon as possible and either give notice of a creditors' meeting or tell you why a meeting isn't being held.

Your rights as creditors

Our appointment means that you can't start or continue legal action, enforce security or repossess any goods held by the Company unless we agree or the court allows it.

You can find a creditors' guide to administrators' fees at:

<http://www.icaew.com/~media/Files/Technical/Insolvency/creditors-guides/creditors-guide-administrators-fees-final.pdf>

Please contact Neil Weldrick on 0113 289 4253 or at email neil.v.weldrick@uk.pwc.com if you would like a paper copy.

Restrictions on the rights of creditors

The appointment of the joint administrators restricts the rights of creditors in a number of ways. In particular the rights to start or continue legal proceedings or to enforce security are suspended. Paragraph 43 of Schedule B1 to the Insolvency Act 1986 makes it clear that goods in the possession of the Companies cannot be repossessed without the consent of the court or the joint administrators.

Directors' conduct

One of our duties is to look at the actions of anybody who has been a director of the Company in the three years before our appointment. We also have to decide whether any action should be taken against anyone to recover or contribute to the Company's assets. If you think there is something we should know about, please complete the relevant section of the attached claim form or write to me separately at this address. This is part of our normal work and doesn't necessarily imply any criticism of the directors' actions.



Please note that a website has been set up in this regard, and this letter and further creditors reports will be available to view and download at pwc.co.uk/fourseasons

Yours faithfully
For and on behalf of Company

Owen Claxton-Ingham
For Robert Moran
Joint Administrator

Enclosures: Appendix
Form 2.12B
Claim form (D355E)

Robert John Moran and Robert Jonathan Hunt and Toby Scott Underwood have been appointed as joint administrators of Berkeley Environmental Services Limited to manage its affairs, business and property as agents and without personal liability. The joint administrators are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.

The joint administrators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the administrations.

Abbreviations used in this letter and appendix

“the Administrators” or “we”	Robert Moran, Robert Hunt and Toby Underwood of PwC
“PwC”	PricewaterhouseCoopers LLP
“the Company”	Berkeley Environmental Services Limited
“the Group”	Four Seasons Energy Management Group Ltd and its subsidiaries
“Magana”	Magana Limited, shareholder and secured creditor of the Group
“Rcapital”	Rcapital Partners LLP, Rcapital Nominees Ltd and Magana
“the purchaser”	Integral UK Holdings Limited
“HVAC”	Heating, ventilation and air conditioning

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APPENDIX

Information regarding the sale of the business and assets of Berkeley Environmental Services Limited (“the Company”) on 13th January 2014 as required by Statement of Insolvency Practice No.16 and Statement of Insolvency Practice No.13.

<p>1. Background</p>	<p>The Company is one of the trading entities of the Four Seasons Group of companies (“the Group”).</p> <p>The Group provides installation and maintenance services for heating, ventilation and air conditioning. It also installs and manages building temperature management systems and designs and engineers airflow and temperature control systems.</p> <p>As per the 2011 annual report, the Group’s turnover was £30.5m.</p> <p>The Company designs and installs temperature control systems.</p> <p>The Group was built up through the acquisition of various companies which were financed mainly through bank borrowings.</p> <p>The group was put up for sale in July 2012 by its shareholder. A sales process was conducted and the business was marketed to trade and private equity buyers. The sales process was conducted by Livingstone Partners LLP. This resulted in the Group’s secured debt and equity being sold to Magana Ltd (“Magana”) in October 2013. The details of this transaction remain confidential; however, the value achieved was significantly less than the level of senior secured debt. Magana is a wholly owned subsidiary of Rcapital Nominees Limited (“Rcapital”).</p> <p>Having acquired the Group, Magana commenced a restructuring process with the aim of simplifying the Group. However, it became clear that a restructuring was not possible and Magana took the decision to realise value for its investment in the Group through a sale process.</p> <p>The Group’s trading position has continued to deteriorate and there has been significant cash flow pressure, making it necessary to take steps to protect the business from enforcement action by creditors.</p> <p>The directors were of the opinion that the Company and certain other entities within the Group were insolvent and filed Notices of Intention to Appoint Administrators over the Company in December 2013.</p>
<p>2. The source of the administrators’ initial introduction</p>	<p>As detailed further below, PricewaterhouseCoopers LLP (“PwC”) was originally introduced to the Company on 23 July 2013 by its secured lender.</p>

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<p>3. The extent of the administrators' involvement before the appointment</p>	<p>PwC performed the following engagements prior to appointment:</p> <p>July 2013: PwC was instructed by Four Seasons Energy Management Group Limited (the holding company of the Group) and the secured creditor to review and comment on the sales process for the business that was being undertaken by Livingstone Partners LLP. PwC was also instructed to undertake initial contingency planning, to the extent that the position and performance of the business necessitated this. PwC's primary duty of care was to the secured creditor. This resulted in the Rcapital acquisition. PwC did not advise Rcapital on this transaction.</p> <p>December 2013: PwC was instructed by Four Seasons Control Holdings Limited and Rcapital to assist with a restructuring plan. PwC's primary duty of care was to Rcapital.</p> <p>December 2013: Under an extension of services, PwC was further instructed by Four Seasons Control Holdings Limited (the Companies' immediate holding company) and Rcapital to assist in finding a purchaser for the business and to undertake further contingency planning. As part of this process the prospective administrators undertook discussions with interested parties.</p>
<p>4. Alternative course(s) of action considered by the administrators and the possible financial outcome(s) of the alternative course(s) of action, including why it was not appropriate to trade the business and offer it for sale as a going concern during the administration</p>	<p>The principal alternatives considered by the administrators were:</p> <p>i. Administration of the Company with continued trading to explore the market before a sale of the business and assets. This was not possible in the absence of any working capital funding to purchase stock and pay subcontractors. The secured creditor was not willing to advance further funds to support this.</p> <p>ii. Liquidation of the Company to realise the assets. This would result in a close down of the business and would have restricted the ability to realise the value achieved for other trading assets of the business, such as that achieved through the sale that has completed. Additionally, the cessation of trading would have increased creditor claims, including employee claims.</p> <p>iii. A Company Voluntary Arrangement ("CVA") was not considered a viable solution given the concentration of debt with the secured lender and the time line required to action the CVA.</p> <p>iv. A Scheme of Arrangement of the Company was not considered a viable solution given the time frame required to affect the schemes and the urgent need for working capital.</p>
<p>5. Whether efforts were made to consult major creditors</p>	<p>The Company's largest and secured creditor, Magana, was consulted throughout the process, and provided its consent to the appointment of administrators and for the transaction to be completed.</p> <p>Given the lengthy sales process conducted by Livingstone Partners LLP had only recently resulted in a transaction at an enterprise value that was significantly less than the level of secured debt, we considered it highly unlikely that any additional marketing exercise would result in a transaction that would</p>

	<p>have allowed the secured creditor to be repaid in full. Magana, as secured creditor, was owed £10.02m as at the date of appointment.</p> <p>A distribution to the preferential creditors is expected for those employees not being transferred. The purchaser has agreed to pay all wages for transferring employees.</p> <p>With respect to the unsecured creditors, given the level of the secured debt referred to above we unfortunately considered there was no realistic scenario whereby there would have been any prospect of any distribution to unsecured creditors (other than the potential for a dividend from the prescribed part). No consultation was undertaken with these creditors given commercial sensitivity. We envisage that certain unsecured creditors of the Group shall, should they chose to do so, have an ongoing relationship with the purchaser which would not otherwise have been possible without the sale.</p>
6. Requests made to potential funders to fund working capital requirements	<p>There have been on-going discussions with Magana (as the secured creditor and the Group's major shareholder), who concluded that they were not able to provide the increased funds required to enable the Group businesses to be traded into 2014.</p> <p>Although debtor finance had been considered, the finance company with whom the Group has been in discussions stated that such finance was not available without a restructuring of the Group and its activities which was not able to be achieved in the timescales available to the Group.</p>
7. Details of registered charges with dates of creation	<p>Magana Limited as Security Trustee under an Assignment and Security Trust Deed dated 18 October 2013, which assigned the security previously held by Lloyds TSB Bank Plc under a Debenture dated 16 April 2010 and a deed of admission to an omnibus guarantee and set-off agreement dated 16 April 2010. This created fixed and floating charges over all of the Company's assets to secure the lending to the Company and other members of the Group.</p> <p>Barclays Unquoted Investments Limited as Security Trustee under a Supplemental Deed dated 16 April 2010. It is believed that this charge has been satisfied but not updated at Companies House.</p>
8. Whether or not the business or business assets have been acquired from an insolvency practitioner within the previous two years.	No
9. Marketing activities conducted by the	<p>Marketing activities undertaken: As noted above, previous sales process was commenced in 2012 for the Group and the businesses were fully exposed to the market as part of this process. The</p>

<p>Company and / or administrators</p>	<p>Group was eventually sold to Magana in October 2013, as referred to earlier.</p> <p>PwC was engaged in December 2013 to assist with finding a purchaser for the Group's businesses in order to protect and realise Magana's investment. After considering the Group's position in the market, the competitors group and key areas of value, PwC contacted other companies within the sector who would potentially be interested in purchasing part or all of the Group. This included discussions with parties who had considered an acquisition as part of the Livingstone Partners LLP led sales process. Discussions were also held separately with the current directors of the Companies surrounding their ability to put forward an offer.</p> <p>Outcome: 6 parties signed non-disclosure agreements (NDA) and further discussions were held with these parties in order to provide information.</p> <p>Additionally, meetings were held with two of these interested parties in December 2013 and early January 2014. One of these parties had previously spent 15 days conducting due diligence in exclusivity during the Livingstone sales process and was the under bidder to Magana's successful bid. That party confirmed that it did not wish to put forward an offer.</p> <p>While discussions were on going with third parties, PwC continued to work with the current directors and members of the management. The directors indicated very early on in the process that they were interested in the businesses and would be submitting offers. However, after initial investigations Ray Wall, director of BES decided not to put forward an offer for the business.</p> <p>Integral UK Holdings Limited was one of the parties who signed an NDA, in early January 2014.</p> <p>Final negotiations successfully achieved a sale of parts of the business.</p>
<p>10. Valuations of the business or the underlying assets</p>	<p>GA Europe was instructed by the prospective administrators in December 2013 to value the stock, hand tools and office furniture and equipment of the Company.</p> <p>Office furniture and equipment: This mainly consisted of furniture and computers. It was estimated that on a going concern basis and on a break up basis, the value could be negative or cost neutral (i.e. the cost of gathering in and selling the equipment would equal or exceed the sale proceeds).</p> <p>Stock and hand tools: With respect to stock and hand tools, given the location (mainly on vehicles) and the difficulty in recovering these items, they would be cost neutral in both going concern and on a break up basis. In effect, they would be worth nil after the costs of recovery are deducted.</p> <p>The reporting valuer from GA Europe was Peter Bache FRICS.</p>

	<p>This valuation was considered by the administrators when assessing the offer. The valuers have confirmed their independence as per email dated 20 December 2013.</p> <p>The Group's financial controller told PwC he believed the Companies' only assets of significant value to be the book debt ledger.</p> <p>The external trade debtors were excluded from the assets sold. The administrators will work with the purchaser to collect some of the trade debtors. The remaining book debts will be collected by the administrators.</p>
11. The date of the transaction	Sold with the effective time of 5pm on 13 January 2013
12. The identity of the purchaser(s)	Integral UK Holdings Limited
13. Any connection between the purchaser(s) and the directors, shareholders or secured creditors of the Company or their associates	No.
14. If the purchaser is a connected party), whether the purchaser was independently advised	n/a
15. The names of any directors, or former directors, of the Company who are involved in the management or ownership of the purchaser, or of any other entity into which any of the assets were / will be transferred	n/a
16. Whether any directors had given guarantees	No guarantees were provided by Directors, and the new business is not being financed by financiers of the Group.

<p>for amounts due from the Company to a prior financier, and whether that financier is financing the new business</p>	
<p>17. Details of the assets involved and the nature of the transaction</p>	<p>Assets sold:</p> <ul style="list-style-type: none"> (a) the Chattels; (b) the Customer Contracts; (c) the Goodwill; (d) the Business Information; and (e) the Software Licences <p>Assets excluded: Refunds, claims, other debtors etc. (including VAT bad debt relief claims), financed / leased vehicles and external trade debtors.</p> <p>Any other relevant information as to the nature of the transaction: The purchaser has agreed to meet January's payroll in full for the transferring employees.</p> <p>The Administrators have not sold the book debts, but have entered into a collection arrangement with Integral for certain of these debts which we believe will increase the level of recoveries made. Integral have also agreed a minimum collection amount (see below).</p>
<p>18. The consideration for the transaction, terms of payment, and any condition of the contract that could materially affect the consideration</p>	<p>Consideration paid is broken down as follows:</p> <ul style="list-style-type: none"> (f) the chattels for £1; (g) the Customer Contracts for £1; (h) the Goodwill for £1; (i) the Business Information for £1; and (j) the Software Licences for £1. <p>Date paid: 13th January 2014</p> <p>Terms that could materially affect the consideration: In respect of the collection agreement the purchaser has agreed a non-refundable minimum collection of £100k.</p> <p>The sale is beneficial for creditors as it has provided an opportunity to realise the value achieved for other trading assets of the business, which otherwise</p>

	were unlikely to realise any value. Additionally, the sale has reduced the amount of preferential creditor claims as approximately 46% of the total employees will be transferred to the purchaser and through the TUPE transfer and do not have claims in the administration.
19. Any options, buy-back arrangements or similar conditions attached to the contract of sale	n/a
20. If the sale is part of a wider transaction, a description of the other aspects of the transaction	The Company is part of the Four Seasons Group. The businesses of other entities within the Group have been sold out of administration to different purchasers
21. Outcome for creditors	<p>Secured creditors: Amounts due to the secured creditor, Magana, as at the date of administrator's appointment totalled £10.02m.</p> <p>The Group's indebtedness to the secured creditor is secured by way of debentures and cross guarantees giving fixed and floating charges over all the Group's assets. The secured creditor will suffer a shortfall on its lending to the Group.</p> <p>Preferential creditors: A distribution is anticipated for preferential creditors.</p> <p>Unsecured creditors: We do not anticipate a return for unsecured creditors other than the potential for a dividend from the prescribed part subject to the level of realisations for remaining assets.</p>
22. The sale and the purpose of administration	<p>The statutory purpose of an administration is to achieve one of these objectives:</p> <ul style="list-style-type: none"> (a) rescuing the Company as a going concern, or if that is not possible or if (b) would achieve a better result for the creditors than (a) (b) achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in administration), or finally, if that is not possible (c) realising the Company's assets to make a distribution to secured or preferential creditors. <p>In this case, we are pursuing objective (b) as it was not possible to rescue the Company as a going concern. Without the sale of the businesses, the realisations received from the sale of the fixed assets would have been significantly lower and the amount collected from the external trade debtors also significantly lower. This gives a better result for all creditors.</p>

The Insolvency Act 1986

Notice of administrator's appointment

2.12B

Name of Company Berkeley Environmental Services Limited

Company Number 02940890

In the High Court of Justice, Chancery Division, Companies Court <small>(full name of court)</small>
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Court case number 167 of 2014

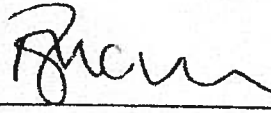
(a) Insert full name(s) and address(es)

We (a) Mr Robert John Moran of PricewaterhouseCoopers LLP, 7 More London , Riverside, London, SE1 2RT, Toby Scott Underwood of PricewaterhouseCoopers LLP, Benson House, 33 Wellington Street, Leeds, LS1 4JP and Mr Robert Jonathan Hunt of PricewaterhouseCoopers LLP, Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT

give notice that we were appointed as administrators of the above company on:

(b) Insert date

(b) 13 January 2014

Signed 

Dated 14/01/14

Joint Administrator (IP Nos 14410, 8597, 9270)

Berkeley Environmental Services Limited - in Administration – statement of claim

Creditor's name and address.	
Registered number (if creditor is a company)	
<p>Claim amount</p> <ul style="list-style-type: none"> • Total amount of your claim (including VAT) at the date the administration commenced*<i>[or, if the company was in liquidation when it entered administration, at the date the prior liquidation commence].</i> • Any payment received by the creditor in relation to the claim after the appointment of the administrators <i>[or, if applicable, prior liquidators]</i> • Total value (including VAT) of any monies owed by the creditor to the company. • Total value (including VAT) of any retention of title in respect of any goods to which the debt relates 	<p>£</p> <p>£</p> <p>£</p> <p>£</p>
<p>Please provide details of any documents that substantiate your claim including where applicable, details of any reservation of title. If available, please attach a statement of account.</p>	
What goods or services did you provide?	
<p>If you have security for your debt, please provide details of the type and value of the security, the date it was given, and provide details of how you have valued your security.</p> <p>If no security held, leave this section blank.</p>	
<p>We have a duty as administrators to consider the conduct of the directors prior to our appointment. Are there any particular matters relating to the purchase of goods and services from yourselves, or any other matters that you feel should be reviewed?</p> <p>If so, please provide brief details on this form, or on a separate sheet if there is insufficient room.</p>	
Signature of creditor or person authorised to act on behalf of the creditor.	Date
Name in block capitals.	
Position with or relation to the creditor (e.g. director, company secretary, solicitor).	

* You must deduct any trade or other discounts which would have been available to the company but for its administration, except any discount for immediate, early or cash settlement.