



## **To all known suppliers of the Company**

29 November 2017

Dear Sirs

### **Palmer & Harvey McLane Limited (in administration) ("P&H" or "the Company")**

We write to advise that on 28 November 2017 (the "**Appointment Date**") Matthew Callaghan, Ian Green and Zelf Hussain, all of PricewaterhouseCoopers LLP ("**PwC**"), were appointed as joint administrators of the Company (the "**Joint Administrators**") and that, with effect from the time of their appointment, the business, assets and affairs of the Company are being managed by the Joint Administrators for the benefit of the Company's creditors.

### **Suppliers to the Company**

You are receiving this letter because we understand from the Company's books and records that you are a supplier to the Company (although the Joint Administrators do not warrant the accuracy of any Company information).

As you may know, the Company has hundreds of suppliers whose positions will need to be considered as part of the administration process. One of our priorities will be to seek to resolve the position with each supplier as promptly and efficiently as this can be achieved, taking account of the various competing priorities which the Joint Administrators will need to address in accordance with their duties under the Insolvency Act 1986 (the "**Act**").

### **Effects of the Administration**

The Company's administration gives rise to a moratorium under paragraph 43 of Schedule B1 to the Act which restricts action against the Company. This prevents legal proceedings being taken against the Company, or steps being taken to enforce security or repossess goods in the Company's possession, in each case without the consent of the Joint Administrators or the Court.

You can find information on administrators' fees and your rights at:

[http://www.icaew.com/~media/corporate/files/technical/insolvency/creditors%20guides/2015/guide\\_to\\_administrators\\_fees\\_oct\\_2015.ashx](http://www.icaew.com/~media/corporate/files/technical/insolvency/creditors%20guides/2015/guide_to_administrators_fees_oct_2015.ashx)

*PricewaterhouseCoopers LLP, Central Square, 29 Wellington Street, Leeds, LS1 4DL*  
T: +44 (0) 1132 894 000, F: +44 (0) 1132 894 460, [www.pwc.co.uk](http://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.



### **Goods supplied to the Company**

We anticipate that some suppliers will assert retention of title claims against the Company in respect of goods supplied, or claim the return of goods said to be held by the Company on hire purchase. If you wish to assert such a retention of title claim, please refer to the Appendix to this letter entitled "*Process for Suppliers Asserting Retention of Title Claims*" which explains the process which will be adopted for such claims. As explained in that Appendix, you will also need to complete a Retention of Title Questionnaire, which is also enclosed with this letter. Details on how to file a claim can also be found on the website [www.pwc.co.uk/palmerandharvey](http://www.pwc.co.uk/palmerandharvey)

### **What you're owed and help we need from you**

If you believe that you are owed money from the Company, please complete the attached proof of debt form and return it to the Company at PricewaterhouseCoopers LLP, Central Square, 29 Wellington St, Leeds LS1 4DL.

If your claim includes VAT, you may be able to obtain VAT bad debt relief six months after your supply. Your local VAT office can help you with this.

To help us further, please supply details of:

- Any outstanding orders
- Any of the Company's property you hold

Please note that it is too early to give any indication of the prospects of any return for creditors.

### **Future supplies**

We are currently reviewing purchase orders issued by the Company before our appointment. We will contact relevant suppliers about those orders shortly. Until then, please don't supply any goods ordered without our prior approval or that of one of our team.

The Company will pay for goods and services supplied during the administration from its assets, but only where those supplies are made against a written order signed by one of the Joint Administrators or an authorised member of our PwC team or Company staff. All purchases will be ordered using a new sequence of purchase order forms. This will be signed by one of the authorised signatories.

Once you get an order from us, please open a new account in the Company's name for post-administration supplies. Please also make sure your invoices quote the relevant post-administration purchase order number.

### **How we report to creditors**

The Joint Administrators have to prepare and send out our proposals setting out how we intend to achieve the purpose of administration within eight weeks of our appointment. We're awaiting management information so that we can prepare an estimated outcome statement and we'll circulate our proposals as soon as possible.



Please contact Sarah Corbett on 0113 289 4014 or at [creditorsenquiries@uk.pwc.com](mailto:creditorsenquiries@uk.pwc.com) if you'd like a paper copy free of charge or have any questions.

You also have the right to opt out of receiving further documents relating to these proceedings. Please see the attached sheet "*Information provided to creditors on opting out in accordance with Rule 1.39*" for full details.

The right to opt out only applies to documents required by the Insolvency Act 1986 or the Insolvency (England and Wales) Rules 2016 (the "**Rules**") to be delivered to creditors generally or to a particular class of creditors. It does not apply to documents or correspondence sent to people in a capacity other than as creditor (e.g. as an employee) or to correspondence sent to individual creditors.

Any formal opt out request should be sent to Sarah Corbett at the address listed above or by e-mail to: [creditorsenquiries@uk.pwc.com](mailto:creditorsenquiries@uk.pwc.com), stating the Company name.

#### **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 proof of debt form. This is part of our normal work and doesn't necessarily imply any criticism of the directors' actions.

Yours faithfully  
For and on behalf of the Company

A handwritten signature in black ink, appearing to read 'M Callaghan', with a long horizontal line extending to the right.

Matthew Callaghan  
Joint Administrator

- Enclosures:
- (1) Appendix - Process for Suppliers Asserting Retention of Title Claims
  - (2) Information provided to creditors on opting out
  - (3) Retention of Title Questionnaire
  - (4) Proof of debt form (D355Ev2 / D355Fv2)
  - (5) AMO1

*Matthew Callaghan, Ian Green and Zelf Hussain have been appointed as joint administrators of the Company to manage its affairs, business and property as its agents and act without personal liability. All are licensed in the United Kingdom to act as an insolvency practitioner by the Institute of Chartered Accountants in England and Wales.*

*The joint administrators are bound by the Insolvency Code of Ethics which can be found at: <https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>.*

*The joint 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 administration.*



## APPENDIX - PROCESS FOR SUPPLIERS ASSERTING RETENTION OF TITLE CLAIMS

It is in the Company's interests, and in all suppliers' interests, for any retention of title claims to be resolved in an orderly and efficient process. Given the very large number of suppliers to the Company, any repossession process will not work if suppliers come to the Company's premises, unscheduled, to seek repossession of 'their' goods.

The Joint Administrators will work with creditors to review any retention of title claims submitted, but have to ensure that any valid repossessions of goods take place in an orderly and controlled way so as not to adversely impact the purpose of the administration of the interests of other creditors. To assist suppliers who may wish to assert retention of title claims, we set out below the approach which will be adopted, and which all suppliers must follow.

You are not permitted to attend any site without permission of the Joint Administrators in advance. Please do not attend a site without permission as you will be turned away and you will not be able to remove stock.

### APPROACH TO RETENTION OF TITLE CLAIMS

1. **If you wish to make a retention of title claim in respect of goods located at any of the Company's premises, you must complete and return the Retention of Title Questionnaire enclosed with this letter.** You must also provide any further information which the Joint Administrators or those acting on their behalf may reasonably require in order to assess your claim.
2. The questionnaire should be returned to the Joint Administrator using the email address [pbqueries@uk.pwc.com](mailto:pbqueries@uk.pwc.com), together with other supporting documentation as detailed in the questionnaire.
3. Once a completed Questionnaire and any other requested information has been provided, the Joint Administrators (or someone acting on their behalf from PwC or the Company) will contact you as soon as they are in a position to do so to confirm whether your claim is accepted and the terms of collection.

**Please bear in mind that the Joint Administrators anticipate receiving a very large number of claims. We are not in a position to say how quickly we will be able to respond to each claim but will endeavour to do so as soon as is reasonably practicable.**

4. If your retention of title claim is accepted, we will agree dates and times for collection with you. **You must only attend to repossess any goods at agreed times. Access will be denied to suppliers who come to the Company's premises unscheduled seeking to repossess goods.** Repossessions must be properly scheduled, bearing in mind the resources available and the need to maintain a controlled process.
5. If dates and times for collection have been agreed with the Company's operations team, you will bear your own costs associated with arranging for the collection of the goods including but not



limited to vehicles, labour and fuel. The Company will make available the staff and equipment to facilitate moving the goods within the distribution centre to your vehicle.

6. If dates and times for collection have been agreed with the Company's operations team, those attending on your behalf must bring sufficient documentation supporting your claim to enable those assisting with the repossession process to understand which goods you are properly entitled to repossess. If any representative of the Joint Administrators or any member of Company staff cannot verify that particular goods which you are seeking to repossess are within the scope of your accepted claim, those goods may not be repossessed at that time pending a resolution of whatever issue has arisen.
7. If your retention of title claim is accepted and you repossess your goods in accordance with the process described above, it may well be that you have no further unsecured claims against the Company. However, if, notwithstanding such repossession, you believe that you still have a claim against the Company in respect of goods supplied, any such claim will be an unsecured claim for which you must lodge a proof of debt. The Joint Administrators reserve all of their and the Company's rights in this respect. Any proofs of debt submitted will be adjudicated in accordance with the Rules.
8. The Joint Administrators act at all times as agents of the Company and without personal liability. Suppliers have no claim against the Joint Administrators or anyone acting on their behalf in respect of goods supplied to the Company.

**29 November 2017**



**The Insolvency (England and Wales) Rules 2016 ("IR16")  
Information provided to creditors on opting out in accordance with Rule 1.39**

As part of our first communication with you, we are required to inform you about your right to elect to opt out of receiving further documents relating to these proceedings as follows:

You have the right to elect to opt out of receiving further documents about these proceedings unless:

- (a) the Insolvency Act 1986 requires a document to be delivered to all creditors without expressly excluding opted-out creditors;
- (b) it is a notice relating to a change in the office-holder or the office-holder's contact details, or;
- (c) it is a notice of a dividend or proposed dividend or a notice which the court orders to be sent to all creditors or all creditors of a particular category to which the creditor belongs.

Any election to opt out will not affect a creditor's entitlement to receive dividends, should any be paid to creditors. Similarly, unless IR16 provide to the contrary, opting-out will not affect any right the creditor may have to vote in a decision procedure or participate in a deemed consent procedure in these proceedings, although the creditor will not receive notice of it.

If a creditor opts out, they will be treated as having opted out in respect of any consecutive insolvency proceedings of a different kind in respect of the same company.

A creditor can opt out at any time by delivering written notice to the office holder at the postal address noted in the covering correspondence or by e-mail to: [creditorenquiries@uk.pwc.com](mailto:creditorenquiries@uk.pwc.com). The notice must be authenticated in accordance with rule 1.5 IR16 and dated by the creditor. A creditor will be treated as an opted-out creditor as soon as reasonably practicable after delivery of the creditor's election to opt out.

An election to opt out can be revoked at any time by delivering a further notice to the office-holder in writing, authenticated and dated by the creditor. A creditor ceases to be an opted-out creditor from the date the notice is received by the office holder.

Should you have any questions on this process, please use the contact details in the covering correspondence.



## RETENTION OF TITLE CLAIM QUESTIONNAIRE

Palmer & Harvey McLane Limited – in Administration

It is imperative that the questions set out below are answered as fully as possible so that your retention of title claim may be properly investigated without protracted correspondence. Your assistance will be appreciated.

SUPPLIER	SOLICITOR FOR SUPPLIER
Name:	Name:
Address:	Address:
Telephone:	Telephone:
Name of contact:	Name of contact:

1. Do your standard terms and conditions of sale contain a Reservation of Title clause?

NO	If not, you will not be able to pursue a claim and should advise us accordingly.
YES	Please provide a copy of your standard terms and conditions and reference the RoT clause

2. How and when were your terms and conditions communicated to the company?

Please 3

☐ EXPRESS WRITTEN AGREEMENT  
Please provide a copy

☐ WRITTEN NOTICE PRIOR TO DELIVERY  
Please forward a blank original set of documents containing your terms and conditions

☐ OTHER  
Please provide details

3. Please state below the written evidence you have that your terms and conditions were accepted by the company?  
Please attach a copy of the evidence.

4. Please state your total debt with the company. £   
PLEASE ENCLOSE A CURRENT STATEMENT

## **RETENTION OF TITLE CLAIM QUESTIONNAIRE**

Palmer & Harvey McLane Limited – in Administration

5. Please supply any other evidence you can offer to demonstrate that any contract between the company and yourselves incorporated the clause you have notified to us in 1 above.

The completed questionnaire and supporting documentation should be emailed to [phqueries@uk.pwc.com](mailto:phqueries@uk.pwc.com)



**Palmer & Harvey McLane Limited, Palmer & Harvey (Holdings) plc, Palmer & Harvey McLane (Holdings) Limited, P&H Direct Van Sales Limited, P&H Direct Limited, P&H (1925) Limited, P&H Sweetdirect Limited, P&H Snacksdirect Limited - All in Administration (the Companies)**  
**Proof of debt**

**Please complete and return this form with supporting documentation as soon as possible to Matthew Callaghan, Joint Administrator, Level 8 Central Square, 29 Wellington Street, Leeds, LS1 4DL.**

<b>Name of Company to which claim relates</b>	
1) Name of creditor	
2) Address of creditor for correspondence	
3) Registered number (if creditor is a company) <i>(If not registered in the UK, please state the country or territory it is registered in and any overseas company registration number)</i>	
4) Total amount of your claim* (including VAT and outstanding capitalised interest) at the date the Company entered administration Less: - Total amount of any payments received by you in relation to the claim after the administrators' appointment/[preceding liquidation date]; and - Total value (including VAT) of any monies due by you to the company in administration	(a) £  (b) £  (c) £
<b>Balance of claim</b>	= a-b-c    £
5) If the amount in 4) includes outstanding capitalised interest, please state amount	£
6) Particulars of how and when the debt was incurred <i>(please attach a continuation sheet if more space is needed)</i>	
7) Particulars of any security held, the date it was given and the value you put on the security	
8) Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates	
9) Details of any documents by reference to which the debt can be substantiated	
10) Information on any concerns you may have regarding the way in which the company's business has been conducted, and on potential recoveries for the administration resulting from the conduct of any party <i>(please continue on a separate sheet if needed)</i>	
Signature of creditor or person authorised to act on behalf of the creditor	
Name in block capitals	
Position with or relation to the creditor (e.g. director, company secretary, solicitor)	
Address of person signing (if different from 2 above)	
Date	
<i>For office holder's use only</i>	
If applicable Admitted to vote for: £	If applicable Admitted for dividend for: £
Date	Date
Signed	Signed
Name	Name

\* 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

# AM01

## Notice of administrator's appointment



Companies House

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 01874153  
Company name in full Palmer & Harvey McLane Limited

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

### 2 Court details

Court name High Court of Justice, Business and Property Courts of England and  
Wales, Insolvency and Companies List (ChD)

Court number C R - 2 0 1 7 - 0 0 8 9 7 6

### 3 Administrator's name

Full forename(s) Matthew Boyd  
Surname Callaghan

### 4 Administrator's address

Building name/number 7 More London Riverside

Street

Post town London

County/Region

Postcode S E 1 2 R T

Country

### 5 Administrator's email address or telephone number <sup>①</sup>

Email address clare.n.davison@uk.pwc.com  
Telephone number 0113 289 4062


① You must give an email address or  
telephone number. All information  
on this form will appear on the  
public record.

### 6 Insolvency practitioner number

Insolvency practitioner  
number 1 4 6 3 0

AM01

## Notice of administrator's appointment

<b>7</b>	<b>Administrator's name <sup>①</sup></b>		
Full forename(s)	Ian David		<b>① Other administrator</b> Use this section to tell us about another administrator.
Surname	Green		
<b>8</b>	<b>Administrator's address <sup>②</sup></b>		
Building name/number	7 More London Riverside		<b>② Other administrator</b> Use this section to tell us about another administrator.
Street			
Post town	London		
County/Region			
Postcode	S E 1 2 R T		
Country			
<b>9</b>	<b>Administrator's email address or telephone number <sup>③</sup></b>		
Email address	clare.n.davison@uk.pwc.com		<b>③ You must give an email address or telephone number. All information on this form will appear on the public record.</b>
Telephone number	0113 289 4062		
<b>10</b>	<b>Insolvency practitioner number</b>		
Insolvency practitioner number	9 0 4 5 .		
<b>11</b>	<b>Statement of appointment</b>		
	I confirm the appointment of the administrator(s) on		
Date	d 2 8 m 1 1 y 2 0 y 1 7		
<b>12</b>	<b>Name of person, body or court appointing administrator</b>		
Person, body or court name	Directors of the company		
<b>13</b>	<b>Sign and date</b>		
Administrator's signature	Signature X  X		
Signature date	d 2 9 m 1 1 y 2 0 y 1 7		

# AM01

## Notice of administrator's appointment



### 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 **Clare Davison**

Company name **PwC**

Address **Central Square**

**29 Wellington Street**

Post town **Leeds**

County/Region

Postcode **L S 1 4 D L**

Country

DX

Telephone **0113 289 4062**



### 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 signed and dated 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

## AM01 - continuation page

### Notice of administrator's appointment

#### 1 Company details

Company number 0 8 1 7 4 1 5 3

Company name in full Palmer & Harvey McLane Limited

#### 2 Administrator's name

Full forename(s) Zelf

Surname Hussain

#### 3 Administrator's address

Building name/number 7 More London Riverside

Street

Post town London

County/Region

Postcode S E 1 2 R T

Country

#### 4 Administrator's email address or telephone number <sup>①</sup>

Email address clare.n.davison@uk.pwc.com

Telephone number 0113 289 4062

<sup>①</sup> You must give an email address or telephone number. All information on this form will appear on the public record.

#### 5 Insolvency practitioner number

Insolvency practitioner number 9 4 3 5