

Letter of Accountability for Mr. Andrew Fox

Subject: Legal Accountability of Mr. Andrew Fox for the Failure of Bishop+Rook UK Ltd.

I hope this letter finds you well. Unfortunately, I am writing to report suspected fraudulent and illegal activity by a UK Company director.

I am writing to bring to your attention the severe and damaging actions of Mr. Andrew Fox (Cholderton, Salisbury SP4 0EG), who, through his suspected deliberate illegal and unethical behavior, has led to the unfortunate demise of Bishop+Rook UK Ltd.

Mr. Fox's conduct has not only caused significant financial losses but has also tarnished the reputation and operational viability of our parent company, Bishop+Rook LLC. This letter aims to highlight the specific actions undertaken by Mr. Fox that have directly resulted in these outcomes and to advocate for his legal accountability under UK law. It is clear that further investigation is required by legal authorities.

Overview of Bishop+Rook UK Ltd.

Bishop+Rook UK Ltd. was established in November 2020, following its acquisition by Bishop+Rook, LLC (USA) of DNA Autocenter/Blacksmoke Ltd. The newly formed company had a mission to restore and export vintage Land Rover Defenders to discerning customers, primarily in the United States. Initially, the ownership was divided between Michael Kraabel (75%) and Andrew Fox/Tom Morris (25%). In 2023, Tom Morris resigned, leaving Mr. Fox with an increased stake, greater responsibility, and control in the company.

Unethical and Illegal Actions by Mr. Andrew Fox

Andrew Fox was the managing director of the UK operations and salaried employee. Major operational and management issues existed throughout the newly formed company's operating history under his stewardship. In addition to poor management, we have reason to believe that Mr. Fox engaged in a variety of illegal and unethical side dealings while an employee and director of Bishop+Rook UK Ltd.

Various former employees and anonymous local whistle-blowers have made us aware of these issues. We have documented evidence of most of these activities. These are currently allegations, but we feel that his action needs to be investigated.

The proliferation of Mr. Fox's side dealings began modestly, with occasional car flips and some hidden off-book work at the Bishop+Rook workshop. However, these activities escalated significantly over time, culminating in the creation of an entirely new entity, Artisan Motor Co. This new venture was not merely a side project but a full-fledged competitor with the same purpose, goals, and ethos as Bishop+Rook.

Unlike his prior covert operations, Artisan Motor Co. became a significant diversion of resources and efforts, effectively becoming Mr. Fox's personal operation and direct competitor to Bishop+Rook. This dramatic shift not only undermined Bishop+Rook's stability but also highlighted Fox's blatant disregard for his fiduciary duties and the well-being of the company he was entrusted to lead.

Andrew Fox's decision to start Artisan Motor Co. in May 2023 while serving as a director of Bishop+Rook UK Ltd. marked the beginning of the company's downfall. Instead of dedicating his time and resources to the growth and success of Bishop+Rook, Mr. Fox diverted essential resources, including time, funds, and employee efforts, to establish and develop Artisan Motor Co.

This blatant misappropriation of company assets not only violated his fiduciary duties but also severely hindered Bishop+Rook's operations. Projects were delayed, customer satisfaction plummeted, and the financial stability of Bishop+Rook was compromised as Mr. Fox prioritized his personal venture over the responsibilities entrusted to him. This conflict of interest and misuse of company resources set off a chain reaction of mismanagement and deceit, ultimately leading to the collapse of Bishop+Rook UK Ltd. and Bishop+Rook LLC (US).

Andrew Fox's actions were nothing short of betrayal. Through various means, he systematically exploited the company for his personal gain, leading to our eventual downfall. Here are some of the most egregious actions he undertook:

Falsification of Time Tracking: Mr. Fox forced employees to falsify time tracking details, making it appear as though they were working on Bishop+Rook projects while they were, in fact,

working on his personal or Artisan Motor Co. projects. This manipulation of records created a misleading view of productivity and diverted company resources away from legitimate projects.

Side Dealing and Misuse of Resources: Mr. Fox engaged in side dealings using company resources and connections to benefit himself at the expense of Bishop+Rook. He repeatedly rewarded himself through these activities, causing financial strain and demoralizing the staff who were committed to the company's success.

Disabling Security Cameras: There were numerous instances where Mr. Fox turned off security cameras to conceal his unauthorized use of company resources. During these periods, he and his staff would work on non-sanctioned projects, ensuring that these activities remained hidden from oversight.

Exploiting Customer Relationships: Mr. Fox converted US-customer relationships for personal gain, undermining the trust and integrity we had built with our clients. This exploitation led to significant reputational damage and loss of future business opportunities.

Concealing Transactions: Mr. Fox carefully hid his transactions by using third parties, friends, or fictitious names. This elaborate scheme ensured that his fraudulent activities could not be easily traced back to him, thereby evading immediate detection.

Neglect of Legitimate Projects: Mr. Fox spent minimal time working on actual Bishop+Rook projects, instead dedicating most of his efforts to his self-dealings. This neglect resulted in project delays, financial losses, and unmet customer expectations.

Mismanagement of Parts Orders: Repeated mismanagement of parts orders by Mr. Fox caused further operational inefficiencies. Incorrect and delayed orders disrupted workflows and contributed to the backlog of unfinished projects. It is also unclear how much of the parts ordering was for the benefit of Bishop over that of his personal projects.

Inaccurate Customer Updates: Mr. Fox provided infrequent and inaccurate updates to customers, hiding his mismanagement and the true state of their projects. This lack of transparency exacerbated customer dissatisfaction and eroded trust in our business.

A Pattern of Deceit and Unethical Practices

Andrew Fox's unethical behavior extended beyond mismanagement and self-dealing, as he frequently bragged about avoiding UK taxes and VAT by keeping his cash dealings under the radar. This blatant disregard for legal and ethical standards highlights his willingness to flout the law for personal gain.

Fox has amassed an extensive collection of assets stored in a locked barn on his property, assets that far exceed the salary he received from Bishop+Rook UK Ltd. This hidden wealth, coupled with his tax evasion strategies, underscores the extent of his deceit and the damage inflicted on the company and its stakeholders. His actions were not only illegal but also a profound betrayal of the trust placed in him by the company, shareholders, and its customers.

Andrew Fox's unethical practices included hiring staff with the explicit instructions that they would learn the "Bishop Way" at Bishop+Rook UK Ltd. for a period before quitting to work for his competing venture, Artisan Motor Co.

This strategic poaching of trained employees left Bishop+Rook without the necessary skilled workforce, further crippling the company's ability to complete projects and maintain operations. By deliberately undermining Bishop+Rook's staffing stability, Fox ensured his personal venture thrived at the expense of the company he was entrusted to lead, exacerbating the company's operational and financial challenges.

Andrew Fox has also made concerted efforts to obscure his association with Artisan Motor Co. by backdating his resignation as a director to June 2023, despite video evidence proving his active involvement in the company as recently as March 2024. This deceptive maneuver suggests a deliberate attempt to hide his conflicting interests and shield himself from accountability.

Additionally, we have received notifications that Mr. Fox has started a new company in May of 2024, (Off Grid Moto Ltd.) focused on trading parts and vehicles, raising further concerns that his pattern will continue. This new venture may be connected to our ongoing issues with the liquidation process, where the recovery of assets for our customers has been obstructed. *Fox's continuous pattern of deceit and manipulation highlights the urgent need for legal accountability for his actions that have severely damaged Bishop+Rook UK Ltd.*

Complicity in Financial Mismanagement

Shelby Fox, Andrew Fox's wife, was entrusted with the critical role of bookkeeping and accounting for Bishop+Rook UK Ltd. However, under her management, it became nearly impossible to obtain accurate records of the company's expenses and financial activities. The complexity and opacity of the financial operations created a labyrinth of bank accounts and transactions that obscured the true state of the company's finances.

Invoices were paid from various accounts, leading to a confusing and untraceable web of financial dealings. Transactions frequently occurred without proper records, making it difficult to track the flow of money and ensure financial transparency. Furthermore, there were numerous instances of company assets being sold, often to Andrew Fox himself or his new business partners, without appropriate documentation or fair valuation.

This deliberate obfuscation of financial records and mismanagement of assets significantly hindered our ability to maintain financial stability and accountability. Shelby Fox's role in this convoluted financial scheme facilitated Andrew Fox's unethical activities, contributing to the overall downfall of Bishop+Rook UK Ltd. The inability to rely on accurate financial data compounded the challenges we faced, ultimately leading to the company's insolvency and the inability to fulfill customer obligations.

Customer Documentation and Misleading Practices

At Bishop+Rook, we prioritized transparency and accountability in our customer interactions. As part of our customer contracts, we committed to providing timely and accurate reports on project builds, including regular updates and photographic evidence of progress. This system was designed to ensure our customers remained informed and confident in our work.

However, Andrew Fox's aversion to accurate time tracking and thorough documentation undermined this commitment. Mr. Fox openly expressed his dislike for the time tracking system, as it necessitated accurate record-keeping and allowed employees to upload photos of their activities, which would then be shared with customers. This system of accountability was crucial for maintaining trust and ensuring transparency in our operations.

Multiple sources informed us that Mr. Fox instructed employees to take photos from specific angles to conceal unauthorized projects in the background. This manipulation of visual evidence was a deliberate attempt to hide his misappropriation of company resources for personal gain.

As the year progressed, fewer employees were uploading photos as Mr. Fox assumed responsibility for these activities, ostensibly to maintain control over the narrative and hide his misconduct.

The deliberate reduction in photo uploads and the misleading nature of the photos that were shared contributed to a decline in customer trust and satisfaction. By controlling the documentation process, Mr. Fox ensured that evidence of his misdealings remained hidden, further compounding the challenges faced by Bishop+Rook UK Ltd. This deceptive practice was a key factor in the company's inability to meet its contractual obligations, ultimately leading to its downfall.

Quality Control and Component Mismanagement

The projects delivered from Bishop+Rook UK Ltd. to the US were fraught with significant quality control issues, all of which were under the responsibility of Andrew Fox. Every vehicle shipped required extensive rework and repairs, which should have been managed and resolved by Mr. Fox prior to delivery. The poor workmanship led to numerous warranty claims against Bishop+Rook LLC, resulting in considerable financial and time burdens for the US operations.

The US team found themselves having to rebuild most of the mechanical components of nearly every vehicle produced in the UK, creating significant resentment and frustration. It became clear that the UK team, under Mr. Fox's leadership, was consistently delivering substandard projects that did not meet our rigorous quality standards. This failure in quality control was directly attributable to Mr. Fox's lack of concern for the consequences faced by US customers and the overall reputation of Bishop+Rook.

As part of the operational arrangement between the UK and US divisions, the UK was responsible for providing parts and vehicle components for projects being built in the US. These components included engines, chassis, and other critical parts. However, Mr. Fox repeatedly failed in this role, sending incorrect parts, broken parts, or misrepresenting the mechanical condition of the components being shipped. This persistent mismanagement disrupted the US operations, leading to delays, additional costs, and a breakdown in trust between the divisions.

Mr. Fox's actions not only compromised the quality and reliability of the vehicles but also strained the resources and morale of the US team. His negligence and unethical behavior in

handling parts and quality control were key factors in the operational and financial challenges faced by Bishop+Rook LLC, further contributing to the overall downfall of the company.

Manipulation of Business Premises and Lease Agreements

In a strategic move to further his personal interests, Andrew Fox orchestrated the relocation of Bishop+Rook UK Ltd. operations from the Cholderton estate to a new long-term lease at Kimpton Manor Farm. This relocation was ostensibly justified by claims of rising rent and business rates at Cholderton, which have since been proven to be false. The true motive behind this move was to vacate the Cholderton facility, allowing Fox to seamlessly transition Artisan Motor Co. into the space previously occupied by Bishop+Rook.

This maneuver not only disrupted Bishop+Rook's operations but also burdened the company with a new 5-year lease at Kimpton Manor Farm—a lease Fox had no intention of fulfilling. His lack of commitment is evidenced by his insistence on not providing a personal guarantee for the new lease. To accommodate this demand, Bishop+Rook was forced to pay an additional month's rent upfront, further straining the company's finances.

Fox's actions severely hampered the future operations of Bishop+Rook, as the company struggled to adapt to the new location without the necessary resources and infrastructure. The move also resulted in the loss of key employees and critical business functions, such as the in-house paint booth, which were essential to the company's success. This calculated disruption highlights Fox's deliberate efforts to undermine Bishop+Rook while advancing his personal venture, causing irreparable harm to the company and its stakeholders.

Experience with Liquidated Assets and Conflict of Interest

Andrew Fox's extensive experience with liquidated assets has further compounded the challenges faced by Bishop+Rook UK Ltd. On several occasions, Mr. Fox openly shared that he had previously purchased assets through liquidation proceedings and was well-versed in the process. This knowledge has raised significant concerns about his intentions and actions during the liquidation of Bishop+Rook UK Ltd.

It is believed that Mr. Fox, along with his new business partner, has attempted to or successfully taken Bishop+Rook assets and converted them for their own purposes. Whether through manipulation of the liquidation process or other means, this behavior suggests a deliberate effort

to exploit the situation for personal gain. This would explain why Mr. Fox has been notably uncooperative during the liquidation process, consistently failing to protect the assets that rightfully belong to US customers.

Given Mr. Fox's background and behavior, we have reason to believe that he may be developing a scheme to collude in acquiring Bishop+Rook assets at a dramatically discounted rate, only to convert them for personal use later. His lack of assistance in safeguarding the assets and his history of unethical conduct indicate a potential plan to benefit from the very failure he orchestrated.

We are determined to ensure that Mr. Fox does not profit from the downfall of Bishop+Rook UK Ltd. It is imperative that all stakeholders remain vigilant and take necessary legal actions to prevent him from acquiring assets through liquidation proceedings or other means. Protecting the interests of our US customers and ensuring justice for the unethical actions of Mr. Fox is our top priority. His extensive experience with liquidated assets should be scrutinized closely to prevent any further misuse and to safeguard the integrity of the liquidation process.

Legal Accountability Under UK Law

Under the Companies Act 2006, directors of UK companies are required to act in the best interests of the company, exercise reasonable care, skill, and diligence, avoid conflicts of interest, and not accept benefits from third parties. Mr. Fox has unequivocally breached these duties through his fraudulent and unethical actions.

Breach of Fiduciary Duty: Mr. Fox's actions demonstrate a clear breach of fiduciary duty. His primary responsibility was to act in the best interests of Bishop+Rook UK Ltd., but he instead pursued personal gain, causing substantial harm to the company and its stakeholders.

Fraudulent Misrepresentation: The false and misleading statements made by Mr. Fox to defraud the company and its customers constitute fraudulent misrepresentation, which is a serious offense under UK law.

Conflict of Interest: By establishing a competing company and using Bishop+Rook resources for personal projects, Mr. Fox engaged in a severe conflict of interest, violating his duty to avoid such situations.

Misuse of Company Resources: Mr. Fox's unauthorized use of company resources for personal benefit and competitive advantage is a direct violation of his responsibilities as a director.

Potential UK Laws Violated by Mr. Andrew Fox

Mr. Andrew Fox potentially violated several UK laws through his actions at Bishop+Rook UK Ltd. *Under the Companies Act 2006*, he breached his duties to act within powers, promote the success of the company, exercise independent judgment, and avoid conflicts of interest. By prioritizing his personal ventures over Bishop+Rook and misusing company resources, Fox failed to fulfill his responsibilities as a director.

The Fraud Act 2006 was likely violated through fraud by false representation and abuse of position. Fox falsified time tracking and manipulated project records, exploiting his director position for personal gain. Under the *Employment Rights Act 1996*, Fox's actions may have constituted unfair treatment of employees and unlawful dismissal, as he coerced employees into falsifying records and engaging in unauthorized work.

Fox's bragging about avoiding UK taxes and VAT suggests potential violations of *tax evasion and avoidance laws*, as he likely failed to properly account for taxes by not accurately reporting income and transactions. Additionally, under the *Money Laundering Regulations 2017*, Fox's hiding of transactions and misappropriation of funds may constitute money laundering, involving complex financial schemes to obscure the origins of illicit gains.

If Fox offered or received bribes related to company assets or operations, he could have breached the *Bribery Act 2010*. His obstruction of the liquidation process and attempts to unlawfully acquire assets suggest misconduct in winding up under the *Insolvency Act 1986*. Continuing to trade while aware of inevitable insolvency could also be considered wrongful trading.

Under the *Consumer Protection from Unfair Trading Regulations 2008*, misleading consumers by providing false information about project status and quality could constitute unfair trading practices. Lastly, the *Proceeds of Crime Act 2002* could apply if Fox financially benefited from illegal activities related to Bishop+Rook, handling proceeds of crime through his misconduct.

These potential violations highlight the severe and multifaceted nature of Mr. Fox's actions, emphasizing the urgent need for legal accountability.

Call to Action

Given the extent of Mr. Fox's unethical behavior and its devastating impact on Bishop+Rook UK Ltd., it is imperative that he be held legally accountable for his actions. We seek to ensure that justice is served and that such misconduct is appropriately addressed to prevent similar occurrences in the future.

We request that the appropriate legal authorities review the evidence of Mr. Fox's actions and pursue all necessary legal measures to hold him accountable. This includes seeking compensation for the financial damages incurred and ensuring that Mr. Fox faces the consequences of his fraudulent and unethical conduct.

Thank you for your attention to this matter. We trust that with your support, we can achieve justice for Bishop+Rook UK Ltd. and its stakeholders.

Sincerely,

Michael Kraabel