The Insolvency Act 1986

Statement of administrator's 2.17B proposals

	Name of Company	Company number		
	Saville Tractors Limited	00376443		
	In the	Court case number		
	High Court of Justice, Chancery Division, Companies Court [full name of court]	6561 of 2006		
(a) Insert name(s) and address(es) of administrator(s)	1. We (a) CK Rayment and S Bannon of BDO Stoy Hayward Birmingham, B3 3SD	LLP, 125 Colmore Row,		
*Delete as applicable	attach a copy of my / our proposals in respect of the administration of the above company.			
	A copy of these proposals was sent to all known creditors on			
(b) Insert date	(b) 6 November 2006			
	Signed			
	Dated 6 November 2006			

Contact details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

BDO Stoy Hayward LLP, 125 Colmore Row, Birmingham,				
B3 3SD				
Our Ref 012576/SR/ADM751/C15	Tel 0121 352 6200			
DX Number DX Exchange				



When you have completed and signed this form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

6 November 2006

DX 33050 Cardiff

125 Colmore Row Birmingham B3 3SD Telephone: +44 (0)121 352 6200 Facsimile: +44 (0)121 352 6444 Web site: www.bdo.co.uk

Private and Confidential

6 November 2006

Our Ref 012576/SR/ADM601/C6

Please ask for Sarah Rimell Ext: 6360

TO ALL CREDITORS AND MEMBERS

Dear Sir(s)

Saville Tractors Limited - In Administration ("the company")

I refer to the appointment of S Bannon and I as Joint Administrators of the company on 14 September 2006 and I am now in a position to convene a meeting of the company's creditors pursuant to Paragraph 51 of Schedule B1 of the Insolvency Act 1986, formal notice of which is attached. The purpose of the meeting is for the creditors to consider and if they think fit approve the Joint Administrators' proposals for achieving the objective of the Administration.

The meeting is to be held at BDO Stoy Hayward LLP, 4th Floor, Edmund House, 12-24 Newhall Street, Birmingham, B3 3EW on 21 November 2006 at 11.30am. A form of proxy and proof of debt are also enclosed.

I attach a statement to creditors pursuant to Rule 2.33 of the Insolvency Rules 1986, which incorporates a statement of proposals under Paragraph 49 of Schedule B1 of the Insolvency Act 1986. Additionally I provide a report setting out the work undertaken by the Administrators to date, incorporating details of my firm's policies regarding fees and disbursements and a summary recording the time spent on the Administration, together with a creditors' guide to Administrators' fees.

Yours faithfully for and on behalf of Saville Tractors Limited

C K Rayment
Joint Administrator

Christopher Kim Rayment is authorised by the Institute of Chartered Accountants in England & Wales to act as an Insolvency Practitioner. The affairs, business and property of the company are being managed by the Joint Administrators who act without personal liability.

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Notice of a meeting of creditors

Name of Company Company number Saville Tractors Limited 00376443 In the Court case number 6561 of 2006 High Court of Justice, Chancery Division, Companies [full name of court] (a) Insert name(s) and Notice is hereby given by (a) CK Rayment and S Bannon of BDO Stoy Hayward LLP, 125 address(es) of Colmore Row, Birmingham, B3 3SD administrator(s) (b) Insert full name and That a meeting of the creditors of (b) Saville Tractors Limited whose registered office is address of registered office situated at c/o BDO Stoy Hayward LLP, 125 Colmore Row, Birmingham, B3 3SD of company (c) Insert details of place of is to be held at (c) BDO Stoy Hayward LLP, 4th Floor, Edmund House, 12-24 Newhall Street, Birmingham, B3 3EW (d) Insert date and time of On (d) 21 November 2006 at 11.30am The meeting is: *(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("the Schedule"): *(2) an initial creditors' meeting requested under paragraph 52(2) of the Schedule; *(3) to consider revisions to my proposals under paragraph 54(2) of the Schedule; *(4) a further creditors' meeting under paragraph 56 of the Schedule; *(5) a creditors' meeting under paragraph 62 of the Schedule. I invite you to attend the above meeting. A proxy form is enclosed which should be completed and returned to me by the date of the meeting if you cannot attend and wish to be represented. In order to be entitled to vote under Rule 2.38 at the meeting you must give to me, not later than 12.00 hours on the business day before the day fixed for the meeting, details in writing of your claim. Signed Joint Administrator Dated 6 November 2006

*Delete as applicable

*Delete as applicable

A copy of the *proposals / revised-proposals is attached

(a) Insert name(s) and

address of registered office

(c) Insert details of place of

(d) Insert date and time of

*Delete as applicable

administrator(s) (b) Insert full name and

of company

Notice of a meeting of creditors

Name of Company Company number Saville Tractors Limited 00376443 In the Court case number 6561 of 2006 High Court of Justice, Chancery Division, Companies [full name of court] Notice is hereby given by (a) CK Rayment and S Bannon of BDO Stoy Hayward LLP, 125 address(es) of Colmore Row, Birmingham, B3 3SD That a meeting of the creditors of (b) Saville Tractors Limited whose registered office is situated at c/o BDO Stoy Hayward LLP, 125 Colmore Row, Birmingham, B3 3SD is to be held at (c) BDO Stoy Hayward LLP, 4th Floor, Edmund House, 12-24 Newhall Street, Birmingham, B3 3EW On (d) 21 November 2006 at 11.30am The meeting is: *(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("the Schedule"); *(2) an initial creditors' meeting requested under paragraph 52(2) of the Schedule; *(3) to consider revisions to my proposals under paragraph 54(2) of the Schedule; *(4) a further creditors' meeting under paragraph 56 of the Schedule; *(5) a creditors' meeting under paragraph 62 of the Schedule. I invite you to attend the above meeting. A proxy form is enclosed which should be completed and returned to me by the date of the meeting if you cannot attend and wish to be represented. In order to be entitled to vote under Rule 2.38 at the meeting you must give to me, not later than 12.00 hours on the business day before the day fixed for the meeting, details in writing of your claim. Signed Joint Administrator

*Delete as applicable

Dated

A copy of the *proposals / revised proposals is attached

6 November 2006

Saville Tractors Limited In Administration

Statement to Creditors pursuant to Rule 2.33 of the Insolvency Rules 1986 and Statement of Proposals under Paragraph 49 of Schedule B1 of the Insolvency Act 1986

012576/SPM/ADM661 - Cover/C6

BDO Stoy Hayward LLP



TABLE OF CONTENTS

Sec	tion	Page
1	INTRODUCTION	1
2	EVENTS LEADING UP TO THE APPOINTMENT OF THE JOINT ADMINISTRATORS	1
3	STATEMENT OF AFFAIRS AND STATUTORY INFORMATION	2
4	PRESCRIBED PART	2
5	ACHIEVING THE PURPOSE OF THE ADMINISTRATION	3
6	MANAGEMENT OF THE COMPANY'S AFFAIRS SINCE THE JOINT ADMINISTRATORS' APPOINTMENT	3
7	EC REGULATIONS ON INSOLVENCY PROCEEDINGS	5
8	JOINT ADMINISTRATORS' REMUNERATION	6
9	POSSIBLE OUTCOMES FOR THE COMPANY AND CREDITORS	6
10	STATEMENT OF PROPOSALS UNDER PARAGRAPH 49 OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986	7

Appendix 1 Statutory Information
Appendix 2 Summary of Financial Position of the Company
Appendix 3 Time Costs Summary

SAVILLE TRACTORS LIMITED - IN ADMINISTRATION

Registered No. 00376443

Registered office situated at c/o BDO Stoy Hayward LLP, 125 Colmore Row, Birmingham, B3 3SD

In the High Court of Justice, Chancery Division 6561 of 2006

1 Introduction

- 1.1 This report is addressed to the creditors of Saville Tractors Limited ("the company") and incorporates the Joint Administrators' proposals. These proposals are to be considered by the creditors' meeting called pursuant to Paragraph 51 of Schedule B1 of the Insolvency Act 1986 to be held at BDO Stoy Hayward LLP, 4th Floor, Edmund House, 12-24 Newhall Street, Birmingham, B3 3EW on 21 November 2006 at 11.30am.
- 1.2 Creditors may approve the proposals with or without modifications subject to the Joint Administrators' agreement to any such modifications. If the creditors reject the Joint Administrators' proposals a report will be sent to the High Court of Justice, Chancery Division confirming that the creditors have rejected the proposals. The Court may then discharge the Administration and make consequential directions. Alternatively, it may adjourn the hearing or make some other Order as it thinks fit.
- 1.3 If the Joint Administrators' proposals are agreed at the meeting of creditors the Joint Administrators will continue to control the business of the company to the extent that it has not been transferred. The Joint Administrators would at some later date arrange for the company to exit from the Administration, as agreed by the creditors. Based on the information presently available and the current situation the Joint Administrators' proposal is that the company will move from Administration to Creditors' Voluntary Liquidation.

2 Events leading up to the Appointment of the Joint Administrators

- 2.1 The company was incorporated on 2 October 1942 by Jack Saville and its main focus up to the 1980's was the distribution of International Harvester Construction and Agricultural Equipment, mainly in the southern part of the UK and Ireland.
- 2.2 In 1993, the company took on its first CNH Case New Holland ("Case") Dealership covering Central Scotland and, over a period of time, went on to represent Case for five regions in the UK.
- 2.3 A new management team was recruited in 2001 and, with the support of Case, a management buyout was agreed in April 2002.
- 2.4 Following the management buyout the business grew and profitability improved. However, during 2004 restructuring within Case meant that the operation of the dealership adversely impacted on the company's performance.



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- 2.5 These difficulties continued in 2005 and the Directors sought to reduce their reliance on Case by negotiation but the Dealer Agreement would not allow the sale of competing products. This was not resolved until 2006 when Case agreed that a subsidiary could enter into different agreements.
- 2.6 The Directors decided that for the company to survive additional investment would be required and advice was taken on the options available. It was decided that the business would be marketed for sale. In addition to the difficult trading a substantial fraud was discovered at one of the depots.
- 2.7 In early 2006, Thornycroft (1862) Limited ("Thornycroft") was introduced as a potential purchaser. Several meetings took place and Thornycroft were introduced to Case to discuss an agreement to grant a new Dealer Agreement and credit line under Thornycroft's ownership. This was agreed and a substantial credit line was offered. On 28 July 2006, Thornycroft purchased the shares of Bearley Developments Limited, the holding company of Saville Tractors Limited.
- 2.8 Unfortunately, on 5 September 2006 Thornycroft was placed into Administration. This precipitated the failure of the connected companies and there was no alternative but for the company to enter formal insolvency proceedings.
- 2.9 On 12 September 2006 an application for appointment of Joint Administrators was made by the directors of the company, pursuant to Paragraph 12 of Schedule B1 of the Insolvency Act 1986. On 14 September 2006, C K Rayment and S Bannon were appointed Joint Administrators.
- 2.10 At Appendix 1 is a record of the names of the company's directors and company secretary together with details of their shareholdings.

3 Statement of Affairs and statutory information

3.1 The directors have not submitted a statement of affairs to us at the time of this report. We, therefore, have produced a summary of the financial position of the company reflecting the estimated outcome at the date of our appointment, including a schedule showing details of creditors' claims, attached at Appendix 2. The details provided have been taken from the books and records of the company and information available to us.

4 Prescribed Part

4.1 Under the provisions of Section 176A of the Insolvency Act 1986 the Joint Administrators must state the amount of funds available to unsecured creditors in respect of the prescribed part. This provision only applies where the company has granted a floating charge to a creditor after 15 September 2003. The company has not granted a floating charge to any creditor after the 15 September 2003 and consequently there will be no prescribed part in this Administration.

5 Achieving the purpose of the Administration

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- 5.1 The statutory purpose of an Administration consists of three objectives, and we now address the progress that has been made in this respect.
 - (a) The first objective is rescuing the company as a going concern. On our appointment it was clear that it would not be possible to rescue the company as it was unable to finance ongoing trading and the key supplier had withdrawn support and had removed the majority of its stock. This, along with financial difficulties within the group, meant that rescuing the company was not possible.
 - (b) With regard to the second objective of 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), we would comment that the Administration has maximised realisations as it has enabled employees to be retained to assist in the process, by refurbishing equipment to a suitable condition for sale and completing a full stock take at each site to assist with Retention of Title claims. The Administration has enabled the Joint Administrators to retain the various leasehold premises thereby protecting the assets from distraint procedures and enabling the agents to organise a tender sale of the plant and machinery on site, thereby enhancing asset realisations by selling them in situ.
 - (c) The final objective is realising property in order to make a distribution to one or more secured or preferential creditors and we can advise that this was not appropriate in this instance.
- 6 Management of the company's affairs since the Joint Administrators' appointment

6.1 Initial Actions

- 6.1.1 Upon our appointment as Joint Administrators we undertook an immediate review of the company's affairs with particular regard to its financial and resource requirements over the six leasehold sites. This assessment was carried out in liaison with the remaining management of the company having regard to the company's ongoing business commitments and the anticipated cashflows. As a consequence of the review a number of redundancies were made and the total staff has been reduced from 62 to 7 in stages as necessary across the different sites operated by the company. The reductions in staffing levels ensured that sufficient employees were retained to assist the Administrators in maximising realisations for creditors.
- 6.1.2 As well as reducing the number of employees the number of sites being used has been reduced. At the present time, only two sites have employees, who have been retained to assist with Retention of Title claims.



6.2 Customers and contractual matters

6.2.1 The most significant part of the company was acting as a dealer for Case products, including large items of plant and machinery. Prior to Administration steps had been taken to terminate the dealer agreement and remove items of stock from the company as it was unable to pay for the items. The dealer agreement has been reviewed and proposals made to the supplier to resolve the title claims in respect of spare parts and to realise stock.

6.3 Trading during the Administration

6.3.1 Minimal trading took place, predominantly to complete sales in progress.

6.4 Book Debts

- 6.4.1 The debtor ledger had a book value of £953,318 at the date of Administration. Parts of the ledger were subject to a confidential invoice discounting agreement with HSBC Invoice Finance (UK) Limited ("HSBC IF"). Prior to Administration, HSBC IF decided to collect out on the entire ledger, a process which is ongoing. Legal advice has indicated that this course of action is allowed under the finance agreement. As some of the debtors are based abroad and some debts relate to warranty work, it is estimated that realisations may only be in the region of £400,000.
- 6.4.2 At the date of appointment, HSBC IF were owed approximately £480,000. At the date of this report £200,000 remains outstanding. It is anticipated that there may be a small shortfall to HSBC IF before termination charges.
- 6.4.3 VAT bad debt relief will be reclaimed in respect of any amounts written off.

6.5 Plant and Machinery

6.5.1 Whilst the company acted as dealers of plant and machinery, it held little plant itself. Agents were instructed to sell the company's plant & machinery.

6.6 Stock – Plant and Machinery

- 6.6.1 Agents were also instructed to deal with the plant and machinery stock and they were sold by a tender sale on 6 October 2006, realising approximately £300,000.
- 6.6.2 The stock located at the Airdrie site is being sold by private treaty sale. It is anticipated that it will realise approximately £45,000.
- 6.6.3 Before the Joint Administrators were appointed a significant amount of machinery stock was transferred by the company to Thornycroft (1862) Limited and this was represented an intercompany transaction. Our enquiries are continuing regarding this transaction.
- 6.6.4 A machine in stock has been refurbished and a buyer has been found. Once the sale goes through it is anticipated that £35,000 will be received.



6.7 Stock - Spare Parts and Accessories

- 6.7.1 The spares stock is currently still being reviewed as there have been numerous Retention of Title claims. Once this process has been completed then the owned stock will be sold by our agents. Interest has already been received in certain stock lines. However, the likely realisations cannot be predicted until such time as those stocks subject to Retention of Title have been assessed.
- 6.7.2 As stated in paragraph 6.2.1 above, negotiations are also ongoing with Case in respect of stocks and their Retention of Title claim.

6.8 Car Dealership

6.8.1 The company operated a Ssangyong motor dealership from Alcester. The remaining vehicle stock and the office furniture have been sold and £35,000 has been realised. Stock supplied under the dealership agreement was subject to Retention of Title. However, unencumbered stock has realised £5,000.

6.9 Intercompany Debtors

6.9.1 There are intercompany debts of £318,912 shown within the management accounts. There are instances of financial irregularities within the group structure and any return from the intercompany debts is unlikely at this stage, predominantly due to the insolvency of Thornycroft (1862) Limited and Tana (UK) Limited.

6.10 Subsidiary

1

6.10.1 The company also has a subsidiary, Saville Compact Equipment Limited, which has cash at bank of around £12,000. No realisation is anticipated as this company is insolvent.

6.11 Cash at Bank

6.11.1 There is an amount held by the company's bankers of around £84,032. This is being held by the Bank whilst they ascertain whether there will be any credit card recharges put through the company's account. Negotiations are ongoing with the Bank to secure the release of these funds as soon as possible. The Bank is also holding funds of £75,732 received since Administration in a suspense account until the position of HSBC IF is finalised.

6.12 Creditors' claims

6.12.1 The creditors' claims we are aware of total approximately £3,932,273 including claims by preferential creditors of £40,518, in respect of accrued holiday pay and overtime, which was paid one month in arrears, and the estimated shortfall to the secured creditor. This excludes contingent claims of landlords.

7 EC Regulations on Insolvency Proceedings

7.1 We are required under the Insolvency Rules 1986 to state whether and if so the extent to which the above regulations apply to this Administration. In this particular



case the EC Regulation will apply in respect of this Administration and these proceedings will be main proceedings as provided by Article 3 of the aforesaid Regulation.

8 Joint Administrators' Remuneration

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- 8.1 Kindly note that under the terms of the Insolvency Rules 1986 the Joint Administrators are obliged to fix their remuneration in accordance with Rule 2.106(2) of the Insolvency Rules 1986. This permits remuneration to be fixed either as a percentage of the value of the property with which the Joint Administrators have to deal or alternatively by reference to the time the Joint Administrators and their staff have spent attending to matters in this Administration. In respect of this Administration we wish to ask creditors to approve our remuneration on a time costs basis. Attached at Appendix 3 is a schedule that summarises the time that has been spent in administering this Administration up to the date of this report. This shows a total of 453.90 hours at an average charge out rate of £152.34.
- 8.2 Included within the proposals below is a resolution regarding the Joint Administrators' remuneration, although if a creditors' committee is appointed approval of the Joint Administrators' remuneration will be the committee's responsibility. For your guidance we attach a Creditors' Guide to Administrators' Fees together with a document that outlines the policy of BDO Stoy Hayward LLP in respect of fees and disbursements.

9 Possible outcomes for the company and Creditors

- 9.1 The Insolvency Act 1986 and Insolvency Rules 1986 provide a variety of options regarding the possible exit routes for the company from the Administration, being primarily a Company Voluntary Arrangement, Liquidation or dissolution of the company. It is the Joint Administrators' recommendation and proposal, as detailed below, that once realisations are sufficiently completed the company should move from Administration to Creditors' Voluntary Liquidation and that C K Rayment and S Bannon be appointed Joint Liquidators. The choice of Liquidators is a matter for the creditors to consider.
- 9.2 If it transpires that there will be no funds to distribute to creditors in a liquidation, it is proposed that the Joint Administrators exit the Administration by way of dissolving the company under Paragraph 84 of Schedule B1 of the Insolvency Act.
- 9.3 On current information, subject to the status of the intercompany debts, it is anticipated that there may be sufficient funds to pay a dividend to unsecured creditors. The amount of any dividend is dependent on the final quantification of claims, final costs, the agreement of any contingent liabilities and final asset realisations. The Administrators costs are uncertain due to the ongoing investigations into the intercompany position with the Thornycroft group.

Statement of proposals under Paragraph 49 of Schedule B1 of the Insolvency Act 1986

In accordance with Paragraph 49 of Schedule B1 of the Insolvency Act 1986 the Joint Administrators make the following proposals for achieving the purpose of the Administration. Approval of these proposals will be considered by the meeting of creditors to be held on 21 November 2006.

Formal Proposals - the Joint Administrators propose that:

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- (a) they continue to realise assets in accordance with objective 2 of the statutory purpose of the Administration, and
- (b) they make payments to the secured and preferential creditors, and
- (c) That if there are funds available to be distributed to the unsecured creditors
 - (i) they exit the Administration by way of a Creditors' Voluntary Liquidation, if the Joint Administrators believe it is appropriate, and that C K Rayment & S Bannon be appointed Joint Liquidators and will act jointly and severally, or

NB. Under Paragraph 83(7) of Schedule B1 of the Insolvency Act 1986 and Rule 2.117(3) creditors may nominate different liquidators, but in the absence of such nomination the above named would become the liquidators.

If there are no funds available for distribution to creditors it is proposed that

- (ii) they exit the Administration by way of dissolving the company under paragraph 84 of Schedule B1 of the Insolvency Act.
- (d) creditors consider and if thought fit appoint a creditors' committee to assist the Joint Administrators (such committee must comprise of between 3 and 5 creditors)

In the absence of a creditors committee,

- (e) the Joint Administrators' remuneration is approved on the basis of time properly spent to attending to matters arising in the Administration to be taken when the Joint Administrators deem it appropriate, and
- (f) that the Joint Administrators be discharged from liability under the Administration per Paragraph 98 of Schedule B1 of the Insolvency Act 1986, immediately upon the Joint Administrators' filing their final report to creditors.

Dated: 6 November 2006

C K Rayment Joint Administrator

012576/SPM/ADM681 - Proposals/C6

Saville Tractors Limited In Administration

Statutory Information

Company Number:

00376443

Date of Incorporation:

2 October 1942

Address of Registered Office:

125 Colmore Row, Birmingham, B3 3SD

Formerly Bearley, Stratford upon Avon,

Warwickshire, CV37 0TY

Directors:

Irene Bennett Fisher

Andrew Archibald Ross (Deceased)

Company Secretary:

Irene Bennett Fisher

Nominal Share Capital:

£2,000,000 - divided into 2,000,000 ordinary shares

of £1 each

Registered Shareholders:

No of £1 ordinary shares held

Bearley Developments Limited

2,000,000

2,000,000

Trading Results:

Y/E 31 December	Turnover £	Gross Profit £	Net Profit (after tax) £	Directors' remuneration £	Balance on P & L A/c £
Audited 2005	16,840,344	2,048,243	(274,812)	104,676	(492,374)
Audited 2004	18,197,418	2,656,939	149,097	96,089	759,114
Audited 2003	18,213,214	2,862,670	245,896	141,229	767,017

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						toplingstyri
						Children
Assets Specifically pledged			<u> </u>			
Book debts		•		953,318		400,00
Less Secured Creditor (HSBC Invoice I	inance (UK) Limi	ted)		(480,000)		(480,000
Estimated Surplus/(Deficit) to Secured	Creditor c/d			473,318	=	(80,000
Assets Not specifically pledged						
Stocks (machines, parts and deal	ership vehicles)	1		2,500,031		452,500
Intercompany Debtors		2		318,912		uncertair
Computer Equipment				166,706	}	
Motor Vehicles				64,281	}	
Plant & Machinery				47,143	}	13,600
Office Equipment				5,638	}	
Fixtures & Fittings				10,799	}	
Cash at Bank		, 3		84,000		uncertair
Prepayments				81,913		ni
VAT Refund (estimated)		4		80,000		uncertair
Expenditure on Lease Deferred Tax				13,048		nii
Deterred Tax				<u>531,000</u> 3,903,471	_	nii 466,100
						,
Preferential Creditors		,				
Estimated Arrears of Wages & H	oliday Pay					(40,518
Available for Unsecured Creditors b/d						425,582
Unsecured Creditors		. 5				
Trade and expense creditors				2,976,501		
Estimated Surplus/(Deficit) to Sec	cured Creditor b/f	1		80,000		
Finance Leases and Agreements (375,000		
HM Revenue & Customs PAYE	,			70,079		
Employees - Estimated Notice Par		•		390,175		
	•	·			_	(3,891,755)
otal Estimated Deficiency as regards un	secured creditors					(3,466,173)
hareholders						(2,000,000)
otal Estimated Deficiency as regards m	embers					(5,466,173)

Notes

- 1 This includes items that have already been removed by the key supplier prior to our appointment.
- 2 Any amount due in respect of the intercompany position with Thornycroft and Tana is uncertain due to the insolvency of these companies.
- 3 The cash at bank figure is current being held pending credit card recharges, which are being quantified by the bank.
- 4 The VAT refund has been estimated and is subject to approval from HM Revenue and Customs.
- 5 These exclude any contingent claims of landlords as these have yet to be quantified.
- 6 All amounts are before costs as there are ongoing investigation work to complete.

Page

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	32 Silkmore Crescent, Stafford, ST17 4JL 51 Wheatmoor Road, Suttor Coldfield, B75 7JS 21 Crofton Drive, Baglain, Port Talbot, West Gjamiorgan 22 Peelwood Avenue, Little Halton, Walkden, Manchester Sheep Leys Farm, Campden Road, Clifford Charribers, CV37 BLB Pentmoelalit Farm, Cefn Coed, Merthyr Tydfil, Mid Glamorgan 6 Glebe Estate, Wilmoote, Strafford upon Avon, Warwickshire 1 Massfield Rise, Halesowen, West Midlands, B62 8SH 82 Warwick Road South, Firswood, Manchester, M16 OHU 9 Chelsea Road, Great Lever, Bolton, BL3 3BR 8 Hertford Road South, Firswood, Manchester, M16 OHU 9 Chelsea Road, Great Lever, Bolton, BL3 3BR 8 Hertford Road Street, Harvington, WR11 8NG Cybrian House, Willage Street, Harvington, WR11 8NG Eybran House, Willage Street, Harvington, WR11 8NG Eybran House, Willage Street, Harvington, WR11 8NG Eybran House, Colfn Glas, Bridgend, CF33 4QS 8 Kensington Drive, Cefn Glas, Bridgend, CF33 6ER 11 The Acro. Pillerton Priors, Warwick, CV35 0PT 8 The Riddings, Rumer Hill, Cannock, W811 8JG 11 Manor Lane, Shipstone On Stour, Warwickshire, CV36 4EE 4 Victoria Road, Kenfig Hill, Nr Bridgend, CF33 6ER 11 Northwood Gardens, Colton, Leeds, LS15 9HH 172 Crown Lane, Horwich, Bolton, BL6 70X 22 Minister's Park, Kittoch Muir, Castlegien, East Kilbride Highfield House, Church Aston, Newport, Shropshire 4 Walnut Glose, Havington, Evestam, Worcestershire 12 Wood Street, West Houghton, Bolton, BL5 3AE 33 Farm Close, Oakdale, Blackwood, Gwent 12 Lea Court, Sanfield Road, Strafford-upon-Avon, Warwickshire 65 Whitehall Grove, Drighlington, Bradford, BD11 1BG 17 Wood Street, West Houghton, Bolton, BL5 3AE 23 Farm Close, Carlton, Nottinghamshire, Not4 18A 24 Grout, Sanfield Road, Strafford-upon-Avon, Warwickshire 25 Kenia Close, Carlton, Nottinghamshire, Not4 18A 25 Canla Close, Carlton, Nottinghamshire, Not4 18A 26 Castle View, Ardens Grafton, Aloester, Warwickshire 27 Goodster Hopen Grout, Spatholy Heath, Solihuli, West Midlands 28 Orchard Road, Hockley Heath, Solihuli, West Midlands 29 Orchard Road, Hockley Heath, So
,	Mr S Cooper Mrs H Drabble Mr A Davies Mr A Davies Mr P Darlington Mrs A Digby Mr C Evans Mr M Fletcher Mr N Flint Mr N Flint Mr T Griffin Mr B Goudwill Mr B Goudwill Mr B Hodgkinson Mr R Jarvis Mr P Humphrey Mr J James Mr J James Mr J James Mr J James Mr A Jarvis Mr J James Mr M S A Kinsella Mr T James Mr M J Hounidge Mr J Macluachian Mr W McMillian Mr T Mash Mr M Perry Mr J P Riches Mr J P Riches Mr J Reeves
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Entries Totalling

Signature

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06 November 2006

3,087,098.01

Date

Saville Tractors Limited - In Administration

Summary of Time Charged and Rates Applicable for the Perlod From 14/09/2006 to 27/10/2006

	PARTNER	ER	MANAGER		SENIOR ADMINISTRATOR	STRATOR	ADMINISTRATOR	RATOR	OTHER STAFF	STAFF	GRAND TOTAL	FOTAL	AVEBAGE
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total	Hours	Total	
Steps on Appointment	6.00	2,160.00	34.75	7,746.75			62.05	7,244.20		!	102.80	17 150 05	**
Planning and Strategy							4.20	609,70			4.20	00.009	100.84
General Administration	1.00	360.00	6.75	1,518.75	30.35	4,309.70	19.40	2.193.70			03.63	07.500	145.1/
Assets Realisation/Dealing	10.50	3,780.00	52.75	11,528.25	1.65	252.45	163.60	22,840.90			328.50	38 401 50	145.78
Trading Related Matters			2.50	562.50			53.50	6,218.25			56.00	6,780.75	121.08
Employee Matters			0.50	122.50	15.95	2,440.35	58.25	7,104.75			74.70	9.667.60	129.47
Creditor Claims			2.50	612.50	1.90	290.70	29.55	3,500,45			33.95	4,403.65	129.71

99.75 22,091.25



Saville Tractors Limited - In Administration

In accordance with best practice I provide below details of policies of BDO Stoy Hayward LLP in respect of fees and expenses for work in relation to the above insolvency.

The current charge out rates per hour of staff within my firm who may be involved in working on the insolvency, follows: This in no way implies that staff at all such grades will work on the case.

GRADE	£
Partner	360
Director	265
Senior Manager	245
Manager	225
Supervisor	153
Cashier	142
Executive	104-115
Support staff/Secretary	52

The rates charged by BDO Stoy Hayward LLP, 125 Colmore Row, Birmingham, B3 3SD are reviewed in December and July each year and are adjusted to take account of inflation and the firm's overheads.

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Units of time can be as small as 3 minutes. BDO Stoy Hayward LLP records work in respect of insolvency work under the following categories:-

Pre Appointment
Steps upon Appointment
Planning and Strategy
General Administration
Asset Realisation/Management
Trading Related Matters
Employee Matters
Creditor Claims
Reporting
Distribution and Closure
Other Issues.

Under each of the above categories the work is recorded in greater detail in sub categories. Please note that the 11 categories provide greater detail than the six categories recommended by the Recognised Professional Bodies who are responsible for licensing and monitoring insolvency practitioners.

Where an officeholder's remuneration is approved on a time cost basis the time invoiced to the case will be subject to VAT at the prevailing rate.



Where remuneration has been approved on a time costs basis a periodic report will be provided to any committee appointed by the creditors or in the absence of a committee to the creditors. The report will provide a breakdown of the remuneration drawn and will enable the recipients to see the average rates of such costs.

Other Costs

Where expenses are incurred in respect of the insolvent estate they will be recharged. Such expenses can be divided into two categories.

Category 1

This heading covers expenses where BDO Stoy Hayward LLP has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, couriers, travel (by public transport), searches at Companies House, land registry searches, fees in respect of swearing legal documents, external printing costs etc. In each case the recharge will be reimbursement of a specific expense incurred.

A further disbursement under this heading is the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency. In these cases a charge of 40p per mile is raised which is in line with the Inland Revenue Approved Mileage Rates (median – less than 10,000 miles per annum) which is the amount the firm pays to staff.

Where applicable, disbursements will be subject to VAT at the prevailing rate.

Category 2

Additionally some firms recharge expenses for example postage, stationery, photocopying charges, telephone and fax costs, which cannot economically be recorded in respect of a each specific case. Such expenses, which are apportioned to cases, require the approval of the creditors, before they can be drawn, and these are known as category 2 disbursements. The policy of BDO Stoy Hayward LLP, effective from 1 July 2003, is not to recharge any expense which is not a specific cost to the case, therefore there will be no category 2 disbursements charged. Category 2 disbursements, because they are imprecise, require approval by the creditors before they can be drawn.

BDO Stoy Hayward LLP 6 November 2006



1 Introduction

1.1 When a company goes into administration the costs of the proceedings are paid out of its assets. The creditors, who hope eventually to recover some of their debts out of the assets, therefore have a direct interest in the level of costs, and in particular the remuneration of the insolvency practitioner appointed to act as administrator. The insolvency legislation recognises this interest by providing mechanisms for creditors to determine the basis of the administrator's fees. This guide is intended to help creditors be aware of their rights under the legislation to approve and monitor fees and explains the basis on which fees are fixed.

2 The nature of administration

- 2.1 Administration is a procedure which places a company under the control of an insolvency practitioner and the protection of the court with the following objective:
 - rescuing the company as a going concern, or
 - achieving a better result for the creditors as a whole than would be likely if the company were wound up without first being in administration,

or, if the administrator thinks neither of these objectives is reasonably practicable

realising property in order to make a distribution to secured or preferential creditors.

3 The creditors' committee

3.1 The creditors have the right to appoint a committee with a minimum of 3 and a maximum of 5 members. One of the functions of the committee is to determine the basis of the administrator's remuneration. The committee is normally established at the meeting of creditors which the administrator is required to hold within a maximum of 10 weeks from the beginning of the administration to consider his proposals. The administrator must call the first meeting of the committee within 6 weeks of its establishment, and subsequent meetings must be held either at specified dates agreed by the committee, or when a member of the committee asks for one, or when the administrator decides he needs to hold one. The committee has power to summon the administrator to attend before it and provide information about the exercise of his functions.

4 Fixing the administrator's fees

- 4.1 The basis for fixing the administrator's remuneration is set out in Rule 2.106 of the Insolvency Rules 1986, which states that it shall be fixed either:
 - as a percentage of the value of the property which the administrator has to deal with, or
 - by reference to the time properly given by the administrator and his staff in attending to matters arising in the administration.

It is for the creditors' committee (if there is one) to determine on which of these bases the remuneration is to be fixed and, if it is fixed as a percentage fix the percentage to be applied. Rule 2.106 says that in arriving at its decision the committee shall have regard to the following matters:

- the complexity (or otherwise) of the case;
- any responsibility of an exceptional kind or degree which falls on the administrator;
- the effectiveness with which the administrator appears to be carrying out, or to have carried out, his
 duties;
- the value and nature of the property which the administrator has to deal with.
- 4.2 If there is no creditors' committee, or the committee does not make the requisite determination, the administrator's remuneration may be fixed by a resolution of a meeting of creditors having regard to the same matters as the committee would. If the remuneration is not fixed in any of these ways, it will be fixed by the court on application by the administrator.



- 4.3 There are special rules about creditors' resolutions in cases where the administrator has stated in his proposals that the company has insufficient property to enable a distribution to be made to unsecured creditors except out of the reserved fund which may have to be set aside out of floating charge assets. In this case a resolution of the creditors shall be taken as passed if, and only if, passed with the approval of
 - each secured creditor of the company; or
 - if the administrator has made or intends to make a distribution to preferential creditors each secured creditor of the company; and
 - preferential creditors whose debts amount to more than 50% of the preferential debts of the company, disregarding debts of any creditor who does not respond to an invitation to give or withhold approval.

Note that there is no requirement to hold a creditors' meeting in such cases unless a meeting is requisitioned by creditors whose debts amount to at least 10 per cent of the total debts of the company.

- 4.4 A resolution of creditors may be obtained by correspondence.
- 5 What information should be provided by the administrator?
- 5.1 When seeking fee approval
- 5.1.1 When seeking agreement to his fees the administrator should provide sufficient supporting information to enable the committee or the creditors to form a judgement as to whether the proposed fee is reasonable having regard to all the circumstances of the case. The nature and extent of the supporting information, which should be provided, will depend on:
 - the nature of the approval being sought;
 - the stage during the administration of the case at which it is being sought; and
 - the size and complexity of the case.
- 5.1.2 Where, at any creditors' or committee meeting, the administrator seeks agreement to the terms on which he is to be remunerated, he should provide the meeting with details of the charge-out rates of all grades of staff, including principals, which are likely to be involved on the case.
- 5.1.3 Where the administrator seeks agreement to his fees during the course of the administration, he should always provide an up to date receipts and payments account. Where the proposed fee is based on time costs the administrator should disclose to the committee or the creditors the time spent and the charge-out value in the particular case, together with, where appropriate, such additional information as may reasonably be required having regard to the size and complexity of the case. The additional information should comprise a sufficient explanation of what the administrator has achieved and how it was achieved to enable the value of the exercise to be assessed (whilst recognising that the administrator must fulfil certain statutory obligations that might be seen to bring no added value for creditors) and to establish that the time has been properly spent on the case. That assessment will need to be made having regard to the time spent and the rates at which that time was charged, bearing in mind the factors set out in paragraph 4.1 above. To enable this assessment to be carried out it may be necessary for the administrator to provide an analysis of the time spent on the case by type of activity and grade of staff. The degree of detail will depend on the circumstances of the case, and professional guidance has been provided setting out a minimum of 6 category headings under which the work done by the officeholder and his staff should be analysed. As a firm BDO Stoy Hayward LLP operates a computerised time recording system which analyses work done under the following categories:-
 - Pre Appointment Matters
 - Steps upon Appointment
 - Planning and Strategy
 - General Administration
 - Asset Realisation/Management



- Trading Related Matters
- Employee Matters
- Creditor Claims
- Reporting
- Distribution and Closure
- Other Issues

Professional guidance suggests the following categories as a basis for analysis by grade of staff:

- Partner
- Manager
- Other senior professionals
- Assistants and support staff

The explanation of what has been done can be expected to include an outline of the nature of the assignment and the administrator's own initial assessment, including the anticipated return to creditors. To the extent applicable it should also explain:

- Any significant aspects of the case, particularly those that affect the amount of time spent.
- The reasons for subsequent changes in strategy.
- Any comments on any figures in the summary of time spent accompanying the request the administrator wishes to make.
- The steps taken to establish the views of creditors, particularly in relation to agreeing the strategy for the assignment, budgeting, time recording, fee drawing or fee agreement.
- Any existing agreement about fees.
- Details of how other professionals, including sub-contractors, were chosen, how they were contracted to be paid, and what steps have been taken to review their fees.

It should be borne in mind that the degree of analysis and form of presentation should be proportionate to the size and complexity of the case. In smaller cases not all categories of activity will always be relevant, whilst further analysis may be necessary in larger cases.

5.1.4 Where the fee is charged on a percentage basis the administrator should provide details of any work which has been or is intended to be sub-contracted out which would normally be undertaken directly by an administrator or his staff.

5.2 After fee approval

Where a resolution fixing the basis of fees is passed at any creditors' meeting held before he has substantially completed his functions, the administrator should notify the creditors of the details of the resolution in his next report or circular to them. In all subsequent reports to creditors the administrator should specify the amount of remuneration he has drawn in accordance with the resolution. Where the fee is based on time costs he should also provide details of the time spent and charge-out value to date and any material changes in the rates charged for the various grades since the resolution was first passed. He should also provide such additional information as may be required in accordance with the principles set out in paragraph 5.1.3. Where the fee is charged on a percentage basis the administrator should provide the details set out in paragraph 5.1.4 above regarding work which has been sub-contracted out.



5.3 Expenses and disbursements

There is no statutory requirement for the committee or the creditors to approve the drawing of expenses or disbursements. However, professional guidance issued to insolvency practitioners requires that, where the administrator proposes to recover costs which, whilst being in the nature of expenses or disbursements, may include an element of shared or allocated costs (such as room hire, document storage or communication facilities provided by the administrator's own firm), they must be disclosed and be authorised by those responsible for approving his remuneration. Such expenses must be directly incurred on the case and subject to a reasonable method of calculation and allocation.

6 What if a creditor is dissatisfied?

6.1 If a creditor believes that the administrator's remuneration is too high he may, if at least 25 per cent in value of the creditors (including himself) agree, apply to the court for an order that it be reduced. If the court does not dismiss the application (which it may if it considers that insufficient cause is shown) the applicant must give the administrator a copy of the application and supporting evidence at least 14 days before the hearing. Unless the court orders otherwise, the costs must be paid by the applicant and not as an expense of the administration.

What if the administrator is dissatisfied?

7.1 If the administrator considers that the remuneration fixed by the creditors' committee is insufficient he may request that it be increased by resolution of the creditors. If he considers that the remuneration fixed by the committee or the creditors is insufficient, he may apply to the court for it to be increased. If he decides to apply to the court he must give at least 14 days' notice to the members of the creditors' committee and the committee may nominate one or more of its members to appear or be represented on the application. If there is no committee, the administrator's notice of his application must be sent to such of the company's creditors as the court may direct, and they may nominate one or more of their number to appear or be represented. The court may order the costs to be paid as an expense of the administration.

8 Other matters relating to fees

- 8.1 Where there are joint administrators it is for them to agree between themselves how the remuneration payable should be apportioned. Any dispute arising between them may be referred to the court, the creditors' committee or a meeting of creditors.
- 8.2 If the administrator is a solicitor and employs his own firm to act on behalf of the company, profit costs may not be paid unless authorised by the creditors' committee, the creditors or the court.

012576/SR/ADM700/C11

INSOLVENCY RULES 1986 EXTRACT

Rule 2.38 - Entitlement to Vote

- (1) Subject as follows, at a meeting of creditors in administration proceedings a person is entitled to vote only if -
 - (a) he has given to the administrator, not later than 12.00 hours on the business day before the day fixed for the meeting, details in writing of the debt which -
 - (i) he claims to be due to him from the company; or
 - (ii) in relation to a member State liquidator, is claimed to be due to creditors in proceedings in relation to which he holds office;
 - (b) the claim has been duly admitted under the following provisions of this Rule; and
 - (c) there has been lodged with the administrator any proxy which he intends to be used on his behalf,

and details of the debt must include any calculation for the purposes of Rules 2.40 to 2.42.

- (2) The chairman of the meeting may allow a creditor to vote, notwithstanding that he has failed to comply with paragraph (1)(a), if satisfied that the failure was due to circumstances beyond the creditor's control.
- (3) The chairman of the meeting may call for any document or other evidence to be produced to him, where he thinks it necessary for the purpose of substantiating the whole or any part of the claim.
- (4) Votes are calculated according to the amount of a creditor's claim as at the date on which the company entered administration, less any payments that have been made to him after that date in respect of his claim and any adjustment by way of set-off in accordance with Rule 2.85 as if that Rule were applied on the date that the votes are counted.
- (5) A creditor shall not vote in respect of a debt for an unliquidated amount, or any debt whose value is not ascertained, except where the chairman agrees to put upon the debt an estimated minimum value for the purpose of entitlement to vote and admits the claim for that purpose.
- (6) No vote shall be cast by virtue of a claim more than once on any resolution put to the meeting.
- (7) Where -
 - (a) a creditor is entitled to vote under this Rule;
 - (b) has lodged his claim in one or more sets of other proceedings; and
 - (c) votes (either in person or by proxy) on a resolution put to the meeting; and
 - (d) the member State liquidator casts a vote in respect of the same claim,

only the creditor's vote shall be counted.

- (8) Where -
 - (a) a creditor has lodged his claim in more than one set of other proceedings; and
 - (b) more than one member State liquidator seeks to vote by virtue of that claim,

the entitlement to vote by virtue of that claim is exercisable by the member State liquidator in main proceedings, whether or not the creditor has lodged his claim in the main proceedings.

- (9) For the purposes of paragraph (6), the claim of a creditor and of any member State liquidator in relation to the same debt are a single claim.
- (10) For the purposes of paragraphs (7) and (8), "other proceedings" means main proceedings, secondary proceedings or territorial proceedings in another member State.

End extract Rule 2.38 - Entitlement to Vote

012576/SR/ADM621/C4

Rule 8.1 Insolvency Act 1986 Proxy (Administration)

*Insert the name of the company

Only to be completed if the

creditor has not signed in

person

IN THE MATTER OF Saville Tractors Limited and IN THE MATTER OF THE INSOLVENCY ACT 198

Notes to help completion of the form	IN THE MATTER OF THE INSOLVENCY ACT 1986
Please give full name and address for communication	Name of creditor
	Address
Please insert name of person (who must be 18 or over) or the "Chairman of the Meeting". If you wish to provide alternative proxy- holders in the circumstances hat your first choice is unable	Name of proxy-holder
to attend please state the name(s) of the alternatives as well	
Please delete words in rackets if the proxy-holder is only to vote as directed ie he has no discretion	I appoint the above person to be my / the creditor's proxy-holder at the meeting of creditors to be held on 21 November 2006, or at any adjournment of that meeting. The proxy-holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his / her discretion).
Please delete as appropriate	Voting instructions for resolutions 1 For the acceptance/rejection* of the Administrator's proposals/revised proposals a circulated
	for the appointment of of representing
	as a member of the creditors' committee
This form must be signed	Signature Date
	Name in CAPITAL LETTERS

Please note there are resolutions on the other side of this form

Position with creditor or relationship to creditor or other authority for signature

Insolvency Act 1986 Proxy (Administration) continued;

IN THE MATTER OF Saville Tractors Limited

Additional resolutions * Please delete as appropriate

The Joint Administrators propose that:

- (a) they continue to realise assets in accordance with objective 2 of the statutory purpose of the Administration, and
- (b) they make payments to the secured and preferential creditors, and
- (c) That if there are funds available to be distributed to the unsecured creditors
 - (i) they exit the Administration by way of a Creditors' Voluntary Liquidation, if the Joint Administrators believe it is appropriate, and that C K Rayment & S Bannon be appointed Joint Liquidators and will act jointly and severally, or

NB. Under Paragraph 83(7) of Schedule B1 of the Insolvency Act 1986 and Rule 2.117(3) creditors may nominate different liquidators, but in the absence of such nomination the above named would become the liquidators.

If there are no funds available for distribution to creditors it is proposed that

- (ii) they exit the Administration by way of dissolving the company under paragraph 84 of Schedule B1 of the Insolvency Act.
- (d) creditors consider and if thought fit appoint a creditors' committee to assist the Joint Administrators (such committee must comprise of between 3 and 5 creditors)

In the absence of a creditors committee,

- (e) the Joint Administrators' remuneration is approved on the basis of time properly spent to attending to matters arising in the Administration to be taken when the Joint Administrators deem it appropriate, and
- (f) that the Joint Administrators be discharged from liability under the Administration per Paragraph 98 of Schedule B1 of the Insolvency Act 1986, immediately upon the Joint Administrators' filing their final report to creditors.

PROOF OF DEBT

In The High Court of Justice Chancery Division Companies Court No 6561 of 2006

Saville Tractors Limited - In Administration -

Date of Administration 14 September 2006

1	Name of creditor	
2	Address of creditor	
3	Total claim including VAT and interest as at the date of the appointment of administrators	£
4	(see overleage) Details of documents by which debt can be substantiated	<i>.</i>
5	Amount of any interest included in claim	£
6	Is the whole or part of the debt preferential? If so, state amount, and details See notes overleaf	Yes / No £
7	Particulars of how and when debt incurred	
8	Particulars and value of any security held and the date it was given	
9	Signature of creditor or other authorised person	
	Name in BLOCK LETTERS	
	Creditor's reference:	
10	Position or Relationship with Creditor	

For Use of Administrator Only

11 Admitted to vote for £

Date

Joint Administrator

12 Admitted preferentially

Admitted non-preferentially

for £

for £

Date

Date

Joint Administrator

Joint Administrator

Guidance Notes re Preferential Debts:

The categories of preferential debts under S.386(1) of the Insolvency Act 1986 are as follows:

- pension scheme contributions
- remuneration etc of employees
- Levies on Coal & Steel Productions.

VAT Bad Debt Relief

The provisions of the Finance Act, 1990, came into effect on 26 July, 1990, and introduced changes in the way that VAT on Bad Debts is recovered.

Your claim overleaf must be quoted inclusive of VAT. You may claim relief on your VAT return when the debt is at least six months old and has been written off. Any dividend you receive in respect of this claim will include payment in respect of the VAT element of your debt and you will be responsible for declaring such VAT to HM Customs & Excise.