

The Insolvency Act 1986

**Statement of administrator's
proposals****2.17B**

Name of Company Transbus International Limited	Company number 00970239
In the High Court of Justice, Chancery Division, Companies Court	Court case number 2255 of 2004

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

We (a) **Nicholas James Dargan** & **John Charles Reid**
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* Delete as applicable

attach a copy of 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) 10 May 2004

Signed

Joint Administrator(s)

Dated

11/5/04

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

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THE MAYFLOWER CORPORATION PLC	Case No. 2253 of 2004
MAYFLOWER VEHICLE SYSTEMS PLC	Case No. 2252 of 2004
TRANSBUS INTERNATIONAL LIMITED	Case No. 2255 of 2004
MAYFLOWER MANAGEMENT SERVICES LTD	Case No. 2254 of 2004
MAYFLOWER ENERGY LIMITED	Case No. 2322 of 2004
MAYFLOWER ENERGY HOLDINGS LIMITED	Case No. 2646 of 2004
TRANSBUS FLEET MANAGEMENT LIMITED	Case No. 2340 of 2004
(ALL IN ADMINISTRATION) (together "the Companies")	

**ADMINISTRATORS STATEMENTS OF PROPOSALS PURSUANT TO
PARAGRAPH 49 OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986**

10 May 2004

This report has been prepared for the sole purpose of updating creditors pursuant to the Insolvency Act 1986. The report is private and confidential and may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by creditors for any purpose other than advising them, or by any other person for any purpose whatsoever.

The Administrators act as agents of the Companies without personal liability.

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ABBREVIATIONS

For the purpose of this report the following abbreviations shall be used:

"Act"	Insolvency Act 1986 (as amended)
"the Administrators"	Refers to the Administrators of the specific entity: Plc: N J Dargan and N G Edwards TBI: N J Dargan and J C Reid MVS UK: N J Dargan, W K Dawson and A P Peters Services: N J Dargan and N G Edwards Energy: N J Dargan and I Brown Fleet: N J Dargan and J C Reid Energy Holdings: N J Dargan and I Brown
"the Companies"	The administration entities
"DWS"	Denton Wilde Sapte
"Energy Holdings"	Mayflower Energy Holdings Limited
"Energy"	Mayflower Energy Limited
"Fleet"	TransBus Fleet Management Limited
"Group"	The Mayflower Corporation Plc and its subsidiaries
"MVS"	The businesses of Mayflower Vehicle Systems
"MVS GmbH"	Mayflower Vehicle Systems GmbH
"MVS Inc"	Mayflower Vehicle Systems Inc
"MVS UK"	Mayflower Vehicle Systems plc
"NatWest"	National Westminster Bank Plc
"Noteholders"	Holders of \$75m 8.32% & \$30m 8.42% private placement notes
"Plc"	The Mayflower Corporation Plc
"Resolution"	The Mayflower Resolution
"Services"	Mayflower Management Services Limited
"TBI"	TransBus International Limited
"Wyles"	Wyles Hardy & Co

1. BACKGROUND

1.1 Introduction

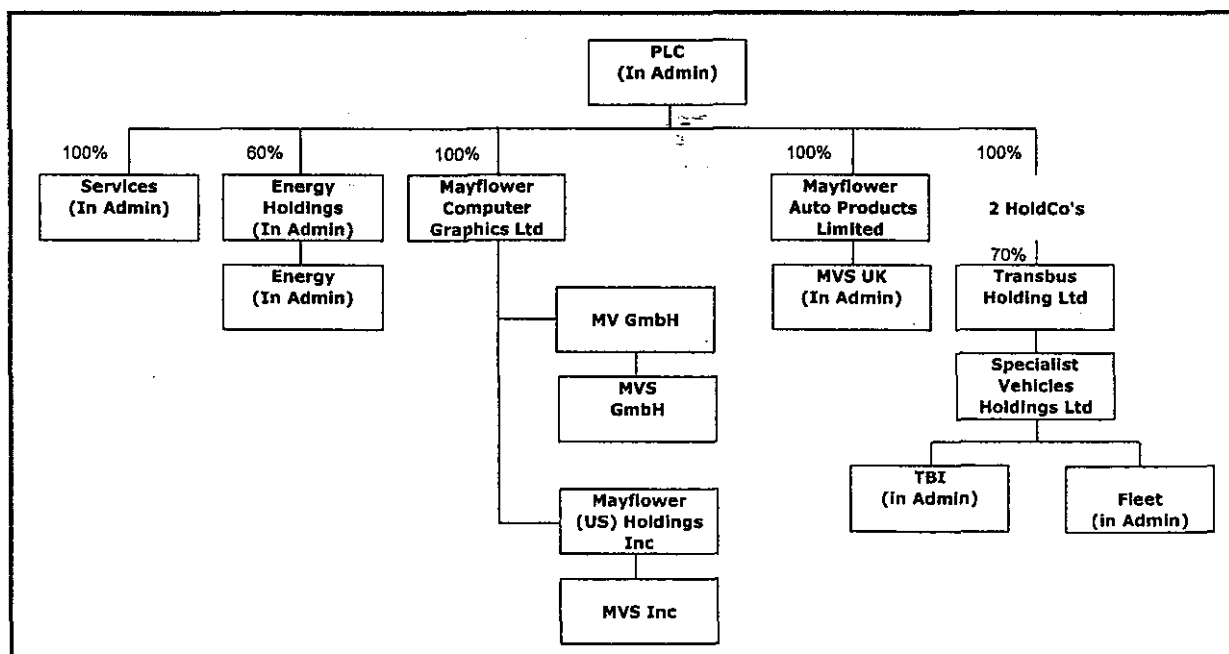
This report is prepared pursuant to Paragraph 49 of Schedule B1 of the Insolvency Act 1986. The purpose of the report is to provide creditors with details of the Administrators proposals to achieve the purposes of the administration orders. Much of the background information has been provided from various sources within the Companies and has not been verified by the Administrators.

To assist the creditors and to enable them to decide on whether or not to vote for the adoption of the proposals the following information is also included in this report:

- Background of the businesses
- The circumstances giving rise to the administrations
- The manner in which the businesses have been and are intended to be managed
- The Directors Statements of Affairs
- Details of the Administrators costs
- Other information to assist the creditors

1.2 Group Structure and History

A summarised Group structure is set out below. Please note that this summary incorporates the key asset owning or administration entities and does not represent a complete Group structure chart.



Plc was incorporated on 28 September 1964 under the name of Sharna Ware Public Limited Company and then changed its name to Triangle Trust plc on 9 September 1987 and finally to The Mayflower Corporation Plc on 24 August 1989 when Plc was used as a vehicle to form the original Group of Mayflower companies.

The Group has grown organically and through acquisition since the original formation in 1989. The three key operating businesses include:

- **TBI**, a manufacturer of buses and coaches, which was incorporated as Hestair Dennis Limited on 15 January 1970, changing its name 3 times before becoming TransBus International Limited on 31 December 2002. TBI is owned by Specialist Vehicles Holdings Limited, which in turn is owned by TransBus Holdings Limited, a Joint Venture with Henlys in which Plc has a 70% indirect stake (held through two holding companies) and Henlys has a 30% stake.
- **MVS**, a supplier of body panels to niche markets in the UK, US and Germany. MVS UK is owned by a holding company, Mayflower Automotive Products Limited, which itself is a direct subsidiary of Plc. **MVS UK** was incorporated on 11 June 1991 as Advisor (193) Limited, changing its name to Motor Panels (Coventry) plc on 13 September 1991 and then to MVS UK on 1 January 1996. Mayflower Computer Graphics Limited holds the investments in the MVS GmbH and MVS US holding companies.
- **Energy**, which deals in the installation of offshore wind turbines and was incorporated on 21 September 2000 as BPC 2021 Limited, changing its name to Mayflower Energy Limited on 21 March 2001. Energy is owned by **Energy Holdings** which is a joint venture owned 60% by Plc and 40% by Ringmaster Investments (UK) Limited. Energy Holdings was incorporated as BPC 2032 Limited on 13 November 2001 and changed its name to Mayflower Energy Holdings Limited on 15 January 2002.

The remaining companies in administration include:

- **Services**, which acts as the management services company and was incorporated as Createpack Limited on 16 September 1992, changing its name to Mayflower Management Services Limited on 25 January 1993.
- **Fleet**, which acted as a maintenance company for one specific contract and was incorporated as MBC Fleet Maintenance Limited on 27 October 2000, changing its name to TransBus Fleet Management Limited on 14 March 2001. As with TBI, Fleet is a subsidiary of Specialist Vehicles Holdings Limited.

Statutory information on the Companies, including details of the Directors and Company Secretary, is provided at Appendix 1. Plc shares held by the Directors are also noted in Appendix 1.

1.3 Overview of Financial Information

A summarised group profit and loss account for the 12 months to 31 December 2002, and the 12 months ended 31 December 2003 are shown below together with summary Group balance sheets at the same dates.

Please note that this information has been provided by management alone and has not been checked or verified by the Administrators or Deloitte & Touche LLP. Furthermore, the comments reflect management explanations of the items included in the profit and loss account and balance sheet.

Mayflower Summary Group Profit and Loss

£'m	12 months ended Dec '03	12 months ended Dec '02
Sales	597.0	623.9
EBIT	24.7	41.6
Exceptionals	(24.2)	0.0
Additional Adjustments	(13.8)	0.0
Interest	(17.5)	(20.1)
Profit before taxation	(30.8)	21.5

Source: Management Information

The EBIT result of 2003 is £16.9 million lower than the result for the 12 months ended December 2002. The interest charge for the 12 months ended 31 December 2003 reflects the standstill agreement.

Exceptionals include TBI restructuring costs of £9.8 million and central provisions for refinancing costs of £8.5 million. Additional adjustments of £13.8 million include a £7.5m additional impairment provision relating to MVS Germany and refinancing cost write offs of £4.0 million.

Summary Group Balance Sheet

£'m	Dec-03	Dec-02
Tangible assets	165.3	146.6
Goodwill and intangibles	202.8	216.7
Investment in associate	5.8	5.1
Total fixed assets	373.9	368.4
Current assets		
- stock	58.5	73.5
- debtors	49.8	40.9
- other	32.1	37.3
	140.4	151.7
Creditors	(169.8)	(158.2)
Bank and other borrowings	(174.8)	(165.1)
Net Assets	169.7	196.8

Source: Management Information

Tangible assets mainly represent plant and equipment as the majority of the Group's properties are now occupied on leases, after a series of sale and lease back transactions over the last three years.

Trade debtors are shown net of factored debtors. Stocks are principally with the TBI business as the MVS operations are run on a just in time basis.

1.4 TBI Business

TBI is the UK's leading bus and coach builder and operated as five separate divisions across the UK:

- Bus Body - operating in the manufacture and assembly of single and double decker bus bodies with operations in Larbert (TBI Head Office and manufacture of bus kits for supply to assembly plants), Falkirk (largest assembly plant for the full range of buses), Lochlands (manufacturing site for People Movers) and Belfast and Wigan (assembly plants for double deck buses).
- Chassis - manufacturer of bus and coach chassis based in Guildford.
- Coach - manufacture of large and small coaches and the retail of new and used coaches based in Scarborough and Anston.
- Parts - the provision of spare and replacement parts for buses and coaches primarily based in Anston.
- Customer Care - providing after sales customer service, warranty and repair work for Coach and Bus Body primarily based in Anston with a number of satellite offices.

TBI has a significant share of the UK bus market and its key products are double deck and midi buses, chassis (for buses, coaches and fire appliances) and coaches.

1.5 MVS UK Business

MVS UK provides design, engineering and manufacturing services for the automotive industry. It specialises in stamping and assembly of vehicle body panels.

Major manufacturing customers include MG Rover and Ford PAG accounting for 36% and 37% of 2003 revenues respectively.

MVS UK operates from its own 15 acre site in Coventry. Furthermore, in March 2003 MVS UK commenced construction of its new state of the art stamping facility at a freehold property at Fort Parkway near Birmingham.

1.6 Energy Business

Energy was established in 2001 to exploit the development of offshore wind farms in the UK and Europe and was based in Middlesbrough.

Energy commissioned a new vessel, the Resolution, which had the capability to perform all the functions required to install offshore turbines from a single vessel rather than a number of different vessels previously needed. In addition to wind farm work, the Resolution could also be deployed on gas and oil projects.

1.7 Plc

Plc acts as the Group holding company, its key assets being the indirect investment in MVS Inc, MVS GmbH and the investment in Mayflower Asset Holdings Limited which owns the freehold property at Group Head Office in High Wycombe. It is the employer of the Head Office team.

1.8 MVS US

MVS US, an autonomous group of companies within the Group is not in any form of insolvency. It has its headquarters in Detroit which control four operational plants. The plants at Norwalk, Ohio and Kings Mountain, North Carolina specialise in the production of cab units for blue chip customers such as Mack, Freightliner and International. The stamping plant in Shadyside, Ohio is a low volume plant where some 80% of its production goes to supply Norwalk and Kings Mountain. The South Charleston plant is a high volume pressing plant specialising in the domestic vehicle market with customers such as Mercedes and GM.

1.9 Services

Services acted as the management services company for the Group from the Group's Head Office at High Wycombe.

1.10 Fleet

Fleet provided service, repair and maintenance to F E Thorpe's vehicles from Thorpe's depot in Wembley, London. Fleet employed 11 staff, generating revenues of some £45,000 per month; however the contract proved to be significantly loss-making.

1.11 Management and Employees

As at 31 March 2004 the Companies employed approximately 3,180 staff analysed as follows:

MVS UK	646
TransBus	
- Bus Body	1403
- Chassis	331
- Coach	331
- Parts/Customer Care	385
Plc	19
Energy	53
Fleet	12
	<hr/>
	3,180

Energy Holdings and Services did not employ any staff.

2. THE CIRCUMSTANCES GIVING RISE TO THE APPLICATION FOR THE ADMINISTRATION ORDERS

2.1 Events prior to the Administrations

In February 2004 it became apparent that the Group was likely to breach its financial covenants under a Note Purchase Agreement entered into with Noteholders in 2000. At the same time, the Group's 13 week cashflow forecasts indicated a worsening funding requirement, but there was uncertainty surrounding the longer term forecasts.

Following negotiations with the Group's Banks, Hedging Banks and Noteholders an interim standstill arrangement was entered into in early March 2004.

The interim standstill to 31 March 2004 provided the Group with an additional working capital facility of £10 million although only £4 million was drawn by the date of administration. It was intended that the interim standstill be extended to 31 May 2004 once the Group delivered longer term forecasts reflecting actions to mitigate the overall funding requirement. It was also the intention of the parties to extend facilities on a committed basis beyond May 2004 provided the Group could develop a viable restructuring plan.

As the Group's forecasts were finalised, it became clear that the Group's cash requirements were likely to be greater than previously anticipated with £30 million needed to fund trading until the end of June 2004. In addition there was a further cash requirement to fund the costs of restructuring.

The position worsened when, on 22 March 2004, possible accounting irregularities were brought to the Board's attention. This led to the HSBC invoice discount facility being suspended and, while the Board negotiated to have it reinstated, the Group experienced further pressures, including key suppliers refusing to supply. The Group's position was such that the Banks were unable to provide any further funding.

The Boards of Plc, Services, TBI and MVS UK met on 31 March and concluded that as they were unable to negotiate an extension to the interim standstill agreement the respective companies were unlikely to be able to pay their debts as they fell due and therefore resolved to place them in administration. A similar resolution was passed in respect of Fleet on 7 April 2004.

On 2 April 2004 Energy was placed into administration, following a review of the financial position of the company which concluded that it was insolvent.

On 21 April 2004 Energy Holdings was placed into administration in order to facilitate the sale of the Resolution.

2.2 Details of the Appointments of Administrators

The following Partners of Deloitte and Touche LLP were appointed Joint Administrators of the Companies as set out below. The appointments in respect of Energy and Energy Holdings were made under the out of court process by the qualifying floating charge holders. The remaining appointments were also made out of court but were applications by the Directors of the respective company.

Company	Administrators	Date of Appointment
Plc	Nicholas James Dargan Nicholas Guy Edwards	31 March 2004
TBI	Nicholas James Dargan John Charles Reid	31 March 2004
Services	Nicholas James Dargan Nicholas Guy Edwards	31 March 2004
MVS UK	William Kenneth Dawson Nicholas James Dargan Andrew Philip Peters	31 March 2004
Energy	Nicholas James Dargan Ian Brown	2 April 2004
Fleet	Nicholas James Dargan John Charles Reid	7 April 2004
Energy Holdings	Nicholas James Dargan Ian Brown	21 April 2004

The proceedings for all of the Companies' administrations is the High Court, London. For the purposes of paragraph 100 of Schedule B1 of the Act the Administrators confirm that they are authorised to carry out all functions, duties and powers by either of them, jointly or severally.

2.3 Purpose of the Administrations

From 15 September 2003 the Enterprise Act 2002 replaced the previous four purposes of administration with one overarching purpose, split into a 3 part single purpose:

- Firstly, to rescue a company as a going concern (in other words a restructuring which keeps the entity intact).
- Secondly, if the first purpose is not reasonably practicable (or the second purpose would clearly be better for the creditors as a whole), then the administrator must perform his functions with the objective of achieving a better result for creditors than would be obtained through an immediate liquidation of the company. This would normally be by a sale of the business and assets as a going concern.
- Thirdly, if neither of the first 2 parts of the purpose are reasonably practicable, the administrator must perform his functions with the objective of realising property in order to make a distribution to secured and/or preferential creditors.

The Companies have significant secured and unsecured creditor liabilities and therefore a restructuring of these creditors would have been required to meet the first objective. It has become apparent that there is insufficient time to effect a restructuring of the Group's considerable debt and the Administrators have concluded that the first objective is not possible to achieve.

Therefore the purpose of the administration orders is to achieve a better result for creditors than would be obtained through an immediate liquidation of the companies. This continues to be the Administrators ongoing objective. The purpose of the administrations is to be achieved by the sales of the various businesses and assets of the Companies (see section 3 below).

3. THE MANNER IN WHICH THE AFFAIRS OF THE BUSINESSES HAVE BEEN MANAGED AND FINANCED AND WILL CONTINUE TO BE MANAGED AND FINANCED IF THE ADMINISTRATORS PROPOSALS ARE APPROVED

3.1 Introduction

At 9.00 am on 31 March 2004 the prospective Administrators met with the Plc Directors at the Group's head office. At the same time a large team of Deloitte staff were mobilised and sent to 12 of the key locations to meet with key operational management to undertake planning for the administrations. On that day and the following day Deloitte staff advised employees of the Administrators' appointments and began the task of securing, assessing and stabilising each business operation.

Furthermore, Partners in Deloitte were sent to Germany and the US to assess the implications of the UK administrations on MVS GmbH and MVS Inc.

At the same time teams were set up to deal with the sale of the Group, companies or businesses, regulatory notifications and banking, employee matters and head office issues such as insurance and the overall control of the administration process.

Following both our assessment of the businesses prior to administration and the discussions with the Directors and senior operational management on 31 March 2004, the Administrators decided to continue to trade in the short term for the following reasons:

- To preserve value while assessing whether the Group could be restructured or in the alternative whether the Companies or the businesses and assets should be sold as going concerns.
- There was initial significant interest in the businesses from interested parties to buy the businesses but not the Companies as going concerns.
- Our initial financial assessment and estimated valuations indicated a higher recovery from sales as going concerns.
- Trading to 30 April 2004 was forecast to be approximately at break even.
- Significant pre-appointment debtors were estimated to be recoverable if the businesses traded-on. If they were to shut immediately, it was considered unlikely that certain debtors would be collected after customer set-off claims.
- Initial soundings had been taken from customers and key suppliers and they had indicated their continued support for the ongoing trading

The following sections cover the major actions taken by the Administrators since their appointment in relation to trading, sales of the businesses and other assets.

3.2 Funding

Following the Board of Directors resolution to appoint administrators to Plc, MVS UK, TBI and Services on 31 March 2004 the Group's lenders agreed to provide immediate funding to pay essential operating expenses while a formal overdraft

facility was negotiated. This was extended to cover Energy following the appointment of administrators to that company on 2 April 2004. -

Short term cash flow forecasts prepared immediately prior to the administrations indicated that significant funding would be required to allow the Companies to continue trading in administration while the prospects of their survival were considered.

It was imperative for trading to continue if there was to be any prospect of the Companies or their businesses being preserved.

On 8 April the administrators obtained formal overdraft facilities with an aggregate facility level of £8 million from National Westminster Bank, as follows:

Company	Facility Limit (£)
TBI	6,900,000
MVS UK	400,000
Services	200,000
Energy	500,000

Under the terms of the facility the proceeds are to be used exclusively for day to day working capital requirements and the general conduct of each company's administration.

The facilities will be repaid as expenses of the administrations incurred for the purpose of Paragraph 99(4) of Schedule B1 to the Insolvency Act 1986 to the extent that there are sufficient funds available to do so.

3.3 Trading Introduction

Following our appointment it became apparent that the Group was run as autonomous units with little, if any, Group related synergies. As a result the Deloitte trading and stabilisation teams were separated between TBI, MVS UK and Energy.

The TBI team were located in all the key TBI premises, but were controlled from the TBI head office in Larbert. The TBI trading issues are set out in 3.4 below.

The MVS UK operation was controlled out of Coventry and the main actions taken are set out in 3.5 below.

Energy was based in Middlesbrough and the trading issues are set out in 3.6 below.

3.4 TBI Trading

3.4.1 Overview

During the first 7 days to 14 days the following actions were taken to stabilise the trading and re-structure the TBI business:

- Detailed discussions with major customers to confirm their support.
- Detailed discussions with suppliers, which in most cases have resulted in agreements being signed between the respective supplier and the

Administrators. This has resulted in stabilising the production process enabling buses and coaches to be completed and delivered.

- An assessment was made of the impact of providing warranty support for new and existing products. The post administration warranty issues were later resolved through pricing concessions, although the use of warranty insurance was reviewed.
- The implementation of a rationalisation program throughout TBI to align the workforce and overheads to current demand and future capacity.
- The preparation of trading and cash flow forecasts, which indicated a peak funding requirement of some £6.9 million (see funding in 3.2 above), but an estimated break even trading profit and loss at the end of an expected 4 to 6 week trading period.

As a result of the above actions the TBI trading was stabilised which has allowed us to extend the timeframe for the sale to 15 May 2004.

The following paragraphs look at the issues and key actions taken in each of the respective key TBI divisions.

3.4.2 Bus Body

Bus Body premises at Larbert also served as the TBI head office. As a result the overall decision making in relation to ongoing trading during the administration was centralised at Larbert.

A detailed review was undertaken of the production process, the order book and the customer and supplier base. Detailed meetings were held with the employees, key customers and suppliers to ensure support for the post administration trading.

Following a review of the cost base, 309 redundancies were made across all bus body sites and all employee functions at Larbert, Falkirk, Belfast and Wigan.

3.4.3 Chassis

Production had declined at the date of our appointment due to certain suppliers refusing to deliver until the amounts due to them had been paid.

Our immediate strategy therefore concentrated on restoring supplies and restarting production to meet confirmed customer orders to preserve the value of the business. This has been an ongoing process, given the complex retention of title and other operational and supplier issues which have had to be resolved in order to obtain supplies.

A review of the cost base for the Chassis business was also undertaken and 48 redundancies were made at the Guildford plant on 8 April 2004.

3.4.4 Coach

Coach build product to customer order and specification, normally offering a one-year warranty on its products. At the outset of the administration customers were contacted to ensure that they would accept delivery without a warranty during the administration period. The response of

customers was supportive and there have been few orders cancelled since administration.

Coach operated a just in time ordering policy for materials and it was necessary to immediately secure supplier support to maintain the production line. Negotiations took place with suppliers to ensure continuity of supply to enable completion of coaches to fulfil customer orders and continue the business. No redundancies were made at Coach.

3.4.5 Parts and Customer Care

This division continued to provide ongoing support to TBI customers during the administration through the supply of parts and aftercare services.

Aftercare support is vital for customers acquiring new product and for operational vehicle fleets in the UK and overseas and was therefore key to preserving the underlying goodwill of the business.

The Parts business continued to operate at approximately 80% of pre-administration turnover levels.

Following an initial review of the division with key management, 43 employees were made redundant and the Durham and Bristol Parts Centres were closed to reduce cost and improve efficiency.

3.5 MVS UK Trading

During the first two weeks the following actions were taken to stabilise MVS UK's trading and to re-structure the business:

- Detailed discussions with major customers to confirm their support and to renegotiate payment terms to improve cashflow.
- Detailed discussions with suppliers, which in most cases have resulted in agreements being signed between the respective supplier and the Administrators. This has resulted in stabilising the production process enabling uninterrupted supply to customers.
- Discussions with key financial creditors and landlords.
- The assessment and implementation of a rationalisation program.
- The preparation of trading and cash flow forecasts, which indicated a peak funding requirement of approximately £0.4 million (see funding in 3.2 above), but a small trading profit at the end of an expected 4 to 6 week trading period.

Following stabilisation of the business, the forecast trading period was extended to 6 to 12 weeks, allowing, if required, an extension of the timeframe for the sale.

Upon our appointment, the Fort Parkway facility had not been fully commissioned. The Administrators are continuing the commissioning process and have met and agreed terms with the main contractors in order to secure all warranties and documentation required for a sale.

3.6 Energy Trading

Energy owned and operated the Resolution, an offshore wind turbine installation vessel. The company had no ongoing contracts at the date of appointment of

Administrators, although it was due to enter into a new contract at Scroby Sands on 13 April 2004. However, this contract was not commenced due to the requirement to provide a substantial performance bond to the customer and uncertainty in respect of its profitability following the commencement of administration.

Consequently the Administrators took steps to preserve value of Energy's assets and ensured that the Hull and Marine insurance premium which fell due on 2 April 2004 was paid and the ongoing certification of the Resolution was maintained.

Following a review of the manning requirements of the Resolution and its back office support, the Administrators announced 33 redundancies on 2 April 2004.

3.7 Introduction to Sales

Immediately following the appointments an initial information pack was prepared and a confidentiality letter was forwarded to over 110 interested parties. The interest was then pursued with meetings and invitations to parties to attend the relevant data rooms for TBI, MVS UK and Energy respectively.

In addition the businesses were advertised for sale in the Financial Times on Friday 2 April 2004 (TBI and MVS UK) and Tuesday 6 April 2004 (Energy).

Serious parties were asked to indicate their interest by 7 April 2004 and were then asked to submit indicative offers on 19 April 2004 (Energy) and 21 April 2004 (TBI and MVS UK). The Administrators then decided to take a small number of parties forward for a further phase of due diligence with a view to concluding sales of the TBI and MVS UK businesses between 15 and 31 May 2004.

Shortly following the appointment it became clear that for the businesses to be preserved sales had to be achieved quickly, and hence an accelerated timetable. Since then the businesses have been stabilised and the sales process extended.

The following paragraphs provide further detail in relation to each of the business sales.

3.8 TBI Sale of Business

Following the initial significant interest on 7 April 2004, approximately 15 parties commenced further detailed due diligence at the respective TBI sites. This included meeting key management, meeting the Administrator's team, site tours and the provision of further information.

10 serious offers were made on 21 April 2004 and a small number were taken forward to a final stage of due diligence and given access to customers, suppliers, the Administrators and additional detailed legal and commercial documents.

The Administrators took a small number of parties forward for a further phase of due diligence with a view to concluding a sale of TBI by 15 May 2004.

At this stage the details of the indicative bids are commercially sensitive and for this reason the Administrators are not disclosing either the names of the parties involved or the amounts that have been bid. However, the level of interest indicates that a sale as a going concern is achievable.

3.9 MVS Sale of Business

Following the initial significant interest shown by 7 April 2004, approximately 21 parties commenced initial due diligence. This included meeting key management, meeting the Administrator's team, site tours and the provision of initial information.

12 serious offers were made on 21 April 2004 and a small number were taken forward to a further stage of due diligence and given access to further information on customers, suppliers and additional detailed legal and commercial documents.

A further deadline has been set for 14 May 2004 for best and final offers.

At this stage the details of the indicative bids are commercially sensitive and for this reason, the Administrators are not disclosing either the names of the parties involved or the amounts that have been bid. However, the level of interest indicates that a sale as a going concern is achievable.

3.10 Energy Sale of Business

The business and the primary asset, the Resolution, were advertised in the Financial Times and Lloyds List on 6 April 2004. It was also advertised internally to all Deloitte UK partners and all European Corporate Finance partners. Following the adverts, information memoranda were issued to 67 interested parties. 10 site visits were concluded in the week commencing 12 April 2004.

The deadline for bids was set at noon on Monday 19 April 2004 by which time 9 bids were received from interested parties. In considering the bids the Administrator considered whether the bidder intended to settle the Resolution's outstanding capital expenditure creditors, an outstanding employee lien and an arrest order obtained by the shipping agent.

Following a review of the bids, the Administrator accepted an offer from Marine Projects International Limited for £13 million on 19 April 2004 and a sale was completed on 21 April 2004.

Energy Holdings was placed into administration on 21 April 2004 to facilitate the sale of the Resolution. This is a holding company only.

3.11 MVS GmbH Share Sale

The day following our appointment a Deloitte partner flew to Germany to meet with the Managing Director of MVS GmbH to discuss the financial position of MVS GmbH. It was clear that MVS GmbH needed an immediate cash injection of at least €500,000 and in the longer term closer to €4 million in working capital.

MVS GmbH had made substantial losses for several years but supplied vehicle systems to a number of key global customers for the group, including Daimler Chrysler and BMW. The collapse of the Group had put further pressure on MVS GmbH as credit insurers threatened to withdraw credit lines from suppliers.

MVS GmbH had been in discussions with a local competitor who had made an offer some weeks before the administrations of the Companies to acquire MVS GmbH for €750,000 with payments spread over a 4 year period. MVS GmbH had been widely marketed for over a year and this was considered to be the best

offer. Before pursuing this offer further, the Administrators reviewed other alternatives including a potential management buy-out.

However, it was evident that the management team were at least 4 weeks away from having any finance in place and could not confirm that they could definitely raise the finance. Furthermore, the stringent insolvency regulations imposed on Directors in Germany were such that the Managing Director required an unlimited indemnity from the Administrators within 4 days if he was to continue to trade MVS GmbH, in the absence of which he would be obliged to initiate insolvency proceedings for MVS GmbH.

The Administrators were not prepared to give an unquantified indemnity and were anxious to ensure that MVS GmbH was passed to safe hands as soon as possible, principally in order to minimise any damage to the Group's goodwill with its common customer base. A sale to the local competitor was renegotiated to exclude any warranties and convert the 4 year payment profile to €500,000 payable within 6 months, secured by a fixed charge over one of MVS GmbH's properties. A sale was completed at 11.30 pm on 2 April 2004.

3.12 MVS US Share Sale

MVS US experienced a turnaround in its business in the last two years. This has been as a result of improved management and the upturn in the US market for trucks. The company is both profitable and cash generative and it is understood that it remitted some US\$30 million to the UK in the quarter prior to the administration.

On appointment to Plc, immediate steps were taken to review the business with management. Due to the cash that had been sent to the UK and the suspension of the invoice discounting facility available to the group, there was an immediate cash requirement to stabilise the business. The invoice discounting facility was renegotiated which provided sufficient cash for the business to trade normally. In addition a series of meetings and briefings were held with customers, suppliers, management, employees and unions to explain the UK Administration and confirm that it did not have any direct impact on the US business.

The UK group management had decided to dispose of the US business some 6 months prior to the administration and had appointed Robert W Baird & Co to conduct the sale process. This began in October 2003 but due to a number of changes in the instructions to Baird had not been completed prior to the administration. On appointment, the role of Baird in the sale process was assessed and it was decided that they should be retained.

Indicative bids for the whole or part of MVS US are due to be submitted during May 2004, following which, the final structure for the sale will be agreed and detailed acquirer due diligence will commence. It is anticipated that the sale may be completed during July/August 2004.

3.13 Plc and Other Assets

Plc is a non trading company which has both direct and indirect investments in a number of companies across the Group (these total in excess of 60 companies). For those companies that are not in some form of insolvency and which are not referred to above, Deloitte staff are considering the most tax efficient and cost effective method to realise the assets that remain in these companies. These

comprise the freehold property at Group Head Office, the investment in the e3 variable motion engine, various coaches leased on medium term contracts and potential tax losses that may be utilised across the Group.

Through Plc it has also been necessary to assess and monitor the pension schemes and insurance cover for the Group as well as manage regulatory matters given Plc's listing on the London Stock Exchange.

3.14 Services

Services is responsible for Group Head Office costs, although contracts of employment remain with Plc. During the Administration it has been necessary to retain certain staff for accounting and company secretarial functions as well as assisting with the management of the pension schemes and other administrative matters.

3.15 Fleet

Given the onerous nature of the Fleet contract, the administration trading strategy was to seek to minimise disruption to the customer and to mitigate any potential claims, while extracting as much value for the underlying business and assets.

There was no interest from any third party in acquiring the Fleet business as a going concern. It was determined that Fleet was non-core to the TBI business and its sale or closure outside of the TBI sale process would not adversely impact upon value. As a result the one contract was assigned for £15,000.

4. DIRECTORS' STATEMENTS OF AFFAIRS

4.1 Introduction

Signed Directors' Statements of Affairs have been prepared for the Companies, summaries of which are attached at Appendix 2.

As sales of the businesses and assets of TBI and MVS UK have yet to be concluded the Administrators consider that to disclose parts of the Directors' Statements of Affairs could be prejudicial to the conduct of the administrations. The Administrators therefore applied to and obtained from the Court pursuant to Rule 2.30(1) of the Act an order of limited disclosure in respect of part of the statements. The orders granted on 6 May 2004 provide that the estimated realisable values attributed to assets in the Statements of Affairs should not be disclosed at present.

In accordance with the terms of the limited disclosure orders, the administrators will disclose the estimated realisable values, either at the meeting of creditors or subsequently, as appropriate, depending on whether the business sale in question has completed at that stage or when they have otherwise determined that such disclosure would no longer be prejudicial.

There are a number of different classes of creditors within the Group. These include:

- Secured creditors: They have fixed and floating charge debenture security across all of the Companies and as such are paid in priority to other creditors. This priority is subject to payments to preferential creditors (see below) and unsecured creditors under the Prescribed Part (see section 4.3). Further detail of the Group's security and other lender arrangements is set out in 4.2.
- Preferential creditors: These relate to specific employee arrears, holiday pay and certain pension contributions and are paid in priority to unsecured creditors out of net floating charge realisations before the Prescribed Part and before payment to the secured floating chargeholder.
- Unsecured creditors: Rank behind secured and preferential creditors and receive any surplus available from net realisations after payment of the secured and preferential creditors. The exception is that a certain amount of net floating charge realisations (after payment of the preferential creditors) is made available under the Prescribed Part.

In view of the significant secured creditors across the Group, we comment on the security and other lender arrangements in section 4.2 and section 4.3 sets out the calculation of the Prescribed Part.

Sections 4.4 to 4.10 provide summary comments on the outcomes as provided for in the Statements of Affairs or the net book value of assets and liabilities in relation to TBI and MVS UK as at the dates of our appointments.

The Administrators have not included the names, addresses and debts of all creditors in view of the fact that the information runs to many pages and it would not be cost effective to send it out. However, copies of this information can be sent to creditors on request, either by post or e-mail, and will also be available at the meeting of creditors on 28 May 2004.

4.2 Security and other Lender Arrangements

The Group's bank and Noteholder debt at the date of the administration orders and as set out in the Statements of Affairs, can be summarised as follows:

	£m
Term Loan Facility	10.0
Revolving Credit and Hedging Facilities	163.2
Noteholder's (2007 and 2010 notes)	65.4
Total	<u>238.6</u>

Plc entered into a loan agreement with NatWest on 25 July 1995 under which a £10m term loan facility was made available. Cross guarantees were provided to secure Plc's indebtedness to NatWest by other Group companies

A credit agreement providing term loan and revolving credit facilities was entered into by Plc on 10 August 1998 with Credit Suisse First Boston as facility agent and NatWest Capital Markets Limited as arranger together with a syndicate of 17 banks. Cross guarantees for all monies owing under the credit facilities were provided by Group companies.

Hedging facilities were also provided by NatWest and three other banks.

A note purchase agreement was entered into on 15 December 2000 in respect of \$75m 8.32% guaranteed notes which were due to be repaid on 15 December 2007 and \$30m 8.42% guaranteed notes due to be repaid on 15 December 2010.

Following the Group's failure to obtain a new syndicated facility in 2002 to refinance the original facilities the Group started negotiations with its Banks with a view to replacing the original credit agreement by 31 December 2003. This culminated in a new credit agreement on 16 December 2003.

It was a condition of the new credit facility that Plc and its subsidiaries granted security to the banks.

Debentures comprising fixed and floating charges over the Companies assets and cross guarantees were granted to the Banks and security was also taken over the following:

- Ship mortgage over the Resolution vessel
- Share pledges over the shares held in MVS US

The initial security granted by the Group in December 2003 was limited to secure indebtedness of £29 million in order not to breach the 2000 Note Purchase Agreement.

In February 2004 it became apparent that the Group could breach its financial covenants under the new credit agreement and negotiations between the Group, its Banks and Noteholders commenced with a view of entering into an interim standstill agreement which, subject to certain conditions, would be extended to 31 May 2004 to allow for the formulation of a restructuring plan.

The standstill was entered into at the beginning of March 2004 a condition of which was the granting of full security to the Banks and Noteholders.

The initial security granted by the Group in December 2003 was supplemented on 10 March 2004 so that all liabilities to the Banks, NatWest, Noteholders and Hedging banks were secured by fixed and floating charge debentures and cross guarantees.

Other Lender Arrangements

In addition to the Bank and Noteholder indebtedness Plc entered into an invoice discounting facility of £62 million with HSBC Bank Plc Trade Services in 1998. This had been available to TBI, MVS UK and MVS US.

At the date of the administration orders an amount of £54.2 million remained outstanding to HSBC.

4.3 The Prescribed Part

The Prescribed Part (Section 176A and the Insolvency Act 1986 (Prescribed Part) Order 2003) applies where there are floating charge realisations, net of costs, to be set aside for unsecured creditors. This equates to:

- 50% of net property up to £10,000
- 20% of net property in excess of £10,000
- Subject to a maximum amount of £600,000.

The Directors' Statements of Affairs show that the Prescribed Part may be available to creditors for all companies excluding Energy Holdings. However, the costs of administration have not been included in the Directors' estimates, which is likely to impact on the amount available to creditors.

The unsecured creditors' position as at 31 March 2004 per the Directors' Statements of Affairs, excluding the deficiency to floating charge creditors, is summarised in the table below:

Summary of the Unsecured Creditors' Position as at 31 March 2004

	Inter company Balances	Trade / Other	Total
	£'000	£'000	£'000
TBI	44,012	157,028	201,040
MVS UK	49,267	23,283	72,550
Energy	634	7,770	8,404
Plc	98,091	21	98,112
Services	37,016	11,791	48,807
Fleet	702	167	869
Energy	-	-	-
	<u>229,722</u>	<u>200,060</u>	<u>429,782</u>

The Administrators' are not, on current information, proposing to make an application to court under section 176A(5).

4.4 TBI Directors Statement of Affairs

A limited disclosure order was obtained on 6 May 2004. The redacted Directors' Statement of Affairs for TBI is attached at Appendix 2. This shows details of the estimated financial position of the company at 31 March 2004 as shown in the Directors' Statement of Affairs.

In the current circumstances the administrators cannot provide an accurate estimate of the net property or Prescribed Part in relation to TBI. Even if the administrators were to be able to provide such an estimate, the information and amounts would be commercially sensitive to the sale process.

4.5 MVS UK Directors Statement of Affairs

A limited disclosure order was obtained on 6 May 2004. The redacted Directors' Statement of Affairs for MVS UK is attached at Appendix 2. This shows details of the estimated financial position of the company at 31 March 2004 as shown in the Directors' Statement of Affairs.

In the current circumstances the administrators cannot provide an accurate estimate of the net property or Prescribed Part in relation to MVS UK. Even if the administrators were to be able to provide such an estimate, the information and amounts would be commercially sensitive to the sale process.

4.6 Energy Directors Statement of Affairs

The Directors' Statement of Affairs for Energy is attached at Appendix 2. The principle asset is the Resolution to which the directors attributed a value of approximately £13 million. The proceeds of sale of the vessel are caught under the Ship mortgage granted over the vessel.

The Directors estimate in their Statement of Affairs that assets caught under the floating charge will realise approximately £1 million, which will be available to preferential creditors whose claims are estimated at £48,000. In addition, the Statement of Affairs indicates that the amount available to unsecured creditors under the Prescribed Part is estimated at £204,000, which will be available for distribution to the unsecured creditors estimated to be in the region of £8 million. However, the directors have made no provision for the costs of administration in their Statement of Affairs which would impact on the amount available to creditors.

4.7 Plc Directors Statement of Affairs

The Directors' Statement of Affairs for Plc is attached at Appendix 2. This indicates that assets caught under the floating charge will realise approximately £663,000. The Directors have assumed that there are no preferential creditors' claims against Plc and that there will be a Prescribed Part of £600,000 available for unsecured creditors. It is the Administrators view that there could be preferential claims against Plc and that the Prescribed Part will be significantly less than £600,000.

Unsecured creditors' claims are estimated at £98 million (substantially all of which is inter company), excluding any deficiency to floating charge creditors. The directors have made no provision for the costs of administration in their Statement of Affairs which would impact on the amount available to creditors.

4.8 Services Directors Statement of Affairs

The Directors' Statement of Affairs for Services is attached at Appendix 2. The Directors have estimated that floating charge realisations of £92,000 will be available to the preferential creditors whose claims are estimated at £65,000. Although, the Statement of Affairs indicates that there may be a small amount available under the Prescribed Part, the Directors have made no provision for costs of the administration which would impact on the amount available to creditors.

4.9 Fleet Directors Statement of Affairs

The Directors' Statement of Affairs for Fleet is attached at Appendix 2. The Directors have estimated that assets subject to the floating charges will realise £53,000. The Directors assume that there are no preferential creditors' claims and make no provision for costs of the Administration. It is possible that preferential claims will be submitted in respect of holiday pay arising from the redundancy of Fleet staff, which would dilute the amount available to unsecured creditors whose claims are estimated at £869,000.

4.10 Energy Holdings Directors Statement of Affairs

The Directors' Statement of Affairs for Energy Holdings is attached at Appendix 2. There are no material assets or liabilities excluding the amount due to the secured creditors.

5. ADMINISTRATORS' FEES AND EXPENSES

5.1 General

The Administrators' time costs, for the period from the making of the Administration Orders to 30 April 2004 are summarised in the tables in sections 5.2 to 5.7 below for Plc, TBI, MVS UK, Energy, Services and Fleet respectively. The work has been categorised into the following task headings and sub categories and a detailed analysis of the time spent is attached at Appendix 3.

- Administration and Planning includes such tasks as case planning and set-up, appointment notification, statutory reporting, compliance, cashiering, accounting and administrative functions.
- Investigations include such tasks as reporting on the directors' conduct, investigating antecedent transactions and any other investigations that may be deemed appropriate.
- Trading includes such tasks as planning, strategy, preparing and monitoring cashflow and trading forecasts, managing operations, corresponding with suppliers and customers, landlord issues and employee matters including payroll.
- Realisation of Assets includes such tasks as identifying and securing assets, sale of business, property issues, activities in relation to other fixed assets, stock, debtors, investments and any related legal issues.
- Creditors include such tasks as creditor set up, communication and meetings, reviewing and agreeing preferential and unsecured claims, retention of title issues, corresponding with secured creditors, reviewing and obtaining advice in relation to security granted to Banks and Noteholders and recording and progressing employee related claims.
- Other tasks include pension related matters, VAT and corporation tax issues.

The Administrators will seek approval of the basis of their remuneration and expenses at the meeting of creditors to be held on 28 May 2004. A "Creditors Guide to Administrators' Fees", as required by our professional body, is attached for your information and guidance. Please note that these guidelines have not been updated to reflect the Enterprise Act of 2002 and therefore some of the references to the Insolvency Act in the guidelines have now changed.

The range of charge out rates for the separate categories of staff (i.e. Partner, Manager and Assistants/Support Staff) are based on our normal charge out rates and reflect the different rates for London and regional offices. The Manager rates include all grades of manager up to Director. The ranges are summarised below:

Grade	Range £ per hour
Partners	445 to 555
Managers	175 to 445
Assistants/Support Staff	50 to 170

5.2 TBI

The Administrators time costs for the period 31 March to 30 April 2004 for TBI are set out below.

Classification of Work Function	Partner Hours	Manager Hours	Assistant / Support staff Hours	Total Hours	Time Cost £	Average Hourly Rate £
Admin and Planning	16.0	774.5	256.2	1,046.7	272,707	261
Investigations	0.0	0.0	0.0	0.0	n/a	n/a
Trading	64.0	3,821.4	764.4	4,649.8	1,159,681	249
Asset Realisations	273.0	847.9	76.5	1,197.4	441,033	368
Creditors	20.0	1,505.4	909.5	2,434.9	445,977	183
Other	0.0	13.1	10.3	23.4	4,504	192
Total	373.0	6,962.2	2,016.9	9,352.1	2,323,901	248
Timecost (£)	176,435	1,910,582	236,884			
Average hourly rate (£)	473	274	117			

5.3 MVS UK

The Administrators time costs for the period 31 March to 30 April 2004 for MVS UK are set out below.

Classification of Work Function	Partner Hours	Manager Hours	Assistants / Support staff Hours	Total Hours	Time Cost £	Average Hourly Rate £
Administration & Planning	15.2	286.2	100.0	401.4	95,746	239
Investigations	0.0	0.0	0.0	0.0	0	n/a
Trading	60.0	632.9	32.9	725.8	170,423	235
Asset Realisations	84.5	310.7	14.0	409.2	129,955	318
Creditors	5.0	224.9	37.3	267.2	50,651	190
Other	4.7	16.9	0.0	21.6	8,740	405
Total	169.4	1,471.6	184.2	1,825.2	455,515	250
Timecost (£)	81,862	352,069	21,585			
Average hourly rate (£)	483	239	117			

5.4 Energy

The Administrators time costs for the period 2 April to 30 April 2004 for Energy are set out below.

Classification of Work Function	Partner Hours	Manager Hours	Assistants / Support staff Hours	Total Hours	Time Cost £	Average Hourly Rate £
Admin and Planning	6.5	47.2	46.9	100.6	24,151	240
Investigations	0.0	0.0	0.0	0.0	n/a	n/a
Trading	0.0	36.0	57.5	93.5	16,810	180
Asset Realisations	66.5	323.0	0.0	389.5	119,731	307
Creditors	0.0	7.0	49.0	56.0	8,090	144
Other	1.5	12.1	5.0	18.6	5,142	276
Total	74.5	425.3	158.4	658.2	173,923	264
Timecost (£)	34,308	120,583	19,033			
Average hourly rate (£)	461	284	120			

A separate time analysis for Energy Holdings has not been prepared. The company was placed into administration on 21 April 2004 to facilitate the sale of the Resolution and therefore any time associated with this appointment, which has been minimal, has been allocated to Energy.

5.5 Plc

The Administrators time costs for the period 31 March to 30 April 2004 for Plc are set out below.

Classification of Work Function	Partner Hours	Manager Hours	Assistants / Support staff Hours	Total Hours	Time Cost £	Average Hourly Rate £
Admin and Planning	26.0	113.0	17.1	156.1	54,946	352
Investigations	18.0	33.3	0.0	51.3	23,021	449
Trading	0.0	78.8	0.0	78.8	20,621	262
Asset Realisations	185.6	230.3	27.5	443.4	197,312	445
Creditors	6.0	28.0	21.6	55.6	16,480	296
Other	53.5	155.4	2.8	211.7	89,322	422
Total	289.1	638.8	69.0	996.9	401,702	403
Timecost (£)	160,451	231,907	9,345			
Average hourly rate (£)	555	363	135			

"Asset realisations" primarily reflects time incurred in respect of MVS Inc and other investments in the Group, such as MVS GmbH. "Other" refers to time

incurred in respect of pension and tax issues all of which are matters that are beneficial to the trading entities.

5.6 Services

The Administrators time costs for the period 31 March to 30 April 2004 for Services are set out below.

Classification of Work Function	Partner Hours	Manager Hours	Assistants / Support staff Hours	Total Hours	Time Cost £	Average Hourly Rate £
Admin and Planning	1.0	48.4	15.3	64.7	18,416	285
Investigations	0.0	1.0	0.0	1.0	390	390
Trading	0.0	28.5	0.0	28.5	7,178	252
Asset Realisations	0.0	6.0	0.0	6.0	1,728	288
Creditors	0.0	11.5	0.5	12.0	3,023	252
Other	0.0	0.0	0.0	0.0	0	n/a
Total	1.0	95.4	15.8	112.2	30,733	274
Timecost (£)	555	28,104	2,075			
Average hourly rate (£)	555	295	131			

5.7 Fleet

The Administrators time costs for the period 7 April to 30 April 2004 for Fleet are set out below.

Classification of Work Function	Partner Hours	Manager Hours	Assistants / Support staff Hours	Total Hours	Time Cost £	Average Hourly Rate £
Admin and Planning	0.5	10.5	17.7	28.7	4,675	163
Investigations	0.0	0.3	0.0	0.3	65	215
Trading	0.0	10.0	0.0	10.0	2,700	270
Asset Realisations	1.0	15.5	0.0	16.5	5,171	313
Creditors	0.0	2.0	0.0	2.0	600	300
Other	0.0	2.0	0.0	2.0	350	175
Total	1.5	40.3	17.7	59.5	13,561	228
Timecost (£)	668	10,698	2,195			
Average hourly rate (£)	445	265	124			

5.8 Administrators Expenses

The Administrators direct expenses submitted as at 15 April 2004 are summarised by company in the table below:

Expenses Breakdown to 15 April 2004

£	Plc	MVS UK	TBI	Total
Hotel	570	1,569	5,450	7,589
Travel - Rail	13	150	185	348
Travel - Taxi	35	28	770	833
Travel - Car	114	898	2,177	3,189
Travel - Air	10,827	398	1,071	12,296
Subsistence	69	0	907	976
Telephone	0	0	26	26
Courier	195	0	45	240
Printing & Photocopying	0	0	246	246
Other	0	0	37	37
Total	11,823	3,043	10,914	25,780

5.9 Other Professional Costs

To advise on appropriate legal matters the Administrators instructed DWS, a London firm of lawyers with the appropriate expertise and experience in dealing with large complex administrations. DWS has submitted invoices for the period to 14 April 2004 and the costs, net of VAT, are summarised in the table below. Their fees are based upon their recorded time costs incurred at their prevailing charge out rates and will be reviewed by the Administrators' staff before being approved for payment.

The Administrators have instructed CMS Cameron Mckenna to carry out an independent review of the security granted by the Companies.

Wyles, a firm of chattel agents, were instructed by the Administrators to undertake inventories and valuations of stock, plant and equipment, fixtures and fittings and other chattel assets where appropriate. Wyles were chosen in light of their expertise and experience in dealing with insolvency appointments of this nature. Their fees for valuation advice are based upon their recorded time costs incurred at their prevailing hourly charge out rates. Their fees for assisting in realising the assets are calculated on a commission basis, plus disbursements incurred. An indication of their costs, net of VAT, to 30 April 2004 have been provided to us and are included in the table below. Once their invoices have been submitted they will be reviewed before being approved for payment.

	Plc £'000	MVS UK £'000	TBI £'000	Energy £'000	Fleet £'000	Services £'000	Total £'000
DWS	37	50	92	24	4	2	209
Wyles	2	38	52	50	-	6	148
Total	39	88	144	74	4	8	357

6. OTHER INFORMATION TO ASSIST CREDITORS

6.1 Directors' reporting

As part of their statutory duties the Administrators will consider the conduct of the Directors and any person we consider a shadow or de facto director in relation to their management of the affairs of the Companies and the causes of their failure and submit their confidential report to the Department of Trade and Industry.

As part of their investigations the Administrators will consider, among other matters, the following:

- Statutory compliance issues
- Mifeasance or breach of duty
- Transactions at an undervalue and Preferences

Creditors who wish to draw any matters to the attention of the Administrators should write to the Administrators.

6.2 Exit Routes from Administration

Under the Enterprise Act 2002, all administrations automatically come to an end after one year, unless an extension is granted by the court or with consent of the creditors.

Otherwise and unless it is proposed that a company in administration should be placed in Creditors' Voluntary Liquidation the appointment of Administrators ceases on the following:

- an application to Court (in the event of a Court appointment)
- filing a notice in Court and with the Registrar of Companies confirming that the purpose of Administration has been sufficiently achieved
- in the event that the company has no property the Administrator may notify the Registrar of Companies to that effect at which time the appointment of the Administrator ceases and three months following that date the company is deemed to be dissolved

The exit route chosen in relation to the Companies will largely depend on the circumstances of each Administration and the approval of creditors.

The exit provisions contained in Schedule B1 of the Insolvency Act 1986 provide an informal and cost effective way for the appointments of Administrators to cease and reference is made to this in the Administrators proposals.

6.3 EC Regulations

As stated in the Administration Orders in relation to the Companies Council Regulation (EU) No 1346/2000 applies and these are the main proceedings as defined in Article 3(1) of that Regulation.

7. STATEMENT OF PROPOSALS PURSUANT TO PARAGRAPH 49 OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986

As stated in section 2.3 of this report the Administrators have concluded that the first prescribed objective under Rule 3(1) (a) namely "rescuing the company (the legal entity) as a going concern" is not achievable in respect of any of the companies in Administration given their level of debt.

Consequently the Administrators intend to perform their functions in relation to each company with the objective set out in Rule 3(1) (b) which is "to achieve a better result for the company's creditors as a whole than would be likely if the company were wound up".

The Administrators will present their proposals relating to each company to the creditors of each company at the meeting of creditors, but for the purposes of this report and to provide creditors with details of the proposals for the Companies, the proposals have been consolidated.

The Administrators' proposals to achieve a better result for the creditors of each company as a whole than would be likely if each was wound up are as follows:

1. the Administrators continue to manage the affairs and assets of the Companies including the continued trading operations of TBI and MVS UK, the collection of debts due to the Companies, completion of the sales of the businesses and assets of the Companies and the settlement of all administration expenses;
2. the Administrators continue with their enquiries into the conduct of the directors of the Companies and continue to assist any regulatory authorities with their investigation into the affairs of the Companies;
3. the Administrators be authorised to agree the claims of the secured, preferential and unsecured creditors against each company unless the Administrators conclude, in their reasonable opinion, that a company will have no assets available for distribution;
4. the Administrators be authorised to distribute funds to the secured and preferential creditors as and when claims are agreed and funds permit and in relation to distributions to unsecured creditors when the Court gives permission;
5. that in the event the creditors of each company so determine, at the meetings of creditors, appoint a Creditors Committee in each Administration comprising of not more than five and not less than three creditors of each company;
6. that in respect of each company the Creditors Committee or if one is not appointed the creditors agree that the Administrators' fees and expenses be fixed by reference to the time given in attending to matters arising in the Administrations;
7. the Administrators' fees and expenses for each company for the period to 30 April 2004 as set out in section 5, be approved for payment by the creditors of each company;
8. the Administrators' fees and expenses in respect of the period from 30 April 2004 be approved in relation to each company by the Creditors Committee should one be appointed but failing that the Administrators be authorised by the creditors to draw remuneration and expenses based on their time costs on a monthly basis; and
9. on completion of the realisation of assets and distribution of funds to creditors, and as quickly and as efficiently as is reasonably practicable, the Administrators implement the most cost effective steps to formally conclude the Administrations.

N J Dargan, N G Edwards, J C Reid, W K Dawson, I Brown and A P Peters
Deloitte & Touche LLP
PO Box 36833
180 Strand
London
WC2R 1 WL

APPENDIX 1
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Directors with shareholdings in Plc	Number of shares
Terence V Whitmore	316,339
David T Donnelly	567,273
John W P Simpson	2,758,268
John J Fleming	370,192
Rupert N Hambro	2,128,500
Christopher M Chambers	245,882

TRANSBUS INTERNATIONAL LIMITED
(IN ADMINISTRATION)

Estimated Position as at 31 March 2004
as set out in the Directors' Statement of Affairs

Book
Value
£'000

Assets subject to fixed charge

Land and buildings	3,893
Less: Amounts due to secured lenders	(238,759)
	<u>(234,866)</u>

Assets subject to floating charge

Plant and equipment	12,038
Office equipment	618
Tooling	1,448
Other - computer equipment	2,156
Product development costs	20,301
Stock	49,541
Other trade debtors	19,898
Other debtors including prepayments	6,644
Intercompany debtors	5,859
Group tax relief receivable	11,043
Cash at bank	36,151

Estimated assets available for preferential creditors 165,697

Preferential creditors (2,747)

Estimated surplus as regards preferential creditors 162,950

Estimated deficiency after fixed charge (brought down) (234,866)

Estimated deficiency of assets after floating charges (71,916)

Unsecured non-preferential claims (201,040)

Estimated deficiency as regards creditors (272,956)

Issued and called up capital (63,045)

Estimated total deficiency as regards members (336,001)

Note

As noted in section 4.1 this is a redacted summary of the Directors' Statement of Affairs showing the financial position of TBI at 31 March 2004. It excludes the estimated realisable values attributed to the assets by the Directors.

MAYFLOWER VEHICLE SYSTEMS PLC
(IN ADMINISTRATION)

Estimated Position as at 31 March 2004
as set out in the Directors' Statement of Affairs

	Book Value £'000
Assets subject to fixed charge	
Land and buildings	3,863
Assets under construction:	
Press line	9,786
Less: associated finance	(9,786)
Land and buildings	7,900
	<u>11,763</u>
Less: Amounts due to secured lenders	<u>(238,759)</u>
	<u>(226,996)</u>
Assets subject to floating charge	
Assets under construction:	
Plant, machinery and systems	2,100
Plant and machinery	7,090
Motor vehicles	12
Stock	3,564
Trade and other debtors	6,636
Group debtors	7,444
Cash at bank	12,538
	<u>39,384</u>
Estimated assets available for preferential creditors	<u>39,384</u>
Preferential creditors	(726)
Estimated surplus as regards preferential creditors	<u>38,658</u>
Estimated deficiency after fixed charge (brought down)	(226,996)
Estimated deficiency of assets after floating charges	<u>(188,338)</u>
Unsecured non-preferential claims	(72,550)
Estimated deficiency as regards creditors	<u>(260,888)</u>
Issued and called up capital	(14)
Estimated total deficiency as regards members	<u>(260,902)</u>

Note

As noted in section 4.1 this is a redacted summary of the Directors' Statement of Affairs showing the financial position of MVS at 31 March 2004. It excludes the estimated realisable values attributed to the assets by the Directors.

MAYFLOWER ENERGY LIMITED
(IN ADMINISTRATION)

Summary of the Directors' Statement of Affairs

	Book Value £'000	Estimated to realise £'000
Assets subject to fixed charge		
Vessel and cable laying equipment	42,651	12,945
Less: Liens on the vessel	(260)	(260)
 Less: Amounts due to secured lenders	 (238,759)	 (238,759)
	<u>(196,368)</u>	<u>(226,074)</u>
Assets subject to floating charge		
Fixtures and fittings	101	25
Motor vehicles	8	5
Plant & equipment	321	25
Trade and other debtors	4,298	1,000
Estimated assets available for preferential creditors	<u>4,728</u>	<u>1,055</u>
Preferential creditors		(48)
Estimated surplus as regards preferential creditors		<u>1,007</u>
Estimated prescribed part of net property (to carry forward)		(204)
Estimated total assets available for floating charge holders		<u>803</u>
Debts secured by floating charges		(226,074)
Estimated deficiency of assets after floating charges		<u>(225,271)</u>
Estimated prescribed part of net property (brought down)		204
Total assets available to unsecured creditors		<u>204</u>
Unsecured non-preferential claims		(8,404)
Estimated deficiency after floating charge (brought down)		(225,271)
Estimated deficiency as regards creditors		<u>(233,471)</u>
Issued and called up capital (£1)		-
Estimated total deficiency as regards members		<u>(233,471)</u>

THE MAYFLOWER CORPORATION PLC
(IN ADMINISTRATION)

Summary of the Directors' Statement of Affairs

	Book Value £'000	Estimated to realise £'000
Assets subject to fixed charge		
Investments in subsidiaries	117,232	-
Investments in associated company	1,526	-
Less: Amounts due to secured lenders	(238,759)	(238,759)
	<u>(120,001)</u>	<u>(238,759)</u>
Assets subject to floating charge		
Amounts owed by Group companies	387,408	-
H M Customs & Excise	-	663
Estimated assets available for preferential creditors	<u>387,408</u>	<u>663</u>
Preferential creditors		-
Estimated surplus as regards preferential creditors		<u>663</u>
Estimated prescribed part of net property (to carry forward)		(600)
Estimated total assets available for floating charge holders		<u>63</u>
Debts secured by floating charges		(238,759)
Estimated deficiency of assets after floating charges		<u>(238,696)</u>
Estimated prescribed part of net property (brought down)		600
Total assets available to unsecured creditors		<u>600</u>
Unsecured non-preferential claims		(98,112)
Estimated deficiency after floating charge (brought down)		(238,696)
Estimated deficiency as regards creditors		<u>(336,208)</u>
Issued and called up capital		(17,867)
Estimated total deficiency as regards members		<u>(354,075)</u>

MAYFLOWER MANAGEMENT SERVICES LIMITED
(IN ADMINISTRATION)

Summary of the Directors' Statement of Affairs

	Book Value £'000	Estimated to realise £'000
Assets subject to fixed charge		
Property improvements	362	-
Less: Amounts due to secured lenders	(238,759)	(238,759)
	<u>(238,397)</u>	<u>(238,759)</u>
Assets subject to floating charge		
Computer equipment	71	18
Fixtures and fittings	3	25
Motor vehicles	32	55
Less: Hire purchase liability	(6)	(6)
Trade and other debtors including prepayments	397	-
Intercompany debtors	30,035	-
H M Customs & Excise	663	-
Cash at bank	836	-
Estimated assets available for preferential creditors	<u>32,031</u>	<u>92</u>
Preferential creditors		(65)
Estimated surplus as regards preferential creditors		<u>27</u>
Estimated prescribed part of net property (to carry forward)		(27)
Estimated total assets available for floating charge holders		<u>0</u>
Debts secured by floating charges		(238,759)
Estimated deficiency of assets after floating charges		<u>(238,759)</u>
Estimated prescribed part of net property (brought down)		27
Total assets available to unsecured creditors		<u>27</u>
Unsecured non-preferential claims		(48,807)
Estimated deficiency after floating charge (brought down)		(238,759)
Estimated deficiency as regards creditors		<u>(287,539)</u>
Issued and called up capital (£2)		-
Estimated total deficiency as regards members		<u>(287,539)</u>

TRANSBUS FLEET MANAGEMENT LIMITED
(IN ADMINISTRATION)

Summary of the Directors' Statement of Affairs

	Book Value £'000	Estimated to realise £'000
Assets subject to floating charge		
Property improvements	6	-
Plant and machinery	50	25
Trade and other debtors	236	15
Stock	34	13
Cash at bank	74	-
Estimated assets available for preferential creditors	<u>400</u>	<u>53</u>
Preferential creditors		-
Estimated surplus as regards preferential creditors		<u>53</u>
Estimated prescribed part of net property (to carry forward)		(53)
Estimated total assets available for floating charge holders		<u>0</u>
Debts secured by floating charges		(238,759)
Estimated deficiency of assets after floating charges		<u>(238,759)</u>
Estimated prescribed part of net property (brought down)		53
Total assets available to unsecured creditors		<u>53</u>
Unsecured non-preferential claims		(869)
Estimated deficiency after floating charge (brought down)		(238,759)
Estimated deficiency as regards creditors		<u>(239,575)</u>
Issued and called up capital (£100)		-
Estimated total deficiency as regards members		<u>(239,575)</u>

MAYFLOWER ENERGY HOLDINGS LIMITED
(IN ADMINISTRATION)

Summary of the Directors' Statement of Affairs

	Book Value £'000	Estimated to realise £'000
Assets subject to floating charge		
Intercompany debtors (£100)	-	-
Estimated assets available for preferential creditors	<u>-</u>	<u>-</u>
Preferential creditors		-
Estimated surplus as regards preferential creditors		<u>-</u>
Estimated prescribed part of net property (to carry forward)		-
Estimated total assets available for floating charge holders		<u>-</u>
Debts secured by floating charges		238,759
Estimated deficiency of assets after floating charges		<u>238,759</u>
Estimated prescribed part of net property (brought down)		-
Total assets available to unsecured creditors		<u>-</u>
Unsecured non-preferential claims		-
Estimated deficiency after floating charge (brought down)		238,759
Estimated deficiency as regards creditors		<u>238,759</u>
Issued and called up capital (£100)		-
Estimated total deficiency as regards members		<u>238,759</u>

Administrators' Comments to the Directors' Statements of Affairs

Comments applicable to the redacted Statements of Affairs of TBI and MVS UK

1. The Administrators have not reviewed in detail the book values of all assets reflected in the Statements of Affairs. However, it will be noted that both statements indicate that TBI and MVS UK held cash of £36.1 million and £12.5 million respectively at 31 March 2004.

Creditors should note that the Group operated a number of bank accounts some of which were in credit and some of which were overdrawn at 31 March 2004.

As a result of the administrations the Bank exercised its right of set-off and the credit balances, including those reflected in the redacted Statement of Affairs, were applied against the overdrawn accounts. Consequently, the cash shown in the redacted Statement of Affairs is not an asset available for creditors.

Comments applicable to all Statements of Affairs excluding TBI and MVS UK

2. The amounts included under book value are based on management accounts as at 31 March 2004.
3. The Group structure is complex and there are significant inter-company debts between the various Group companies. The directors have made no assessment as regard to any recoveries from the inter-company claims, particularly in respect of the Prescribed Part.
4. No professional valuations have been undertaken and therefore the estimated to realise amounts are based on the Directors own assessments.
5. The Directors have commented in the notes to each company's Statement of Affairs that there are likely to be material recoveries for secured creditors from other group companies that are currently not subject to insolvency proceedings (for example MVS Inc) but no recovery has been provided for.
6. No provision has been made in the Statements of Affairs for the costs of administration.
7. The Prescribed Part, as outlined in paragraph 4.3, is not available for distribution to the holder of a floating charge (who has been unable to satisfy its debt from the assets subject to its security) unless all other trade and expense and other unsecured creditors are paid in full.

The Statement of Affairs do not reflect this as they assume that a floating charge holder will rank equally with other unsecured creditors in a distribution of the Prescribed Part.

Comment applicable to Energy Statement of Affairs

8. The book value of the vessel and cable laying equipment includes substantial capitalised costs incurred in relation to the commissioning of the Resolution and its actual cost to build was considerably less than the amount of £42.6 million in the Statement of Affairs.
-

Comments applicable to Plc Statement of Affairs

9. The amount due from HM Customs & Excise of £663,000 is in respect of VAT refunds due for February and March 2004. The Directors do not believe that there are any amounts due to the Inland Revenue in respect of PAYE/NI and therefore this recovery should not be subject to Crown set-off.
10. The Directors have estimated the Prescribed Part at £600,000. Based on the estimated to realise amounts the Prescribed Part would be approximately £136,000.

Comment applicable to Services Statement of Affairs

11. The Directors have estimated the Prescribed Part at £27,000. Based on the estimated to realise amounts the Prescribed Part would be approximately £8,000.

Comments applicable to Fleet Statement of Affairs

12. The Directors estimate that there will be no preferential creditors' claims arising in Fleet. However, 12 staff employed by Fleet have been made redundant and therefore possible claims in respect of holiday pay may arise.
 13. The Directors have estimated the Prescribed Part at £53,000. Based on the estimated to realise amounts the Prescribed Part would be £14,000.
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APPENDIX 3

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TRANSBUS INTERNATIONAL LIMITED (IN ADMINISTRATION) ADMINISTRATORS TIME COSTS 31 MARCH TO 30 APRIL 2004

	Partner		Manager		Assistant and Support Staff		Total	
	Hours	Costs	Hours	Costs	Hours	Costs	Hours	Costs
Administration & planning								
Administration Strategy	5.0	2,350	161.5	54,648	-	-	166.5	56,998
Administration & Filing	-	-	35.0	8,710	57.7	5,374	92.7	14,084
Arranging Banking Facilities/Daily Bankings	-	-	13.7	5,343	4.6	532	18.3	5,875
Cashiering/voucher preparation and authorisation	-	-	153.5	41,566	122.9	16,745	276.4	58,311
Insurance	-	-	-	-	-	-	-	-
Preparation/planning for appointment	10.0	4,754	162.3	44,440	12.0	1,440	184.3	50,634
Creditors Report	-	-	-	-	-	-	-	-
Standard Letters/Notices/Directors Questionnaires	-	-	20.8	3,841	32.2	3,652	53.0	7,492
Statutory and Bordereau	1.0	470	42.0	10,780	26.8	3,111	69.8	14,361
Supervision/management of Administration	-	-	185.7	64,933	-	-	185.7	64,933
	16.0	7,574	774.5	234,279	256.2	30,854	1,046.7	272,707
Investigations								
CDDA Reports	-	-	-	-	-	-	-	-
Investigating antecedent transactions	-	-	-	-	-	-	-	-
Other investigations	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Trading								
Arranging Continued Supply/Undertakings	10.0	4,730	1,913.9	523,232	262.6	29,386	2,186.5	557,348
Corresp/Tel /mtgs with customers	15.0	7,095	648.9	196,090	227.8	25,051	891.7	228,236
Employee issues	-	-	186.1	45,072	61.5	8,123	247.6	53,195
Cashflow forecasts monitoring	5.0	2,365	450.1	114,979	84.0	10,033	539.1	127,377
Payroll	-	-	3.0	630	8.0	920	11.0	1,550
Landlord issues	-	-	-	-	1.0	105	1.0	105
Managing operations	34.0	16,082	819.4	161,694	119.6	14,094	773.0	191,870
	64.0	30,272	3,821.4	1,041,897	764.4	87,712	4,649.8	1,159,681
Asset Realisations								
Book debts - Set-up, review and collection of	2.0	946	34.5	10,342	20.0	2,350	56.5	13,638
Collection and review of financial information	-	-	-	-	-	-	-	-
Dealing with agents	-	-	1.8	603	-	-	1.8	603
Sale of business	271.0	128,183	688.1	257,214	54.5	8,448	1,013.6	393,845
Legal issues	-	-	7.5	2,513	-	-	7.5	2,513
Securing/Reviewing other assets	-	-	46.3	14,597	-	-	46.3	14,597
Other assets	-	-	69.7	15,588	2.0	240	71.7	15,838
	273.0	129,129	847.9	300,867	76.5	11,038	1,197.4	441,033
Creditors								
Dealing with creditors and third parties	-	-	119.2	26,916	59.6	6,432	178.8	33,348
Preferential creditors	-	-	-	-	-	-	-	-
Creditors meeting	-	-	8.5	3,783	-	-	8.5	3,783
Reservation of title issues	20.0	9,460	1,237.9	261,504	756.3	88,811	2,014.2	359,775
Employee issues (redundancy, P45, DTI etc)	-	-	139.8	38,000	93.6	11,071	233.4	49,071
	20.0	9,460	1,505.4	330,203	909.5	106,314	2,434.9	445,977
Other								
Pension Issues	-	-	0.5	223	-	-	0.5	223
VAT / Taxation	-	-	12.6	3,315	0.2	22	12.8	3,336
Other	-	-	-	-	10.1	945	10.1	945
	-	-	13.1	3,537	10.3	967	23.4	4,504
TOTALS	373.0	176,435	6,962.2	1,910,582	2,016.9	236,884	9,352.1	2,323,901

APPENDIX 3
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MAYFLOWER VEHICLE SYSTEMS PLC (IN ADMINISTRATION)
ADMINISTRATORS TIME COSTS 31 MARCH TO 30 APRIL 2004

	Partner		Manager		Assistants and Support Staff		Total	
	Hours	Cost	Hours	Costs	Hours	Costs	Hours	Cost
Administration & Planning								
Administration Strategy	5.0	2,225	41.0	12,540	-	-	46.0	14,765
Administration & Filing	-	-	28.0	7,115	-	-	28.0	7,115
Arranging Banking Facilities/Daily Bankings	-	-	22.5	4,650	-	-	22.5	4,650
Cashiering/Voucher preparation and authorisation	-	-	50.2	13,576	55.0	7,426	105.2	21,002
Insurance	-	-	-	-	-	-	-	-
Preparation/planning for appointment	9.2	5,106	41.5	10,025	10.3	1,236	61.0	16,367
Creditors Report	-	-	0.8	356	-	-	0.8	356
Standard Letters/Notices/Directors Questionnaires	-	-	61.4	15,454	34.7	3,211	96.1	18,664
Statutory and Bordereau	1.0	483	-	-	-	-	1.0	483
Supervision/management of Administration	-	-	40.8	12,345	-	-	40.8	12,345
	15.2	7,814.0	286.2	76,059.5	100.0	11,872.5	401.4	95,746.0
Investigations								
CDDA Reports	-	-	-	-	-	-	-	-
Investigating antecedent transactions	-	-	-	-	-	-	-	-
Other Investigations	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Trading								
Arranging Continued Supply/Undertakings	8.0	3,560	334.5	67,673	-	-	342.5	71,233
Corresp/Tel /mtgs with customers	13.0	5,785	87.5	22,525	-	-	100.5	28,310
Employee issues	-	-	10.0	1,992	32.9	5,100	42.9	7,092
Cashflow forecasts monitoring	9.0	4,005	110.4	26,768	-	-	119.4	30,771
Payroll	-	-	24.0	5,760	-	-	24.0	5,760
Landlord issues	-	-	-	-	-	-	-	-
Managing operations	30.0	14,490	66.5	12,768	-	-	96.5	27,258
	60.0	27,840	632.9	137,484	32.9	5,100	725.8	170,423
Asset Realisations								
Book debts - Set-up, review and collection of	-	-	13.0	2,990	-	-	13.0	2,990
Collection and review of financial information	-	-	45.5	9,133	-	-	45.5	9,133
Dealing with agents	2.0	890	48.5	13,785	-	-	50.5	14,675
Sale of business	82.5	40,285	170.2	52,493	14.0	2,170	266.7	94,958
Legal issues	-	-	30.0	7,360	-	-	30.0	7,360
Securing/Reviewing other assets	-	-	3.5	840	-	-	3.5	840
-Other assets	-	-	-	-	-	-	-	-
	84.5	41,185	310.7	86,601	14.0	2,170	409.2	129,955
Creditors								
Dealing with creditors and third parties	-	-	84.0	16,345	-	-	84.0	16,345
Preferential creditors	-	-	3.3	1,199	-	-	3.3	1,199
Creditors meeting	-	-	2.4	993	-	-	2.4	993
Reservation of title issues	5.0	2,415	101.7	18,715	-	-	106.7	21,130
Employee issues (redundancy, P45, DTL etc)	-	-	33.5	8,543	37.3	2,443	70.8	10,985
	5.0	2,415	224.9	45,794	37.3	2,443	267.2	50,651
Other								
Pension Issues	-	-	-	-	-	-	-	-
VAT / Taxation	4.7	2,609	16.9	6,132	-	-	21.6	8,740
Other	-	-	-	-	-	-	-	-
	4.7	2,609	16.9	6,131.9	-	-	21.6	8,740.4
TOTALS	169.4	81,862	1,471.6	352,069	184.2	21,585	1,825.2	455,515

APPENDIX 3
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MAYFLOWER ENERGY LIMITED (IN ADMINISTRATION)
ADMINISTRATORS TIME COSTS 2 APRIL TO 30 APRIL 2004

	Partner		Manager		Assistants and Support Staff		TOTAL	
	Hours	Cost	Hours	Cost	Hours	Cost	Hours	Cost
Administration & Planning								
Administration Strategy	3.0	1,335	7.0	2,087	-	-	10.0	3,422
Administration & Filing	-	-	2.0	430	16.0	1,850	18.0	2,280
Arranging Banking Facilities/Daily Bankings	-	-	12.9	5,031	-	-	12.9	5,031
Cashiering/voucher preparation and authorisation	-	-	8.3	3,237	7.9	1,158	16.2	4,395
Insurance	-	-	-	-	-	-	-	-
Preparation/planning for appointment	2.5	1,113	7.0	1,880	-	-	9.5	2,993
Creditors Report	-	-	6.0	1,695	-	-	6.0	1,695
Standard Letters/Notices/Directors Questionnaires	1.0	445	-	-	18.0	2,160	19.0	2,605
Statutory and Bordereau	-	-	-	-	-	-	-	-
Supervision/management of Administration	-	-	4.0	1,130	5.0	600	9.0	1,730
	6.5	2,893	47.2	16,490	46.9	5,768	100.6	24,161
Investigations								
CDDA Reports	-	-	-	-	-	-	-	-
Investigating antecedent transactions	-	-	-	-	-	-	-	-
Other Investigations	-	-	-	-	-	-	-	-
Trading								
Arranging Continued Supply/Undertakings	-	-	20.0	5,325	40.0	4,800	60.0	10,125
Corresp/Tel /mtgs with customers	-	-	-	-	-	-	-	-
Employee issues	-	-	5.0	1,250	15.0	1,800	20.0	3,050
Cashflow forecasts monitoring	-	-	11.0	3,335	2.5	300	13.5	3,635
Payroll	-	-	-	-	-	-	-	-
Landlord issues	-	-	-	-	-	-	-	-
Managing operations	-	-	-	-	-	-	-	-
	-	-	36.0	9,910	67.5	6,900	93.5	16,810
Asset Realisations								
Book debts - Set-up, review and collection of	-	-	-	-	-	-	-	-
Collection and review of financial information	2.0	890	-	-	-	-	2.0	890
Dealing with agents	8.0	3,560	30.0	8,150	-	-	38.0	11,710
Sale of business	56.5	26,133	261.0	72,543	-	-	317.5	98,676
Legal issues	-	-	10.0	2,500	-	-	10.0	2,500
Securing/Reviewing other assets	-	-	22.0	5,955	-	-	22.0	5,955
Other assets	-	-	-	-	-	-	-	-
	66.5	30,583	323.0	89,148	-	-	389.5	119,731
Creditors								
Dealing with creditors and third parties	-	-	5.0	1,575	39.0	4,685	44.0	6,260
Preferential creditors	-	-	-	-	-	-	-	-
Creditors meeting	-	-	-	-	-	-	-	-
Reservation of title issues	-	-	-	-	5.0	600	5.0	600
Employee issues (redundancy, P45, DTI etc)	-	-	2.0	630	5.0	600	7.0	1,230
	-	-	7.0	2,205	49.0	5,885	56.0	8,090
Other								
Pension Issues	-	-	-	-	2.0	240	2.0	240
VAT / Taxation	1.5	833	12.1	3,830	3.0	240	16.6	4,902
Other	-	-	-	-	-	-	-	-
	1.5	833	12.1	3,830	5.0	480	18.6	5,142
TOTAL	74.5	34,308	425.3	120,583	158.4	19,033	658.2	173,923

APPENDIX 3
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THE MAYFLOWER CORPORATION PLC (IN ADMINISTRATION)
ADMINISTRATORS TIME COSTS 31 MARCH TO 30 APRIL 2004

	Partner		Manager		Assistants and Support Staff		TOTAL	
	Hours	Costs	Hours	Cost	Hours	Costs	Hours	Costs
Administration & Planning								
Administration Strategy	1.5	833	5.0	1,950	-	-	6.5	2,783
Administration & Filing	-	-	-	-	-	-	-	-
Arranging Banking Facilities/Daily Bankings	-	-	12.7	4,953	-	-	12.7	4,953
Cashiering/voucher preparation and authorisation	1.3	722	7.5	2,908	5.1	770	13.9	4,399
Insurance	-	-	16.0	6,033	-	-	16.0	6,033
Preparation/planning for appointment	22.2	12,321	15.0	6,140	2.0	240	39.2	18,701
Creditors Report	1.0	555	24.8	6,654	-	-	25.8	7,209
Standard Letters/Notices/Directors Questionnaires	-	-	18.0	5,085	10.0	1,200	28.0	6,285
Statutory and Bordereau	-	-	1.0	390	-	-	1.0	390
Supervision/management of Administration	-	-	13.0	4,195	-	-	13.0	4,195
	26.0	14,430	113.0	38,307	17.1	2,210	156.1	54,946
Investigations								
CDDA Reports	-	-	8.8	3,476	-	-	8.8	3,476
Investigating antecedent transactions	-	-	-	-	-	-	-	-
Other Investigations	18.0	9,990	24.5	9,555	-	-	42.5	19,545
	18.0	9,990	33.3	13,031	-	-	51.3	23,021
Trading								
Arranging Continued Supply/Undertakings	-	-	33.3	7,149	-	-	33.3	7,149
Corresp/Tel /mtgs with customers	-	-	3.3	699	-	-	3.3	699
Employee issues	-	-	19.7	5,534	-	-	19.7	5,534
Cashflow forecasts monitoring	-	-	13.1	3,797	-	-	13.1	3,797
Payroll	-	-	9.5	3,443	-	-	9.5	3,443
Landlord issues	-	-	-	-	-	-	-	-
Managing operations	-	-	-	-	-	-	-	-
	-	-	78.8	20,621	-	-	78.8	20,621
Asset Realisations								
Book debts - Set-up, review and collection of	-	-	-	-	-	-	-	-
Collection and review of financial information	-	-	-	-	-	-	-	-
Dealing with agents	-	-	1.0	390	-	-	1.0	390
Sale of business	3.5	1,943	31.0	12,820	-	-	34.5	14,763
Legal issues	-	-	6.0	2,340	-	-	6.0	2,340
Securing/Reviewing other assets	-	-	4.0	1,560	-	-	4.0	1,560
Other assets (Incl MVS Inc)	182.1	101,066	188.3	73,874	27.5	3,320	397.9	178,259
	185.6	103,008	230.3	90,984	27.5	3,320	443.4	197,312
Creditors								
Dealing with creditors and third parties	6.0	3,330	10.5	4,095	-	-	16.5	7,425
Preferential creditors	-	-	0.9	401	-	-	0.9	401
Creditors meeting	-	-	2.6	697	-	-	2.6	697
Reservation of title issues	-	-	5.0	1,950	-	-	5.0	1,950
Employee issues (redundancy, P45, DTI etc)	-	-	9.0	2,723	21.6	3,285	30.6	6,008
	6.0	3,330	28.0	9,885	21.6	3,285	55.6	16,480
Other								
Pension Issues	6.0	3,330	116.0	45,236	0.4	62	122.4	48,628
VAT / Taxation	47.5	26,363	39.4	13,864	2.4	468	89.3	40,695
Other	-	-	-	-	-	-	-	-
	53.5	29,693	155.4	59,100	2.8	530	211.7	89,322
TOTAL	289.1	160,451	638.8	231,907	69.0	9,345	996.9	401,702

APPENDIX 3
Page 5 of 6

MAYFLOWER MANAGEMENT SERVICES LIMITED (IN ADMINISTRATION)
ADMINISTRATORS TIME COSTS 31 MARCH TO 30 APRIL 2004

	Partner		Manager		Assistants and Support Staff		TOTAL	
	Hours	Cost	Hours	Cost	Hours	Cost	Hours	Cost
Administration & Planning								
Administration Strategy	-	-	3.0	1,170	-	-	3.0	1,170
Administration & Filing	-	-	-	-	-	-	-	-
Arranging Banking Facilities/Daily Bankings	-	-	12.2	4,583	-	-	12.2	4,583
Cashiering/voucher preparation and authorisation	0.5	278	6.4	2,496	7.0	1,054	13.9	3,827
Insurance	-	-	-	-	-	-	-	-
Preparation/planning for appointment	0.5	278	8.5	2,353	-	-	9.0	2,630
Creditors Report	-	-	1.0	215	-	-	1.0	215
Standard Letters/Notices/Directors Questionnaires	-	-	10.3	2,790	8.3	996	18.6	3,786
Statutory and Bordereau	-	-	1.0	390	-	-	1.0	390
Supervision/management of Administration	-	-	6.0	1,815	-	-	6.0	1,815
	1.0	555	48.4	15,811	15.3	2,050	64.7	18,416
Investigations								
CDDA Reports	-	-	-	-	-	-	-	-
Investigating antecedent transactions	-	-	-	-	-	-	-	-
Other Investigations	-	-	1.0	390	-	-	1.0	390
	-	-	1.0	390	-	-	1.0	390
Trading								
Arranging Continued Supply/Undertakings	-	-	15.3	3,979	-	-	15.3	3,979
Corresp/Tel /mtgs with customers	-	-	3.8	894	-	-	3.8	894
Employee issues	-	-	-	-	-	-	-	-
Cashflow forecasts monitoring	-	-	9.5	2,305	-	-	9.5	2,305
Payroll	-	-	-	-	-	-	-	-
Landlord issues	-	-	-	-	-	-	-	-
Managing operations	-	-	-	-	-	-	-	-
	-	-	28.5	7,178	-	-	28.5	7,178
Asset Realisations								
Book debts - Set-up, review and collection of	-	-	-	-	-	-	-	-
Collection and review of financial information	-	-	-	-	-	-	-	-
Dealing with agents	-	-	5.0	1,338	-	-	5.0	1,338
Sale of business	-	-	-	-	-	-	-	-
Legal issues	-	-	0.5	195	-	-	0.5	195
Securing/Reviewing other assets	-	-	0.5	195	-	-	0.5	195
Other assets	-	-	-	-	-	-	-	-
	-	-	6.0	1,728	-	-	6.0	1,728
Creditors								
Dealing with creditors and third parties	-	-	10.0	2,500	0.5	25	10.5	2,525
Preferential creditors	-	-	1.0	390	-	-	1.0	390
Creditors meeting	-	-	0.5	108	-	-	0.5	108
Reservation of title issues	-	-	-	-	-	-	-	-
Employee issues (redundancy, P45, DT1 etc)	-	-	-	-	-	-	-	-
	-	-	11.5	2,998	0.5	25	12.0	3,023
Other								
Pension Issues	-	-	-	-	-	-	-	-
VAT / Taxation	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
TOTAL	1.0	555	95.4	28,104	15.8	2,075	112.2	30,733

APPENDIX 3
Page 6 of 6

TRANSBUS FLEET MANAGEMENT LIMITED (IN ADMINISTRATION)
ADMINISTRATORS TIME COSTS 7 APRIL TO 30 APRIL 2004

	Partner		Manager		Assistants and Support Staff		TOTAL	
	Hours	Cost	Hours	Cost	Hours	Cost	Hours	Cost
Administration & Planning								
Administration Strategy	-	-	2.0	430	-	-	2.0	430
Administration & Filing	-	-	-	-	0.2	31	0.2	31
Arranging Banking Facilities/Daily Bankings	-	-	-	-	-	-	-	-
Cashiering/voucher preparation and authorisation	-	-	1.0	215	1.9	295	2.9	510
Insurance	-	-	-	-	-	-	-	-
Preparation/planning for appointment	0.5	223	-	-	5.8	696	6.3	919
Creditors Report	-	-	-	-	-	-	-	-
Standard Letters/Notices/Directors Questionnaires	-	-	3.0	645	9.8	1,174	12.8	1,819
Statutory and Bordereau	-	-	2.5	538	-	-	2.5	538
Supervision/management of Administration	-	-	2.0	430	-	-	2.0	430
	0.5	223	10.5	2,268	17.7	2,195	28.7	4,675
Investigations								
CDDA Reports	-	-	-	-	-	-	-	-
Investigating antecedent transactions	-	-	-	-	-	-	-	-
Other Investigations	-	-	0.3	65	-	-	0.3	65
	-	-	0.3	65	-	-	0.3	65
Trading								
Arranging Continued Supply/Undertakings	-	-	-	-	-	-	-	-
Corresp/Tel /mtgs with customers	-	-	-	-	-	-	-	-
Employee issues	-	-	3.0	725	-	-	3.0	725
Cashflow forecasts monitoring	-	-	-	-	-	-	-	-
Payroll	-	-	1.0	175	-	-	1.0	175
Landlord issues	-	-	-	-	-	-	-	-
Managing operations	-	-	6.0	1,800	-	-	6.0	1,800
	-	-	10.0	2,700	-	-	10.0	2,700
Asset Realisations								
Book debts - Set-up, review and collection of	-	-	-	-	-	-	-	-
Collection and review of financial information	-	-	-	-	-	-	-	-
Dealing with agents	-	-	-	-	-	-	-	-
Sale of business	1.0	445	15.5	4,726	-	-	16.5	5,171
Legal issues	-	-	-	-	-	-	-	-
Securing/Reviewing other assets	-	-	-	-	-	-	-	-
Other assets	-	-	-	-	-	-	-	-
	1.0	445	15.5	4,726	-	-	16.5	5,171
Creditors								
Dealing with creditors and third parties	-	-	-	-	-	-	-	-
Preferential creditors	-	-	-	-	-	-	-	-
Creditors meeting	-	-	-	-	-	-	-	-
Reservation of title issues	-	-	-	-	-	-	-	-
Employee issues (redundancy, P45, DTI etc)	-	-	2.0	600	-	-	2.0	600
	-	-	2.0	600	-	-	2.0	600.0
Other								
Pension Issues	-	-	-	-	-	-	-	-
VAT / Taxation	-	-	2.0	350	-	-	2.0	350
Other	-	-	-	-	-	-	-	-
	-	-	2.0	350	-	-	2.0	350
TOTALS	1.5	668	40.3	10,698	17.7	2,195	59.5	13,561

APPENDIX 3
Page 5 of 6

MAYFLOWER MANAGEMENT SERVICES LIMITED (IN ADMINISTRATION)
ADMINISTRATORS TIME COSTS 31 MARCH TO 30 APRIL 2004

	Partner		Manager		Assistants and Support Staff		TOTAL	
	Hours	Cost	Hours	Cost	Hours	Cost	Hours	Cost
Administration & Planning								
Administration Strategy	-	-	3.0	1,170	-	-	3.0	1,170
Administration & Filing	-	-	-	-	-	-	-	-
Arranging Banking Facilities/Daily Bankings	-	-	12.2	4,583	-	-	12.2	4,583
Cashiering/voucher preparation and authorisation	0.5	278	6.4	2,496	7.0	1,054	13.9	3,827
Insurance	-	-	-	-	-	-	-	-
Preparation/planning for appointment	0.5	278	8.5	2,353	-	-	9.0	2,630
Creditors Report	-	-	1.0	215	-	-	1.0	215
Standard Letters/Notices/Directors Questionnaires	-	-	10.3	2,790	8.3	998	18.6	3,786
Statutory and Bordereau	-	-	1.0	390	-	-	1.0	390
Supervision/management of Administration	-	-	6.0	1,815	-	-	6.0	1,815
	1.0	555	48.4	15,811	15.3	2,050	64.7	18,416
Investigations								
CDDA Reports	-	-	-	-	-	-	-	-
Investigating antecedent transactions	-	-	-	-	-	-	-	-
Other Investigations	-	-	1.0	390	-	-	1.0	390
	-	-	1.0	390	-	-	1.0	390
Trading								
Arranging Continued Supply/Undertakings	-	-	15.3	3,979	-	-	15.3	3,979
Corresp/Tel /mtgs with customers	-	-	3.8	894	-	-	3.8	894
Employee issues	-	-	-	-	-	-	-	-
Cashflow forecasts monitoring	-	-	9.5	2,305	-	-	9.5	2,305
Payroll	-	-	-	-	-	-	-	-
Landlord Issues	-	-	-	-	-	-	-	-
Managing operations	-	-	-	-	-	-	-	-
	-	-	28.5	7,178	-	-	28.5	7,178
Asset Realisations								
Book debts - Set-up, review and collection of	-	-	-	-	-	-	-	-
Collection and review of financial information	-	-	-	-	-	-	-	-
Dealing with agents	-	-	5.0	1,338	-	-	5.0	1,338
Sale of business	-	-	-	-	-	-	-	-
Legal issues	-	-	0.5	195	-	-	0.5	195
Securing/Reviewing other assets	-	-	0.5	195	-	-	0.5	195
Other assets	-	-	-	-	-	-	-	-
	-	-	6.0	1,728	-	-	6.0	1,728
Creditors								
Dealing with creditors and third parties	-	-	10.0	2,500	0.5	25	10.5	2,525
Preferential creditors	-	-	1.0	390	-	-	1.0	390
Creditors meeting	-	-	0.5	108	-	-	0.5	108
Reservation of title issues	-	-	-	-	-	-	-	-
Employee issues (redundancy, P45, DTI etc)	-	-	-	-	-	-	-	-
	-	-	11.5	2,998	0.5	25	12.0	3,023
Other								
Pension Issues	-	-	-	-	-	-	-	-
VAT / Taxation	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
TOTAL	1.0	555	95.4	28,104	15.8	2,075	112.2	30,733

APPENDIX 3
Page 6 of 6

TRANSBUS FLEET MANAGEMENT LIMITED (IN ADMINISTRATION)
ADMINISTRATORS TIME COSTS 7 APRIL TO 30 APRIL 2004

	Partner		Manager		Assistants and Support Staff		TOTAL	
	Hours	Cost	Hours	Cost	Hours	Cost	Hours	Cost
Administration & Planning								
Administration Strategy	-	-	2.0	430	-	-	2.0	430
Administration & Filing	-	-	-	-	0.2	31	0.2	31
Arranging Banking Facilities/Daily Bankings	-	-	-	-	-	-	-	-
Cashiering/voucher preparation and authorisation	-	-	1.0	215	1.9	295	2.9	510
Insurance	-	-	-	-	-	-	-	-
Preparation/planning for appointment	0.5	223	-	-	5.8	696	6.3	919
Creditors Report	-	-	-	-	-	-	-	-
Standard Letters/Notices/Directors Questionnaires	-	-	3.0	645	9.8	1,174	12.8	1,819
Statutory and Bordereau	-	-	2.5	538	-	-	2.5	538
Supervision/management of Administration	-	-	2.0	430	-	-	2.0	430
	0.5	223	10.5	2,258	17.7	2,195	28.7	4,675
Investigations								
CDDA Reports	-	-	-	-	-	-	-	-
Investigating antecedent transactions	-	-	-	-	-	-	-	-
Other investigations	-	-	0.3	65	-	-	0.3	65
	-	-	0.3	65	-	-	0.3	65
Trading								
Arranging Continued Supply/Undertakings	-	-	-	-	-	-	-	-
Corresp/Tel /mtgs with customers	-	-	-	-	-	-	-	-
Employee issues	-	-	3.0	725	-	-	3.0	725
Cashflow forecasts monitoring	-	-	-	-	-	-	-	-
Payroll	-	-	1.0	175	-	-	1.0	175
Landlord issues	-	-	-	-	-	-	-	-
Managing operations	-	-	6.0	1,800	-	-	6.0	1,800
	-	-	10.0	2,700	-	-	10.0	2,700
Asset Realisations								
Book debts - Set-up, review and collection of	-	-	-	-	-	-	-	-
Collection and review of financial information	-	-	-	-	-	-	-	-
Dealing with agents	-	-	-	-	-	-	-	-
Sale of business	1.0	445	15.5	4,726	-	-	16.5	5,171
Legal issues	-	-	-	-	-	-	-	-
Securing/Reviewing other assets	-	-	-	-	-	-	-	-
Other assets	-	-	-	-	-	-	-	-
	1.0	445	15.5	4,726	-	-	16.5	5,171
Creditors								
Dealing with creditors and third parties	-	-	-	-	-	-	-	-
Preferential creditors	-	-	-	-	-	-	-	-
Creditors meeting	-	-	-	-	-	-	-	-
Reservation of title issues	-	-	-	-	-	-	-	-
Employee Issues (redundancy, P45, DTI etc)	-	-	2.0	600	-	-	2.0	600
	-	-	2.0	600	-	-	2.0	600.0
Other								
Pension Issues	-	-	-	-	-	-	-	-
VAT / Taxation	-	-	2.0	350	-	-	2.0	350
Other	-	-	-	-	-	-	-	-
	-	-	2.0	350	-	-	2.0	350
TOTALS	1.5	668	40.3	10,698	17.7	2,195	59.5	13,561

Notice of a meeting of creditors

Name of Company
Transbus International Limited

Company number
00970239

In the
High Court of Justice, Chancery Division, Companies Court

[full name of court]

Court case number
2255 of 2004

(a) Insert full name(s) and
address(es) of the
administrator(s)

Notice is hereby given by (a) Nicholas James Dargan of Deloitte & Touche LLP, P.O. Box 36833, 180 Strand, London, WC2R 1WL and John Charles Reid of Deloitte & Touche LLP, Saltire Court, 20 Castle Terrace Edinburgh EH1 2DB

(b) Insert full name and
address of registered office
of the company

that a meeting of the creditors of (b) Transbus International Limited, Hill House, 1 Little New Street, London, EC4A 4TR

(c) Insert details of place
of meeting

is to be held at (c) Renaissance London Heathrow Hotel, Bath Road, Hounslow, Middlesex TW6 2AQ

(d) Insert date and time of
meeting

on (d) 28 May 2004 at 11:00 hours

The meeting is:

*Delete as applicable

(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("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(s)

Dated

* Delete as applicable

A copy of the proposals is attached

Proxy (Administration)

TRANSBUS INTERNATIONAL LIMITED
(IN ADMINISTRATION)

Name of Creditor _____

Address _____

Name of Proxy Holder

Please insert name of person (who must be 18 or over) or the Chairman of the Meeting. If you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

1 _____

2 _____

3 _____

Please delete words in brackets if the proxy holder is only to vote as directed i.e. 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 Friday, 28 May 2004 at 11.00 am 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).

Voting Instructions for resolutions

*Please delete as appropriate

1. For the acceptance/rejection* of the administrators' proposals/revised proposals* as circulated

2. For the appointment of

of

representing _____

as a member of the creditors' committee

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the creditor has not signed in person

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

(ADM-027)

CLAIM FOR VOTING PURPOSES

TRANSBUS INTERNATIONAL LIMITED (IN ADMINISTRATION)

Date of Administration Order: 31 March 2004

1. Name of Creditor

2. Address of Creditor

3. Total amount of claim, including any Value
Added Tax and outstanding uncapitalised £
interest as at the date of the Order.

4. Details of any document by reference to
which the debt can be substantiated (Note:
the Administrator may call for any document
or evidence to substantiate the claim at his
discretion).

5. If total amount above includes outstanding
uncapitalised interest, please state amount. £

6. Particulars of how and when debt incurred.

7. Particulars of any security held, the value of
the security and the date it was given. £

8. Signature of creditor or person authorised to
act on his behalf

Name in BLOCK LETTERS

Position with or relation to creditor

(For Office Use Only)

Admitted to vote for

Date:

Administrator:

Notice of a meeting of creditors

Name of Company
Mayflower Vehicle Systems Plc

Company number
02619441

In the
High Court of Justice, Chancery Division, Companies Court

[full name of court]

Court case number
2252 of 2004

(a) Insert full name(s) and
address(es) of the
administrator(s)

Notice is hereby given by (a) Nicholas James Dargan of Deloitte & Touche LLP, P.O. Box 36833, 180 Strand, London, WC2R 1WL, William Kenneth Dawson of Deloitte & Touche LLP, 201 Deansgate, Manchester, M60 2AT and Andrew Philip Peters of Deloitte & Touche LLP, Four Brindleyplace Birmingham B1 2HZ

(b) Insert full name and
address of registered office
of the company

that a meeting of the creditors of (b) Mayflower Vehicle Systems Plc, Hill House, 1 Little New Street, London, EC4A 4TR

(c) Insert details of place
of meeting

is to be held at (c) Renaissance London Heathrow Hotel, Bath Road, Hounslow, Middlesex TW6 2AQ

(d) Insert date and time of
meeting

on (d) 28 May 2004 at 11:00 hours

The meeting is:

*Delete as applicable

(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("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.

Nick Dargan

Signed _____
Joint / Administrator(s)

Dated 7 MAY 2004

* Delete as applicable

A copy of the proposals is attached

Proxy (Administration)

MAYFLOWER VEHICLE SYSTEMS PLC
(IN ADMINISTRATION)

Name of Creditor _____

Address _____

Name of Proxy Holder

Please insert name of person (who must be 18 or over) or the Chairman of the Meeting. If you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

1 _____

2 _____

3 _____

Please delete words in brackets if the proxy holder is only to vote as directed i.e. 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 Friday, 28 May 2004 at 11.00 am 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).

Voting Instructions for resolutions

*Please delete as appropriate

1. For the acceptance/rejection* of the administrators' proposals/revised proposals* as circulated

2. For the appointment of

of

representing _____

as a member of the creditors' committee

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the creditor has not signed in person

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

CLAIM FOR VOTING PURPOSES

MAYFLOWER VEHICLE SYSTEMS PLC (IN ADMINISTRATION)

Date of Administration Order: 31 March 2004

1. Name of Creditor

2. Address of Creditor

3. Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date of the Order. £

4. Details of any document by reference to which the debt can be substantiated (Note: the Administrator may call for any document or evidence to substantiate the claim at his discretion).

5. If total amount above includes outstanding uncapitalised interest, please state amount. £

6. Particulars of how and when debt incurred.

7. Particulars of any security held, the value of the security and the date it was given. £

8. Signature of creditor or person authorised to act on his behalf

Name in BLOCK LETTERS

Position with or relation to creditor

(For Office Use Only)

Admitted to vote for

Date:

Administrator:

Notice of a meeting of creditors

Name of Company
Mayflower Energy Limited

Company number
04075784

In the
High Court of Justice, Chancery Division, Companies Court

[full name of court]

Court case number
2322 of 2004

(a) Insert full name(s) and
address(es) of the
administrator(s)

Notice is hereby given by (a) Nicholas James Dargan of Deloitte & Touche LLP, P.O. Box 36833, 180 Strand, London, WC2R 1WL and Ian Brown of Deloitte & Touche LLP, 1 City Square, Leeds, LS1 2AL

(b) Insert full name and
address of registered office
of the company

that a meeting of the creditors of (b) Mayflower Energy Limited, Mayflower House, London Road, Loudwater, High Wycombe, Bucks HP10 9RF

(c) Insert details of place
of meeting

is to be held at (c) Renaissance London Heathrow Hotel, Bath Road, Hounslow, Middlesex TW6 2AQ

(d) Insert date and time of
meeting

on (d) 28 May 2004 at 11:00 hours

The meeting is:

*Delete as applicable

(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("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(s)

Dated

Nick Dargan

7 MAY 2004

* Delete as applicable

A copy of the proposals is attached

Proxy (Administration)

MAYFLOWER ENERGY LIMITED
(IN ADMINISTRATION)

Name of Creditor _____

Address _____

Name of Proxy Holder

1 _____

2 _____

3 _____

Please insert name of person (who must be 18 or over) or the Chairman of the Meeting. If you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

Please delete words in brackets if the proxy holder is only to vote as directed i.e. 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 Friday, 28 May 2004 at 11.00 am 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).

Voting Instructions for resolutions

*Please delete as appropriate

1. For the acceptance/rejection* of the administrators' proposals/revised proposals* as circulated

2. For the appointment of

of _____

representing _____

as a member of the creditors' committee

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the creditor has not signed in person

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

CLAIM FOR VOTING PURPOSES

MAYFLOWER ENERGY LIMITED (IN ADMINISTRATION)

Date of Administration Order: 2 April 2004

1. Name of Creditor

2. Address of Creditor

3. Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date of the Order. £

4. Details of any document by reference to which the debt can be substantiated (Note: the Administrator may call for any document or evidence to substantiate the claim at his discretion).

5. If total amount above includes outstanding uncapitalised interest, please state amount. £

6. Particulars of how and when debt incurred.

7. Particulars of any security held, the value of the security and the date it was given. £

8. Signature of creditor or person authorised to act on his behalf

Name in BLOCK LETTERS

Position with or relation to creditor

(For Office Use Only)

Admitted to vote for

Date:

Administrator:

Notice of a meeting of creditors

Name of Company
The Mayflower Corporation Plc

Company number
00820979

In the
High Court of Justice, Chancery Division, Companies Court

[full name of court]

Court case number
2253 of 2004

(a) Insert full name(s) and
address(es) of the
administrator(s)

Notice is hereby given by (a) Nicholas James Dargan and Nicholas Guy Edwards of Deloitte & Touche LLP, P.O. Box 36833, 180 Strand, London.

(b) Insert full name and
address of registered office
of the company

that a meeting of the creditors of (b) The Mayflower Corporation Plc, Hill House, 1 Little New Street, London, EC4A 4TR

(c) Insert details of place
of meeting

is to be held at (c) Renaissance London Heathrow Hotel, Bath Road, Hounslow, Middlesex TW6 2AQ

(d) Insert date and time of
meeting

on (d) 28 May 2004 at 11:00 hours

The meeting is:

*Delete as applicable

(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("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(s)

Dated

Nick Dargan

7 May 2004

* Delete as applicable

A copy of the proposals is attached

Proxy (Administration)

THE MAYFLOWER CORPORATION PLC
(IN ADMINISTRATION)

Name of Creditor _____

Address _____

Name of Proxy Holder

Please insert name of person (who must be 18 or over) or the Chairman of the Meeting. If you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

1 _____

2 _____

3 _____

Please delete words in brackets if the proxy holder is only to vote as directed i.e. 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 Friday, 28 May 2004 at 11.00 am 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).

Voting Instructions for resolutions

~~Please delete as appropriate~~

1. For the acceptance/rejection* of the administrators' proposals/revised proposals* as circulated

2. For the appointment of

of

representing _____

as a member of the creditors' committee

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the creditor has not signed in person

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

CLAIM FOR VOTING PURPOSES

THE MAYFLOWER CORPORATION PLC (IN ADMINISTRATION)

Date of Administration Order: 31 March 2004

1. Name of Creditor

2. Address of Creditor

3. Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date of the Order. £

4. Details of any document by reference to which the debt can be substantiated (Note: the Administrator may call for any document or evidence to substantiate the claim at his discretion).

5. If total amount above includes outstanding uncapitalised interest, please state amount. £

6. Particulars of how and when debt incurred.

7. Particulars of any security held, the value of the security and the date it was given. £

8. Signature of creditor or person authorised to act on his behalf

Name in BLOCK LETTERS

Position with or relation to creditor

(For Office Use Only)

Admitted to vote for

Date:

Administrator:

Notice of a meeting of creditors

Name of Company
Mayflower Management Services Limited

Company number
02747685

In the
High Court of Justice, Chancery Division, Companies Court

[full name of court]

Court case number
2254 of 2004

(a) Insert full name(s) and
address(es) of the
administrator(s)

Notice is hereby given by (a) Nicholas James Dargan and Nicholas Guy Edwards of Deloitte & Touche LLP, P.O. Box 36833, 180 Strand, London, WC2R 1WL.

(b) Insert full name and
address of registered office
of the company

that a meeting of the creditors of (b) Mayflower Management Services Limited, Hill House, 1 Little New Street, London, EC4A 4TR

(c) Insert details of place
of meeting

is to be held at (c) Renaissance London Heathrow Hotel, Bath Road, Hounslow, Middlesex TW6 2AQ

(d) Insert date and time of
meeting

on (d) 28 May 2004 at 11:00 hours

The meeting is:

*Delete as applicable

(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("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(s)

Dated

Nick Dargan

7 May 2004

*Delete as applicable

A copy of the proposals is attached

Proxy (Administration)

MAYFLOWER MANAGEMENT SERVICES LIMITED
(IN ADMINISTRATION)

Name of Creditor _____

Address _____

Name of Proxy Holder

Please insert name of person (who must be 18 or over) or the Chairman of the Meeting. If you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

1 _____

2 _____

3 _____

Please delete words in brackets if the proxy holder is only to vote as directed i.e. 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 Friday, 28 May 2004 at 11.00 am 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).

Voting Instructions for resolutions

*Please delete as appropriate

1. For the acceptance/rejection* of the administrators' proposals/revised proposals* as circulated

2. For the appointment of

of _____

representing _____

as a member of the creditors' committee

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the creditor has not signed in person

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

CLAIM FOR VOTING PURPOSES

MAYFLOWER MANAGEMENT SERVICES LIMITED (IN ADMINISTRATION)

Date of Administration Order: 31 March 2004

1. Name of Creditor

2. Address of Creditor

3. Total amount of claim, including any Value
Added Tax and outstanding uncapitalised £
interest as at the date of the Order.

4. Details of any document by reference to
which the debt can be substantiated (Note:
~~the Administrator~~ may call for any document
or evidence to substantiate the claim at his
discretion).

5. If total amount above includes outstanding
uncapitalised interest, please state amount. £

6. Particulars of how and when debt incurred.

7. Particulars of any security held, the value of
the security and the date it was given. £

8. Signature of creditor or person authorised to
act on his behalf

Name in BLOCK LETTERS

Position with or relation to creditor

(For Office Use Only)

Admitted to vote for

Date:

Administrator:

Notice of a meeting of creditors

Name of Company
Transbus Fleet Management Limited

Company number
04097571

In the
High Court of Justice, Chancery Division, Companies Court

[full name of court]

Court case number
2340 of 2004

(a) Insert full name(s) and
address(es) of the
administrator(s)

Notice is hereby given by (a) Nicholas James Dargan of Deloitte & Touche LLP, P.O. Box 36833, 180 Strand, London, WC2R 1WL and John Charles Reid of Deloitte & Touche LLP, Saltire Court, 20 Castle Terrace Edinburgh EH1 2DB

(b) Insert full name and
address of registered office
of the company

that a meeting of the creditors of (b) Transbus Fleet Management Limited, Hill House, 1 Little New Street, London, EC4A 4TR

(c) Insert details of place
of meeting

is to be held at (c) Renaissance London Heathrow Hotel, Bath Road, Hounslow, Middlesex TW6 2AQ

(d) Insert date and time of
meeting

on (d) 28 May 2004 at 11:00 hours

The meeting is:

*Delete as applicable

(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("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.

Nick Dargan

Signed

Joint / Administrator(s)

Dated

7 MAY 2004

* Delete as applicable

A copy of the proposals is attached

Proxy (Administration)

TRANSBUS FLEET MANAGEMENT LIMITED
(IN ADMINISTRATION)

Name of Creditor _____

Address _____

Name of Proxy Holder

Please insert name of person (who must be 18 or over) or the Chairman of the Meeting. If you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

1 _____

2 _____

3 _____

Please delete words in brackets if the proxy holder is only to vote as directed i.e. 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 Friday, 28 May 2004 at 11.00 am 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).

Voting Instructions for resolutions

*Please delete as appropriate

1. For the acceptance/rejection* of the administrators' proposals/revised proposals* as circulated

2. For the appointment of

of

representing _____

as a member of the creditors' committee

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the creditor has not signed in person

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

CLAIM FOR VOTING PURPOSES

TRANSBUS FLEET MANAGEMENT LIMITED (IN ADMINISTRATION)

Date of Administration Order: 7 April 2004

2. Name of Creditor

2. Address of Creditor

3. Total amount of claim, including any Value
Added Tax and outstanding uncapitalised interest as at the date of the Order. £

4. Details of any document by reference to
which the debt can be substantiated (Note:
the Administrator may call for any document
or evidence to substantiate the claim at his
discretion).

5. If total amount above includes outstanding
uncapitalised interest, please state amount. £

8. Particulars of how and when debt incurred.

9. Particulars of any security held, the value of
the security and the date it was given. £

8. Signature of creditor or person authorised to
act on his behalf

Name in BLOCK LETTERS

Position with or relation to creditor

(For Office Use Only)

Admitted to vote for

Date:

Administrator:

Notice of a meeting of creditors

Name of Company
Mayflower Energy Holdings Limited

Company number
04321399

In the
High Court of Justice, Chancery Division, Companies Court

[full name of court]

Court case number
2646 of 2004

(a) Insert full name(s) and
address(es) of the
administrator(s)

Notice is hereby given by (a) Nicholas James Dargan of Deloitte & Touche LLP, P.O. Box 36833, 180 Strand, London, WC2R 1WL and Ian Brown of Deloitte & Touche LLP, 1 City Square, Leeds, LS1 2AL

(b) Insert full name and
address of registered office
of the company

that a meeting of the creditors of (b) Mayflower Energy Holdings Limited, Mayflower House, London Road, Loudwater, High Wycombe, Bucks HP10 9RF

(c) Insert details of place
of meeting

is to be held at (c) Renaissance London Heathrow Hotel, Bath Road, Hounslow, Middlesex TW6 2AQ

(d) Insert date and time of
meeting

on (d) 28 May 2004 at 11:00 hours

The meeting is:

*Delete as applicable

(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("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(s)

Dated

Nick Dargan

7 MAY 2004

* Delete as applicable

A copy of the proposals is attached

Proxy (Administration)

MAYFLOWER ENERGY HOLDINGS LIMITED
(IN ADMINISTRATION)

Name of Creditor _____

Address _____

Name of Proxy Holder

Please insert name of person (who must be 18 or over) or the Chairman of the Meeting. If you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

1 _____

2 _____

3 _____

Please delete words in brackets if the proxy holder is only to vote as directed i.e. 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 Friday, 28 May 2004 at 11.00 am 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).

Voting Instructions for resolutions

*Please delete as appropriate

1. For the acceptance/rejection* of the administrators' proposals/revised proposals* as circulated

2. For the appointment of

of

representing _____

as a member of the creditors' committee

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the creditor has not signed in person

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

CLAIM FOR VOTING PURPOSES

MAYFLOWER ENERGY HOLDINGS LIMITED (IN ADMINISTRATION)

Date of Administration Order: 21 April 2004

1. Name of Creditor

2. Address of Creditor

3. Total amount of claim, including any Value
Added Tax and outstanding uncapitalised interest as at the date of the Order. £

4. Details of any document by reference to
which the debt can be substantiated (Note:
the Administrator may call for any document
or evidence to substantiate the claim at his
discretion).

5. If total amount above includes outstanding
uncapitalised interest, please state amount. £

6. Particulars of how and when debt incurred.

7. Particulars of any security held, the value of
the security and the date it was given. £

8. Signature of creditor or person authorised to
act on his behalf

Name in BLOCK LETTERS

Position with or relation to creditor

(For Office Use Only)

Admitted to vote for

Date:

Administrator:

A Creditors' Guide To Administrator's Fees

England and Wales

Creditors or their representatives are required to approve the remuneration of administrators. This guide is designed to assist creditors of businesses where members or directors of Deloitte & Touche LLP have been appointed administrators. Apart from the final three paragraphs the main text has been prepared by the Association of Business Recovery Professionals. If you need any assistance on the matters set out below, please feel free to contact us.

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 fix 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 in order to achieve one or more of the following statutory purposes:

- The survival of the company and its business in whole or in part;
- The approval of a company voluntary arrangement;
- The sanctioning of a scheme under section 425 of the Companies Act 1985;
- A better realisation of assets than would be possible in a liquidation.

Administration may be followed by a company voluntary arrangement or liquidation.

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 established at the meeting of creditors which the administrator is required to hold within 3 months of the administration order to consider his proposals. The administrator must call the first meeting of the committee within 3 months 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 decide he needs to hold one. The committee has power to summon the administrator to attend before it and provide such information as it may require.

4. Fixing the Administrator's Fees

4.1 The basis for fixing the administrator's remuneration is set out in Rule 2.47 of the Insolvency Rules 1986, which states that the remuneration 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, to fix the percentage to be applied. Rule 2.47 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.

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 judgment 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 for 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 prove 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, but it will be helpful to be aware of the professional guidance which has been given to the insolvency practitioners on this subject. The guidance suggests the following areas of activity as a basis for the analysis of time spent.

- Administration and planning
- Investigations
- Realisation of assets
- Trading
- Creditors
- Any other case specific matters.

The following categories are suggested 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 subcontractors, 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 the 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 out of the assets of the insolvent company.

7. What if the Administrator is Dissatisfied?

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 at the court hearing. If there is no committee, the administrator's notice of his application must be sent to such of the 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 out 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 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 in the insolvency, profit costs may not be paid unless authorised by the committee, the creditors or the Court.

9. Expense Recovery

Until 31 July 2002, the rates charged by Deloitte & Touche did not include the recovery of certain items such as normal postage, printing, stationery, photocopying, telephone and related software costs etc. A charge calculated at 2% of time costs incurred up to that time was added to cover these costs.

10. Commissions and Discounts

As a major purchaser of services, Deloitte & Touche LLP as a whole are occasionally able to negotiate enhanced services with preferred suppliers in relation to travel, advertising and other costs. The use of these suppliers may sometimes result in annual commissions being paid to Deloitte & Touche LLP.

The reallocation of such commissions to each case is impracticable and this is not done.

11. What if you are Dissatisfied with the Conduct of the Administration Generally?

We hope that you will not have cause to complain about the way our members and staff conduct their work on what are generally sensitive and emotive issues for creditors affected by the insolvency. Occasionally misunderstandings arise and mistakes are made. Should you have cause to complain or if you would like to discuss how our service could be improved, please let us know by telephoning the person appointed as administrator. We undertake to look into any complaint carefully and promptly and to do all we reasonably can to explain the position to you. If you are still not satisfied with the explanations given, you can refer the matter to the RS National Compliance Officer, who is responsible for investigating any complaints made against our partners and staff. The Compliance Officer can be contacted in our office at 180 The Strand, London WC2R 1WL. If The Compliance Officer is unable to resolve matters to your satisfaction then you can refer the matters to:

The Professional Standards Office,
Institute of Chartered Accountants in
England & Wales, Silbury Court, 412-
416 Silbury Boulevard, Milton Keynes
MK9 2AF in the case of appointment
takers licensed by the Institute of
Chartered Accountants in England &
Wales. A list of the members and
directors and their licensing bodies is
available from The RS National
Compliance Officer.

November 2003 Edition

PLEASE NOTE THAT THESE GUIDELINES HAVE NOT BEEN UPDATED TO REFLECT THE ENTERPRISE ACT OF 2002 AND THEREFORE SOME OF THE REFERENCES TO THE INSOLVENCY ACT HAVE NOW CHANGED.

Heading required by Article 42(1) of Council Regulation (EC) No 1346/2000 of 29.5.2000, OJ L 160, p12

(EC Regulation on Insolvency Proceedings 2000)

« Convocatoria para la presentación de créditos. Plazos aplicables ».

» Opfordring til anmeldelse af fordringer. Vær opmærksom på fristerne «

„ Aufforderung zur Anmeldung einer Forderung. Etwaige Fristen beachten! "

« Προ' σκληση για αναγγελι' α απαιτη' σεως. Προσοχη' στις προθεσμίες »

' Invitation to lodge a claim. Time limits to be observed '

« Invitation à produire une créance. Délais à respecter »

« Invito all'insinuazione di un credito. Termine da osservare »

„ Oproep tot indiening van schuldvorderingen. In acht te nemen termijnen "

« Aviso de reclamação de créditos. Prazos legais a observar »

" Kehotus saatavan ilmoittamiseen. Noudatettavat määräajat "

" Anmodan att anmäla fordran. Tidsfrister att iaktta "

States who joined EU on Expansion on 01.05.04:

Czech - Pozvání až k bydlit jeden činit si nárok na něco. Čas hranice až k být konat

Polish - Zaproszenie do wniesienia wniosku o odszkodowanie. Termin wniesienia wniosku jest obarczony obostrzeniami.

Hungarian - Invitáció követelés benyújtására. Idő határok betartandók.

Slovenian - vabilo v spraviti v zapor a trditi. čas višek v obstati držati se postav

Russian – Приглашение к подаче иска. Соблюдайте установленные сроки.

Lithuanian - Pasiūlymas pateikti reikalavimą. Nustatytas laiko apribojimas.

Maltese – Stedina biex taghmel talba. It-termini taz-zmien ghandhom jigu mharsa.