

The Insolvency Act 1986

**Statement of administrators'
proposals**

Name of Company Shephard Conferences & Exhibitions Limited	Company number 02343006
In the High Court of Justice, Chancery Division, Birmingham District Registry <small>(full name of court)</small>	Court case number 8323 of 2012

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

We (a) Cameron Gunn, Mark Supperstone and Simon Harris
ReSolve Partners LLP
One America Square
Crosswall
London
EC3N 2LB


* 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) 24 August 2012

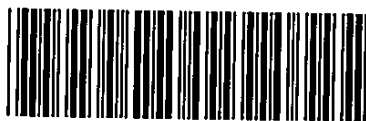
Signed 
Joint Administrator
Dated 24/8/12

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.

ReSolve Partners LLP	
One America Square, Crosswall, London, EC3N 2LB	
	Tel 020 7702 9775
DX Number	DX Exchange

THURSDAY



A1GF98EX
A19 30/08/2012 #108
COMPANIES HOUSE

When you have completed and signed this form please send it to the Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

Our ref SCE/CG/BW/SC/040

T 020 7702 9775
F 0845 094 1160

24 August 2012

www.resolvegroupuk.com

TO ALL KNOWN MEMBERS AND CREDITORS

Dear Sir / Madam

SHEPHARD CONFERENCES & EXHIBITIONS LIMITED - IN ADMINISTRATION (the Company)

I refer to my appointment as Joint Administrator of the Company on 4 July 2012

I have pleasure in enclosing my report and proposals to creditors in accordance with Paragraph 49 of Schedule B1 to the Insolvency Act 1986

Should you have any further queries in relation to this matter, please do not hesitate to contact Milda Paliulyte of this office

Yours faithfully
For and on behalf of
Shephard Conferences & Exhibitions Limited



 Cameron Gunn
Joint Administrator

For enquiries regarding this correspondence please contact.

Contact name Milda Paliulyte
Phone number 020 7702 9775
Email milda.paliulyte@resolvegroupuk.com

The affairs, business and property of the Company are being managed by the joint administrators. Partners and staff acting as administrators, administrative receivers or supervisors act as agents of the company over which they are appointed at all times, and without personal liability. Cameron Gunn, Mark Supperstone and Simon Harris are licensed in the United Kingdom by the Institute of Chartered Accountants in England and Wales. ReSolve Partners LLP is regulated by the Institute of Chartered Accountants in England and Wales for a range of investment business activities.

**Shephard Conferences & Exhibitions Limited
in Administration (the Company)**

**Joint Administrators' report and proposals
pursuant to Paragraph 49 of Schedule B1
of the Insolvency Act 1986**

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1 INTRODUCTION

- 1 1 I was appointed, together with my colleagues Simon Harris and Mark Supperstone as Joint Administrator of Shephard Conferences & Exhibitions Limited (referred to in the report as SCE or the Company) on 4 July 2012 at the High Court of Justice, Chancery Division, Birmingham District Registry following an application by Nicholas Martin Prest under his qualifying floating charge pursuant to paragraph 14 of Schedule B1 of the Insolvency Act 1986 (the Act)
- 1 2 This report to creditors and the proposals enclosed set out the information required by, and to discharge our duties pursuant to, Paragraphs 3 and 49 of Schedule B1 of the Act and Rule 2.33(1) and (2) of the Insolvency Rules 1986 (as amended) (the Rules)

2 BACKGROUND AND EVENTS LEADING UP TO THE APPOINTMENT OF ADMINISTRATORS

2 1 Company background

- 2 1 1 The Company was incorporated in 1989 to form part of The Shephard Group that had been set up by Alexander Shephard a few years earlier, in around 1981
- 2 1 2 The Company operated an events management business, arranging conferences nationally and globally in the defence and aerospace industries for a large range of clients. It operated from serviced office premises in Slough, Berkshire and had no employees. The work of the Company was carried out by employees of The Shephard Press Limited (SPL), an associated company, and recharged to SCE
- 2 1 3 In December 2007, the Company, and SPL were acquired from their previous owners by Nicholas Prest and Alexander Giles. Shortly thereafter, a company named The Shephard Group Limited (SGL) was incorporated and became the holding company for both SCE and SPL. **Please note that SPL and SGL are not in Administration.**
- 2 1 4 The purchase of the Company was funded by NatWest Bank plc (the Bank), in return for which the Company granted a debenture containing fixed and floating charges in favour of the Bank
- 2 1 5 In May 2009, further lending was made by Nicholas Prest and Alexander Giles in return for which the Company granted further debentures

2 2 Summary of trading position

- 2 2 1 A summary of the Company's trading position is shown below

Figure 1 1 - Summary of trading position							
Profit and loss account	31-Dec-10	31-Dec-11	31-May-12	Balance sheet as at	31 Dec-10	31-Dec-11	31-May-12
Period ended	Audited	Audited	Management		Audited	Audited	Management
	12 mths	12 mths	5 mths		12 mths	12 mths	5 mths
	£	£	£		£	£	£
Turnover	1 685 725	1 160 898	757 213	Fixed assets	21 007	27 201	22 501
Cost of sales	1 104 512	901 178	451 121	Current assets			
Gross profit/(loss)	581,213	259,720	306,092	Debtors	223 019	313 181	116 200
Administrative expenses	603 258	690 379	259 189	Cash at Bank/in Hand	97 797	34 911	107 324
Operating profit/(loss)	(22,045)	(430,659)	46,903	Prepayments			50 761
Interest payable	(12 637)	(16 119)	-	Total assets	341,823	376,293	296,786
Net profit/(loss)	(34,682)	(446,778)	46,903	Current liabilities	681,478	1,161,726	1,036,314
				Total liabilities	681,478	1,161,726	1,036,314
				Net assets	(339,655)	(786,433)	(739,528)
				Capital and reserves			
				Called up share capital	2	2	2
				Profit and loss account	(339,657)	(786,435)	(739,530)
				Shareholders' funds	(339,655)	(786,433)	(739,528)

Source: Companies House and Shephard Conferences & Exhibitions Limited records

2 3 A summary of the statutory information in relation to the Company is attached at *Appendix I*

2 4 ***Reasons attributable to the Company's failure***

2 4 1 The Company has been loss making for the past three years as shown in the audited accounts for 2009, 2010 and 2011. After-tax losses in 2009 were £343,022, in 2010 they reduced to £34,682, but in 2011 they increased once again to £446,778

2 4 2 As at 31 December 2011, the Company had borrowed £608,000 from its parent company to maintain trading. It was, in effect, heavily reliant on funding into the Group by Mr Prest.

2 4 3 Earlier this year it became apparent that the lender, Mr Prest, was unwilling to provide the Company with additional funding via the parent company and the absence of this funding has had an effect on the Company's cash flow and, consequently, its ability to trade.

2 4 4 On 26 June 2012, Mr Prest, in his capacity as Qualifying Floating Charge Holder (QFCH), made demand on the Company for repayment of the loans of £644,685 provided to it. Later that same day, the Company acknowledged receipt, advised it could not meet the demand and confirmed it had no objection to the appointment of administrators.

2 4 5 Notice was served on the Bank in its capacity as a prior QFCH, who did not respond, aside from acknowledging receipt.

2 4 6 Once the two business days' notice had expired, Mr Prest filed the Notice of Appointment documentation.

3 **THE STATUTORY OBJECTIVES OF ADMINISTRATION**

3 1 Pursuant to Paragraph 3 of Schedule B1 of the Act, an Administrator must perform his functions with the objective of either

- a) Rescuing the Company as a going concern, or
- b) Achieving a better result for the Company's creditors as a whole than would be likely if the Company were to be wound up (without first being in Administration), or
- c) Realising property in order to make a distribution to one or more secured or preferential creditors.

3 2 The objective in this instance was (c), realising property in order to make a distribution to one or more secured or preferential creditors.

3 3 Objective (a) was not achievable as there was no interest in the Company as a going concern. The Company traded at a loss, had little in the way of assets, had creditors of around £1.6 million (including inter-company creditors) and had no contracts with customers which may have been preserved via a sale of the shares.

3 4 Furthermore, it is not anticipated that there will be sufficient funds available to enable a distribution to the unsecured creditors other than by virtue of the Prescribed Part (the secured creditor is envisaged to have a large shortfall on his claim). Coupled with the lack of assets, it was not possible to offer a better result for the creditors of the Company as a whole and therefore objective (b) is also not achievable.

4 **PROGRESS OF THE ADMINISTRATION TO DATE**

4 1 ***Sale of business***

4 1 1 The Joint Administrators commenced a marketing campaign of the Company's business and / or assets shortly prior to the appointment, which ran for a period afterwards. Approximately 160 potential interested parties were contacted, including four competitors from within the same industry and the opportunity was also advertised on IP-BID.com.

- 4 1 2 A total of six parties expressed interest in receiving further information and were provided with financial information along with other listings prepared by management
- 4 1 3 Whilst we were initially made aware that certain intellectual property rights (IPR) were owned by the Company's parent and licensed to SCE, it was not clear whether these rights included all of the relevant conference and delegation material and data that essentially formed the Company's business
- 4 1 4 Further discussions with management and advice from our solicitors suggested that it was highly likely the IPR did reside with SGL and was not an asset that could be marketed for sale by the administrators
- 4 1 5 Interested parties were informed of the outcome of the solicitors' review. All interested parties advised that they no longer wish to proceed with making a formal offer to the administrators

4 2 Book debts

- 4 2 1 At the date of appointment, pre- appointment book debts totalled £40,599
- 4 2 2 I have instructed SPL to assist with the collection of the remaining book debts as their relationship with debtors and industry knowledge will help to maximise realisations. It is anticipated that realisations from debtors will total circa £30,000
- 4 2 3 I advise that to date I have received £12,618.19 in respect of book debts and SPL expect the balance to be recovered shortly

4 3 Cash in hand and at bank

- 4 3 1 To date I have realised £103,163.35 and £299.66 in respect of cash at bank and cash in hand respectively

4 4 Pre-appointment VAT return

- 4 4 1 I have received £17,338.80 in respect of a VAT return submitted by the Company prior to the appointment

4 5 Other assets

- 4 5 1 The Company's pre-appointment bank held a cash collateral account of £10,000 to cover any potential liabilities arising from company credit cards. As there were no liabilities at the date of appointment, the bank has confirmed that the £10,000 will be refunded in full
- 4 5 2 The software stated on the director's statement of affairs has subsequently been found to be of no value and therefore I do not anticipate there being any realisations from this source

5 STATEMENT OF AFFAIRS

- 5 1 In accordance with Paragraph 47 of Schedule B1 of the Act, I requested the director provide me with a Statement of the Affairs of the Company
- 5 2 This has now been received and a copy is attached at **Appendix II**

6 RECEIPTS AND PAYMENTS

- 6 1 A receipts and payments account for the Company made up to 22 August 2012 is enclosed at **Appendix III** for your information

7 DIVIDEND PROSPECTS

7 1 *Dividend to secured creditors*

7 1 1 Mr Nicholas Prest holds a debenture containing fixed and floating charges over the Company, which was created on 8 May 2009 and registered on 12 May 2009. A positive report on the validity of this security has been provided by our solicitors.

7 1 2 NatWest Bank plc has confirmed that there are no amounts outstanding in respect to its security.

7 1 3 At the date of appointment, Mr Prest was owed £644,685. On 6 August 2012 an initial distribution of £40,000 was made to Mr Prest.

7 2 *Dividend to preferential creditors*

7 2 1 I have been advised by management that there are no employees of the Company, and am not aware of any payroll records relating to the Company. Accordingly, I do not anticipate there being any preferential creditors' claims.

7 3 *The Prescribed Part*

7 3 1 Pursuant to Section 176A of the Act, where a floating charge is created after 15 September 2003 a "Prescribed Part" of the Company's net property shall be made available to unsecured creditors. The Prescribed Part is calculated at 50 per cent of net realisations up to £10,000 and 20 per cent of the property that exceeds this amount up to a limit of £600,000.

7 3 2 Based on present information it is estimated that there may be sufficient funds available to enable a Prescribed Part distribution to the unsecured creditors of the Company. However, at this stage, the quantum is uncertain.

7 4 *Dividend to unsecured creditors*

7 4 1 Based on current information, I do not anticipate there being sufficient funds available to enable a distribution to be made to the unsecured creditors of the Company other than by virtue of the Prescribed Part distribution referred to above.

8 EC REGULATION

8 1 EC Regulations apply and these proceedings are main proceedings as defined in Article three of the EC Regulation. The centre of main interests of the Company is in England, within the EC, by virtue of its English registered office.

9 JOINT ADMINISTRATORS' REMUNERATION

9 1 *Pre appointment*

9 1 1 A schedule of my firm's pre appointment time costs is included at **Appendix IV**. You will note that my pre appointment time totals £2,612.50.

9 1 2 The payment of unpaid pre-administration costs as an expense of the Administration is subject to approval under Rule 2.67A, and is not part of the proposals subject to approval under Paragraph 53.

9 2 *Post appointment*

9 2 1 My firm's time costs and disbursements for the period 4 July 2012 to 24 August 2012 in respect of the Administration of the Company total £26,755.50 and £529.90 respectively. A schedule of time costs is set out at **Appendix IV**.

9 2 2 In accordance with Rule 2.106(5A)(b)(ii) the Joint Administrators' remuneration shall be agreed by the fixed and floating charge-holder, and preferential creditors whose debts amount to more than 50 per cent of the preferential debts of the Company. It is proposed that my remuneration is

approved by reference to time properly given by me and my staff in attending to matters arising in the Administration

- 9 2 3 The Wilkes Partnership LLP Solicitors have been instructed on a time-costs basis to provide legal advice on all aspects of the Administration. The solicitors' outstanding time-costs to date amount to £6,399.50 plus VAT and disbursements. No fees have been paid as yet. The solicitors' fees are being regularly reviewed as part of the strategic review of the case.

9 3 Further information

- 9 3 1 An unsecured creditor may, with the permission of the Court or with the concurrence of 5 per cent in value of the unsecured creditors (including the creditor in question) request further details of the Administrators' remuneration and disbursements, within 21 days of receipt of this report. Any secured creditor may request the same details in the same time limit.

- 9 3 2 An unsecured creditor may, with the permission of the Court or with the concurrence of 10 per cent in value of the unsecured creditors (including the creditor in question), apply to Court to challenge the amount and/or basis of the Administrators' fees and the amount of any proposed expenses or expenses already incurred, within eight weeks of receipt of this report. Any secured creditor may make a similar application to Court within the same time limit.

- 9 3 3 'A creditor's guide to Administrators' Fees can be found on our website <http://www.resolvegroupuk.com/administrators.pdf>. Should you wish to receive a hard copy of this document please contact my office.

10 JOINT ADMINISTRATORS' PROPOSALS

- 10 1 Pursuant to Paragraph 49 of Schedule B1 of the Act, enclosed with this report at **Appendix V** are my proposals for achieving the purpose of the Administration.

11 CREDITORS' MEETING

- 11 1 A creditors meeting will not be convened for the Company pursuant to Paragraph 51(1) of Schedule B1 of the Act because the Company has insufficient property to enable a distribution to be made to unsecured creditors, other than by virtue of Section 176A(2)(a) of the Act, a Prescribed Part distribution.

- 11 2 Creditors may cause me to summon an initial creditors meeting pursuant to Paragraph 52(2) of Schedule B1 of the Act where

- a) At least ten per cent of the creditors, measured against each Companies' total debts, request a meeting, and
- b) The request is made on Form 2.21B (available upon request) in accordance with Rule 2.37 of the Rules and made within eight business days of the date of this document. It must also include a list of the creditors concurring with the request, showing the amounts of their respective debts, and confirmation of concurrence.

- 11 3 Please note Rule 2.37 of the Rules dictate that the expense of summoning and holding the meeting shall be paid by the creditor(s), in advance of the meeting, although the meeting may resolve that the costs are refundable to the creditor(s) who requisition the meeting, provided there are sufficient funds to do so.

- 11 4 Where no creditors' meeting is held to consider the Joint Administrators' proposals, the proposals will have been deemed to be approved eight business days from the date of this document in accordance with Rule 2.33(5) of the Rules.

12 JOINT ADMINISTRATORS' INVESTIGATIONS

- 12 1 Under insolvency legislation, I have a duty to consider the conduct of those who have been directors of the Company at any time three years preceding the Administration. I am also

required to consider whether any civil proceedings should be taken. Please advise me if there are any matters which you believe I should be made aware of when considering the directors' conduct.

- 12.2 Please note that this request for information forms part of my normal investigation proceedings and does not imply any wrongdoing.

13 END OF THE ADMINISTRATION

- 13.1 The options available to exit the Administration are

- (a) Petition the Court to have the Company compulsorily wound up
- (b) File the necessary documentation to have the Company placed into Creditors' Voluntary Liquidation
- (c) Call a meeting of creditors to place the Company into a Company Voluntary Arrangement
- (d) Return control of the Company to its directors, or
- (e) Apply to have the Company dissolved (i.e. struck off at Companies House)

- 13.2 As there is likely to be sufficient property of the Company to enable a distribution to unsecured creditors by way of the Prescribed Part, it is appropriate for the matter to proceed to Liquidation. It is therefore proposed that as soon as reasonably practicable, the expenses of the Administration should be discharged, and the Company placed into Creditors' Voluntary Liquidation with the Joint Administrators being proposed as the appointed Joint Liquidators. Any act undertaken by the Joint Liquidators shall be carried out jointly and severally.

- 13.3 Enclosed with this report are the Administrators' Proposals, which include at proposal (b) that the Joint Administrators be the proposed Joint Liquidators of the Company.

- 13.4 Please note that under Paragraph 83(7)(a) of Schedule B1 of the Insolvency Act 1986 and Rule 2.117A(2)(b) creditors may nominate different Liquidators, but in the absence of such nomination the Joint Administrators would become the Liquidators. Any alternative nomination for proposed Liquidator will need to be received before the proposals are approved.

14 OTHER MATTERS

- 14.1 Should any creditor have any information concerning the Company's affairs which they would like to bring to my attention, please do so in writing to Milda Paliulyte of this office.

Yours faithfully
For and on behalf of
Shephard Conferences & Exhibitions Limited


Cameron Gunn
Joint Administrator

For enquires regarding this correspondence please contact

Contact name Milda Paliulyte
Phone number 020 3326 6480
Email milda.paliulyte@resolvegroupuk.com

The affairs, business and property of the Company are being managed by the joint administrators. Partners and staff acting as administrators, administrative receivers or supervisors act as agents of the company over which they are appointed at all times and without personal liability. Cameron Gunn, Mark Supperstone and Simon Harris are licensed in the United Kingdom by the Institute of Chartered Accountants in England and Wales. ReSolve Partners LLP is regulated by the Institute of Chartered Accountants in England and Wales for a range of investment business activities.

APPENDIX I

SUMMARY OF STATUTORY INFORMATION

Company name	Shephard Conferences & Exhibitions Limited
Previous name	Shephard Conferences Limited
Company number	02343006
Date of incorporation	3 February 1989
Trading address	268 Bath Road Slough Buckinghamshire SL1 4DX
Registered office	c/o ReSolve Partners LLP One America Square Crosswall London, EC3N 2LB
Principal activity	Other service activities not elsewhere classified

Appointment details

Date of appointment	4 July 2012
Appointment made by	Qualifying floating charge holder
Court address	High Court of Justice, Chancery Division, Birmingham District Registry
Court reference	8323 of 2012
Administrators appointed	Cameron Gunn Insolvency Practitioner Number 9362 Mark Supperstone Insolvency Practitioner Number 9734 Simon Harris Insolvency Practitioner Number 11372

Paragraph 100(2) statement Any act required or authorised under any enactment to be done by an administrator may be done by any or all of the Administrators acting jointly or alone

Directors

Current Directors	Mr Nicholas Prest
Directors in last three years	Mr Jason Milkins Mr Alexander Giles

Shareholders	Number of Shares	Total Value	Shareholding
Mr Nicholas Prest	1000	£1,000	100%

Charges

Charge holder	Charge type	Date created	Date registered
National Westminster Bank Plc	Charge of Deposit	27/04/2012	03/05/2012
Mr Nicholas Prest	Fixed and floating Charges	08/05/2009	12/05/2009
National Westminster Bank Plc	Fixed and floating Charges	04/12/2007	07/12/2007

STATEMENT OF AFFAIRS

APPENDIX II

Statement of Affairs

Name of Company:
SHEPHERD CONFERENCES & EXHIBITIONS LIMITED

Company number:
01420010

In the
County of London in District Registry
(full name of Court)

Court case number:
11/00000000

(a) Insert name and
address of registered
office of the
company

Statement as to the affairs of (a) Shepherd Conferences & Exhibitions Limited

On the (b) 4th July 2012, the date that the Company entered Administration

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of
the affairs of the above named company as at (b) 4th July 2012 the date that the company entered administration.

Full name Nicholas Martin Prest

Signed 

Dated: 25th July 2012

A - Summary of Assets

Assets	Book Value £	Estimated to Realise £
Assets subject to fixed charge:		
Total assets subject to fixed charge	<u>-</u>	<u>-</u>
Less amounts owing under fixed charge		<u>-</u>
Fixed charge surplus / (deficit)	<u>-</u>	<u>-</u>
Assets subject to floating charge		
Software	21,581	-
Debtors	40,599	30,000
Cash at Bank	101,530	101,530
Deposit held by Bank re Credit Cards	10,000	10,000
UK VAT Refund due	17,338	17,338
Belgian VAT Refund due	1,660	1,660
Irish VAT Refund due	193	193
Total assets subject to floating charge	<u>192,881</u>	<u>160,721</u>
Uncharged assets		
Total uncharged assets	<u>-</u>	<u>-</u>
Estimated total assets available to preferential creditors	<u>192,881</u>	<u>160,721</u>

Signature.
Date:


25th July 2012

A1 - Summary of Liabilities

	Estimated to Realise £
Estimated total assets available for preferential creditors	<u>160,721</u>
Preferential creditors	
Employees' outstanding pension contributions	
Redundancy Payments Office	
Total preferential claims	<u>-</u>
Estimated surplus/(deficit) as regards preferential creditors	160,721
Estimated prescribed part of net property where applicable (carry forward)	<u>35,144</u>
Estimated total assets available for floating charge holders	125,577
Debts secured by floating charges (b/f from fixed charge shortfall)	<u>644,666</u>
Estimated surplus/(deficit) of assets after floating charges	(519,108)
Estimated prescribed part of net property where applicable (brought down)	<u>35,144</u>
Total assets available to unsecured creditors	35,144
Unsecured claims	
Trade creditors	259,174
HM Revenue & Customs	-
Other creditors	96,049
Intercompany Loans	<u>690,156</u>
Total unsecured claims	1,044,379
Estimated surplus/(deficit) as regards non-preferential creditors	(1,009,231)
Issued and called up capital	
Ordinary shares	
Total shareholding	<u>-</u>
Estimated total (deficit)/surplus as regards members	<u>(1,009,231)</u>

Signature:

Date:

25th July 2012

Notice: You must include all creditors and identify any creditors under non-purchase, credit financing or conditional sale agreements and outstanding obligations payable in advance of the supply of goods or services and creditors claiming interests in the assets of the Company's assets, including amounts paid in advance of the supply of goods or services and creditors claiming interests in the assets of the Company's assets.

[illegible]

2. B. C.

217/52

Background

COMPANY SHAREHOLDERS

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal value	Details of shares held
SHEPHERD GROUP LIMITED	268 Bath Road, Slough			
	Bedshire SL160X	2	£1	Ordinary Shares
TOTALS		2	£2	

Signature *[Signature]* Date 25/7/12

APPENDIX III

SUMMARY OF ADMINISTRATORS' RECEIPTS AND PAYMENTS
FROM 4 JULY 2012 (DATE OF APPOINTMENT) TO 23 AUGUST 2012

	Directors' statement of affairs (£)	Receipts/ payments to date (£)
FLOATING CHARGE RECEIPTS		
Cash in hand	-	299 66
Cash at bank	101,530	103,163 35
Deposit held by Bank	10,000	-
Software	21,561	-
Debtors	40,599	12,618 19
Pre-appointment VAT refund	19,191	17,338 80
Third party funds	-	57,989 17
	<u>192,881</u>	<u>191,409.17</u>
FLOATING CHARGE PAYMENTS		
Advertising		76 50
Distribution to secured creditor		40,000 00
Third party funds		21,386 26
		<u>61,462 76</u>
Balance (receipts less payments)		<u>129,946.41</u>

REPRESENTED BY	
VAT receivable	15 30
Current account	130,022 91
Unpresented cheques	(91 80)
	<u>129,946.41</u>

Cameron Gunn
Joint Administrator
24 August 2012

APPENDIX IV

JOINT ADMINISTRATORS' TIME COST SUMMARY

Office Holder Remuneration

Case Name	Shephard Conferences & Exhibitions Limited
Court	High Court of Justice, Chancery Division, Birmingham District Registry
Court reference	8323 of 2012
Office Holder	Cameron Gunn - IP Number 9362 Mark Supperstone - IP Number 9734 Simon Harris – IP Number 11372 All of whom are licensed by the Institute of Chartered Accountants in England and Wales
Firm	ReSolve Partners LLP
Address	One America Square Crosswall London EC3N 2LB
Type of Appointment	Administration
Date of Appointment	4 July 2012

1 Overview of Case

1.1 Appointment

The Joint Administrators were appointed to the Company on 4 July 2012 following the filing of an application made to the High Court of Justice, Chancery Division, Birmingham District Registry by Mr Nicholas Martin Prest under his Qualifying Floating Charge

1.2 Strategy

Please see the main body of the report

1.3 Staffing

Staff have been used on the assignment based upon previous knowledge and experience

1.4 Existing fee arrangements

There have been no resolutions to date

1.5 Anticipated return to creditors

Please see main body of the report In summary, there is expected to be a return by way of the Prescribed Part, but the quantum is as yet unknown

2 Explanation of office-holder's charging and disbursement recovery policies

2.1 Time recording

Time properly incurred on cases is charged to the assignment at the hourly rate prevailing at the time. The current hourly charge out rates covering the whole period are outlined below

	From date of appointment to 31 July 2012 £	From 1 August 2012 onwards £
Licensed Insolvency Practitioner	435	490
Partner	375	-
Director	345	400
Senior Manager	325	385
Manager	305	325
Assistant Manager	275	295
Senior Administrator	225	245
Administrator	160	185

Secretarial and support staff are not charged to the cases concerned, being accounted for as an overhead of ReSolve Partners LLP

2.2 Disbursements recovery

Separate charges are made in respect of directly attributable expenses (Category 1 disbursements) such as travelling, postage, photocopying, statutory advertising and other expenses made on behalf of the assignment. Details of such disbursements are included later in this report

Indirect charges (Category 2 disbursements) are charged as follows

- Photocopying 20 pence per sheet
- Faxes/telephone/room hire £150 per annum
- Postage Typical 1st/2nd class postage rates at the date of postage
- Mileage 40 pence per mile

3 Description of work carried out

Section four of this appendix outlines the time costs to date in relation to activities undertaken during this matter. These matters can be summarised as

3.1 Statutory duties

Dealing with statutory issues required under the Insolvency Act 1986 and the Statements of Insolvency Practice, including reporting to members, creditors, employees and other stakeholders and filing documents with the Registrar of Companies

3.2 Pre-appointment

The following activities have been undertaken

- Letter of engagement agreed and signed
- Attendance at various meetings with management
- Cash flow and debtor monitoring
- Obtaining consent from the secured creditors
- Meetings with secured creditors
- Preparation of sale documentation

3.3 Administration and planning

The following activities have been undertaken

- Setting up case files
- Reviewing available information to determine appropriate strategies, and
- Setting up and maintaining bank accounts and other cashier activities
- Marketing of the business and assets

3.4 Investigations

Time spent in completing my statutory investigations into the Company's and the affairs of their directors prior to the Administration

3.5 Realisation of assets

Please see the main body of the report for details of the sale of the business and / or assets

3.6 Trading

Please see the main body of the report for details of the trading activities undertaken

3.7 Creditors

The time spent includes the following matters

- Recording and maintaining the lists of creditors
- Dealing with employee related matters
- Dealing with retention of title claims
- Recording creditor claims
- Dealing with creditor queries, and
- Reviewing and evaluating creditor claims

4 Time and charge out summary

Pre appointment

To date a total of 8 6 hours have been spent for the period 20 June 2012 to 4 July 2012 (the date of appointment) at an average charge out rate of £303 78 bringing the total pre appointment costs to £2,612 50

A summary table is shown below

Task	Partner / Director	Manager	Other Senior Professionals	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Pre Appointment	-	8 10	0 50	8 60	2,612 50	303 78
Total hours	-	8 10	0 50	8 60	2,612 50	303 78
Time costs	-	2,532 50	80 00	2,612 50		

The above costs exclude VAT

Post appointment

To date a total of 101 3 hours have been spent for the period 4 July 2012 to 24 August 2012 at an average charge out rate of £264 12 bringing the total costs to date to £26,755 50

A summary table is shown below

Task	Partner / Director	Manager	Other Senior Professionals	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Administration & Planning	-	22 90	13 50	36 40	9,140 50	251.11
Investigations	-	0 70	-	0 70	213 50	305.00
Realisation of Assets	-	29 60	-	29 60	9,152 00	309.19
Trading	-	-	-	-	-	-
Creditors	0 80	15 60	4 80	21 20	5,892 00	277.92
Statutory	-	2 20	11 20	13 40	2,357.50	175.93
Total hours	0.80	71.00	29 50	101 30	26,755 50	264 12
Time costs	392.00	22,095 00	4,268.50	26,755 50		

The above costs exclude VAT

5 Disbursements

Details of the Category one and two disbursements are as follows

Description	Category one (£)	Category two (£)	
Travel - Rail	12 70	-	
Postage	-	78 20	
Licence Fees	-	110 00	
Advertising	175 00	-	
Company searches and research	4 00	-	
Annual Management Fee	-	150 00	
Totals	191.70	338.20	529.90

The above costs exclude VAT

APPENDIX V

JOINT ADMINISTRATORS' PROPOSALS

Statement of Joint Administrators' Proposals pursuant to Paragraph 49 of Schedule B1 of the Insolvency Act 1986

In accordance with Paragraph 49 of Schedule B1 of the Insolvency Act 1986 (the Act) and The Insolvency Rules 1986 (the Rules), Cameron Gunn, Mark Supperstone and Simon Harris, the Joint Administrators (Joint Administrators) of Shephard Conferences & Exhibitions Limited (the Company), make the following Proposals for achieving the purpose of the Administration

These Proposals and the attached report to creditors together set out the information required by and to discharge the Joint Administrators' duty pursuant to Paragraph 49 of Schedule B1 of the Act and Rule 2.33 of the Rules

Proposals

The Joint Administrators propose that

- (a) They continue to manage the business, affairs and property of the Company in order to achieve the purpose of the Administration such that
 - (i) they dispose of the Company's ownership of such assets at such time(s) on such terms as they consider expedient
 - (ii) they investigate and, if appropriate, pursue any claims that the Company may have against any person, firm or company whether in contract or otherwise, including any officer or former officer of the Company or any person, firm or company which supplies or has supplied goods or services to the Company, and
 - (iii) in addition, they do all such things and generally exercise all their powers as Joint Administrators as in their discretion they consider desirable or expedient in order to achieve the purpose of the Administration or protect and preserve the assets of the Company or maximise the realisations of those assets, or of any purpose incidental to these Proposals
- (b) In the event that the Joint Administrators are of the view that it is appropriate for the Company to move from Administration into Liquidation, whether compulsory or voluntary, the Joint Administrators be authorised to take steps to place the Company into whichever Liquidation process they deem appropriate. In either circumstance, it is proposed that the Joint Administrators take the appointment as Joint Liquidators of the Company. It is also proposed that any act undertaken by the Joint Liquidators shall be undertaken jointly and severally. In relation to moving into Creditors' Voluntary Liquidation, and in accordance with Paragraph 83(7) and Rule 2.117A(3), creditors may nominate a different person as the proposed Liquidator, provided that the nomination is made after the receipt of the Proposals and before 12 noon on 6 September 2012.
- (c) If the Joint Administrators consider that there will be no distribution to unsecured creditors and if they also consider that an exit from the Administration into Compulsory Liquidation is not appropriate, or the Joint Administrators apply to court to seek consent to distribute to the unsecured creditors and following the distribution, then the Joint Administrators be authorised to take the necessary procedural steps to bring about the end of the Administration and move the Company into dissolution pursuant to Paragraph 84 of Schedule B1 of the Act.
- (d) The Administration shall continue (subject to the statutory provisions relating to automatic termination) until the realisable assets of the Company have been realised and all liabilities incurred during the Administration have been discharged or until such a time as deemed appropriate by the Joint Administrators. At this stage the Company shall be dissolved or placed into Liquidation as outlined above. If necessary, the Joint Administrators will propose to seek an extension of their appointment as Joint Administrators from the creditors and/or the Court pursuant to Paragraph 76 of Schedule B1 of the Act.
- (e) Upon the Company either proceeding into Creditors Voluntary Liquidation or dissolution as set out above, the Joint Administrators' discharge from liability, pursuant to Paragraph 98 of Schedule B1 shall take effect 14 days following either the Company entering into Liquidation or filing the notice of moving from Administration to dissolution.

- (f) The Joint Administrators are at liberty to incur and pay such costs and expenses, including professional fees, as considered incidental to the achievement of the purpose of the Administration or for the purposes set out herein or to the Administrators' statutory duties. In addition, the Joint Administrators are to be remunerated by reference to time properly spent both for their services as Joint Administrators and also for their staff in attending to the matters arising in the Administration of the Company, charged at the charge out rates prevailing at the time the work is undertaken. Such remuneration to be drawn from time to time, subject to available funds.
- (g) ReSolve Partners LLP shall be authorised to discharge their outstanding costs and expenses relating to the pre appointment period (as detailed earlier in this report) as an expense of the Administration to be paid out of the assets of the Company as and when funds permit.
- (h) The Joint Administrators are at liberty to recharge disbursements as detailed in the Creditor's Guide to Administrators' Fees. Shared and allocated costs are to be charged as follows:
- Photocopying 20 pence per sheet
 - Faxes/telephone/room hire £150 per annum
 - Postage Typical 1st/2nd class postage rates at the date of postage
 - Mileage 40 pence per mile
- (i) The Joint Administrators are at liberty to pay costs and remuneration in relation to Proposals (f), (g) and (h) above when funds become available.
- (j) The Joint Administrators shall consult with the creditors' committee, if formed, at appropriate intervals concerning the conduct of the Administration and the implementation and development of these Proposals and where they consider it expedient to obtain the sanction of that committee on behalf of the creditors of the Company (and without further reference to them) to any proposed action on the part of the Joint Administrators.


Cameron Gunn
Joint Administrator

Appendix VI

Proof of Debt – General Form

SHEPHARD CONFERENCES & EXHIBITIONS LIMITED - (IN ADMINISTRATION)	
Date of administration 4 July 2012	
1	Name of creditor (If a company please also give company registration number)
2	Address of creditor for correspondence
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into administration
4	Details of any documents by reference to which the debt can be substantiated (Note There is no need to attach them now but the administrator may call for any document or evidence to substantiate the claim at his discretion as may the chairman or convenor of any meeting)
5	If amount in 3 above includes outstanding uncapitalised interest please state amount £
6	Particulars of how and when debt incurred (If you need more space append a continuation sheet to this form)
7	Particulars of any security held, the value of the security, and the date it was given
8	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates
9	Signature of creditor or person authorised to act on his behalf _____
	Name in BLOCK LETTERS _____
	Position with or in relation to creditor _____ Address of person signing (if different from 2 above) _____
For Administrators' Use only	
Admitted to vote for	Admitted for dividend for
£	£
Date	Date
Administrator	Administrator