

AM23

Notice of move from administration to dissolution



Companies House

SATURDAY



A6LFHX08
A14 16/12/2017 #224
COMPANIES HOUSE

1 Company details

Company number 0 3 0 5 5 9 1 8

Company name in full Just Motor Care Limited

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

2 Court details

Court name High Court of Justice

Court number 3 5 1 2 0 1 7

3 Administrator's name

Full forename(s) Richard

Surname Keley

4 Administrator's address

Building name/number Arundel House

Street 1 Amberley Court

Post town Whitworth Road

County/Region Crawley

Postcode R H 1 1 7 X L

Country

AM23

Notice of move from administration to dissolution

5 Administrator's name ①

Full forename(s)	Andrew	① Other administrator Use this section to tell us about another administrator.
Surname	Pear	

6 Administrator's address ②

Building name/number	Arundel House	② Other administrator Use this section to tell us about another administrator.
Street	1 Amberley Court	
Post town	Whitworth Road	
County/Region	Crawley	
Postcode	R H 1 1 7 X L	
Country		

7 Final progress report
☒ I have attached a copy of the final progress report
8 Sign and date

Administrator's signature	Signature X <i>A Kelley</i> X
Signature date	d 1 4 m 1 2 y 2 0 1 7

AM23

Notice of move from administration to dissolution



Presenter information

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

Contact name **Richard Keley**

Company name **BM Advisory**

Address **Arundel House**

1 Amberley Court

Post town **Whitworth Road**

County/Region **Crawley**

Postcode **R H 1 1 7 X L**

Country

DX

Telephone **01293 410333 / 01293 428530**



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

TO THE MEMBERS AND ALL KNOWN CREDITORS

Arundel House
1 Amberley Court
Whitworth Road
Crawley RH11 7XL

T +44 (0)1293 410 333

F +44 (0)1293 428 530

www.bm-advisory.com

Our ref: SA/JUS001RK

14 December 2017

Dear Sirs

Just Motor Care Limited – In Administration (“the Company”)

Company Number: 03055918

High Court of Justice No. 351 of 2017

Registered Office: Arundel House, 1 Amberley Court, Whitworth Road, Crawley, RH11 7XL (formerly 18 Hyde Gardens, Eastbourne, East Sussex, BN21 4PT)

Andrew Pear and I, of BM Advisory of Arundel House, 1 Amberley Court, Whitworth Road, Crawley, RH11 7XL, were appointed Joint Administrators of the Company on 16 January 2017, following an application by the directors. The Notice of Appointment was filed in the High Court of Justice under reference number 351 of 2017.

The Joint Administrators have exercised all of their functions jointly and severally as stated in the Notice of Appointment.

The purpose of this final report is to inform creditors that the Administration will move to dissolution for the reasons set out below. Accordingly, I now provide creditors with a final account of the Administration, for the period 16 July 2017 to 14 December 2017 and a copy of form AM10, Notice of Administrators’ Progress Report, is attached. This report should be read in conjunction with my earlier reports to creditors, copies of which are available on request.

CONDUCT OF THE ADMINISTRATION

The Company was formed in May 1995 (under its former name Just M.O.T’s Limited) and was a car and van MOT, repair, maintenance and inspection service business operating from 13 leasehold sites across the South East. In addition, the Company operated a franchise at the Hastings site (owned by M&D Motor Care Limited which is owned and managed by Tony Perfect, former CEO of the Company) and it held leases at the Maidstone and Eastbourne sites which were sub-let to connected companies, The MOT Test Company Limited and JMC Motor Care Limited. The former is owned by a minority shareholder in the Company, Barrie-Jon Waters, and the latter was a joint venture between Ata Mavyyev (51%) and the Company (49%).

The directors of the Company are Peter Coats and Igor Turevsky who are also two of the 19 shareholders. As previously reported, the Company suffered significant financial pressure as a result of rapid expansion, a change in market due to an increase in car leasing and seasonality of the MOT testing business which ultimately led to the Company being placed into Administration.

As outlined in the Administrators’ Proposals, the business and assets of 11 of the 13 trading sites was sold to Motest Southern Limited (“MSL”) by way of a pre-packaged sale for total consideration of £66,500 shortly after the appointment of the Administrators. The remaining two sites were closed.

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As part of the sale, 29 of the 42 employees of the Company were transferred to MSL under the Transfer of Undertakings (Protection of Employment) Regulations 2006.

The Administrators granted MSL a licence to occupy the 11 sites for up to nine months on the basis that all rents and lease outgoings would be met by MSL (which was personally guaranteed by the directors and shareholders of MSL, John Ball and Robert Foulston), to allow it to negotiate an assignment of the existing leases or enter into new leases.

Since my last report, considerable time has been spent by the Administrators in managing the licence to occupy which continued for the maximum term of nine months and dealing with surrenders or assignments of leases to MSL where necessary. There are some leases which have not yet been surrendered and we have been advised that new leases are being agreed between MSL and the respective landlords. The Administrators ensured that all rent, service charge and insurance costs which accrued over the period of the licence were discharged in full.

The Administrators have dealt with the finalisation of the sale of the Company's shares in JMC Motor Care Limited and have liaised with HSBC in relation to realisations under its fixed charge. Further details of the share sale are outlined later in this report.

Additionally, the Administrators monitored the non-trading dormant subsidiaries in which the company held shareholdings and ensured that they were struck off.

It was agreed that MSL would collect debtors on behalf of the Company for a collection fee of 10% of realisations and the Administrators have monitored the collection of debtors and paid the collection fee to MSL.

Independent agents, CAPA, were instructed to review and pursue any business rates rebates available to the Company on a contingent fee basis. It was concluded that there were no rebates available to the Company.

The Joint Administrators have liaised with pension advisers, Clumber Consultancy, regarding the Company's NEST defined contribution pension scheme.

The Administrators have also fulfilled their statutory compliance and reporting obligations in order to bring the Administration to an end and close their files.

As detailed in my previous reports, the purpose of the Administration was to achieve a better result for creditors as a whole than would have been likely if the Company had been placed directly into Liquidation. This has been accomplished by the pre-packaged partial going concern sale of the Company's business and assets as the sale consideration was significantly higher than would have been likely in the event of Liquidation whereby the business would have closed and assets would have likely been sold on a break up basis. It has also reduced trade and expense creditors as the customers who had pre-paid for work to be carried out were honoured by MSL (and otherwise would have been included as creditors on Liquidation) and employee liabilities of £125,000 were avoided. It is also considered that the sale has assisted in enhancing debtor realisations in Administration. As such, a better result has been achieved for the Company's creditors as a whole than would have been likely if the Company had entered Liquidation.

The Joint Administrators' Proposals attached at **Appendix I** were approved at a meeting of creditors by correspondence on 14 February 2017. There has been no amendment or deviation from the Proposals.

JOINT ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT

Attached at **Appendix II**, is the Joint Administrators' receipts and payments account, for this reporting period, 16 July 2017 to 14 December 2017, together with the whole period of the Administration, detailing a nil balance. The funds were held in an interest bearing estate account.

ASSETS

Goodwill (subject to HSBC's fixed charge)

The directors estimated in their Statement of Affairs ("SoA") that £4,999 would be realised in respect of goodwill. This amount was realised as part of the sale of business. We have distributed this amount to HSBC under its fixed charge.

Investments – Shares in subsidiaries and associates (subject to HSBC's fixed charge)

The directors estimated in their SoA that £100 would be realised in respect of the Company's investment in a subsidiary, JMC Motor Care Limited ("JMCMC"). The directors of JMCMC were Ata Mavvyev, Peter Coats and Tony Perfect (the latter two resigned shortly after the Administration of the Company). The Company holds 49% of the ordinary shares in JMCMC and Ata Mavvyev holds 51% of the ordinary shares. A shareholder agreement prevented us from selling the shares to anyone else without Ata Mavvyev's consent.

As previously reported, LSH provided a desktop valuation of the Eastbourne tangible assets at £2,000-£4,500 and management accounts were provided to the Joint Administrators showing that the site had been making losses which had been funded by significant cash injections from Ata Mavvyev. Additionally, MSL was consulted however it confirmed it was not interested in purchasing the shares in JMCMC.

An offer of £3,000 was negotiated with Ata Mavvyev on 30 May 2017 and the sale completed on 9 November 2017. HSBC provided its consent to the sale and released its fixed charge security held against the shares.

As previously reported, the Company also holds ordinary shares in the following companies:

	Shareholding (%)	Other shareholders	Directors	Status
Just Motor Cover Limited	100%	-	Peter Coats	Dissolved
Just Garage Software Limited	100%	-	Peter Coats	Dissolved
Just M.O.T's Limited	100%	-	Peter Coats	Dissolved
Just Eco Tech Limited	50%	New Eco Technologies Bulgaria Limited	Peter Coats and Igor Turevsky	Dissolved

As at the date of Administration, the subsidiaries were dormant and non-trading. All of these subsidiaries have now been struck off by their director with the consent of the Administrators and dissolved by Companies House.

Plant and machinery

The SoA estimated that £60,000 would be realised in respect of plant and machinery. The plant and machinery based at the 11 sites purchased by MSL was realised for £60,000 as part of the sale of business. A further £4,250 was realised by LSH in respect of plant and machinery at the two closed sites, Crayford and Medway.

Motor vehicles

The SoA estimated that £1,500 would be realised in respect of motor vehicles. And as previously reported, they were sold to MSL for £1,500 as part of the sale of business.

Stock

The SoA estimated that £1 of stock would be realised and as previously reported, stock was considered by LSH to be of nominal value and £1 was assigned to it as part of the sale of business.

Fixtures, fittings and equipment

The SoA estimated that nothing would be realised in respect of fixtures, fittings and equipment and this proved correct as they were considered to be uneconomical to realise.

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Book debts

The SoA estimated that £5,880 would be realised in respect of book debts which had a book value of £21,149. £9,254 has been realised (before deduction of the 10% collection fee agreed with MSL). MSL's collection fee of £925 has been paid in full as is reflected in the Joint Administrators' receipts and payments account.

Bank Interest Gross

Gross interest of £29 was received in the course of the Administration.

Funds held by Solicitors

A balance of £148 which was held in the client account of solicitors, Mayo Wynne Baxter, was realised in the Administration.

Leasehold property

As previously advised, there were a total of 16 leases in the Company's name at the following locations and the status of each lease is outlined below:

Location	Occupier	Status
Bexhill-on-Sea	MSL	Pending
Bognor Regis	MSL	Surrender agreed on 29.11.17
Brighton	MSL	Pending
Burgess Hill	MSL	Pending
Crawley	MSL	Surrender agreed on 21.11.17
Faversham	MSL	Pending
Hove	MSL	Lease expired on 07.07.17
Lewes	MSL	Lease expired on 31.10.16
Tonbridge	MSL	Pending
Tunbridge Wells	MSL	Lease assigned on 23.11.17
Worthing	MSL	Pending
Crayford	-	Surrender agreed on 28.02.17
Medway	-	Surrender agreed on 17.03.17
Eastbourne (sub-let)	JMCMC	Pending
Hastings (sub-let)	M&D Motor Care Limited (franchise)	Surrender agreed on 20.02.17
Maidstone (sub-let)	The MOT Test Company Limited	Surrender agreed on 31.01.17

As previously mentioned, 11 sites were transferred to MSL under the pre-packaged sale (excluding Crayford, Medway, Eastbourne, Hastings and Maidstone) and a licence to occupy those 11 sites for up to nine months (ending on 15 October 2017) was granted to allow MSL time to negotiate an assignment of the leases or new leases with the respective landlords. It was agreed that all rents and lease outgoings would be met by MSL during the licence period, and these liabilities were personally guaranteed by MSL's owners. The Administrators invoiced MSL the amounts charged for rent, insurance and service charges by the respective landlords up to the end of the licence period on 15 October 2017, which has been received in full from MSL. All amounts which were payable to the respective landlords during the period of the licence to occupy have been settled in full.

One lease has been assigned and six leases have been surrendered. Although new leases on the remaining premises are not yet in place, we understand that they are in the process of being agreed between MSL, JMCMC and the respective landlords.

Additionally, the Company leased various equipment across the sites and arrangements were made in respect of the equipment and leases required by MSL.

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On Administration, the Company's two remaining trading premises, Crayford and Medway (which were not transferred to MSL), were closed and so became vacant and a voluntary surrender was agreed with the respective landlords of these sites.

The leases at the Eastbourne, Hastings and Maidstone sites were in the name of the Company however they were sub-let to the parties detailed above. The Administrators continued with this arrangement for a limited period while the sub-tenants agreed terms of ongoing occupation with the landlords and surrenders have now been agreed with the landlords of the Hastings and Maidstone sites.

There were six rent deposits held by landlords in respect of leases at the Bognor Regis, Brighton, Burgess Hill, Hove, Tunbridge Wells and Crayford sites. All rent deposits were extinguished by rent, service charge and insurance arrears to the date of Administration and dilapidations.

The franchisee at the Hastings site, M&D Motor Care Limited, was permitted to use the trading name, 'Just Motor Care', and the Company's booking system for an annual fee of £5,000 plus VAT. Shortly after the appointment of the Administrators, the agreement ceased and the franchisee changed its trading name to 'Hastings Motor Care'.

LIABILITIES

Secured creditor

The Company granted the following charges as registered at Companies House:

	Type	Creation date	Registration date
HSBC Bank Plc ("HSBC")	Fixed and floating charge	26.03.2002	27.03.2002
H & T Properties Limited	Rent deposit deed	26.08.2008	29.08.2008
Seput Nominee 75 Limited and Seput Nominee 76 Limited	Rent deposit deed	11.04.2008	15.04.2008
Daejan Investments Limited	Rent deposit deed	17.03.2003	18.03.2003
Mwb Business Exchange Limited	Rent deposit deed	15.07.2002	23.07.2002

The Company held an overdraft with HSBC Bank Plc with a limit of £65,000 which had a balance of approximately £41,000 as at the date of Administration. As mentioned, a distribution of £4,999 has been paid to HSBC in respect of fixed charge asset realisations.

Preferential creditors

29 of the 42 employees were transferred to MSL under the Transfer of Undertakings (Protection of Employment) Regulations 2006.

The remaining 13 employees were made redundant upon the appointment of the Administrators. It was estimated in the directors' Statement of Affairs that preferential claims would total £13,728 in respect of wage arrears and holiday pay. The Administrators submitted the relevant forms to the RPS which has submitted a preferential claim totalling £12,038 in the Administration.

Unsecured creditors

The SoA estimated that the Company had trade and expense creditors totalling £83,650 (including pre-payments by Crayford and Medway Customers of £1,629). Claims totalling £85,530 have been received.

The dismissed employees had unsecured claims in relation to redundancy pay and notice pay (and wage arrears and holiday pay over the preferential limit) estimated at £89,555. An unsecured claim of £39,029 has been received from the RPS.

One of the directors, Peter Coats, was owed £22,776 as at Administration. No claim has been received (other than the element included within the RPS claim).

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The directors estimated in their SoA that the Company owed £91,554 to landlords in respect of pre-administration rent and service charge arrears. Claims totalling £75,282 have been received.

HM Revenue & Customs was owed an estimated £125,023 in relation to PAYE for the period from June 2016 to December 2016. A total claim of £125,821 has been received.

A shareholder, Michael Horley, loaned funds to the Company and it was estimated in the SoA that he was owed £130,900. He has submitted a claim of £169,460.

DIVIDENDS

As mentioned above, the Administrators have paid a distribution of £4,999 to the secured creditor, HSBC, under its fixed charge.

A dividend has not been declared to preferential or unsecured creditors as net asset realisations were insufficient to meet the costs and expenses of the Administration.

PRESCRIBED PART

The Prescribed Part Fund is created out of the Company's net floating charge property pursuant to Section 176A of the Insolvency Act 1986 ("the Act"), as long as the floating charge was registered later than 15 September 2003.

As previously advised, there is no floating charge registered after 15 September 2003 and therefore the prescribed part did not apply.

JOINT ADMINISTRATORS' INVESTIGATIONS

I undertook an initial investigation into the Company's affairs to establish whether there were any potential asset recoveries or conduct matters that justified further investigation, taking into account public interest and the potential recoveries and costs involved. I concluded that there were no matters that justified further investigation.

Within three months of my appointment as Administrator, I was required to submit a confidential report to the Secretary of State to include any matters which came to my attention during the course of my work, which may have indicated that the conduct of any past or present director would make them unfit to be concerned with the management of a company. I confirm that my report was submitted.

PRE-ADMINISTRATION COSTS

On 14 February 2017, creditors approved BM Advisory's pre-Administration costs at a meeting of creditors by correspondence, in the amount of £35,000 and expenses of £50 (plus VAT). These costs have been paid in full.

The pre-Administration costs of Lambert Smith Hampton agents of £7,500 and disbursements plus VAT and Isadore Goldman Solicitors of £7,500 and disbursements plus VAT, have also been paid in accordance with creditor approval.

JOINT ADMINISTRATORS' REMUNERATION

It was agreed at a meeting of creditors by correspondence on 14 February 2017, that the Joint Administrators be remunerated by reference to time properly spent by them and their staff in attending to matters arising from the Administration of the Company, capped at £46,271.

During this reporting period, 16 July 2017 to 14 December 2017, a total of 143.9 hours have been spent at a cost of £39,184, resulting in an average hourly charge out rate of £272. For the whole period of the Administration, I have spent 480.6 hours at a cost of £132,690, resulting in an average hourly rate of £276. This is compared to an anticipated 185.6 hours at an average hourly rate of £249, which I estimated at the outset of my appointment. A summary of my time costs for this reporting period and the work undertaken is attached at

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Appendix III, together with a comparison to the original fee estimate approved by creditors, my time costs for the whole period of the Administration and BM Advisory's policy on fees.

The sum of £16,801 plus VAT has been drawn against these time costs to date and the full amount was drawn in this reporting period.

Time costs have exceeded the original estimate as a result of the following work which has been necessary:

- Monitoring and managing the licence to occupy in respect of the leasehold premises, including managing the collection and payment of rent, insurance and service charges which has been more time consuming than originally anticipated as all 11 sites remained subject to the licence to occupy for the whole term of the licence.
- Ensuring assignments and surrenders of the leases with the respective landlords which was far slower than expected under the licence to occupy.
- Additional time spent on liaising with the RPS in respect of the employee claims which were initially rejected.
- The Administrators negotiations with Ata Mavyyev regarding the sale of the Company's shares held in JMCMC took longer than originally anticipated.
- The rate of debtor collection by MSL has been slower than originally anticipated.

However, due to insufficient asset realisations I did not seek further fee approval and only drew remuneration within my original estimate.

In addition, HSBC Bank Plc approved a fixed fee of £3,000 plus VAT on 22 August 2017 in respect of time spent by the Administrators in dealing with the assets subject to its fixed charge. This amount has been drawn in this reporting period.

Detailed below are the expenses I expected to incur during the Administration and what I have incurred in this reporting period, together with details of what has been paid in this period and what remains unpaid.

		Estimated total cost	Incurred in period	Incurred to date	Paid during period	Remains unpaid
		£	£	£	£	£
Statutory advertising	Category 1	149	-	145	145	-
Printing	Category 2	100	24	120	120	-
Postage	Category 1	350	93	256	256	-
Creditor portal	Category 2	30	-	-	-	-
Room hire	Category 1	150	-	-	-	-
Storage	Category 1	59	59	59	59	-
Bond	Category 1	162	-	162	162	-
Insurance	Category 1	2,500	369	1,365	369	-
TOTAL		3,500	545	2,107	1,111	-

During the Administration, I instructed agents to assist with the sale of the residual plant and machinery at the Crayford and Medway sites and solicitors to provide general legal advice (particularly in relation to the leases and licence to occupy) during the course of the Administration. Detailed below are the fee arrangements agreed in each instance and the costs incurred in this period and to date, together with fees paid in this period and what remains unpaid. The choice of professionals was based on my perception of their experience and ability to perform this type of work, the complexity and nature of this assignment and the basis of my fee arrangement with them. The fees charged have been reviewed and I am satisfied that they are reasonable in the circumstances.

	Fee arrangement	Estimated total cost	Incurred in period	Incurred to date	Paid during period	Remains unpaid
		£	£	£	£	£
Agents' fees – LSH	Percentage basis	20% of realisations	-	850	850	-

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Legal fees – Isadore Goldman	Time costs	2,500 plus VAT	-	3,788	3,788	-
Rates review – CAPA	Percentage basis	20% of realisations	-	-	-	-
Pension advice – Clumber Consultancy	Fixed fee	550 plus VAT	250	400	400	-

As previously reported, the expenses incurred exceeded details originally given to creditors, as Clumber Consultancy was instructed to provide pension advice on the Company's NEST defined pension scheme. This was not anticipated at the time of the original estimate and therefore an estimate of total costs was provided in my six month progress report for the amount shown above.

In addition, the expenses incurred by Isadore Goldman in respect of legal fees exceeded details originally provided to creditors due to legal advice being required in respect of the leases of the Company's premises, which was estimated to be less at the time of the original estimate.

The other expenses incurred have not exceeded their estimates previously given to creditors.

A guide to fees can be found at www.bm-advisory.com/resources/ and provides information relating to Administrators' remuneration. A hard copy is available on request.

Please note that any secured creditor, or unsecured creditor with concurrence of at least 5% in value of the total unsecured creditors, may request further information in respect of the Administrators' remuneration and expenses. This must be sent in writing to the Administrators within 21 days of receipt of this progress report.

Furthermore, any secured creditor, or unsecured creditor with at least 10% in value of the total unsecured creditors, is entitled to challenge the remuneration and expenses. Any challenge must be brought within eight weeks of receipt of this progress report.

ENDING THE ADMINISTRATION

As there are insufficient funds to declare a dividend to preferential or unsecured creditors and no further assets to realise, the Administration is now complete and my files will be closed. As agreed by creditors in the Joint Administrators' Proposals, a notice has been sent to the Registrar of Companies today to move the Company from Administration to dissolution. The Company will be dissolved three months from the registration of the notice, a copy of which is attached at **Appendix IV**.

The Joint Administrators will be discharged from liability in respect of any act of theirs immediately after they cease to be Administrators of the Company.

FURTHER INFORMATION

Information about our complaints procedure, Professional Indemnity insurance and the Provision of Services Regulations, can be found at www.bm-advisory.com/about/legals-compliance/. Should you require any further information, please do not hesitate to contact Suzi Andrews on 01293 453648 or email suzi.andrews@bm-advisory.com.

Yours faithfully

**For and on behalf of
Just Motor Care Limited**


Richard Keley
Joint Administrator

Just Motor Care Limited – In Administration

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"), and the Joint Administrators ("Administrators") of Just Motor Care Limited ("the Company"), made 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 Administrators' duty pursuant to Paragraph 49 of Schedule B1 of the Act and Rule 2.33 of the Rules.

Proposals

Pursuant to Paragraph 49 of Schedule B1 of the Act, in order to achieve the objective of the Administration as set out in section 3 above, I formally propose to creditors that:

- (a) The Joint Administrators continue to manage the business, affairs and property of the Company in order to achieve the purpose of the Administration such that:
 - (i) they realise plant and machinery of the Company;
 - (ii) they realise the Company's interest in its subsidiary and associate companies;
 - (iii) they manage the leases under the licence to occupy;
 - (iv) they manage the leases in relation to the two sites sub-let to JMCMC and M&D;
 - (v) they manage the franchise agreement with M&D;
 - (vi) they seek to realise debtors and any cash balances of the Company;
 - (vii) they review and realise any potential tax refunds (such as corporation tax, VAT, council tax etc.) due to the Company;
 - (viii) they review any potential rate refunds;
 - (ix) they assist ex-employees submit their online claims to the Redundancy Payments Service;
 - (x) they deal with all administrative matters of the Company;
 - (xi) they dispose of the Company's ownership of such assets at such time(s) on such terms as they consider expedient;
 - (xii) 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;
 - (xiii) in addition, they do all such things and generally exercise all their powers as Administrators as they in their discretion 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) The Administration shall continue (subject to the statutory provisions relating to automatic termination) until the realisable assets of the Company have been realised (whilst economically viable to do so) and all liabilities incurred during the Administration have been discharged, or until such a time as deemed appropriate by the Administrators. Depending on the prevailing circumstances at the time, the Administration of the Company may end by:
 - (i) filing notice of dissolution with the Registrar of Companies (if appropriate). The Company will then be automatically dissolved three months after the notice is registered; or
 - (ii) the Administration will end by placing the Company into Creditors' Voluntary Liquidation if a dividend is available for distribution to creditors; or
 - (iii) the Joint Administrators may propose to seek an extension of their appointment as Administrators from the creditors and/or the Court pursuant to paragraph 76 of Schedule B1 to the Act (if appropriate); or
 - (iv) the Administration could end by the presentation of a winding up petition to the Court for the compulsory liquidation of the Company (if appropriate); or
 - (v) the Administration could end by making an application to Court for an order that the Administration ceases (if appropriate).
- (c) In the event that the 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, at their discretion, deem appropriate. In either circumstance, it is proposed that the Joint Administrators would take the appointment as Joint Liquidators of the Company and that they will act jointly and severally in their duties. In relation to moving into Creditors' Voluntary Liquidation, and in accordance with paragraph 83(7) and rule 2.117 (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 those proposals are approved.

- (d) They be at liberty to incur and pay such costs and expenses, including professional fees, as considered to be incidental to the achievement of the purpose of the Administration or for the purposes set out herein or to the Joint Administrators' statutory duties.
- (e) The Administrators propose to be remunerated by reference to time properly spent both for their services as Administrators and also for their staff in attending to matters as set out in their fee estimate. The Administrators' remuneration will be deemed approved should no creditors meeting be held. Should a meeting be held the Administrators' remuneration will be agreed by the Creditors' Committee or in the event that no Committee is formed by creditors at the first meeting of creditors, by way of resolution for the acceptance of these proposals.
- (f) They be at liberty to recharge category 2 disbursements as detailed in the circulated Creditors guide to Administrators' fees.
- (g) They be at liberty to pay costs and remuneration in relation to proposals (e) and (f) above when funds become available.
- (h) They will 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 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 Administrators.
- (i) The Joint Administrators be discharged from liability in respect of any act of theirs immediately after they cease to be Administrators of the Company.

Just Motor Care Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £		From 16/07/2017 To 14/12/2017 £	From 16/01/2017 To 14/12/2017 £
	SECURED ASSETS		
4,999.00	Goodwill	NIL	4,999.00
100.00	Investments	2,000.00	3,000.00
		2,000.00	7,999.00
	COSTS OF REALISATION		
	Joint Administrators' Fees	3,000.00	3,000.00
		(3,000.00)	(3,000.00)
	SECURED CREDITORS		
(41,000.00)	HSBC Bank plc	4,999.00	4,999.00
		(4,999.00)	(4,999.00)
	ASSET REALISATIONS		
60,000.00	Plant & Machinery	NIL	64,250.00
1,500.00	Motor Vehicles	NIL	1,500.00
1.00	Stock	NIL	1.00
NIL	Fixtures, Fittings and Equipment	NIL	NIL
5,880.00	Book Debts	3,300.85	9,254.25
	Bank Interest Gross	20.41	28.64
	Funds held by Solicitors	NIL	148.00
		3,321.26	75,181.89
	COST OF REALISATIONS		
	Joint Administrators' fees	16,801.04	16,801.04
	Joint Administrators' disbursements	1,110.69	1,110.69
	Pre-appointment Costs	NIL	35,000.00
	Pre-appointment Expenses	NIL	50.00
	Pre-appointment agents fees	7,500.00	7,500.00
	Pre-appointment agents disbursement	110.80	110.80
	Agents fees	850.00	850.00
	Pre-appointment legal fees	NIL	7,500.00
	Pre-appointment legal disbursements	NIL	100.00
	Legal fees	3,787.50	3,787.50
	Legal disbursements	50.00	50.00
	Pension advice	400.00	400.00
	Debt collection fee to MSL	925.43	925.43
	Insurance of Assets	NIL	996.43
		(31,535.46)	(75,181.89)
	PREFERENTIAL CREDITORS		
(13,728.09)	Employee Arrears/Hol Pay	NIL	NIL
		NIL	NIL
	FLOATING CHARGE CREDITORS		
(65,000.00)	Floating Charge Creditor	NIL	NIL
		NIL	NIL
	UNSECURED CREDITORS		
(83,650.21)	Trade & Expense Creditors	NIL	NIL
(89,554.62)	Employees	NIL	NIL
(22,775.77)	Directors	NIL	NIL

Just Motor Care Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £		From 16/07/2017 To 14/12/2017 £	From 16/01/2017 To 14/12/2017 £
(91,553.91)	Rent & Service Charge Arrears	NIL	NIL
(125,022.98)	HM Revenue & Customs	NIL	NIL
(130,900.00)	Shareholder Loan	NIL	NIL
		NIL	NIL
	DISTRIBUTIONS		
(61,000.00)	Preference Shareholders	NIL	NIL
(831,373.00)	Ordinary Shareholders	NIL	NIL
		NIL	NIL
(1,483,078.58)		(34,213.20)	(0.00)
	REPRESENTED BY		
			NIL

JUST MOTOR CARE LIMITED - IN ADMINISTRATION

Summary of work undertaken during the period 16 July 2017 to 14 December 2017

BM Advisory.

Task	ORIGINAL ESTIMATE			REPORTING PERIOD		
	Estimated hours hrs	Estimated cost £	Average charge out rate £			
Administration and planning	34.90	9,533.50	273.17	26.30	5,214.00	198.25
Statutory compliance	58.80	14,910.00	253.57	32.70	8,736.00	267.16
Investigations	14.60	3,449.50	236.27	-	-	-
Asset realisations	19.40	4,819.50	248.43	19.40	6,032.00	310.93
Creditors	39.40	8,293.00	210.48	8.70	2,448.00	281.38
Case specific matters	18.50	5,265.00	284.59	56.80	16,754.00	294.96
TOTAL	185.60	46,270.50	249.30	143.90	39,184.00	272.30

A summary of the work undertaken in this reporting period is detailed below and was required to be undertaken to deal with the specific circumstances of the case, as well as meet our statutory duties obligations:

ADMINISTRATION AND PLANNING

Strategy & planning - devising an appropriate strategy for dealing with the case and giving instructions to the staff.
 Dealing with all routine correspondence and emails relating to the case.
 Maintaining and managing the office holder's estate bank account.
 Maintaining and managing the office holder's cash book.
 Undertaking regular reconciliations of the office holder's estate bank account.

STATUTORY COMPLIANCE

Deal with statutory obligations in relation to identified company pension schemes
 Obtaining a specific penalty bond.
 Convening and holding meeting of creditors by correspondence.
 Reviewing the adequacy of the specific penalty bond on a regular basis.
 Undertaking periodic reviews of the progress of the case.
 Overseeing and controlling the work done.
 Preparing and filing VAT returns.
 Preparing and filing corporation tax returns.
 Preparing, reviewing and issuing progress reports to creditors and members.
 Filing returns at Companies House and/or Court (as applicable).
 Preparing and filing VAT returns.
 Preparing and filing Corporation Tax returns.
 Seeking closure clearance from HMRC and other relevant parties.
 Preparing, reviewing and issuing final reports to creditors and members.
 Filing final returns at Companies House and/or Court (as applicable).

ASSET REALISATION

Regularly monitoring the suitability and appropriateness of the insurance cover in place and cancelling as and when required.
 Corresponding with MSL in respect of the collection of debtors.
 Liaising with the bank regarding freezing and closure of the account.
 Liaising with agents regarding the realisation of assets.
 Instructing solicitors to assist in the realisation of assets.
 Liaising with the secured creditors over the realisation of the assets subject to a mortgagee or other charge.
 Liaising with third parties with regards to assets that are subject to a retention of title clause, hire or finance agreement.
 Liaising with specialised agents regarding the review potential business rate refunds.

CREDITORS

Liaising with secured creditors regarding details of security and estimated outcome.
 Calculating and paying a dividend to the secured creditor under its fixed charge.
 Dealing with all creditor correspondence, emails and telephone conversations regarding their claims.
 Maintaining up to date creditor information on the case management system.

CASE SPECIFIC MATTERS

Monitoring and managing the leasehold premises licence to occupy

Notes:

- 'Administration and planning' represents the work involved in the routine administrative functions of the case. It does not give direct financial benefit to the creditors, but has to be undertaken to meet requirements and obligations under the insolvency legislation and the Statements of Insolvency Practice.
- 'Statutory Compliance' represents the work involved in the statutory functions of the case, together with the necessary control and supervision by senior staff. It does not give direct financial benefit to the creditors, but has to be undertaken to meet requirements and obligations under the insolvency legislation and the Statements of Insolvency Practice.
- 'Asset realisations' represents the work required to be undertaken to realise the known assets in the case, for the estimated realisable values provided to creditors.
- 'Creditors' represents the work required to deal with the various creditors of the Company. Former employees claims must be processed appropriately by the Redundancy Payments Office, which involves dealing with all queries to facilitate the processing. The claims of trade and expense creditors need to be maintained and recorded, together with the amounts of the claims to ensure notices and reports can be issued. All queries and correspondence will be dealt with as part of our statutory obligations. In order to pay a dividend, all creditor claims must be adjudicated and agreed, which may involve additional work if further supporting information is required.
- 'Case specific matters' represents work required to oversee the practical application of the licence to occupy the 11 leasehold premises to ensure rent is collected from the purchaser (MSL) and paid to the respective landlords. This work is required as the sale of the business and assets, and the resultant realisation of sale consideration, could not have been achieved unless MSL was granted a licence.

BM ADVISORY

STATEMENT OF POLICY ON FEES IN INSOLVENCY PROCEEDINGS

Introduction

This statement has been prepared in accordance with guidelines set out in Statement of Insolvency Practice 9 issued by the Association of Business Recovery Professionals (R3).

The following information applies to all appointments of partners, directors, consultants or staff of BM Advisory, to act as any of the following:-

Liquidator, Receiver, Administrator or Administrative Receiver of a Limited Company or Limited Liability Partnership
Trustee in Bankruptcy
Supervisor of an Individual, Company or Partnership Voluntary Arrangement
Administrator under the Insolvent Estates Order

When acting as Nominee, the provisions of the Insolvency Act 1986 ("the Act") require that the amount of the fees payable to the Office Holder be specified within the Debtor's proposals. Such fees will nevertheless be fixed to take account of the Office Holder's expected time costs arising as referred to below.

Policy on fees

In accordance with the Act, the Office Holder may seek approval of their remuneration either on a fixed fee basis, on a percentage basis or on a time costs basis. When an Office Holder's fees are charged by reference to time costs, they will be charged at the firm's usual rates applicable at the time the work is carried out. Rates may be varied from time to time, at the sole discretion of BM Advisory, and such changes will be notified in retrospect with each report to Creditors. It is the policy of BM Advisory to use as junior grade of staff as compatible with the efficient conduct of the matter in order to ensure costs are kept to a minimum. Time is recorded in 6 minute units with supporting narrative to explain the work undertaken.

As at 1st March 2014 the rates applicable are:

Grade	£
Partner 1	430
Partner 2	380
Associate Director	360
Senior Manager	340
Manager	310
Assistant Manager	285
Senior Administrator	240
Administrator 1	185
Administrator 2	155
Junior Administrator	125
Cashier	115
Support staff	85

Rates vary between individuals, reflecting experience and qualification. For certain more complex tasks, BM Advisory may seek to apply a higher rate in respect of work undertaken, but subject to prior authorisation in accordance with the Act.

Further information on the manner in which an Office Holder's fees may be fixed, can be found in the guidance notes on our website: www.bm-advisory.com/resources/.

Disbursements

Disbursements are categorised as either Category 1 or Category 2.

Category 1 expenses are directly referable to an invoice from a third party, which is either in the name of the case or BM Advisory; in the case of the latter, the invoice makes reference to, and therefore can be directly attributed to, the case. These disbursements are recoverable in full from the case without the prior approval of creditors either by a direct payment from the case or, where BM Advisory has made payment on behalf of the case, by a recharge of the amount invoiced by the third party. Examples of category 1 disbursements are statutory advertising, external meeting room hire, external storage and specific bond insurance.

Category 2 expenses are incurred by BM Advisory and recharged to the case; they are not attributed to the case by a third party invoice and/or they may include a profit element. These disbursements are recoverable in full from the case, subject to the basis of the disbursement charge being approved by creditors in advance. Examples of Category 2 disbursements are photocopying, internal room hire and internal storage.

It is proposed that the following Category 2 disbursements are recovered:

Meeting room hire	Up to £200
Postage	£0.51 - £2.25
Mileage (per mile)	£0.45
Photocopies (per sheet)	£0.15
Storage (per box per month)	£0.35

The costs recharged are based upon the actual cost of the materials used or the costs which would have been incurred if that service had been sourced externally.

AM23

Notice of move from administration to dissolution



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1	Company details	
Company number	0 3 0 5 5 9 1 8	→ Filling in this form Please complete in typescript or in bold black capitals.
Company name in full	Just Motor Care Limited	
2	Court details	
Court name	High Court of Justice	
Court number	3 5 1 2 0 1 7	
3	Administrator's name	
Full forename(s)	Richard	
Surname	Keley	
4	Administrator's address	
Building name/number	Arundel House	
Street	1 Amberley Court	
Post town	Whitworth Road	
County/Region	Crawley	
Postcode	R H 1 1 7 X L	
Country		

AM23

Notice of move from administration to dissolution

5	Administrator's name ^①	
Full forename(s)	Andrew	① Other administrator Use this section to tell us about another administrator.
Surname	Pear	
6	Administrator's address ^②	
Building name/number	Arundel House	② Other administrator Use this section to tell us about another administrator.
Street	1 Amberley Court	
Post town	Whitworth Road	
County/Region	Crawley	
Postcode	R H 1 1 7 X L	
Country		
7	Final progress report	
<input checked="" type="checkbox"/> I have attached a copy of the final progress report		
8	Sign and date	
Administrator's signature	Signature X <i>A. Kelly</i> X	
Signature date	d 1 4 m 1 2 y 2 0 1 7	

AM23

Notice of move from administration to dissolution

Presenter information

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

Contact name Richard Keley

Company name BM Advisory

Address Arundel House

1 Amberley Court

Post town Whitworth Road

County/Region Crawley

Postcode R H 1 1 7 X L

Country

DX

Telephone 01293 410333 / 01293 428530

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.

Important information

All information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse