

2.17B

The Insolvency Act 1986

Statement of administrator's proposals

Name of Company YACHTS AND YACHTING ONLINE LIMITED	Company number 03878407
In the High Court of Justice, Chancery Division, Birmingham District Registry (full name of court)	Court case number 8024 of 2012

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

I/We (a)
Adrian Stewart Duncan
Jackal Advisory Limited
Level 19, Portland House
Bressenden Place
London
SW1E 5RS

*Delete as
applicable

attach a copy of *my/our proposals in respect of the administration of the above company

A copy of these proposals was sent to all known creditors on

(b) 20 January 2012

Signed



~~Joint~~ Administrator(s)

Dated

26 January 2012

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 researchers of the

Linda Fitzpatrick
Jackal Advisory
Level 19, Portland House
Bressenden Place
London
SW1E 5RS

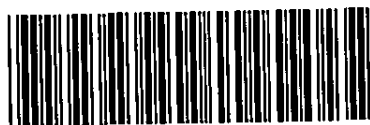
Tel 0208 282 6008

DX Number

DX Exchange

p

SATURDAY



A36

A11IKV42

28/01/2012

#153

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

JackalAdvisory

To All Known Members and Creditors

Our Ref YYO124/AD/LF
Date 20 January 2012
Email lfitzpatrick@jackaladvisory.co.uk
Tel +44 (0) 208 282 6008

Dear Sir or Madam

YACHTS AND YACHTING ONLINE LIMITED – IN ADMINISTRATION ("the Company")
Registered Number 3878407

Please find enclosed a copy of the Administrator's report and proposals in respect of the above named Company

Yours faithfully
For and on behalf of
Yachts and Yachting Online Limited



Adrian Duncan
Administrator



7100 20/01/2012 #102
COMPANIES HOUSE

Adrian Duncan was appointed Administrator of Yachts and Yachting Online Limited on 17 January 2012. The affairs, business and property of the Company are managed by the Administrator. The Administrator acts as agent of the Company and contracts without personal liability.

All licensed Insolvency Practitioners of Jackal Advisory are licensed to in the UK to act as Insolvency Practitioners.

Company name – Jackal Advisory Ltd
Company no - 5748123
VAT no - 899013587

London Office
Level 19, Portland House
Bressenden Place, London, SW1E 5RS
Tel: +44 208 282 6008
Fax: +44 845 299 1021

**YACHTS AND YACHTING ONLINE LIMITED – IN ADMINISTRATION (“the Company”)
Registered Number 3878407**

**ADMINISTRATOR’S STATEMENT OF PROPOSALS PURSUANT TO PARAGRAPH 49
OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986 (AS AMENDED)**

20 January 2012

Adrian Duncan
Administrator of the Company – In Administration
Jackal Advisory Limited
Level 19, Portland House
Bressenden Place
London
SW1E 5RS

Adrian Duncan was appointed Administrator of Yachts and Yachting Online Limited on 17 January 2012. The affairs, business and property of the Company are managed by the Administrator. The Administrator acts as agent of the Company and contracts without personal liability.

Disclaimer Notice

- This Statement of Proposals (“Proposal” or “Proposals”) has been prepared by Adrian Duncan, the Administrator of Yachts and Yachting Online Limited, solely to comply with his statutory duty under Paragraph 49, Schedule B1 of the Insolvency Act 1986 (as amended) to lay before creditors a statement of his proposals for achieving the purpose of the Administration and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.
- This Proposal has not been prepared in contemplation of it being used, and is not suitable to be used, to inform any investment decision in relation to the debt of or any financial interest in the Company listed above.
- Any estimated outcomes for creditors included in this Proposal are illustrative only and cannot be relied upon as guidance as to the actual outcomes for creditors.
- Any person that chooses to rely on this Proposal for any purpose or in any context other than under Paragraph 49, Schedule B1 of the Insolvency Act 1986 (as amended) does so at their own risk. To the fullest extent permitted by law, the Administrator does not assume any responsibility and will not accept any liability in respect of this Proposal.
- The Administrator acts as agent for Yachts and Yachting Online Limited and contracts without personal liability. The appointment of the Administrator is personal to him and, to the fullest extent permitted by law, Jackal Advisory Limited does not assume any responsibility and will not accept any liability to any person in respect of this Proposal or the conduct of the Administration.
- All licensed Insolvency Practitioners of Jackal Advisory are licensed in the UK to act as Insolvency Practitioners.

CONTENTS	PAGE
1 BACKGROUND	5
2 THE CIRCUMSTANCES GIVING RISE TO THE APPOINTMENT OF THE ADMINISTRATOR	7
3 THE MANNER IN WHICH THE AFFAIRS OF THE COMPANY HAS BEEN MANAGED AND FINANCED AND WILL CONTINUE TO BE MANAGED AND FINANCED IF THE ADMINISTRATOR'S PROPOSALS ARE APPROVED	9
4 STATEMENT OF INSOLVENCY PRACTICE 16 REPORT	12
5 ADMINISTRATOR'S RECEIPTS AND PAYMENTS ACCOUNT	15
6 DIRECTORS STATEMENT OF AFFAIRS	15
7 PRE-ADMINISTRATION COSTS	17
8 ADMINISTRATOR'S REMUNERATION AND EXPENSES	18
9 OTHER MATTERS AND INFORMATION TO ASSIST CREDITORS	20
10 STATEMENT OF PROPOSALS PURSUANT TO PARAGRAPH 49 OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986 (AS AMENDED)	22

Appendices

1	Statutory Information
2	Administrator's Receipts and Payments account as at 18 January 2012
3	Directors Statement of Affairs
4	Administrator's time costs for the period 17 January 2012 to 19 January 2012
5	Pre appointment time costs
6	Proof of Debt – Form 4 25
7	Form 2 20B (Notice of Meeting)
8	Proxy Form – 8 2
9	Summary of Jackal Advisory Charge out rates 2011/12

ABBREVIATIONS

For the purposes of this report the following abbreviations shall be used

"the Act"	Insolvency Act 1986 (as amended)
"the Rules"	Insolvency Rules 1986 and the Insolvency (Amendment) Rules 2010
"the Administrator"	Adrian Duncan
"Jackal Advisory"	Jackal Advisory Limited
"the Company" or "YYOL"	Yachts and Yachting Online Limited
"the Bank" or "HSBC"	HSBC Bank plc
"the Court"	The High Court of Justice, Chancery Division, Companies Court
"SPA"	Sale and Purchase Agreement
"Shoosmiths"	Shoosmiths (Legal advisor to Administrator)
"Group"	Machinery Market Limited, MM Publishing Limited, Yachting Press Limited and Yachts and Yachting Online Limited
"m"	Million
"RoT"	Retention of Title
"M&A"	Merger and Acquisition
"Purchaser" or "MM Media"	MM Media Limited
"QFCH"	Qualifying Floating Charge Holder
"SIP13 (E&W)"	Statement of Insolvency Practice 13 (England and Wales)
"AR"	Accounts Receivable
"PE"	Private Equity
"UK"	United Kingdom
"HP"	Hire Purchase
"WIP"	Work in Progress
"FRS 17"	Financial Reporting Standard 17
"Trustees"	Pan Independent Trustees Ltd, the trustee of the Machinery Market Staff Pension Fund
"Scheme"	Machinery Market Staff Pension Fund
"Directors"	Mr Jan Bjorck, Mr Colin Granger, and Mr David Wiggins

YACHTS AND YACHTING ONLINE LIMITED – IN ADMINISTRATION (“the Company”)
Registered Number 3878407

1. BACKGROUND

1.1 Introduction

I confirm that I, Adrian Duncan of Jackal Advisory Limited, was appointed as Administrator of Yachts and Yachting Online Limited on 17 January 2012 by the directors of the Company and that the notice of appointment has been approved and sealed by The High Court of Justice on that date

This report is presented by the Administrator in accordance with Paragraph 49 of Schedule B1 of the Insolvency Act 1986 (as amended), which require Administrators to provide creditors with details of their proposals to achieve the purpose of the Administration

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

- Background of the Company, and
- The circumstances giving rise to the appointment of the Administrator

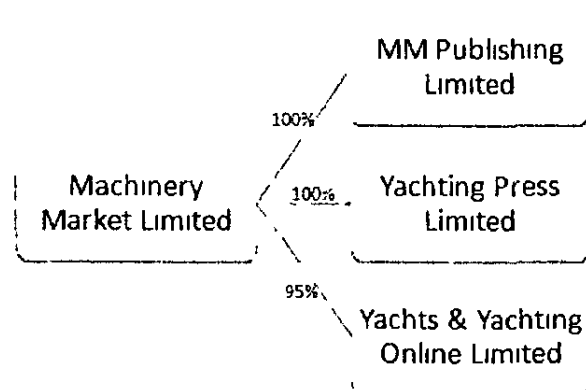
A meeting of creditors will be convened to approve the Administrator's proposals detailed in this report

1.2 Background

The Company was incorporated on 12 November 1999. The principal activity of the Company was the preparation of digital and online periodicals for publication within the sailing industry

1.3 Group Structure

The Company part of a group and is 95% owned by Machinery Market Limited. The schedule of shareholders at appendix 1 confirms that the Company has £100 of share capital all of which is allotted, issued and fully paid up. A summary of the group structure is outlined as follows



1.4 Overview of Financial Information

Extracts from unaudited financial statements for the Company for years ended 31 December 2008, 31 December 2009 and 31 December 2010 are summarised in the table below

Please note that the Administrator has not verified this information

PROFIT & LOSS SUMMARIES

	Unaudited Financial Statements for year ended 31/12/2010 £	Unaudited Financial Statements for year ended 31/12/2009 £	Unaudited Financial Statements for year ended 31/12/2008 £
Turnover	83,678	111,538	105,544
Cost of Sales	774	-	-
Gross Profit / (Loss)	82,904	111,538	105,544
Administrative expenses	83,147	112,972	106,026
Operating (Loss)	(243)	(1,434)	(482)
Other income	-	-	161
Profit / (Loss) on ordinary activities before tax	(243)	(1,434)	(321)
Tax	-	-	-
Profit / (Loss) on ordinary activities	(243)	(1,434)	(321)

BALANCE SHEET SUMMARIES

	Unaudited Financial Statements for year ended 31/12/2010 £	Unaudited Financial Statements for year ended 31/12/2009 £	Unaudited Financial Statements for year ended 31/12/2008 £
Fixed Assets			
Tangible assets	4	4	4
Current Assets			
Debtors	21,469	26,584	20,154
Cash at bank	953	9,472	-
	22,422	36,056	20,154
Creditors (falling due within one year)	21,662	35,053	17,717
Net Current Assets	760	1,003	2,437
Total Assets Less Liabilities	764	1,007	2,441
Capital and Reserves			
Called up share capital	100	100	100
Profit and loss account	664	907	2,341
Shareholders Funds	764	1,007	2,441

1.5 Management and Employees

The business of the Company is managed on a day to day basis by the directors. At the date of appointment, there were no staff directly employed by the Company. All staff were employed by Machinery Market Limited and recharged through inter company loan accounts.

2. THE CIRCUMSTANCES GIVING RISE TO THE APPOINTMENT OF THE ADMINISTRATOR

2.1 Events prior to the Administration

By way of background, the Company is a subsidiary member of a Group with a long trading history. Consequently, the Company is and has been heavily reliant upon its parent company for use of trading premises, staff and general financial support.

The employer company, Machinery Market, was placed in administration on 17 January 2012 due to its insolvency and entered into a contract for the sale of all its business, assets and undertakings on that date as part of a pre-packaged administration.

Based upon our preliminary review of the Company's financial statements, it is clear that the company is insolvent due to its sustained trading losses and marginal balance sheet position. Further, the Company is no longer able to rely upon the support of the parent company which is itself insolvent and in administration.

Consideration was given to the viability of the underlying business as a going concern and initial enquiries were made about the potential marketability and saleability of the business as a going concern, in the context of it being a subsidiary of the overall Group.

Specifically, it was apparent that the Company could not be treated in isolation to the other Group companies and that it was, in effect, subservient to the position of the holding company. Accordingly, the considerations relating to the marketability and saleability of the Company's business and undertakings were always viewed in the context of the Group as a whole and any valuations and assessments of the value and marketability of the assets of the Company were made by reviewing and assessing the applicability of the professional and independent reports received for the Group in its entirety and relevant values extracted and/or prorated, at the discretion of the administrator (who is acting over all Group entities).

In this context, the directors of the parent company, Machinery Marketing, had expressed an interest in acquiring all of the business assets and undertakings of the Group, if they were to be offered for sale in any future insolvency proceedings. Consideration was given to publicly marketing the business for sale, however, this approach was considered unacceptable as the publicity, rumours and innuendo would rapidly spread throughout the small and highly specialised industry leading to the immediate destruction of any value in the business.

Professional firms were engaged on behalf of the Group to prepare independent reports about the value of the Group's assets, including goodwill. Rice Associates, Chartered Accountants were engaged to prepare a valuation of the business assets and undertakings of the Group (including goodwill). This independent valuation concluded that the business (of the Group as a whole) has no value on the open market and a nominal potential value to a connected party of between zero to £10,000. A separate chattel asset carried out by SIA Group Limited valued the office furniture and equipment at between £600 and £1,650.

To be clear, business marketing activities have not been undertaken in this matter because

- 1 The independent valuations concluded that the Company's business, undertakings and goodwill have no value other than to the connected parties (and even then, only a nominal value)
- 2 The current management team controls the business relationships and its customers, simply by virtue of the nature of the business
- 3 Publicly marketing the business for sale will severely and irretrievably damage the business which will result in the loss of any potential sale to connected parties, and the loss of business and jobs

The option of trading whilst in administration was considered but was discounted as a viable option because the Company has no independent means of funding its trading operations without the support of the parent company

Taking all the aforementioned factors and valuations into consideration, it was concluded that a pre-pack administration was the best possible option for protecting the goodwill of the Group. As a consequence of this conclusion, the business of this Company was sold under a pre-pack administration sale of all the Group assets

Subsequently, a consortium of the existing Group directors (as representatives of a new company, MM Media Limited) offered to purchase all of the businesses of Machinery Market, Yachts and Yachting Online and MM Publishing, respectively, on a going concern basis for the total sum of £10,000 (ten thousand pounds). The administrator has exercised his discretion in applying the sum of £1,000 of consideration for the purchase of this Company's assets

The offer was considered and we sought independent legal advice from Shoosmiths, following which it was accepted. Shoosmiths were then instructed to draw up a sale contract for the transfer of the business to MM Media in preparation for the pre-pack administration. The pre-pack administration, in this format, is considered to deliver a better outcome for the Company's creditors than would be likely if the Group was wound up without first being in Administration

2.2 Details of the Appointment of the Administrator

Adrian Duncan of Jackal Advisory Limited was appointed Administrator of the Company by the Directors of Yachts and Yachting Online Limited on 17 January 2012, following the filing of a Notice of Appointment of Administrator by the Directors in the High Court of Justice, Chancery Division, Companies Court (case number 8024 of 2012)

For the purposes of Paragraph 100(2) of Schedule B1 of the Act the Administrator confirms that he is authorised to carry out all functions, duties and powers under the Act

2.3 Purpose of the Administration

An Administration under The Enterprise Act 2002 has three statutory purposes, one or all of which are required to be achieved by the Administration. The three statutory purposes are

- 1 To rescue the Company as a going concern (to rescue the Company as an entity as opposed to rescuing the business undertaken by the Company)
- 2 If the first purpose cannot be achieved, then the Administration must have the objective of achieving a better result for the Company's creditors as a whole, than

would be likely to be obtained through an immediate liquidation of the Company. The Administration would normally envisage a sale of the business and assets as a going concern (or more orderly sales process than in liquidation).

3. If neither of the first two parts of the statutory purpose are reasonably practical, the Administrator must perform his functions with the objective of realising property in order to make a distribution to secured and/or preferential creditors as applicable.

It is not considered possible to rescue the Company as an entity, because there is insufficient value in the Company's balance sheet to facilitate a feasible plan to restructure the Company's debts whilst continuing to operate the business.

It is not considered viable to trade the business of the Company under administration because of the risk of the immediate loss of advertising revenue and key staff members, as a direct result of the administration - leading to the immediate destruction of goodwill and value in the business. In addition, the Company has lost the financial and operational support of the parent company.

Accordingly, the purpose of the Administration is to achieve a better result for creditors than was likely to be achieved through an immediate liquidation of the Company. The purpose of the Administration will be achieved through a sale of the business and assets of the Group, excluding Yachting Press. The sale agreement is detailed in Section 3.2 of this report. This approach allowed for the preservation of goodwill and work in progress of the Group in order to give a more favourable outcome for creditors.

2.4 Electronic Communication with Creditors

In an effort to reduce the costs of the Administration, all communication with creditors, including updates and progress reports will be available in electronic format for any creditors notifying the Administrator that this is their preferred method for future communication.

For this purpose, creditors must supply the Administrator with a valid email address to which all future reports will be circulated. Creditors may register for electronic delivery by registering their details at info@jackaladvisory.co.uk stating the name of the creditor, value of claim and the Administrator's reference YYO124. Creditors should note that electronic reports will be issued in PDF format only.

3. THE MANNER IN WHICH THE AFFAIRS OF THE COMPANY HAVE BEEN MANAGED AND FINANCED AND WILL CONTINUE TO BE MANAGED AND FINANCED IF THE ADMINISTRATOR'S PROPOSALS ARE APPROVED

3.1 Introduction

In considering the acceptance of the appointment as Administrator and the proposed strategy to identify potential buyers of the business, the Administrator needed to be satisfied that a sale of the business could not be better achieved elsewhere.

In the weeks prior to appointment Adrian Duncan undertook an evaluation of the business and assets of the Group. An independent appraisal of the Goodwill of the business was carried out by Rice Associates Limited ("Rice Associates") and the Group's chattel assets were valued by SIA Group Limited ("SIA").

Rice Associates concluded that it is unlikely that the Group would be a valuable target for an outside buyer as the goodwill is strongly associated with its current directors. In valuing the

business, Rice Associates considered that the directors should be able to generate annual turnover of circa £1m on an ongoing basis and taking into consideration the key operating costs of the group, have estimated the value of Goodwill of the Group to be between £0 and £10,000

SIA completed a desk based valuation of the Group's chattel assets from a schedule of assets and associated photographs to illustrate age and condition. Their findings are summarised below

Asset	Going Concern £	Forced Sale £
Office Equipment	620 00	150 00
Computer Equipment	1,030 00	450 00
Motor Vehicles	0 00	0 00
Total	1,650.00	600.00

The Group operates from a freehold property at 6 Blyth Road, Bromley, Kent BR1 3RX held in the name of Machinery Market Limited. The property is excluded from the sale of business and assets detailed at 3.2 below

3.2 Sale of the Business

As previously outlined, the Administrator has concluded from his pre appointment enquiries, valuations and investigation, that the business, assets and undertakings of the Group have minimal appeal to third party buyers in an open market situation, primarily because the goodwill and intellectual value of the business appears to be heavily centred on and vested in the Group's current directors. An independent review and valuation was carried out by Rice Associates and this indicates that the value of the business, assets and undertakings of the Group, inclusive of goodwill, is negligible.

A consortium of the current Directors has expressed an interest in continuing in the business. As a result, a sale of the business and assets was negotiated with MM Media, a company with common directors to that of the Machinery Market Group.

The detailed terms of the sale and purchase agreement are confidential but the Administrator can confirm that MM Media paid £10,000 for the goodwill and assets of Machinery Market, Yachts and Yachting Online and MM Publishing. A summary is set out in the table below. The purchase consideration has been apportioned across each respective vendor company in accordance with the SPA and at the discretion of the Administrator by reference to, among other factors, the turnover of each vendor company and the nominal values that have been attributed to intellectual property of each company respectively.

Asset	Machinery Market £	Yachts & Yachting Online £	MM Publishing £	Total £
Goodwill	333 34	333 33	333 33	1,000 00
Office Equipment & Machinery	7,333 34	333 33	333 33	8 000 00
Stock	1 00	Nil	Nil	1 00
Customer Contracts and Work in Progress	Nil	Nil	1 00	1 00
Intellectual Property and web site	166 00	166 00	166 00	498 00
Business Information	166 67	166 67	166 66	500 00
	£ 8,000.35	£ 999.33	£ 1,000.32	£ 10,000.00

3 3 Assets Excluded from the Sale

Assets excluded from the sale agreed with MM Media are as follows

- 1 All book debts at the date of the appointment of the Administrator,
- 2 Any leasehold or freehold properties of the Sellers not explicitly subject to this Agreement,
- 3 All accepted bills or notes,
- 4 Any cash,
- 5 Any payments received by the Sellers or the Administrator in respect of the Customer Contracts prior to close of business on the Transfer Date,
- 6 Any goods which have left the Premises in the course of delivery to customers at the Transfer Date,
- 7 Any goods which have been paid for by any of the Sellers' customers but which have not left the Premises,
- 8 Stock subject to Retention of Title,
- 9 The benefit of any deposits paid by the Sellers and deposits paid to the Sellers,
- 10 The benefit of all policies of assurance, insurance, indemnity, and as to credit risk,
- 11 Any assets outside the United Kingdom,
- 12 All Company's Records,
- 13 All Administrator's Records,
- 14 Any interest of the Sellers in any pension fund scheme or arrangement,
- 15 Any interest in shares or securities in any body corporate,
- 16 The benefit of any claim made or to be made by the Sellers or the Administrator for repayment of any tax or tax allowance or VAT,
- 17 Any actual or potential claim howsoever arising made by or to be made by the Sellers or Administrator,
- 18 Any item in the possession of the Sellers but not in its ownership,
- 19 All assets of the Sellers that are situated on the Premises or elsewhere other than the assets scheduled to the Sale Agreement,
- 20 Any assets of the Sellers that have not been expressly sold to the Buyer pursuant to this Agreement,
- 21 The Third Party Assets,
- 22 The Leased Equipment, and
- 23 The Nissan Qashqai with registration number GY11 MOF

3.4 Post Appointment Strategy

Immediately following the appointment of the Administrator on 17 January 2012, members of the Administrator's staff attended the Company head office in Bromley, Kent to advise employees of the appointment of Adrian Duncan. Staff were briefed with regard to the Administration and informed that a pre-packaged sale of the business of Machinery Market, MM Publishing and Yachts and Yachting Online had been agreed with MM Media Limited on the same day. Staff were also informed that the agreement of sale with MM Media constitutes a sale of the business as a going concern to which TUPE Regulations apply. In accordance with the regulations, the purchaser takes over the contracts of employment for all of the Employees.

Legal advice has been required in relation to the sale of the business. Shoosmiths have provided advice in compiling the sales contract with MM Media. The sale agreement was completed immediately after the Administrator's appointment. As a result there was no disruption to trading.

At the date of the appointment of the Administrator the Company remained in occupation at the freehold premises at 6 Blyth Road, Bromley, Kent. The property was excluded from the sale of business to MM Media. The Administrator has granted a short term licence to the purchaser for 21 days to allow the purchaser to achieve an orderly transfer of the business to new trading premises. The Administrator's staff will continue to liaise with MM Media to progress any issues which may arise.

Under the terms of the sale agreement, MM Media has agreed to assist the Administrator with the realisation of the Group book debts which were outstanding at the date of appointment.

4. STATEMENT OF INSOLVENCY PRACTICE 16 REPORT

4.1 The source of the Administrator's initial introduction

Jackal Advisory was introduced by the Pension Scheme Trustees, Pan Independent Trustees Ltd, 3 Castlefield Court, Church Street, Reigate Surrey, RH2 0AH.

4.2 The extent of the Administrator's involvement prior to appointment

In October 2011, Jackal Advisory was contacted by the Trustees of the Machinery Market Staff Pension Fund and invited to meet with the Directors of the Company in relation to its financial position and solvency. A meeting took place on 2 November 2011 and the Company formally engaged Jackal Advisory to assist it and provide financial advice.

4.3 Any marketing activities conducted by the Company and/or the Administrator.

There have not been any marketing activities undertaken. An independent valuation by Rice Associates Limited in December 2011 concluded that the business has no value other than to the connected parties. The current directors control the business relationships with its customers. Marketing risked damage to the business including a loss of advertisers and therefore revenue, as well as key staff. In turn, this may have resulted in the loss of sale to the connected parties.

4.4 Any valuations obtained of the business or the underlying assets.

Rice Associates Limited, Chartered Accountants valued the business to have no value to unconnected parties and zero to ten thousand pounds to a connected party

SIA Group Limited undertook a valuation of the chattel assets and provided the following valuation

Asset	Going Concern £	Forced Sale £
Office Equipment	620 00	150 00
Computer Equipment	1,030 00	450 00
Motor Vehicles	0 00	0 00
Total	1,650 00	600 00

4.5 The alternative courses of action that were considered by the administrator, with an explanation of possible financial outcomes

The Company faced limited options because of its loss making trading operation and marginal balance sheet position. This was exacerbated by the highly specialised nature of the Company's business and therefore limited opportunities to market the business to third parties, trade the business under administration and/or restructure the business and its debts. In order to safeguard employee jobs and to try and obtain the best return for creditors a pre pack administration was the only viable option available to the Administrator.

4.6 Why it was not appropriate to trade the business, and offer it for sale as a going concern, during the Administration

Refer to section 2.1 Trading the business as a going concern would risk the loss of its advertisers, revenue and key staff. A pre appointment valuation was obtained from Rice Associates, (please see section 2.1 above for full details) based on this valuation a decision was made to sell the business upon appointment to a connected party in order to preserve the value of the Company and assets.

The Company faced limited opportunities to seek re-capitalisation, working capital finance or other sources of funding for its ongoing trading operations. In the absence of a third party purchaser for the business which was not possible for the reasons outlined in section 3 above. There would be an immediate destruction of the Goodwill.

4.7 Details of requests made to potential funders to fund working capital requirements

Refer to section 2.1

4.8 Whether efforts were made to consult with major creditors

Adrian Duncan met with the Trustee, as the major creditor of Machinery Market Limited, the Group holding company, on Friday 13 January 2012. The Administrator and Trustee discussed the current financial position of Machinery Market Limited and the impact on its associated companies. Mr Duncan outlined the terms of the proposed pre packaged administration, including the proposed sale of business and assets to MM Media Limited.

4.9 The date of the transaction

The goodwill and assets of the Company were sold on 17 January 2011. Please refer to 3.2 above for details.

4.10 Details of the assets involved and the nature of the transaction to newco

The sale of the goodwill and assets of Machinery Market Limited, Yachts and Yachting Online Limited and MM Publishing Limited on a going concern basis. The purchaser also undertakes the employment contracts for all employees as well as work in progress, including the fulfilment of pre-paid customer orders – refer to 3.2 above.

4.11 The consideration for the transaction, terms of payment, and any condition of the contract that could materially affect the consideration.

Details of the transaction are set out at 3.2.

4.12 If the sale is part of a wider transaction, a description of the other aspects of the transaction.

The purchase and sale agreement is for the goodwill and assets of 3 connected companies – that of Machinery Market, Yachts and Yachting Online and MM Publishing. The sale and purchase is made under one contract incorporating all three companies, the details of which are set out at 3.2.

4.13 The identity of the purchaser.

The purchaser is MM Media Limited. Please see 3.2 above for more details.

4.14 Any connection between the purchaser and the directors, shareholders or secured creditors of the company

The purchasers are connected parties, as a consortium of the existing directors of the Group under a new company called MM Media Limited, incorporated on 8 November 2011. Details as follows:

Company Secretary	Mr John Hunter	
Directors	Mr Jan Bjorck Mr Colin Granger Mr John Hunter Mr David Wiggins	
Shareholders	Ordinary	Class A
Mr Jan Bjorck	250	1
Mr Colin Granger	250	1
Mr David Higgins	250	1
Mr John Hunter	250	1

- 4.15 The names of any directors, or former directors, of the Company who are involved in the management or ownership of the purchaser, or of any other company into which any of the assets are transferred.**

See 4.14 above

- 4.16 Whether any directors had given guarantees for amounts due from the company to a prior financier, and whether that financier is financing the new business**

The directors have not given guarantees for amounts due from the Company to a prior financier

- 4.17 Any options, buy-back arrangements or similar conditions attached to the contract of sale**

No such options were included in the sale

5 ADMINISTRATOR'S RECEIPTS AND PAYMENTS ACCOUNT

I attach a summary of my receipts and payments relating to the Company for the period from when it entered administration, 17 January 2012, to the date of these proposals, at appendix 2

6 DIRECTORS STATEMENT OF AFFAIRS

6.1 Introduction

A Statement of Affairs was submitted by all the Directors of the Company, as at 17 January 2012 and is attached at Appendix 3

In accordance with the standard format of the Statement of Affairs form, no provision has been made in the Statement of Affairs for the costs of the Administration (including agents, legal and other professional fees)

The Administrator has not carried out any work of the nature of an audit on the information

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

- **Preferential creditors:** We anticipate there will be minimal employee claims with respect to wage arrears or holiday pay. There may be potential unpaid pension contribution claims, however we are yet to receive such correspondence. Any preferential creditors will be paid in priority to the unsecured creditors out of the net realisation.
- **Unsecured creditors:** will rank behind preferential creditors and receive any surplus available from net realisations.
- **Prescribed part:** there are provisions of the insolvency legislation that require an administrator to set aside a percentage of a company's assets for the benefit of the unsecured creditors in cases where the company gave a "floating charge" over its

assets to a lender on or after 15 September 2003. This is known as the "prescribed part of the net property". A company's net property is that left after paying the preferential creditors, but before paying the lender who holds a floating charge. An administrator has to set aside

- 50% of the first £10,000 of the net property, and
- 20% of the remaining net property up to a maximum of £600,000

The prescribed part provision will not apply

Details of all creditors are included with the Directors' Statement of Affairs

6.2 Notes to the Directors' Statement of Affairs

The Statement of Affairs is based on the following

- The net book values have been taken from the Company's management accounts prepared to 17 January 2012
- The estimated to realise values are based on the Directors' understanding of the consideration achieved by the Administrator for the sale of the business and certain assets of the Company on 17 January 2012
- There are related party transactions arising from office management and service charges payable to Machinery Market. The inter-company balance is split in the Statement of Affairs. £155,847 is secured by a debenture in favour of Machinery Market. The balance is shown as an unsecured claim. A corresponding value is noted as an asset in the Statement of Affairs of Machinery Market with an estimated to realise value of Nil
- The figures do not take into account any unsatisfied HP liabilities
- No provision has been made in the Statement of Affairs for the costs of the Administration (including agents, legal and professional fees)

6.3 Preferential Claims

The Administrator anticipates that there will be no employee claims with respect to wage arrears or holiday pay as the Company does not directly employ any staff

6.4 Unsecured Claims

The unsecured creditors listed in the Statement of Affairs as at 17 January 2012 total £23,947.97

6.5 Creditors Meeting

The Administrator has convened a creditors meeting for 7 February 2012 to be held at The Board Room, Portland House, Bressenden Place, London SW1E 5RS and notice of that meeting, on Form 2.20B, is attached at Appendix 7

Telephone conferencing facilities will be made available on request

7. STATEMENT OF PRE-ADMINISTRATION COSTS

Pursuant to Rule 2.33(2)(ka) of the Insolvency (Amendment) Rules 2010

7.1 Introduction

Pre-administration costs are defined as the remuneration charged and expenses incurred by the Administrator (or other person qualified to act as such) before the Company entered into administration but with a view to its doing so

This statement gives a detailed analysis of the pre-administration costs for Yachts and Yachting Online Limited incurred by the Administrator and his staff

7.2 Approval of Costs

Determination of whether and to what extent the unpaid pre-administration costs are approved for payment shall be by resolution of the meeting of creditors to be held, or any creditors committee formed at that meeting

7.3 Analysis of Time Incurred

Classification of work	Partners	Managers and Senior	Admin Staff	Total	Time Cost	Average hourly rate
	Hrs	Hrs	Hrs	Hrs	£	£
Planning for Administration	3 00	0 20	6 20	9 40	2,324 00	247 23
Creditors	0 00	0 00	5 00	5 00	900 00	180 00
Realisation of Assets	0 00	0 00	0 00	0 00	0 00	0 00
Total	3 00	0.20	11 00	14 40	3,224.00	223 89

The time incurred by the Administrator and his staff for the pre-appointment period from 2 November 2011 to 16 January 2012, are summarised in the table above

Planning for Administration includes administrative planning up to the appointment to satisfy statutory requirements. This relates to case set-up, conflict checks and meetings with the directors of the Company prior to the Administration

Total time costs incurred to date total £3,224 00. No fees have been drawn to date. The payment of the Administrator's unpaid pre-appointment fees need to be approved by resolution from the general body of creditors or the creditors committee, if one is formed

7.4 Analysis of Expenses Incurred

There are no pre-administration expenses in this matter

8. ADMINISTRATOR'S REMUNERATION AND EXPENSES

8.1 Introduction

The Administrator's time costs incurred to 19 January 2011 totalled £6,065 50 (excluding VAT)

An analysis of the Administrator's time costs incurred in handling the affairs of the Company are analysed at Appendix 4. The work has been categorised into the following task related headings and sub-categories

- **Administration and Planning:** includes such task as case planning and set-up, appointment notification, statutory reporting, compliance, cashiering, accounting and administrative functions
- **Realisation of Assets.** includes such tasks as identifying and securing assets, dealing with the sale of business, property issues, activities in relation to other fixed assets, stock, debtors, investments and any related legal issues
- **Investigation:** includes such tasks as reporting on the Directors' conduct, investigating antecedent transactions and any other investigations that may be deemed appropriate
- **Trading:** includes tasks such as planning, strategy, managing day one site visits and corresponding with supplier and customers
- **Creditors.** includes 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 the Bank. Also, dealing with trade creditors, dealing with customer creditors, employee issues, and submitting documentation to HM Revenue & Customs
- **Case Specific:** include employee related issues, VAT and corporation tax issues

The range of charge out rates for the separate categories of staff based on our 2011 /12 charge out rates as summarised below

The above bands are specific to the Business Recovery department partners and staff. In certain circumstances the use of specialists from other Jackal Advisory departments such as Corporate Finance or Pensions may be required on the case. These departments may charge rates that fall outside the Business Recovery department bands quoted above. Where such specialists have performed work on the case, average rates may also fall outside the Business Recovery department bands.

All partners and technical staff (including cashiers) assigned to the case recorded their time spent working on the case on a computerised time recording system. Time spent by secretarial staff working on the assignment has not been recorded or recovered. The appropriate staff have been assigned to work on each aspect of the case based on their seniority and experience, having regard to the complexity of the relevant work, financial value of the assets being realised and/or claims agreed.

"A Creditors' Guide to Administrators' Remuneration" is available for download at www.r3.org.uk/media/documents/technical_library/SIPS/SIP%209%20E&W%20INTER.pdf
Please note that there are different versions for cases that commenced before or after 6 April 2010 and in this case you should refer to the post April 2010 version

Should you require a paper copy, please send your request in writing to the Administrator at the address on the front of this report and this will be provided to you free of charge

8.2 Administrator's Expenses

There are no administration expenses in this matter

8.3 Other Professional Costs

For information purposes the following professional fees were incurred by the Group in relation to the Group entities and the pre- pack sale. Whilst these costs remain unpaid at the date of this report none of these are required to be approved for payment by creditors of this company

	Machinery Market	MM Publishing	Yachts & Yachting Online	Total
	£	£	£	£
Preparation and execution of Administration Papers	1,500.00	1,500.00	1,500.00	4,500.00
Sale/Purchase Agreement	6,110.50	-	-	6,110.50
Goodwill Valuation	2,250.00	-	-	2,250.00
Chattel Asset Valuation	270.00	-	-	270.00
Total	£10,130.50	£ 1,500.00	£ 1,500.00	£ 13,130.50

8.4 Creditors' Right to Request Information

Any unsecured creditor with the support of at least 5% in value of the unsecured creditors or, with leave of the Court, may, in writing, request the Administrator to provide additional information regarding remuneration or expenses to that already supplied within this document. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 2.47(1)(fa) and 2.48A of the Rules.

8.5 Creditors' Right to Challenge Remuneration and/or Expenses

Any unsecured creditor with the support of at least 10% in value of the unsecured creditors or, with leave of the Court, may apply to the Court for one or more orders (in accordance with Rule 2.109(4) of the Rules), challenging the amount or basis of remuneration which the Administrator is entitled to charge or otherwise challenging some or all of the expenses incurred. Such applications must be made within 8 weeks of receipt by the applicant(s) of the report detailing the remuneration and/or expenses being complained of, in accordance with Rule 2.109 of the Rules.

9. OTHER MATTERS AND INFORMATION TO ASSIST CREDITORS

9.1 Directors' Conduct

As part of his statutory duties, the Administrator will consider the conduct of the Directors and any person they consider a shadow or de facto director in relation to their management of the affairs of the Company and the causes of failure and will submit a confidential report to the Insolvency Service, a division of the Department for Business, Innovation and Skills

As part of his investigation the Administrator will consider, among other matters, the following

- Statutory compliance issues,
- Misfeasance or breach of duty, and
- Antecedent transactions (including transactions at an under value and preferences)

Creditors who wish to draw any matters to the attention of the Administrator should write to Adrian Duncan at the address on the front of this report

9.2 SIP13 (E&W) – Transactions with Connected Parties

In accordance with the guidance given in SIP13 (E&W), details of the Company's transactions with connected parties during the period of this report and the two years prior to appointment should be provided

Machinery Market charged management services including an apportionment for rent, utilities, staff costs and other overheads to all other Companies within the Group, including MM Publishing. At the date of appointment, the directors estimate the outstanding intercompany charges to be approximately £318,227

The Administrator has not carried out further work in relation to connected party transactions, and therefore has not identified further related transactions at present. However, should any other transactions within the connected parties become evident they will be reported in the Administrator's six monthly progress report

9.3 Exit Routes from Administration

In accordance with the provisions of the Act incorporated by the Enterprise Act 2002, all Administrations will automatically come to an end after one year, unless an extension is granted by the Court or with consent of the creditors

There are several exit routes which are available to the Administrator such as,

- Filing a notice in Court and with the Registrar of Companies confirming that the purpose of the Administration has been sufficiently achieved, or
- 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

In addition, the Administrator could propose to place the Company into Creditors' Voluntary Liquidation, a Compulsory Liquidation or a Company Voluntary Arrangement. Reference will be made in the within this report as to the exit route most suitable to the circumstances of the Administration.

The exit route chosen in relation to the Company will largely depend on the circumstances of the Administration. The business and certain assets have been sold, and therefore the Administrator will endeavour to liquidate the Company as soon as feasibly possible in order to minimise costs and maximise the distribution to creditors.

Based on the Statement of Affairs there is unlikely to be a distribution to unsecured creditors. In this case we will file the necessary documents with the court and proceed to dissolve the Company within three months of ceasing to act as Administrator.

9.4 EC Regulation

As stated in the Administration Order in respect of the Company, Council Regulation (EU) No 1346/2000 applies and these are the main proceedings as defined in Article 3(1) of that Regulation.

9.5 Third Party Assets

Should you believe that you own items that may have been present at the Company's former trading premises at the date of appointment please contact the Administrator as soon as possible.

9.6 Approval of Proposals

I am holding a meeting of creditors to enable creditors to consider and vote on my formal proposals to achieve the objective of the administration of the Company. The meeting will be held on 7 February 2012 at 12.00pm at Portland House, Bressenden Place, London SW1E 5RS, and a formal notice about the meeting is enclosed with these proposals.

I also enclose a proxy form and a proof of debt form for your use at the meeting of creditors. As a creditor you can only vote if you complete and send these forms to us and your claim is admitted. I must receive your completed forms by no later than noon on the business day before the day of the meeting. You are not required to attend the meeting, and non-attendance will not affect your rights against the Company. Creditors whose claims are wholly secured are not entitled to vote, but can attend or be represented at the meeting.

The meeting of creditors will be given the opportunity to appoint a creditors' committee. A committee is made up of between three and five representatives of creditors who will then meet me on a regular basis to discuss the administration of the company. If a committee is appointed then it will be for them to approve my remuneration. If a committee is not appointed then approval of my remuneration will be considered as part of these formal proposals.

10. STATEMENT OF PROPOSALS PURSUANT TO PARAGRAPH 49 OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986 (AS AMENDED)

Yachts and Yachting Online Limited

Court Case No 8024 of 2012

In Administration ("the Company")

The Administrator's proposals are as follows

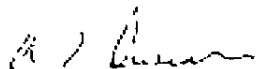
- 1 The Administrator continues to manage the affairs and any remaining assets of the Company and settle all Administration expenses,
- 2 The Administrator continues with his enquiries into the conduct of Directors of the Company and continue to assist any regulatory authorities with their investigation into the affairs of the Company,
- 3 The Administrator be authorised to agree the claims of the preferential and unsecured creditors of the Company unless the Administrator concludes, in his reasonable opinion, that the Company will have no assets available for distribution,
- 4 The Administrator be authorised to distribute funds to preferential creditors as and when claims are agreed and funds permit and, in relation to distributions to unsecured creditors, if the Court gives permission following an appropriate application,
- 5 That, in the event the creditors of the Company so determine, at meetings of creditors, a Creditors Committee be appointed in respect of the Company comprising of not more than five and not less than three creditors of the Company,
6. That, in respect of the Company, the Creditors' Committee, if one is appointed, be asked to agree that the basis of the Administrator's remuneration be fixed by reference to the time properly given by the Administrator and his staff in attending to matters arising in the Administration, calculated at the prevailing standard hourly charge out rates used by Jackal Advisory at the time when the work is performed, plus VAT, and asked to agree the Administrator's expenses,
- 7 That, if a Creditors' Committee is not appointed at a meeting of creditors, the creditors be asked to agree that the basis of the Administrator's remuneration be fixed by reference to the time properly given by the Administrator and his staff in attending to matters arising in the Administration, calculated at the prevailing standard hourly charge out rates used by Jackal Advisory at the time when the work is performed, plus VAT, and asked to agree the Administrator's expenses,
- 8 That, if a Creditors' Committee is not appointed at a meeting of creditors, the creditors shall fix the Administrator's disbursements for mileage to be fixed by reference to mileage properly incurred by the Administrator and his staff in attending to matters arising during the Administration, calculated at the prevailing standard mileage rate used by Jackal Advisory at the time when mileage is incurred (presently up to 40p per mile), plus VAT where applicable
- 9 That, following the realisation of assets and resolution of all matters in the Administration, and as quickly and efficiently as is reasonably practicable, the Administrator implement the most cost effective steps to formally conclude the Administration This may include the distribution of funds to unsecured creditors (provide Court permission is obtained) and then the dissolution of the Company or alternatively, seeking to put the Company into Creditors Voluntary Liquidation ("CVL") or Compulsory Liquidation, depending on which option will result in a better realisation for creditors,
- 10 That, if the Company were to be placed into CVL, the Administrator proposes to be appointed Liquidator and any Creditors' Committee appointed will become the Liquidation Committee pursuant to Rule 4.174 of the Rules and that the basis of the Liquidator's remuneration be fixed by reference to the time given in attending to matters arising in the Liquidation As per Paragraph 83(7) of Schedule B1 of the Act and Rule

2 117A(2)(b) of the Rules, the creditors may nominate a different person to be Liquidator(s) provided the nomination is made before the proposals are approved by creditors. For the purposes of Section 231 of the Act the Liquidator will be authorised to carry out all functions, duties and powers under the Act, and

- 11 In the absence of a Creditors' Committee, the creditors of the Company agree that the Administrator be discharged from liability per Paragraph 98 and 99 of Schedule B1 of the Act immediately upon the Administrator filing his final report to creditors and vacating office

Yours faithfully

For and on behalf Yachts & Yachting Online Ltd



Adrian Duncan
Administrator of the Company – In Administration
Jackal Advisory
Level 19, Portland House
Bressenden Place
London
SW1E 5RS

Adrian Duncan was appointed Administrator of Yachts and Yachting Online Limited on 17 January 2012. The affairs, business and property of the Company are managed by the Administrator. The Administrator acts as agent of the Company and contracts without personal liability.

All licensed Insolvency Practitioners of Jackal Advisory are licensed to in the UK to act as Insolvency Practitioners.

APPENDIX 1

YACHTS AND YACHTING ONLINE LIMITED (IN ADMINISTRATION)

STATUTORY INFORMATION

Company Name	Yachts and Yachting Online Limited
Proceedings	In Administration
Court	The High Court of Justice, Chancery Division, Birmingham Registry
Court Reference	8024 of 2012
Date of Appointment	17 January 2012
Administrator	Adrian Duncan Jackal Advisory Limited Level 19, Portland House Bressenden Place London SW1E 5RS
Registered Office Address	Wadham House 6 Blyth Road Bromley Kent BR1 3RX
Company Number	3878407
Incorporation Date	12 November 1999
Company Secretary	Mr J Hunter
Bankers	HSBC Bank Plc
Auditors	Church & Young Chartered Accountants 11 Station Road Headcorn Ashford Kent TN27 9SB
Appointment by	The Directors of Yachts and Yachting Online Limited
Directors at date of appointment	Jan G Bjorck Mark A Jardine
Directors' Shareholding	Mark Jardine, 5 Type A Shares
Shareholder(s)	Mark Jardine – 5 Type A Shares Machinery Market Limited – 95 Type B Shares

APPENDIX 2

YACHTS AND YACHTING ONLINE LIMITED (IN ADMINISTRATION)

SUMMARY OF ADMINISTRATOR'S RECEIPTS AND PAYMENTS

From 17 January 2012 to 19 January 2012

RECEIPTS	Total (£)
Goodwill	333 33
Furniture & Equipment	333 33
Intellectual Property / Website	166 00
Business Information	166 67
	<u>999 33</u>
 PAYMENTS	
	0 00
Balances in Hand	<u>999 33</u>

Rule 2.29

Form 2.14B

STATEMENT OF AFFAIRS

Name of Company Yachts & Yachting Online Limited	Company Number 3878407
In the High Court of Justice, Chancery Division	Court case number 8024 / 2012

Statement as to the affairs of

Yachts & Yachting Online Limited

Wadham House

6 Blyth Road

Bromley

Kent

on the 17 January 2012, the date that the company entered administration

Statement of Truth

I believe 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 17 January 2012 the date that the company entered administration

Full Name

JAN BJÖRCK

Signed



Dated

19 JANUARY 2012

Yachts & Yachting Online Limited
Statement Of Affairs as at 17 January 2012

A - Summary of Assets

Assets	Book Value £	Estimated to Realise £
Assets subject to fixed charge:		
Assets subject to floating charge:		
Uncharged assets.		
Goodwill	NIL	333 33
Furniture & Equipment	NIL	333 33
Book Debts	17,452 00	12,676 00
Intellectual Property / Website	NIL	166 00
Business Information	NIL	166 67
Estimated total assets available for preferential creditors		13,675 33

Signature



Date

19/1/2012

Yachts & Yachting Online Limited
Statement Of Affairs as at 17 January 2012

A1 - Summary of Liabilities

	Estimated to Realise £
Estimated total assets available for preferential creditors (Carried from Page A)	13,675 33
Liabilities	
Preferential Creditors -	
	NIL
Estimated deficiency/surplus as regards preferential creditors	13,675 33
Debts secured by floating charge pre 15 September 2003	
Other Pre 15 September 2003 Floating Charge Creditors	NIL
	13,675 33
Estimated prescribed part of net property where applicable (to carry forward)	NIL
Based on floating charge assets of Nil	
Estimated total assets available for floating charge holders	13,675.33
Debts secured by floating charges post 15 September 2003	
	NIL
Estimated deficiency/surplus of assets after floating charges	13,675 33
Estimated prescribed part of net property where applicable (brought down)	NIL
Total assets available to unsecured creditors	13,675 33
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	
Trade & Expense Creditors	62 00
Customs & Excise - VAT	100 00
Inter Co Debt - Machinery Market Ltd	16,303 00
Inter Co Debt - Yachting Press Ltd	7,382 00
	23,847 00
Estimated deficiency/surplus as regards non-preferential creditors	
(excluding any shortfall in respect of F.C's post 14 September 2003)	(10,171 67)
Estimated deficiency/surplus as regards creditors	(10,171 67)
Issued and called up capital	
Ordinary Shareholders	100 00
	100 00
Estimated total deficiency/surplus as regards members	(10,271.67)

Signature



Date

19/1/2012

**Jackal Advisory
Yachts & Yachting Online Limited
B - Company Creditors**

Key	Name	Address	£
CF00	Fluid Gear	Elm Lodge, Spires End, Alconbury Weston, Cambridgeshire, PE28 4JJ	12 49
CH00	HM Revenue & Customs - VAT	12th Floor Alexander House, 21 Victoria Avenue, Southend on Sea, SS99 1AA	100 00
CM00	Machinery Market Ltd - in Administration	Wadham House, 6 Blyth Road, Bromley, Kent, BR1 3RX	16,303 48
CB00	Mr Jan Björck	2 Hayes Wood Avenue, Hayes, Bromley, BR2 7BL	50 00
CY00	Yachting Press Ltd	Wadham House, 6 Blyth Road, Bromley, Kent, BR1 3RX	7,382 00
5 Entries Totalling			23,847 97



**Yachts & Yachting Online Limited
C - Shareholders**

Key	Name	Address	Pref	Ord	Other	Total
HM00	Machinery Market Limited - in Administration	Wadham House, 6 Blyth Road, Bromley, Kent, BR1 3RX	0	95	0	95
HJ00	Mr Mark Jardine	Uplands Pless Road, Milford on Sea, Lymington, Hampshire, SO41 0NY	0	5	0	5
2 Entries Totalling						100

Signature

Page 1 of 1

IPS SQL Ver 2010

17 January 2012 22:17

APPENDIX 4

YACHTS & YACHTING ONLINE LIMITED

STATEMENT OF INSOLVENCY PRACTICE 9 - TIME & CHARGE OUT SUMMARY

POST APPOINTMENT TIME COSTS

As at 19 January 2012

Classification of work function	HOURS				Total Hours	Time Cost £	Average hourly rate £
	Partner	Manager	Other Senior Professionals	Assistants & Support Staff			
Administration and Planning	3.50	1.20	5.50	1.00	11.20	2,715.00	242.41
Case Specific	3.50	-	-	-	3.50	1,382.50	395.00
Creditors	1.00	-	-	-	1.00	395.00	395.00
Investigations	-	-	1.00	-	1.00	180.00	180.00
Realisation of Assets	1.00	-	1.00	-	2.00	575.00	287.50
Trading	-	-	-	-	-	-	-
TOTAL HOURS	9.00	1.20	7.50	1.00	18.70	5,247.50	280.61

TOTAL FEES PAID TO DATE

£ -

AMOUNT OUTSTANDING

£ 5,247.50

VAT @20%

£ 1,049.50

Total

£ 6,297.00

JACKAL'S HOURLY CHARGE OUT RATES	£
Partner – appointment taker	395
Director	360
Senior Manager	300
Manager	265
Assistant Manager	225
Senior Executive	180
Executive	160
Junior Executive	140
Cashier	135
Trainee	100
Support Staff/ Secretary	90

APPENDIX 5

YACHTS & YACHTING ONLINE LIMITED

STATEMENT OF INSOLVENCY PRACTICE 9 - TIME & CHARGE OUT SUMMARY

PRE-APPOINTMENT TIME COSTS

As at 17 January 2012

Classification of work function	HOURS				Total Hours	Time Cost £	Average hourly rate £
	Partner	Manager	Other Senior Professionals	Assistants & Support Staff			
Administration and Planning	3.00	0.20	6.00	0.20	9.40	2,324.00	247.23
Case Specific	-	-	-	-	-	-	-
Creditors	-	-	5.00	-	5.00	900.00	180.00
Investigations	-	-	-	-	-	-	-
Realisation of Assets	-	-	-	-	-	-	-
Trading	-	-	-	-	-	-	-
TOTAL HOURS	3.00	0.20	11.00	0.20	14.40	3,224.00	223.89

TOTAL FEES PAID TO DATE

£ -

AMOUNT OUTSTANDING

£ 3,224.00

VAT @20%

£ 644.80

Total

£ 3,868.80

JACKALS HOURLY CHARGE OUT RATES	£
Partner – appointment taker	395
Director	360
Senior Manager	300
Manager	265
Assistant Manager	225
Senior Executive	180
Executive	160
Junior Executive	140
Cashier	135
Trainee	100
Support Staff/ Secretary	90

Rule 4 73

Form 4 25

PROOF OF DEBT - GENERAL FORM

**In the matter of Yachts & Yachting Online Limited - In Administration
and in the matter of The Insolvency Act 1986**

Date of Administration Order 17 January 2012

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 the company went into liquidation (see note)	£
4	Details of any document by reference to which the debt can be substantiated [Note the liquidator may call for any document or evidence to substantiate the claim at his discretion]	
5	If the total amount shown above includes Value Added Tax, please show - (a) amount of Value Added Tax (b) amount of claim NET of Value Added Tax	£ £
6	If total amount above includes outstanding uncapitalised interest please state amount	£
7	If you have filled in both box 3 and box 5, please state whether you are claiming the amount shown in box 3 or the amount shown in box 5(b)	
8	Give details of whether the whole or any part of the debt falls within any (and if so which) of the categories of preferential debts under section 386 of, and schedule 6 to, the Insolvency Act 1986 (as read with schedule 3 to the Social Security Pensions Act 1975)	Category Amount(s) claimed as preferential £
9	Particulars of how and when debt incurred	
10	Particulars of any security held, the value of the security, and the date it was given	£
11	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or relation to creditor	

Software Supplied by Turnkey Computer Technology Limited

PROOF OF DEBT - GENERAL FORM (CONTD)

Admitted to Vote for

£

Date

Administrator

Admitted preferentially for

£

Date

Liquidator

Admitted non-preferentially for

£

Date

Liquidator

NOTE

A company goes into liquidation if it passes a resolution for voluntary winding up or an order for its winding up is made by the court at a time when it has not already gone into liquidation by passing such a resolution

Rule 2 35

Form 2 20B

Notice of a meeting of creditors

Name of Company Yachts & Yachting Online Limited	Company number 03878407
In the The High Court of Justice, Chancery Division, Birmingham District Registry [full name of court]	Court case number 8024 of 2012

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

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

(c) Insert details of place of meeting

(d) Insert date and time of meeting

*Delete as applicable

Notice is hereby given by (a) Adrian Duncan,

Jackal Advisory Limited, Level 19, Portland House, Bressenden Place, London SW1E 5RS

that a meeting of the creditors of (b) Yachts & Yachting Online Ltd (in Administration)

Wadham House, 6 Blyth Road, Bromley Kent BR1 3RX

is to be held at (c) Portland House, Bressenden Place, London SW1E 5RS

on (d) Tuesday 7th February 2012 at 12 00 pm

The meeting is

*(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("the Schedule"), for approval of the following resolutions

1 To approve / reject* the administrator's proposals/revised proposals* as circulated

2 To approve / reject* the payment of the Administrator's unpaid pre-appointment time costs totalling £3,224 00 (plus VAT)

3 To approve / reject* that the Creditors Committee, if one is appointed, may approve or reject any other business that is capable of being raised at the Meeting of Creditors for consideration

*(2) ~~an initial creditors' meeting requested under paragraph 52(2) of the Schedule,~~

*(3) ~~to consider revisions to my proposals under paragraph 54(2) of the Schedule,~~

*(4) ~~a further creditors' meeting under paragraph 56 of the Schedule,~~

*(5) ~~a creditors' meeting under paragraph 62 of the Schedule~~

I invite you to attend the above meeting

A proxy form is enclosed which should be completed and returned to me by the date of the meeting if you cannot attend and wish to be represented

In order to be entitled to vote under Rule 2 38 at the meeting you must give to me, not later than 12 00 hours on the business day before the day fixed for the meeting, details in writing of your claim

Signed _____
Joint / Administrator(s)

Dated _____
A copy of the *proposals / ~~revised proposals~~ is attached

* Delete as applicable

Proxy (Administration)

YACHTS & YACHTING ONLINE 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 7 February 2012, 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 To approve / reject* the administrator's proposals/revised proposals* as circulated
The administrator seeks approval for the following specific resolutions
- 2 To approve / reject* the payment of the Administrator's unpaid pre-appointment time costs totalling £3,224.00 (plus VAT)
- 3 To approve / reject* that that the Creditors Committee, if one is appointed, may approve or reject any other business that is capable of being raised at the Meeting of Creditors for consideration

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

Remember there may be resolutions on the other side of this form

PRACTICE FEE RECOVERY POLICY FOR JACKAL ADVISORY

Chargeout Rates

Grade of staff	Current charge-out rate per hour, effective from 1 January 2009 £	Previous charge-out rate per hour, effective from [insert date] £
Partner – appointment taker	395	
Director	350	
Senior Manager	300	
Manager	265	
Assistant Manager	225	
Senior Executive	180	
Executive	160	
Junior Executive	140	
Cashier	135	
Trainee	100	
Support Staff/ Secretary	90	

These charge-out rates charged are reviewed each year and are adjusted to take account of inflation and the firm's overheads

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Each unit of time is 6 minutes. The work is recorded under the following categories

Administration and Planning
Investigations
Realisation of assets
Debtors
Creditors
Employee matters
Trading

The officeholder's remuneration invoiced to the insolvent estate will be subject to VAT at the prevailing rate.

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

Agent's Costs

Charged at cost based upon the charge made by the Agent instructed, the term Agent includes

- Solicitors/Legal Advisors
- Auctioneers/Valuers
- Accountants
- Quantity Surveyors
- Estate Agents
- Other Specialist Advisors

Disbursements

In accordance with Statement of Insolvency Practice 9 (SIP9) the basis of disbursement allocation in respect of disbursements incurred by the Office Holder in connection with the administration of the estate must be fully disclosed to creditors. 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 estate or Jackal Advisory, in the case of the latter, the invoice makes reference to, and therefore can be directly attributed to, the estate. These disbursements are recoverable in full from the estate without the prior approval of creditors either by a direct payment from the estate or, where the firm has made payment on behalf of the estate, 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, specific bond insurance and company search fees.

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

The policy of Jackal Advisory Ltd is not to recharge any expense which is not specific to the case, therefore there will be no category 2 disbursements charged. Category 2 disbursements, because they are imprecise, require approval by the creditors before they can be drawn.

Jackal Advisory