The Insolvency Act 1986

Statement of administrator's proposals

Name of Company

Ceona Ship 1 Limited

Company number 08447952

In the

High Court of Justice, Chancery Division, Companies Court

Court case number

6101 of 2015

(a) Insert full name(s) and address(es) of administrator(s) We (a) Alan Robert Bloom, Alan Michael Hudson and Colin Peter Dempster of

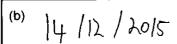
Ernst & Young LLP, 1 More London Place, London, SE1 2AF

*Delete as applicable

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

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

(b) Insert date



Signed

Joint Administrator

Dated

1 /

Contact Details:

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

Josh Robertshaw				
Ernst & Young LLP, 1 More London Place, London, SE1 2AF				
Tel 020 7197 7320				
DX Number	DX Exchange			

WEDNESDAY



QIQ 16/12/2015 COMPANIES HOUSE

#21

nen you have completed and signed this form please send it to the Registrar of mpanies at

mpanies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

Application No. 6100 of 2015

IN THE HIGH COURT OF JUSTICE CHANCERY DIVISION COMPANIES COURT

11 December 2015

Registrar Barber

IN THE MATTER OF THE INSOLVENCY ACT 1986

AND IN THE MATTER OF:



CEONA SHIP 1 LIMITED (IN ADMINISTRATION)
(the "COMPANY")

ORDER

Upon the application of Alan Robert Bloom, Colin Peter Dempster and Alan Michael Hudson, the joint administrators of the Company (the "Joint Administrators")

And upon hearing Counsel for the Joint Administrators

And upon reading the evidence

It is ordered that:

- 1 The statement of the affairs of the Company produced to the Joint Administrators on 16 November 2015 be
 - a. disclosed by the Joint Administrators, and
 - b filed with the registrar of companies

only on the redacted basis appended to the Application Notice.

2 The costs of this application be paid as an expense of the administration of the Company.

A copy of the sealed order was sent by email to

ABN Amro PO Box 283 1000 EA Amsterdam Netherlands

Blue Water Shipping A/S c/o Blue Water Shipping UK Ltd Blue Water House Unit 1A, Farnburn Terrace Aberdeen AB21 7DT UK

DNV GL (EUR) Brooktorkai 18 Hamburg Germany

DNV GL AS Veritasveien 1 Hovik

Ernst & Young 1 More London Place London SE1 2AF UK

GAC Netherlands Ltd Butaanweg 5D Rotterdam 3196 KC Netherlands

Huisman Equipment B V Admiraal Trompstraat 2 HH Schiedam 3115 Netherlands Lloyd Werft Bremerhaven AG Brueckenstrasse 25 Bremerhaven 27568 Germany

NCS Survey Limited 15 Ambercrombie Court Prospect Road,Arnhail Business Park Aberdeen AB32 6FE UK

Project Development International Limited 137-139 Gallowgate Aberdeen AB25 1BU UK

Selmers B V
Biesland 3
Postbox 628, 1940 AP
Beverwijk
1948 RJ
Netherlands

Stork Technical Services (RBG) Ltd Norfolk House Pimenden Road, Dyce Aberdeen AB21 0DP UK

TeroMarine UK Ltd Arms Evertyne House Quay Road Blyth NE24 2AS UK V Ships UK Ltd Skypark 8 Elliot Place Glasgow G3 8EP UK

White & Case LLP 5 Old Broad Street London EC2N 1DW UK

Application No. 6100 of 2015

IN THE HIGH COURT OF JUSTICE CHANCERY DIVISION COMPANIES COURT

IN THE MATTER OF THE INSOLVENCY ACT 1986

AND IN THE MATTER OF:

CEONA SHIP 1 LIMITED (IN ADMINISTRATION) (the "COMPANY")

ORDER

White & Case LLP 5 Old Broad Street London EC2N 1DW

Ref Ian Wallace

T +44 20 7532 2283

Ceona Ship 1 Limited Ceona Ship Holdings Limited

Joint Administrators' statement of proposals

Pursuant to paragraph 49 of schedule B1 to the Insolvency Act 1986

14 December 2015

Abbreviations

The following abbreviations are used in this report

Amazon	Ceona Amazon Vessel
Chartering	Ceona Chartering Limited
The Companies	Ceona Ship 1 Limited & Ceona Ship Holdings Limited
Contracting	Ceona Contracting Limited
Crewing	Ceona Crewing Limited
ECA	Export Credit Agency
Equipment	Ceona Equipment Limited
EY	Ernst & Young LLP
The Giant Group	Ceona Pte Limited and its subsidiaries as shown in the structure chart at Appendix F
The Group	Ceona Holding Limited and it's subsidiaries as shown in the structure chart at Appendix F
Holdco	Ceona Ship Holdings Limited
Holdings	Ceona Holdings Limited
The Lenders	ABN Amro Bank N V and KfW IPEX Bank GmbH
Ship 1	Ceona Ship 1 Limited
PDi	Project Development International Limited
RDS	Reel Drive System
Services (UK)	Ceona Services (UK) Limited
Services (US)	Ceona Services(US) LLC
TSA	Transitional Services Agreement
VLS	Vertical Lay system

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1. Introduction, background and circumstances giving rise to the appointments

Introduction

On 16 September 2015 the Companies entered administration and Alan Michael Hudson, Alan Robert Bloom and Colin Peter Dempster were appointed to act as Joint Administrators. This document, including its appendices, constitutes the Joint Administrators' statement of proposals to creditors pursuant to paragraph 49 of Schedule B1 to the Insolvency Act 1986 and Rule 2 33 of the Insolvency Rules 1986.

Certain statutory information relating to the Companies and the appointment of the Joint Administrators is provided at Appendix A

Background

The Group

A Group structure chart is shown at Appendix E

Prior to the Administration, the Group operated as a heavy subsea engineering contractor, providing engineering and project management services to deliver complex subsea construction and pipe laying projects for customers operating in the oil and gas sector

To deliver its services, the Group operated a fleet of specialist pipe lay vessels. Two of these vessels (Blue Giant and Giant II) are owned by the Group, and the companies which own these vessels (OIG Giant I Pte Limited and OIG Giant II Pte Limited) remain outside insolvency.

A further vessel (Polar Onyx) was chartered by the Group from GC Rieber, although this charter was terminated prior to the Administration. The Polar Onyx carries the Group's VLS, a specialist crane which allows pipe to be laid vertically. The VLS was constructed by the Group using funding provided by the Lenders, and is owned by Equipment, which is also in Administration. After negotiations with GC Rieber, the VLS has now been sold in exchange for the release of certain monies held in escrow relating to contract deposits and deposits in relation to the removal of the VLS and repair of the Polar Onyx.

In addition, over the past two years, the Group has been focused on the construction of a vessel known as the Amazon, a unique vessel which is designed to be capable of delivering both rigid and flexible pipe laying services. The construction of this vessel is substantially complete, although further construction work is required to install the 'firing line', which will give the vessel its rigid pipe laying capability. Funding for the construction of this vessel was provided by the Lenders and the Group's shareholders. The vessel is owned by Ship 1, which is also in Administration. Consideration is currently being given by the Lenders as to whether or not they should fund the completion of the firing line.

The Group mainly operated from its head office in Hammersmith, London with additional offices in Aberdeen, Scotland and Houston, Texas

The Group's onshore staff (based in Hammersmith, Aberdeen and Houston) were employed by the Company (Hammersmith and Aberdeen) and Ceona Services US (Houston). The Group has a Guernsey subsidiary, Crewing, which is also in Administration. The sole purpose of this entity was to act as a cost centre for offshore employees utilised in the operation of the Blue Giant, Giant II and the construction of the Amazon and it held no tangible assets.

Ship 1

Ship 1 operated as the key contracting entity in relation to the construction of the Amazon

The main assets held by Ship 1 are listed below

- Amazon vessel currently moored securely in Bremerhaven, Germany There is a crew
 on board to maintain the vessel in a sale ready state. The Lenders hold security over the
 Amazon and all sales proceeds will initially be utilised to reduce the Lender's debt,
- Unrestricted cash cash not subject to Lender security, and
- Inter Group debts owed by various entities with the Group

Holdco

Holdco operated as a holding company for Ship 1 and Equipment and has no assets except its investments, which are

- 100% shareholding in Ship 1, and
- ▶ 100% shareholding in Equipment

The Lenders hold security over Holdco's shares in Ship 1 and Equipment

Financial information

The recent financial results of Ship 1 can be summarised as follows

Period year or period ended	Type audited/draft	Turnover '000	Adjusted gross profit '000	Gross profit %	Directors' remuneration '000		Overheads '000	Net profit after tax '000	Accumulated reserves 000
p/e 30 June 2015	Draft	7 717	7 605	99%		1 920	(67)	9 458	8,128
y/e 31 December 2014	Draft		(256)	0%		3,535	(751)	2,528	2,510
y/e 31 December 2013	Audited			0%		5	(23)	(18)	(18)
p/e 31 December 2012	Audited			0%					

The recent financial results of Holdings can be summarised as follows

Period year or period ended	Type audited/draft	Turnover	Adjusted gross profit '000	Gross profit %	Directors' remuneration '000	Other Income '000_	Overheads '000	Net profit after tax '000	Accumulated reserves '000
p/e 30 June 2015	Draft			0%				•	-
y/e 31 December 2014	Draft			0%					·
y/e 31 December 2013	Audited		-	0%	-	-	-	•	
p/e 31 December 2012	Audited		-	0%		•	•		

Circumstances Giving Rise to the Appointment of the Administrators

In the early part of 2015, the Group's cash flows came under significant strain due to

- Falling demand for the Group's services as a result of the depressed market conditions in the oil and gas sector, resulting from the low oil price, and
- ➤ The requirement for ongoing investment in the construction of the Amazon

As a result, the board of directors produced a business plan, which showed a requirement for substantial additional funding. This business plan was presented to the Group's shareholders and Lenders in June 2015, along with a request for additional funding to support the plan.

The Group's shareholders and Lenders indicated that they could not support the business plan as presented and requested that the directors work with their advisors (Deloitte LLP) to produce a revised business plan which included actions to minimise the funding requirement

This revised business plan was provided to the shareholders and Lenders in late July 2015. The Lenders and shareholders held discussions with the directors throughout August with regard to this plan in an attempt to rescue the business.

Introduction background and circumstances giving rise to the appointments

However, in September 2015 it became clear that the directors could not obtain the necessary support for the revised business plan due to the significant investment required and the uncertainty over the ability of the Group to secure further and profitable contracts in the current market

Accordingly, the directors took a decision to place certain Group entities (including the Company) into insolvency

Pre Administration work undertaken by EY

The work undertaken by EY prior to the Administration is outlined below

- ► An EY tax team were engaged to provide the Group with indirect tax advice in February 2014
- An EY Restructuring team were engaged by the Group to perform a review of its short term cash flow forecasts in April 2015
- ► From May 2015, a separate, independent and ring fenced EY team were engaged to provide the board with advice on strategy and stakeholder management
- ▶ In June 2015, the original EY Restructuring team produced a strategic options review for the Group. This team then performed an Independent Business Review of the revised business plan when it became available in late July 2015.

As negotiations with the shareholders and Lenders progressed, the Group engaged a further independent EY team to prepare a contingency plan for a potential insolvency of the Group

2. Purpose, conduct and end of administration

Purpose of the Administration

The purpose of an administration is to achieve one of three objectives

- a To rescue the company as a going concern
- b To achieve a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in administration)
- c To realise property in order to make a distribution to one or more secured or preferential creditors

Insolvency legislation provides that objective (a) should be pursued unless it is not reasonably practicable to do so or if objective (b) would achieve a better result for the company's creditors as a whole Objective (c) may only be pursued if it is not reasonably practicable to achieve either objective (a) or (b) and can be pursued without unnecessarily harming the interests of the creditors of the company as a whole

Given the funding requirement for the Group and the lack of further funding available, we do not believe it is possible to achieve objective a (rescuing the company as a going concern) in any of the Administration proceedings across the Group

For Ship 1, we propose to pursue object b (achieving a better result for the company's creditors than would be likely if the company were wound up), by retaining certain of the Group's employees to assist in achieving a sale of the Amazon and to maximise realisations from inter Group debtor balances

For Holdings we propose to pursue objective b, through by maintaining optionality for a share sale in relation to either Ship 1 or Equipment

Conduct of the administration

Amazon sale

In consultation with the Lenders, the Joint Administrators have appointed H Clarkson & Company Limited to market and sell the Amazon vessel. A number of interested parties have been contacted, with several making visits to the vessel to understand its technical capabilities.

Interested parties are continuing to conduct due diligence, with offers expected to be received in early 2016

Transitional Services Agreements (TSA's)

Ship 1 has entered into TSAs with Services (UK) and Crewing. These TSAs will ensure that the employees of Services (UK) and Crewing continue to provide services to Ship 1 to maintain the vessel and assist with a sale.

The employees of Services (UK) and Crewing have been vital in ensuring the support of the ship management company (V-Ships) in relation to the Amazon V-Ships provide the crew for the vessel and hold contracts with the majority of suppliers, and are therefore critical to the ongoing maintenance of the Amazon

Further, the employees of Services (UK) and Crewing have supported interested parties with technical vessel queries and have facilitated inspection visits with several of the interested parties as part of the sales process

To ensure the TSAs have been entered in to for the benefit of the creditors of Services (UK) and Crewing, the Joint Administrators of Services (UK) and Crewing will recharge Ship 1 at cost of the provision of services plus a 5% profit mark up

Funding

The Lenders have a fixed charge over the Amazon vessel and a floating charge over the remaining assets of Ship1 As a result, the Lenders are entitled to the majority of realisations from the Administration of Ship 1

Accordingly, the Lenders have entered into a funding agreement with the Administrators of Ship 1, whereby the Lenders have agreed to provide funding for the Administration process by providing access to restricted funds which are held subject to Lender security

The Administrators of Ship 1 have drawn down funds from the Lenders to cover the costs of the process, including the costs of the TSAs with Services (UK) and Crewing Any unutilised funds drawn down will be returned to the Lenders at the end of the process

Pre-appointment bank accounts

The Joint Administrators have transferred all of Ship 1's unrestricted funds to bank accounts controlled by the Joint Administrators

Holdco did not hold any funds at the date of appointment

Health & Safety

The Joint Administrators are responsible for ensuring that the Group complies with all health and safety matters throughout the Administration. The Joint Administrators of Services (UK) have retained the Group's health and safety director to oversee the continued monitoring of health and safety policies.

Connected Party Transactions

As Ship 1 continues to require services from other entities within the Group there will be further connected party transactions throughout the Administration

Holdco does not require services from other Group entities

Whilst the nature of the Group created many intercompany transactions, we are not aware of any transactions that have occurred between the Directors and the Company in relation to the acquisition of any business assets

Asset realisations

The Joint Administrators have transferred £1,346 of cash held in Ship 1's bank account at the date of appointment to the Administration bank account

There have been no realisations in Holdco

Joint Administrators' receipts and payments

A summary of the Joint Administrators' receipts and payments for Ship 1 for the period from 16 September 2015 to 10 December 2015 is attached at Appendix D

Ship 1 has access to funding from the Lenders to cover the costs of holding and selling the Amazon. Where required, amounts are transferred to Services (UK) and Crewing to fund costs incurred under the TSAs.

Ship 1 has received funding of £3,551,417 from the Lenders in relation to ongoing holding costs related to the Amazon. This funding has been utilised as follows.

▶ Payments of £921,258 to Services UK and Crewing in respect of TSA costs,

- ➤ Administrators' fees of £502,772.
- Vessel management charges in relation to the ongoing maintenance of the Amazon totalling £479,068,
- Ransom payments paid to key suppliers to ensure the continuation of critical services totalling £297,027,
- Lay berth and storage costs for the Amazon totalling £172,891,
- ▶ Legal Fees of £117,902,
- ▶ Insurance payments totalling £110,961
- ► IT Provision costs of £19,535
- Professional Fees of £20,000, paid to H Clarkson & Company as brokers for the sale of the vessel

There have been no receipts or payments in Holdco

Future conduct of the administration - Ship 1

Ship 1 will remain in administration to market and sell the Amazon. The Joint Administrators do not believe that any distribution to unsecured creditors is likely, other than that which may be available under the Prescribed Part. Accordingly, it is likely that Ship 1 will remain in administration in order to distribute the Prescribed Part to unsecured creditors.

End of the administration - Ship 1

Extension

In the event that the purpose of the Administration cannot be completed by 16 September 2016, the Joint Administrators will seek an extension for time to complete the Administration

Accordingly, it is proposed that the Administration will end via dissolution. Further details are provided below

Dissolution

It is proposed that if at the end of the Administration, Ship 1 has no property which might permit a distribution to its creditors the Joint Administrators will send a notice to that effect to the Registrar of Companies. On registration of the notice the Joint Administrators' appointment will come to an end. In accordance with the provisions of paragraph 84(6) of Schedule B1 to the Insolvency Act 1986 the Company will be deemed to be dissolved three months after the registration of the notice.

Future conduct of the administration - Holdco

Holdco will remain in administration to maintain optionality for a share sale of its shareholding in Ship 1 and Equipment. The Joint Administrators do not anticipate that there will be sufficient realisations to permit a distribution to unsecured creditors.

End of the administration - Holdco

Dissolution

It is proposed that if at the end of the Administration, the Company has no property which might permit a distribution to its creditors, the Joint Administrators will send a notice to that effect to the Registrar of Companies. On registration of the notice the Joint Administrators' appointment will come to an end. In accordance with the provisions of paragraph 84(6) of Schedule B1 to the Insolvency Act 1986 the Company will be deemed to be dissolved three months after the registration of the notice.

3. Statement of affairs

The directors' Statements of Affairs were provided on 12 November 2015 by Mr Johan Rasmussen, director of the Company

The Statement of Affairs for Ship 1 set out at Appendix B reflects redactions in accordance with the permission granted by the court on 11 December 2015

The Joint Administrators of Ship 1 have received the court's permission under Rule 2 33(3) of the Insolvency Act 1986 not to disclose the debt owed to the Lenders in respect of the Amazon or the directors' expected realisations from the sale of the Amazon. The Joint Administrators believe that disclosure of this information could adversely impact the outcome of the sales process in relation to the Amazon, which is ongoing

Creditor claims

We provide below, for information, an indication of the current position with regard to creditors' claims. The figures have been compiled by Company management and have not been subject to independent review or statutory audit.

Secured creditors -Ship 1

The Lenders hold security over the Amazon and are entitled to the proceeds of sale (after costs). The Lenders also hold a debenture and are entitled to any floating charge realisations (after costs and the Prescribed Part).

Secured creditors -Holdco

The Lenders hold security over Holdco's shares in Ship 1 and Equipment and are entitled to proceeds of any share sale

Non-preferential creditors

We currently estimate that Ship 1 has unsecured creditors of £30,777,228 and Holdco has no unsecured creditors (as per the directors' Statement of Affairs). Unfortunately at this stage in the administration the Joint Administrators cannot comment on the accuracy of this number as creditor claims continue to be received.

It is possible that there may, therefore, be sufficient funds to enable a distribution to unsecured creditors, but at this time it is too early to estimate the potential quantum of any distribution

Creditors meeting

For Ship 1, the Joint Administrators believe it is unlikely that there will be a distribution to unsecured creditors, other than any distribution available under the Prescribed Part

For Holdings, the Joint Administrators believe it is unlikely that there will a distribution to unsecured creditors. The Prescribed Part does not apply

Accordingly, the Joint Administrators do not propose to hold a creditors meeting for Ship 1 or Holdings

The Joint Administrators will be obliged to call an initial meeting of creditors if it is requested by creditors of the Company whose debts amount to at least 10% of the total debts of the Company. The request must be made within 8 business days of the date on which these proposals are sent out (or such longer period as the court may allow) and must be in the prescribed form. The creditor summoning the meeting must lodge with the Joint Administrators a deposit as security for the expenses of summoning and holding the meeting. Further information is provided in the letter sent to Creditors on 4 December 2015.

4. Prescribed part

The prescribed part is a proportion of floating charge assets set aside for unsecured creditors pursuant to section 176A of the Insolvency Act 1986. The prescribed part applies to floating charges created on or after 15 September 2003.

The Lenders hold a floating charge over the Ship 1 and therefore the Prescribed Part will apply to this Administration. Currently the Joint Administrators are uncertain as to the quantum of floating charge realisations. As such, the Joint Administrators are unable to confirm whether there will be sufficient funds available to enable a prescribed part distribution.

5. Joint Administrators' remuneration and disbursements and payments to other professionals

Remuneration

The statutory provisions relating to remuneration are set out in Rule 2 106 of the Insolvency Rules 1986. Further information is given in the Association of Business Recovery Professionals' publication 'A Creditors' Guide to Joint Administrators' Fees', a copy of which may be accessed from the web site of the Insolvency Practitioners Association at http://www.insolvency-practitioners.org.uk (follow 'Regulation and Guidance' then 'Creditors' Guides to Fees'), or is available in hard copy upon written request to the Joint Administrators

Attached at Appendix C is a detailed analysis of time spent, and charge out rates, for each grade of staff for the various areas of work carried out to 4 December 2015, as required by the Association of Business Recovery Professionals' Statement of Insolvency Practice No 9

The Lenders as secured Creditors have provided confirmation to the Joint Administrators that

- a They have been provided with details of the work performed by the Joint Administrators and the costs incurred,
- b If a creditors' committee is not formed, they will provide approval to fix the Joint Administrators fees on a time cost basis following the issuance of these proposals, and
- c They consent to the Joint Administrators drawing fees, from fixed charge funds which the Lenders have released for the purpose, on the basis of time costs incurred prior to the issuance of these proposals

Accordingly the Joint Administrators have drawn fees of £502,772 to date. As stated above, the funding for these fees has been provided by the Lenders under the funding agreement negotiated between the Lenders and the Joint Administrators.

Disbursements

Appendix C also includes a statement of the Joint Administrators' policy for charging disbursements

Payments to other professionals

The Joint Administrators have engaged the following other professionals to assist them in the Administration of the Company They were chosen on the basis of their experience in similar assignments

Name of firm	Nature of service	Payment basis
White & Case LLP	Legal advice	Time cost basis
H Clarkson & Co	Shipping broker	Commission

Details of the fees paid to date are included in the receipts and payments account attached at Appendix D

Appendix A Statutory information

Company Information

Company Name	Ceona Ship 1 Limited
Registered Office Address	C/o EY LLP, One More London Place, London, SE1 2AF
Registered Number	08447952
Trading Name	n/a
Trading Address	3 Shortlands, London, W6 8DA

Details of the Joint Administrators and of their appointment

Joint Administrators Alan Michael Hudson, Alan Robert Bloom and Colin Peter Dempster

Date of Appointment 16 September 2015

By Whom Appointed The appointment was made by the Directors

Court Reference High Court of Justice, 6101 of 2015

Any of the functions to be performed or powers exercisable by the Joint Administrators may be exercised by any one of them acting alone or by any or all of them acting jointly

Statement concerning the EC Regulation

The EC Council Regulation on Insolvency Proceedings does apply to this administration and the proceedings are main proceedings. This means that this Administration is conducted according to UK insolvency legislation and is not governed by the insolvency law of any other European Union Member State.

Share capital

Class		Authorised	Issued and fully paid		
	Number	\$	Number	\$	
Ordinary Shares	4	4	4	4	

Directors and secretary and their shareholdings

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
Anthony Richard Tanner	Secretary	1 October 2014	•	-
Stuart Ian Cameron	Director	15 March 2013	25 September 2015	•
Mark Alfred Preece	Director	11 June 2015	25 September 2015	-
Johan Rasmussen	Director	15 March 2013	•	-
Michael Anthony De Rhune	Director	1 September 2013	9 January 2015	-
Stuart Robert Jackson	Director	15 March 2013	20 August 2013	-
Matthias Ploch	Director	12 January 2015	29 July 2015	•
Stephen John Preston	Director	15 March 2013	11 June 2015	•

Company Information

Company Name Ceona Ship Holdings Limited

Registered Office Address C/o EY LLP, One More London Place, London, SE1 2AF

Registered Number 08448785

Trading Name n/a

Trading Address 3 Shortlands, London, W6 8DA

Details of the Joint Administrators and of their appointment

Joint Administrators Alan Michael Hudson, Alan Robert Bloom and Colin Peter Dempster

Date of Appointment 16 September 2015

By Whom Appointed The appointment was made by the Directors

Court Reference High Court of Justice, 6107 of 2015

Any of the functions to be performed or powers exercisable by the Joint Administrators may be exercised by any one of them acting alone or by any or all of them acting jointly

Statement concerning the EC Regulation

The EC Council Regulation on Insolvency Proceedings does apply to this administration and the proceedings are main proceedings. This means that this Administration is conducted according to UK insolvency legislation and is not governed by the insolvency law of any other European Union Member State.

Share capital

Class		Authorised	Issued and fully paid		
	Number	\$	Number	\$	
Ordinary Shares	2	2	2	2	

Directors and secretary and their shareholdings

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
Anthony Richard Tanner	Secretary	1 October 2014	-	-
Stuart Ian Cameron	Director	15 March 2013	25 September 2015	-
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Johan Rasmussen	Director	15 March 2013	•	- manage
Michael Anthony De Rhune	Director	1 September 2013	9 January 2015	-
Stuart Robert Jackson	Director	15 March 2013	20 August 2013	•
Matthias Ploch	Director	12 January 2015	29 July 2015	-
Stephen John Preston	Director	15 March 2013	11 June 2015	-

Appendix B Directors' statement of affairs

Rule 2 29			Form 2 14B
	Statement o	f affairs	
Name of Compa	any		Company number
Ceona Ship 1 L	ımıted		08447952
			CONTRACTOR
In the			Court case number
High Court of Court	Justice, Chancer	y Division, Companies	6101 of 2015
(a) Insert name and address of registered office the company	C/o Ernst &	s to the affairs of (a) Ceona S Young LLP, 1 More London	
(b) Insert date	on the (b) 16	September 2015	, the date that the company entered administration
	Statement of Tr	uth	
	I believe that the the affairs	facts stated in this stateme	nt of affairs are a full true and complete statement of
	of the above natadministration	med company as at (b) 16	September 2015 the date that the company entered
	Full name	Johan Rasmussen	
	Signed	John	Comm
	Dated	14 December 2015	

A - Summary of Assets

Ceona Ship 1 Limited	Book Value (\$)	Estimated to realise (\$)
Assets subject to fixed charge		
Amazon vessel, including MLS and other equipment on board	\$334,259,728	
Pledged Cash	\$15,236,573	\$15,236,573
Less – amount of debt secured by fixed charges, including accrued interest		
Balance available		
Assets subject to floating charge (refer to list of mortgages and charges in annexe)		
Uncharged assets		
Cash at bank (Barclays)	\$2 137	\$2 137
Deferred financing and Export Credit Agency Fees	\$36,024,849	-
UK VAT receivable	\$202 715	\$202 715
Due from Related Parties – Short term	\$6,202 010	-
Spare parts inventory for Amazon and MLS	\$137,395	· ·
Prepaid vessel costs	\$57,163	
Estimated total assets available for preferential creditors		\$204,852
Signature Date		

A1 - Summary of Liabilities

	Book Value	Estimated to realise
Ceona Ship 1 Limited	(\$)	(\$)
Estimated total assets available for preferential		\$204,852
creditors (carried from page A)		
Liabilities		
Preferential creditors -		
Estimated deficiency/surplus as regards preferential creditors		\$204,852
Estimated prescribed part of net property where applicable (to carry forward)		\$(47,136)
Estimated total assets available for floating charge holders		\$157,715
Debts secured by floating charges		
Shortfall (A)		
Estimated deficiency/surplus of assets after floating charges		
Estimated prescribed part of net property where applicable (brought down)		\$47,136
Total assets available to unsecured creditors		\$47,136
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	9	\$(30,777,228)
Estimated deficiency/surplus as regards non-preferential credit (excluding any shortfall to floating charge holders)	tors	\$(30,730,092)
Shortfall to floating charge holders (brought down)		
Estimated deficiency/surplus as regards creditors		
Issued and called up capital		\$(3)
Estimated total (deficiency)/surplus as regards members		\$(3)
Signature	Date	

1.1 Company creditors

Signature

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession

	Ceona Ship 1 Limited				
Name of creditor or claimant	Address(with postcode)	Amount of debt	Details of any security held by creditor	Date security given	Value of security \$
Ceona Group companies	See analysis of interco creditors on next page in annex 1	\$23,369,415			
ABN AMRO BANK NV	Derivative Instruments Payable – Short term GUSTAV MAHLERLAAN 10, 1082 PP AMSTERDAM	\$929,651			
Vanous	Trade Accounts Payable – see analysis in annex 5	\$6,478,162	•		
	Total	\$30,777,228			

Date

Annexe 1 Intercompany creditors

Name of Interco Creditor	Address(with postcode)	Amount of debt	In administrati on?
Ceona Contracting (UK) Ltd	C/o Ernst & Young LLP, 1 More London Place, London SE1 2AF	\$(557,428)	Yes
CEONA Crewing Limited	c/o Ernst & Young LLP, Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey	\$(0)	Yes
Ceona Holding Ltd	c/o Ernst & Young LLP, Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey	\$(26,296)	Yes
Ceona Investments Ltd	C/o Ernst & Young LLP, 1 More London Place, London SE1 2AF	\$(20,799,790)	Yes
CEONA Services (UK) Limited	C/o Ernst & Young LLP, 1 More London Place, London SE1 2AF	\$(727,755)	Yes
Project Development International Ltd	6th Floor, 3 Shortlands, London W6 8DA	\$(551,236)	No
FX		\$(15,519)	Yes
Tax Group Relief (A/c 1612/2502)		\$(691,391)	Yes
	Total	\$(23,369,415)	

Annexe 2. Company shareholders

Ceona Ship 1 Limited

Name of Shareholder	Address(with postcode)	— No of shares held	Nominal value	Details of shares held
Ceona Ship Holdings Limited	C/o Ernst & Young LLP, 1 More London Place, London SE1 2AF	3	\$1 00	Ordinary Shares
		3	\$1 00	
Signature		Date		

Annexe 3. Summary of registered mortgages and charges

Description	Date of charge	Date of Registration
(No 1), (ChargeCode 084479520001) 2nd Ranking Pledge of Accounts	10/03/2014	14/03/2014
(No 2), (ChargeCode 084479520002) Debenture	10/03/2014	14/03/2014
(No 3), (ChargeCode 084479520003) Pre-delivery Contract Assignment 1	10/03/2014	14/03/2014
(No 4) (ChargeCode 084479520004) Pre-delivery contract assignment 2	10/03/2014	14/03/2014
(No 5), (ChargeCode 084479520005) Security Transfer Agreement	10/03/2014	14/03/2014
(No 6), (ChargeCode 084479520006) Security Agreement	10/03/2014	14/03/2014
(No 7), (ChargeCode 084479520007) Security Transfer Agreement	10/03/2014	14/03/2014
(No 8). (ChargeCode 084479520008) Assignment of commitment letter	10/03/2014	14/03/2014
(No 9), (ChargeCode 084479520009) Deed of Pledge of Accounts	10/03/2014	18/03/2014
(No 10), (ChargeCode 084479520010) Hedge Agreement re Ceona Amazon	24/04/2014	01/05/2014
(No 11), (ChargeCode 084479520011) Assignment of Insurances relating to the Ceona Amazon	24/04/2014	01/05/2014
(No 12), (ChargeCode 084479520012) Deed of Covenant & Mortgage – MV 'Ceona Amazon'	25/04/2014	07/05/2014
(No 13), (ChargeCode 084479520013) The sixty four/sixty fourth (64/64TH) shares which Ceona Ship 1 Limited owns in the Ship the M V	18/05/2015	20/05/2015
(No 14), (ChargeCode 084479520014) Charter Assignment Relating to the Ceona Amazon	18/05/2015	21/05/2015
(No 15), (ChargeCode 084479520015) 2nd Priority Deed of Covenant and Mortgage relating to the Ceona Amazon	18/05/2015	21/05/2015

Annexe 4 Directors' comments

Comments on A - Statement of Assets (Page 2)

Investments in subsidiaries and intercompany receivables from group companies in administration are valued at NIL

Comments on Company Creditors (Page 4)

The Company is liable under an unsecured guarantee of the borrowings of Ceona Equipment Ltd The Company has raised a counter-claim against Huisman Equipment B V

Annexe 5 Trade Receivables

Name	Address	Liability (USD)
ABN Amro	PO Box 283, 1000 EA, Amsterdam, Netherlands,	\$969,786
Blue Water Shipping A/S c/o Blue Water Shipping UK Ltd	Trafikhavnskaj 9, Esbjerg, Denmark,	\$304
DNV GL (EUR)	Brooktorkai 18 Hamburg, Germany,	\$86,662 -
DNV GL AS	Ventasveien 1, Hovik, W6 0QU - London	\$72,466
GAC Netherlands Ltd	Butaanweg 5D, Rotterdam, Netherlands, 3196 KC	\$35,655
Huisman Equipment B V	Admiraal Trompstraat 2, HH Schiedam, Netherlands, 3115	\$3,511,223
Lloyd Werft Bremerhaven AG	Buckenstrabe 25, Bremerhaven, Germany, 27568	\$1,329,738
NCS Survey Limited	15 Ambercrombie Court, Prospect Road, Arnhail Business Park, Aberdeen, UK, AB32 6FE	\$173,767
Selmers B V	Biesland 3, Postbox 628, 1940 AP, Beverwijk, Netherlands, 1948 RJ	\$199,127
Stork Technical Services (RBG) Ltd	Norfolk House, Pimenden Road, Dyce, Aberdeen, UK, AB21 0DP	\$2,804
TeroMarine UK Ltd	Arms Evertyne House, Quay Road, Blyth, UK, NE24 2AS	\$39,468
V Ships UK Ltd	Skypark, 8 Elliot Place, Glasgow, UK, G3 8EP	\$57,163
	Total	\$6,478,162

Rule 2 29			Form 2 14B
	Statement o	f affairs	
Name of Comp	-		Company number 8448785
			· · · · · · · · · · · · · · · · · · ·
In the			Court case number
High Court of Ji	ustice, Chance	ry Division, Companies Court	6107 of 2015
(a) Insert name of registered off company	and address ice of the	Statement as to the affairs of (a) Ceona Ship Holdings C/o Ernst & Young LLP, 1 More London Place, London	
(b) Insert date	on the (b)	16 September 2015 , the date that the comp	any entered administration
	Statement of	of Truth	
	I believe that the affairs	t the facts stated in this statement of affairs are a full, tru	e and complete statement of
	of the above administration	e named company as at (b) 16 September 2015 the da in	te that the company entered
	Full name	Johan Rasmussen	
	Signed	John Com	M
	Dated	14 December 2015	

A - Summary of Assets

		Book Value	Estimated to realise
Ceona Ship Holdings Lim	ited	(£)	(£)
Assets subject to fixed ch	narge		
		-	-
Shares in Ceona Ship 1 Lin	nited and Ceona Equipment Ltd	£115,491,294	-
Less – amount of debt secu	ired by fixed charges	£(137,427,245)	£(137,427 245)
Balance available	<u>. </u>	<u>-</u>	£(137,427,245)
Assets subject to floating charges in annexe)	charge (refer to list of mortgages and		
_ = == ===			•
		-	<u> </u>
Uncharged assets			
		_	-
		-	-
		•	-
		•	-
		-	·
	-	-	-
		-	
_		·	
Estimated total assets av- for preferential creditors	ailable		-
Signature	Date		

A1 - Summary of Liabilities

Ceona Ship Holdings Limited	Book Value (£)	Estimated to realise (£)
Estimated total assets available for preferential		_
creditors (carried from page A)		
Liabilities		
Preferential creditors -		
Estimated deficiency/surplus as regards preferential creditors		
Estimated prescribed part of net property where applicable (to carry forward)	· 	
Estimated total assets available for floating charge holders	- -	
Debts secured by floating charges		-
Shortfall (A)		-
Estimated deficiency/surplus of assets after floating charges		-
Estimated prescribed part of net property where applicable (brought down)	-	
Total assets available to unsecured creditors	-	
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)		-
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)		
Shortfall to floating charge holders (brought down)		-
Estimated deficiency/surplus as regards creditors		-
Issued and called up capital		£(1)
Estimated total (deficiency)/surplus as regards members		£(1)
Signature Date		

1.1 Company creditors

Note You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession

	Ceona Ship Holdings Limited				
Name of creditor or claimant	Address(with postcode)	Amount of debt	Details of any security held by creditor	Date security given	Value of security £
	Total				
Signature		Date			

Annexe 2. Company shareholders

Ceona Ship Holdings Limited

Name of Shareholder	Address(with postcode)	No of shares held	Nominal value	Details o shares held
Ceona Investments Limited	C/o Ernst & Young LLP, 1 More London Place, London SE1 2AF	2	\$1 00	Ordinary Shares
		2	\$1 00	<u></u>
Signature		Date		

Annexe 3: Summary of registered mortgages and charges

Description	Date of charge	Date of Registration
(No 1), (ChargeCode 084487850001) Shares Charge relating to the Share Capital of Ceona Equipment Limited	15/05/2015	21/05/2015
(No 2), (ChargeCode 084487850002) Shares Charge relating to the Share Capital of Ceona Ship 1 Limited	15/05/2015	21/05/2015

Comments on A - Statement of Assets (Page 2)

Investments in subsidiaries and intercompany receivables from group companies in administration are valued at NIL

Statement of Joint Administrators' charging policy for remuneration and disbursements pursuant to Statement of Insolvency Practice No. 9

Appendix C

Statement of Joint Administrators' charging policy for remuneration and disbursements pursuant to Statement of Insolvency Practice No. 9

Charging and disbursement policy

Administrator's charging policy for remuneration

The Joint Administrators have engaged managers and other staff to work on the Administration. The work required is delegated to the most appropriate level of staff taking account of the nature of the work and the individual's experience. Additional assistance is provided by accounting and treasury executives dealing with the company's bank accounts and statutory compliance diaries. Work carried out by all staff is subject to the overall supervision of the Joint Administrators.

All time spent by staff working directly on case-related matters is charged to a time code established for the case. Time is charged in units of six minutes. Each member of staff has a specific hourly rate, which is subject to change over time. The discounted hourly rate for each category of staff as agreed with the Lenders to the Group is shown below. This compares to the full EY rates which are shown for comparison purposes only.

Charge out rates

Grade	Charge out rate per hour (£) (FY 2016)	Agreed hourly rate (£)	
Partner	940	627	
Director	765	511	
Assistant Director	655	531	
Senior Executive	485	391	
Executive	355	289	
Analyst	325	264	

Joint Administrators' charging policy for disbursements

Statement of Insolvency Practice No 9 divides disbursements into two categories

Category 1 disbursements are defined as specific expenditure relating to the administration of the insolvent's affairs and referable to payment to an independent third party. Such disbursements can be paid from the insolvent's assets without approval from the Creditors'. Committee or the general body of creditors.

In line with Statement of Insolvency Practice No 9, it is our policy to disclose Category 1 disbursements drawn but not to seek approval for their payment. We are prepared to provide such additional information as may reasonably be required to support the disbursements drawn. Please see below details of Category 1 disbursements charged to date

Category 1 expenses	3
Airfare	1,313 77
Cell Phone	69 87
Travel	4,316 81
Accommodation	8,236 02
Meals	1,821 81
Total	15,758 28

Statement of Joint Administrators' charging policy for remuneration and disbursements pursuant to Statement of Insolvency Practice No. 9

Category 2 disbursements are charges made by the office holder's firm that include elements of shared or overhead costs. Statement of Insolvency Practice No. 9 provides that such disbursements are subject to approval as if they were remuneration. We do not intend to charge Category 2 disbursements in this case.

Joint Administrators time costs

Statement of Joint Administrators charging policy for remuneration and disbursements pursuant to Statement of insolvency Practice No 9

Ceona Ship 1 Limited for the period 16 September 2015 to 4 December 2015

	i		Staff Grade	ade				
	Ü	Exec Director /	Assistant	Senior			1	Total time costs
Hours	Partner	Director	Director	Executive	Executive	Analyst	Total Hours	(E)
Accounting and Administration	•	2.0	0.3	11.4	77.3	13	92.3	28,321 6
Bank & Statutory Reporting	28 5	82 0	97 0	176	1752	10	4013	169,056 9
Creditors	10	•	•	252	57.4	44 7	1283	38,869 6
Debtors	Í	•	•	•	•	180	180	4,752 0
Employee matters	•	10	4 0	•	0.5	1	5.5	2,779 5
General		•	•	•	1.5	12	2.7	750 3
Immediate Tasks	1 0	0 5	•	•	28 6	710	101 1	27,8919
Job Acceptance & Strategy	90	•	•	•	11	•	16	631 4
Other Assets	•	4	89 5	09	25 7	•	129 1	61,334 7
Other Matters	10	20	104 5	0 8	133 2	0 65	300 5	111,522 1
Property	•	0.2	•	•	10	•	1 2	391 2
Sale of business	2.5	•	109 3	1	280	ſ	139 8	8 269,79
Statutory Duties	0 8	ı	7 1	•	42 4	53 9	742	22,834 9
Trading	9 5	9 5		42.2	533 8	2.0	297 0	182,107 4
VAT & Taxation	•	•	•	• !	0.4		0.4	1156
Total Hours	44 8	105 1	411.7	103 2	1106 1	222 1	1,993 0	1,993 0
Total time costs (£)	28,089 6	53,706 1	218,612 7	40,351 2	319,662 9	58,634 4	719,056 9	719,056 9
Agreed hourly rate (£)	627 0	5110	5310	3910	289 0	264 0		

Ceona Ship Holdings for the period 16 September to 4 December 2015

Statement of Joint Administrators charging policy for remuneration and disbursements pursuant to Statement of Insolvency Practice No 9

			Staff	Staff Grade		1		
								Total
			Assistant Senior	Senior			Total	time
Hours	Partner	Director	Director	Executive	Partner Director Director Executive Executive Analyst Hours	Analyst	Hours	costs (£)
Immediate tasks		,	,	ı	5 2	1.7	7.2	7 2 2,038 3
Job Acceptance & Strategy (M)			•	1	0 3	,	0 3	86 7
Statutory duties		·	•	•	6.2	22		8 4 2,372 6
Total Hours				•	12.0	3.9	15.9	15.9
Total time costs (£)	 		•	•	3,468.0 1,029.6 4,497 6 4,497.6	1,029.6	4,497 6	4,497.6

2640

289 0

3910

5310

5110

6270

Agreed hourly rate (£)

Appendix D Joint Administrators' receipts and payments account for the period from 16 September 2015 to 10 December 2015

Ceona Ship 1 Limited

Receipts	TSA items (£)	Direct items (£)	Total (E)	Statement of Affairs
,				
Cash at date of appointment		1 337	1 337	1 388
Return of Pre-Appointment legal retainer		78 9	78 9	
Drawdown funds	921 258	1 452 915	2 374 173	
Drawdown for Professional fees		1 177 244	1 177 244	
Bank Interest		168	168	
UK VAT Receivable		158	158	135 143
Total receipts	921 258	2,632,610	3,553 868	136,531
Payments				
Payment to Services UK	(644 181)		(644 181)	
TSA Payments to Services UK	(161 819)		(161 819)	•
TSA Payments to Crewing	(115 258)	•	(115 258)	
Ransom Payments		(297 027)	(297 027)	
Berth and Storage Charges		(172 891)	(172 891)	
Garbage Disposal		(1 173)	(1 173)	
Training Expenses		(812)	(812)	
Bank Charges		(380)	(380)	
Administrators' Fees		(502 772)	(502 772)	
Professional Fees		(20 000)	(20 000)	
Legal Fees		(117 902)	(117 902)	
Fixed Irrecoverable VAT		(4 223)	(4 223)	•
VAT Receivable	-	(124 297)	(124 297)	
Gross Wages		(479 068)	(479 068)	
IT Providers		(19 535)	(19 535)	
Insurance Payments		(110 961)	(110 961)	-
Total payments	(921,258)	(1 851 041)	(2,772 299)	
Net realisations			781,569	136 531
Represented by				
GBP account			175 702	
EUR account converted at 0 91			13 516	
USD account converted at 0 66			592 352	
Total funds held			781,569	

Notes

1 Receipts and payments are stated net of VAT

Ceona Ship Holdings Limited

There have been receipts or payments during the period

Appendix E Group structure

Group structure

