

## The Insolvency Act 1986

**Administrator's progress report****R2.38**

Pursuant to Rule 2.38 of the Insolvency (Scotland) Rules 1986

Name of Company SF 2046 Limited	Company number SC286013
------------------------------------	----------------------------

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

We (a) Blair Carnegie Nimmo and Gerard Anthony Friar

Joint Administrators of the above company attach a progress report for the period

from

(b) 23 June 2012

to

(b) 22 December 2012

Signed

  
 Joint Administrator

(b) Insert dates

Dated 29 January 2013

**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

KPMG LLP, 191 West George Street, Glasgow, G2 2LJ

Tel 0141 226 5511

DX Number

DX Exchange

When you have completed and signed this form please send it to the Registrar of Companies at:

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB  
235 Edinburgh / LP 4 Edinburgh-2

FRIDAY



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01/02/2013

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COMPANIES HOUSE



**SF 2046 Limited (in administration)**

**Joint Administrators' progress report to  
creditors pursuant to Rule 2.38 of  
the Insolvency (Scotland) Rules 1986**

**29 January 2013**

**KPMG LLP**

**29 January 2013**

***This report contains 21 Pages***

**AC/GM/982**



*SF 2046 Limited (in administration)*  
*Joint Administrators' progress report to creditors pursuant to Rule 2.38 of*  
*the Insolvency (Scotland) Rules 1986*  
*KPMG LLP*  
*29 January 2013*

## **Notice: About this Report**

This Report has been prepared by BC Nimmo and GA Friar, the Joint Administrators of SF 2046 Limited, solely to comply with their statutory duty under Rule 2.38 of the Insolvency (Scotland) Rules 1986 to provide the creditors with an update on the progress 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 Report 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 SF 2046 Limited.

Any estimated outcomes for creditors included in this Report 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 Report for any purpose or in any context other than under Rule 2.38 of the Insolvency (Scotland) Rules 1986 does so at their own risk. To the fullest extent permitted by law, the Joint Administrators do not assume any responsibility and will not accept any liability in respect of this Report.

BC Nimmo and GA Friar are authorised to act as insolvency practitioners by the Institute of Chartered Accountants of Scotland.

The Joint Administrators act as agents for SF 2046 Limited and contract without personal liability. The appointments of the Joint Administrators are personal to them and, to the fullest extent permitted by law KPMG LLP does not assume any responsibility and will not accept any liability to any person in respect of this Report or the conduct of the Administration.



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## 1 Introduction

We, Blair Carnegie Nimmo and Gerard Anthony Friar of KPMG LLP, were appointed Joint Interim Managers of SF 2046 Limited ("SF 2046" or "the Company") on 29 November 2011 and subsequently Joint Administrators on 23 December 2011.

We were appointed by the Court of Session ("the Court") following an application to the Court for the appointment of the Joint Administrators by the Bank of Scotland Plc ("the Bank").

BC Nimmo and GA Friar have also been appointed to 17 other companies within the Herd Estates group ("the Group"), details of which are set out at Appendix 2.

In accordance with paragraph 100 (2) of schedule B1 of the Insolvency Act 1986 the functions of the Joint Administrators may be exercised by either of or both the Joint Administrators.

In accordance with Rule 2.38 of the Insolvency (Scotland) Rules 1986 we set out below our six monthly progress report to creditors.

The receipts and payments account for the period 23 June 2012 to 22 December 2012 for the Company is attached at Appendix 3. This shows that SF 2046 has funds on hand totalling £231,027.45. These funds are subject to the costs of the Administration process.

## 2 Progress to date including realisation of assets

### 2.1 Property

At the date of appointment of the Joint Administrators, the Company's principal asset comprised a freehold property as detailed at Figure 2 below:

**Figure 2: Property assets**

Company	Property
SF 2046 Limited	BP Filling Station, Glasgow Airport
Source: Directors/Bank of Scotland Plc	

As advised in our previous report, Lisney LLP ("Lisney") were instructed to manage this property on our behalf, until such time as it was sold.

#### 2.1.1 Marketing and disposal of the property

The property owned by the Company was sold on 23 March 2012 to a joint venture formed between LaSalle Holdings Limited and Flodrive Holdings Limited ("the Purchaser"). The Purchaser paid £2.3 million (excluding VAT) for the property.

In the period between the date of our appointment and the sale of the property, we ingathered £13,503.25 of rental income.

## 2.2 Other assets

Following our appointment, we instructed the Company's accountants to prepare management accounts up to the date of our appointment. These accounts disclose the following other assets.

- Inter-company debtor balance of £68,469.12 due from Circe Limited ("Circe"), a company outwith the Group. We understand that Circe was dissolved on 15 June 2012, and accordingly there will be no recoveries from this source.
- At the date of our appointment there was £68,733.18 of cash being held by Lisney's in relation to pre-appointment rental income. This has been ingathered, as noted in our previous reports.

## 2.3 Investigation matters

In accordance with our statutory obligations, we are required to investigate the Company's affairs prior to our appointment. We have submitted our report to the Department for Business, Innovation & Skills. The content of the report is confidential and cannot be disclosed to any third parties.

# 3 Amounts payable to secured creditors, preferential creditors and the floating charge holder

## 3.1 Secured lenders

The Bank holds a standard security over the property owned by the Company. The estimated amounts due to the Bank are set out in Figure 2 below.

**Figure 2: Secured lender's indebtedness**

	£000
<b>Amounts secured by cross guarantee</b>	
SF 2046 Limited – direct	2,882
– via cross guarantees	70,551
	<hr/>
	73,433
	<hr/>
<i>Source: Company records and Joint Administrators' estimates</i>	

**Note:** In addition to the direct debt of £2.882 million owed to the Bank, the Company has guaranteed the debt of a further two Group companies, Varren Properties Limited ("Varren") and Ashquay Properties Limited ("Ashquay"). BC Nimmo and GA Friar were appointed as Joint Administrative Receivers of Varren and Ashquay on 28 November 2011, at which point they owed £70.551 million to the Bank.



To date distributions in the sum of £2.1 million have been made to the Bank and it should be noted that interest and charges continue to accrue on the Bank's indebtedness until repaid in full.

### 3.2 Preferential creditors

The Company did not have any employees at the date of appointment. Accordingly, there are no preferential creditors in the Administration.

### 3.3 Floating charges

There is no floating charge/debenture over the business and assets of the Company.

## 4 Prescribed parts of the Companies' net property pursuant to Section 176A of the Insolvency Act 1986

The Bank does not hold a floating charge/debenture over the Company. Therefore section 176A of the Insolvency Act 1986 is not applicable and there will be no prescribed part of the Company's net property available for unsecured creditors.

The dividend prospects of the Company' is commented further in section 5 below.

## 5 Dividend prospects for creditors of the Company

We currently anticipate that the secured lender will receive a partial recovery under the terms of its standard security over the property of the Company.

There may be a small dividend available to the unsecured creditors of the Company. The quantum and timing of this distribution is currently uncertain.

## 6 Joint Administrators' fees

I enclose, at Appendix 4, an analysis of our time and costs properly incurred in the period from 23 December 2011 to 22 December 2012 in attending to the significant amount of work required in this case.

In relation to SF 2046 in this period, a total of 133.2 hours were spent by our firm's staff in relation to the activities listed below at a total cost of £43,321.50.

Key areas where costs have been incurred in relation to the Company are, *inter alia*, as follows:-

- meeting and liaising with the directors/accountants of the Company in order to establish the financial and operational position of the Company as at the date of our appointment, and to gather information on the Company's assets;



- discussions with Lisneys to understand the operation and management of the Group's property portfolio, and their subsequent appointment as managing agents;
- ongoing liaison and monitoring of Lisneys and of the collection of rents, insurance rents and service charge from the tenants together with the chasing of arrears;
- discussions with CBRE regarding the marketing and disposal of the Group's property portfolio, including the property owned by the Company. Following discussions with the secured lender, the appointment of CBRE, as marketing agents;
- ongoing liaison with CBRE in relation to the marketing of the property portfolio;
- review of offers received at the closing date, selection of preferred bidders and agreement of heads of terms for the sale of the properties;
- addressing property enquiries received from the preferred bidders and provision of property diligence information and documentation;
- in conjunction with our solicitors, negotiating and agreeing the legal documentation for the sale of the properties;
- ongoing liaison with the relevant councils and utility companies in respect of rates and utilities;
- liaison with the open cover insurers acting on behalf of the Joint Administrators to ensure that appropriate cover remains in place at all times;
- liaison with the Company's former accountants and solicitors to obtain all appropriate information pertaining to the Company, up to date the books and records, and to ingather all pertinent company books and records held in their possession;
- seeking advice, as appropriate, from our specialist tax and VAT advisers in relation to the financial, and ongoing operational, position of the Company;
- undertaking all statutory and administrative matters as required, including corresponding with creditors;
- corresponding with the directors and obtaining the statement of affairs of the Company as at the date of our appointment;
- confirming the validity of the Bank's securities;
- corresponding with the secured lender, the Bank;
- investigation into the affairs of the Company prior to our appointment, including consultation with the directors of the Company as appropriate;
- dealing with all relevant environmental bodies and issues, including contacting the Environment Agency, the health and safety executive and the local council;





- dealing with creditor correspondence and queries;
- undertaking all cashiering requirements including reconciling the administration bank account.

I would advise that the secured lender, the Bank, has provided its approval to the Joint Administrators' interim fee of £20,000 in respect of the Administration.

In terms of Rule 2.39A of the Insolvency (Scotland) Rules 1986, any creditor or creditors representing at least 25% in value of the total creditors may appeal against this fee to the Court of Session within 14 days from the date of this letter.

For your information, I would advise that a creditors' guide to fees can be found at:-

[http://www.r3.org.uk/media/documents/publications/professional/Guide\\_to\\_Administrators\\_Fees\\_Nov2011.pdf](http://www.r3.org.uk/media/documents/publications/professional/Guide_to_Administrators_Fees_Nov2011.pdf)

However, if you are unable to access this guide and would like a copy, please contact Greg Muir, c/o KPMG LLP, 191 West George Street, Glasgow, G2 2LJ.

## **7 Extension of the Administration**

Ordinarily, our appointment as Joint Administrators would automatically cease at the end of one year beginning with the date on which it took effect, pursuant to Paragraph 76 (1) Schedule B1 to the Insolvency Act 1986, being 22 December 2012. However, given that we had yet to finalise matters, we required an extension to the Administration period.

We therefore requested that the secured lender, the Bank, grants a further extension of the Administration for a period of 6 months to 22 June 2013. The Bank confirmed its approval to the six month extension on 1 October 2012.

Whilst we will endeavour to finalise all remaining matters in the Administration as quickly as practicable, it may be necessary to obtain further extensions of the Administration period. Should this be required, we intend to request, at the appropriate time, that the Court grants a further extension of the Administration for a period of up to 12 months, to 22 June 2014.

If any creditor wishes to object to an application to extend the Administration until 22 June 2014, they should confirm their objection, in writing, to the Joint Administrators c/o KPMG LLP, 191 West George Street, Glasgow, G2 2LJ by no later than 28 February 2013. If we do not hear from you by this date, at the appropriate time we will go back to the Court to advise that you have not objected to the proposed extension and ask that the Court grants the extension of the Administration for a period of up to 12 months to 22 June 2014.

## 8 Amendment to Joint Administrator's proposals

We would advise that it is necessary to seek an amendment to the Company's original proposals. A copy of the amendment is attached at Appendix 6. This can be achieved by the conduct of a meeting of the Company's creditors by correspondence.

In accordance with Paragraph 54(2) of Schedule B1 to the Insolvency Act 1986 and Rule 2.34 of the Insolvency (Scotland) Rules 1986 (both as amended), we propose the undernoted amendment to the Joint Administrators' initial proposals for the Company. This will have no detrimental effect on the outcome for unsecured creditors.

We initially sought approval to move the Company from Administration to Creditors Voluntary Liquidation ("CVL") should the need arise, in particular, if there were sufficient funds to enable a distribution to unsecured creditors. It is now our opinion that a distribution out of the Administration would be beneficial to the unsecured creditors as this can be done sooner and will not incur the costs associated with moving the Company into a CVL process.

We are, therefore, seeking a resolution in respect of the Company for the Joint Administrators to distribute funds to unsecured creditors where funds permit and where the Court, following an application by the Joint Administrators under Paragraph 65 of Schedule B1 to the Insolvency Act 1986, has given permission to make such a distribution. Should the Court, for whatever reason, not permit the Administrators to attend to the dividend distribution we will convert to a CVL to facilitate the distribution as noted in the initial proposals.

## 9 Other matters

A number of issues still require to be dealt with in the Administration. These include, *inter alia*:-

- finalising the distribution of funds to the secured lender following the disposal of the property;
- finalising, adjudicating and distributing funds to the unsecured creditors; and
- attending to all statutory aspects of the Administration process.

We will endeavour to finalise the remaining outstanding matters in the Administration as quickly as possible.

BC Nimmo & GA Friar  
KPMG  
191 West George Street  
Glasgow  
G2 2LJ

29 January 2013



*SF 2046 Limited (in administration)*  
*Joint Administrators' progress report to creditors pursuant to Rule 2.38 of*  
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*KPMG LLP*  
*29 January 2013*

## **Appendix 1**

### **Statutory and other information**



## **Appendix 1 – SF 2046 Limited**

### **Statutory and other information**

#### **EC Regulation**

This Administration is a main proceeding under the EC Regulation on Insolvency Proceedings. Article 3 of the EC Regulation defines main proceedings and the Company is registered in Scotland, has its main centre of interest in Scotland and does not fall within one of the excepted categories. Consequently, the Administration is governed by the Insolvency Act 1986 and not any other European Union Member State's insolvency law.

#### **Relevant court**

We were appointed by the Court of Session ("the Court") following an application to the Court for the appointment of the Joint Administrators by the Bank of Scotland Plc ("the Bank").

#### **Incorporation**

SF 2046 Limited was incorporated on 9 June 2005.

#### **Extension to initial period of appointment**

The Administration has been extended, with the consent of the secured creditor, by six months to 22 June 2013. If required, we will seek a further extension of the Administration for a period of up to 12 months to 22 June 2014 from the Court.

#### **Registered office and trading address**

SF 2046 Limited's former registered office was situated at:

24 Great King Street  
Edinburgh  
EH3 6QN

As part of the Administration process, the registered office of SF 2046 Limited has been changed to:

c/o KPMG LLP  
191 West George Street  
Glasgow  
G2 2LJ



SF 2046 Limited traded from leased premises at

51 Hill Street  
Belfast  
County Antrim  
BT1 2LB

**Company number**

The company number is SC286013.

**Directors**

The directors at the date of our appointment were:

Richard Henry Sproule                      Appointed 10 March 2006

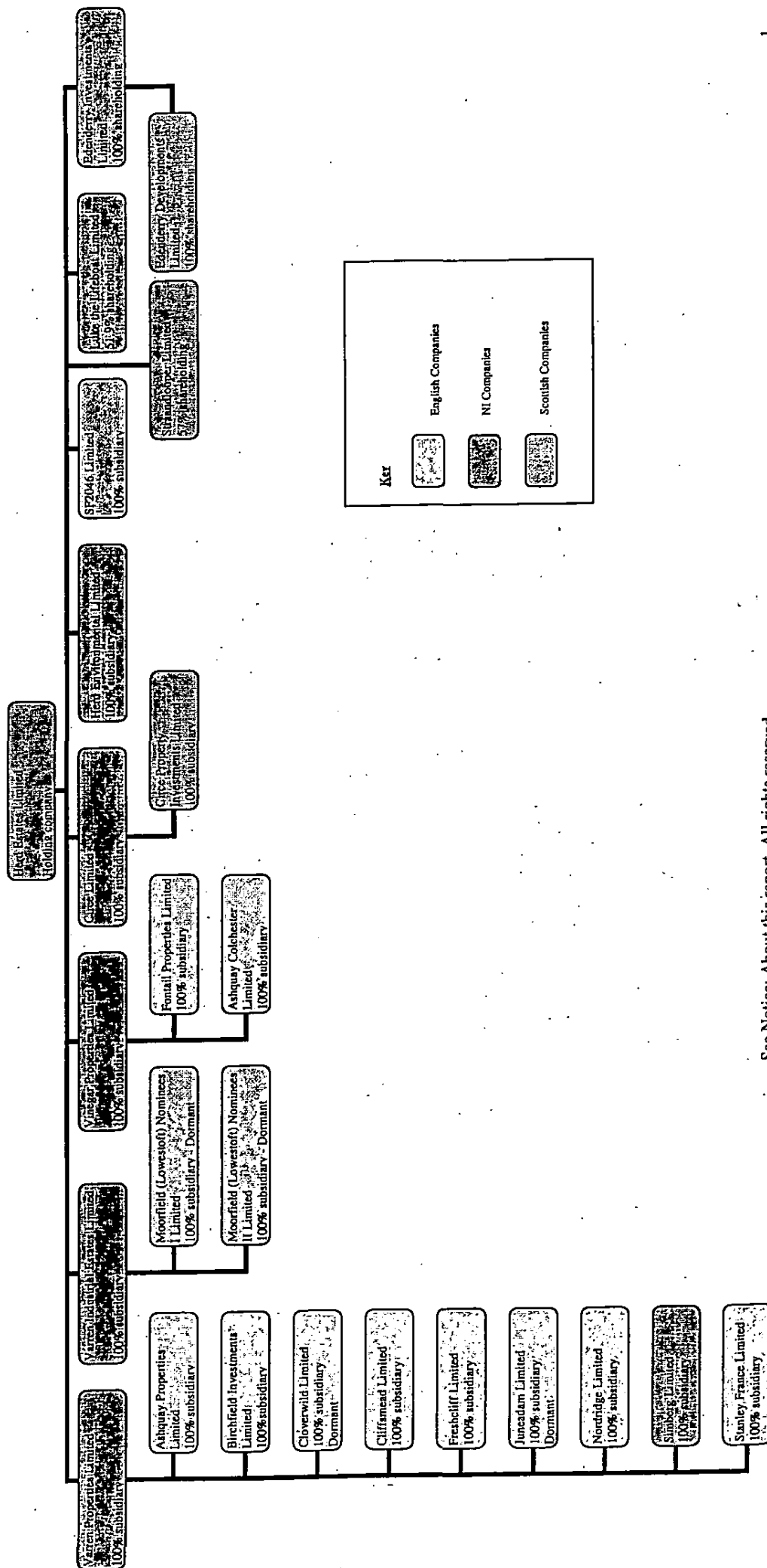
Eric Henry Sproule                      Appointed 10 March 2006

**Share capital**

The authorised issued and called up share capital of the Company is set out in Figure 1, below.

Shareholder	Class of Share	Number	Value (£)
Herd Estates Limited	Ordinary £1	2	2
<i>Source: Companies House</i>			

## Appendix 2a - Group Structure



## Appendix 2b – Summary of appointments

Company name	Registered	Reg no	Insolvency mechanism	Date of appointment	Appointees
Varren Properties Limited	Northern Ireland	N1040779	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Varren Industrial Estates Limited	Northern Ireland	N1043917	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Vinegar Properties Limited	Northern Ireland	N1040778	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Ashquay Properties Limited	England	03181557	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Birchfield Investments Limited	England	03118818	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Cloverwild Limited	England	03179529	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Cliffsmead Limited	England	03124542	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Freshcliff Limited	England	03298153	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Juneadam Limited	England	03175553	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Nordridge Limited	England	03225720	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Stanley France Limited	England	00599354	Administrative receivership	28 Nov 11	BC Nimmo and GA Friar
Herd Environmental Limited	Northern Ireland	N1066767	Administration	28 Nov 11	BC Nimmo and GA Friar
Sarcon (No 235) Limited	Northern Ireland	N1062570	Administration	28 Nov 11	BC Nimmo and GA Friar
Fontail Properties Limited	England	03365237	Administration	28 Nov 11	BC Nimmo and GA Friar
Ashquay Colchester Limited	England	04126037	Administration	28 Nov 11	BC Nimmo and GA Friar
Herd Estates Limited	Northern Ireland	N1040442	Administration	5 Dec 11	BC Nimmo and GA Friar
Simberg Limited	Northern Ireland	N1023107	Administration	5 Dec 11	BC Nimmo and GA Friar
SF 2046 Limited	Scotland	SC286013	Administration	23 Dec 11	BC Nimmo and GA Friar

### Notes:

BC Nimmo and GA Friar were previously appointed as Interim Managers of SF 2046 Limited on 29 November 2011.

Sarcon (No 235) Limited is not a subsidiary of Herd Estates Limited but has common directors with the Group companies and is included in the bank's security ring.



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*KPMG LLP*  
*29 January 2013*

## **Appendix 3**

**Administrators' receipts and payments accounts  
for the period 23 June 2012 to 22 December 2012**



**SF 2046 Limited**  
**(In Administration)**  
**Administrators' Trading Account**

Statement of Affairs	From 23/06/2012 To 22/12/2012	From 23/12/2011 To 22/12/2012
POST-APPOINTMENT SALES		
Rental income	<u>NIL</u>	<u>13,503.25</u>
	NIL	13,503.25
OTHER DIRECT COSTS		
Sundry	<u>NIL</u>	<u>420.80</u>
	NIL	(420.80)
TRADING EXPENSES		
Lisney's management fee	<u>NIL</u>	<u>1,449.62</u>
	NIL	(1,449.62)
<hr/>		
TRADING SURPLUS/(DEFICIT)	<u><u>NIL</u></u>	<u><u>11,632.83</u></u>

**SF 2046 Limited**  
**(In Administration)**  
**Administrators' Abstract of Receipts & Payments**

Statement of Affairs	From 23/06/2012 To 22/12/2012	From 23/12/2011 To 22/12/2012
<b>FIXED CHARGE ASSETS</b>		
Core portfolio	NIL	2,300,000.00
	NIL	2,300,000.00
<b>FIXED CHARGE COSTS</b>		
Legal fees	NIL	14,369.90
Property agents fees	NIL	18,693.50
	NIL	(33,063.40)
<b>FIXED CHARGE CREDITORS</b>		
Fixed charge creditor	2,100,000.00	2,100,000.00
	(2,100,000.00)	(2,100,000.00)
<b>ASSET REALISATIONS</b>		
Cash at bank	33.53	68,766.71
	33.53	68,766.71
<b>OTHER REALISATIONS</b>		
Bank interest, gross	3,164.57	5,455.06
Trading Surplus/(Deficit)	NIL	11,632.83
	3,164.57	17,087.89
<b>COST OF REALISATIONS</b>		
Registers of Scotland	NIL	30.00
Legal fees	NIL	10,000.00
Statutory advertising	76.50	76.50
Bank charges	45.00	45.00
	(121.50)	(10,151.50)
	<b>(2,096,923.40)</b>	<b>242,639.70</b>
<b>REPRESENTED BY</b>		
Floating charge current		231,027.45
Floating ch. VAT control		11,612.25
		<b>242,639.70</b>

Gerard Anthony Friar  
Administrator



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*KPMG LLP*  
*29 January 2013*

## **Appendix 4**

**Joint Administrators' time costs for the period 23 December 2011 to 22  
December 2012**

SF 2046 Limited (in administration) ("the Company")  
Joint Administrators' fees and outlays for the period from 23 December 2011 to 22 December 2012

SIP9 compliant worksheet

	Partner/ Director	Manager	Administrator	Support	Total hours	Time cost (£)	Average hourly rate (£)
Consolidated time spent by grade	460 - 565	240 - 450	175 - 185	40 - 115			
Appointment and related formalities		3.30	9.20		12.50	2,941.50	235.32
Checklist and reviews		3.30	1.30		4.60	1,394.00	303.04
Reports to debenture holders	1.00		6.40		7.40	3,031.00	409.59
Strategy documents		2.60			2.60	1,105.00	425.00
Realisation of assets							
Freehold property	11.50	15.30	2.60		29.40	12,411.00	422.14
Open cover insurance			0.40		0.40	70.00	175.00
Other assets	1.00				1.00	460.00	460.00
Trading							
Cash and profit projections and strategy		1.70	6.30		8.00	1,760.50	220.06
Purchases and trading costs		2.70			2.70	1,147.50	425.00
Sales		8.00			8.00	3,024.00	378.00
Directors							
Statement of affairs			0.10		0.10	17.50	175.00
Correspondence with directors			1.70		1.70	297.50	175.00
Correspondence regarding investigations			1.90		1.90	332.50	175.00
D form drafting and submission	1.00	2.00	3.60		6.60	1,780.00	269.70
Tax							
Post appointment VAT			0.20		0.20	50.00	250.00
Creditors				1.00	1.00	110.00	110.00
General correspondence					7.80	3,155.00	404.49
Secured creditors		7.80			23.00	7,110.00	309.13
Statutory reports	4.00	9.70	7.50	1.80			
Administrative matters							
Fees and WIP			1.70		1.70	297.50	175.00
Mail redirection			1.20	0.30	1.50	244.50	163.00
Cashiering							
General cashiering			2.80	0.40	3.20	681.50	212.97
Reconciliations			7.90		7.90	1,901.00	240.63
Total in period	18.50	62.80	48.40	3.50	133.20	43,321.50	

All staff who have worked on this assignment, including cashiers and secretarial staff, have charged time directly to the assignment and are included in the analysis of time spent. The cost of staff employed in central administration functions is not charged directly to the assignment but is reflected in the general levels of charge out rates.



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*29 January 2013*

## **Appendix 5**

### **Joint Administrators' original proposals**

## **Joint Administrators' proposals**

This document in its entirety constitutes the Joint Administrators' proposals in accordance with Paragraph 49 of Schedule B1 of the Insolvency Act 1986.

The key points have been summarised below.

The Joint Administrators propose the following:-

- to continue to do all such things reasonably expedient and generally exercise all their powers as Joint Administrators as they, in their discretion, consider desirable in order to maximise realisations from the assets of the Company;
- to seek an extension of the Administration period if deemed necessary by the Joint Administrators;
- to raise or defend any legal actions while it remains economical to do so;
- to continue to pursue and ingather the various debts still due to the Company;
- to continue to realise the remaining assets of the Company;
- to investigate and submit a claim for a refund of Corporation Tax or VAT paid by the Company;
- to appoint and instruct agents to assist in the management, valuation and realisation of the assets;
- that in the event that no creditors' committee is formed, the Joint Administrators' remuneration will be based upon time costs properly incurred at KPMG LLP time rates determined in accordance with Rule 2.39 of the Insolvency (Scotland) Rules 1986;
- the Joint Administrators be authorised to draw fees on account from the assets of the Company from time to time during the period of the Administration based on time properly spent at KPMG LLP charge out rates that reflect the complexity of the assignment. Also, that the Joint Administrators be authorised to draw disbursements from time to time to include category two disbursements;
- that the costs of KPMG LLP in respect of tax, VAT and pension advice provided to the Joint Administrators be based upon time costs at KPMG LLP rates and shall be paid out of the assets of the Company;
- the Joint Administrators be permitted to pay any realisations to preferential and secured creditors along with any prescribed part dividends to ordinary creditors and then take the appropriate steps to dissolve the Company;



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- to settle legal and other agents' fees and disbursements properly incurred in assisting the Joint Administrators, to be paid out of the assets of the Company;
- should the need arise, Joint Administrators be permitted to move the Company from Administration to Creditors' Voluntary Liquidation, and for the appointment of Blair Carnegie Nimmo and Gerard Anthony Friar as Joint Liquidators of the Company without further recourse to creditors. In accordance with Paragraph 83 (7) of Schedule B1 to the Insolvency Act 1986 and Rule 2.47 of the Insolvency (Scotland) Amendment Rules 2003, creditors may nominate a different person as the proposed Liquidator, provided that the nomination is made after the receipt of the Proposals and before the Proposals are approved;
- that the Joint Administrators be discharged at the end of the Administration from liability in respect of any action of theirs as Joint Administrators pursuant to paragraph 98 (1) of schedule B1 of the Insolvency Act 1986 immediately following the registration of the notice given pursuant to paragraph 83 of schedule B1 of the Insolvency Act 1986.



*SF 2046 Limited (in administration)*  
*Joint Administrators' progress report to creditors pursuant to Rule 2.38 of*  
*the Insolvency (Scotland) Rules 1986*  
*KPMG LLP*  
*29 January 2013*

## **Appendix 6**

### **Revised proposal resolution**





*SF 2046 Limited (in administration)*  
*Joint Administrators' progress report to creditors pursuant to Rule 2.38 of*  
*the Insolvency (Scotland) Rules 1986*  
**KPMG LLP**  
29 January 2013

## Revised proposal resolution

### SF 2046 Limited (in administration) ("the Company")

Pursuant to paragraph 58 of Schedule B1 to the Insolvency Act 1986, enclosed is a resolution for your consideration. Please indicate below whether you are in favour or against the resolution.

This form must be received at:-

KPMG LLP  
191 West George Street  
Glasgow  
G2 2LJ

by 17.00 hours on **28 February 2013** in order to be counted.

<u>Resolution 1</u>  We are seeking a resolution for the Joint Administrators to distribute funds to unsecured creditors where funds permit and where the Court, following an application by the Joint Administrators under paragraph 65(3) of Schedule B1 of the Act, has given permission to make such a distribution.	In Favour <input type="checkbox"/>	Against <input type="checkbox"/>
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Signed: .....

Print name: .....

Date: .....