

1815328

SOLWAY INTERNATIONAL LIMITED

No. of 2008

MAYER BROWN

THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

COMPANIES

Mr Justice Floyd

31 July 2008



IN THE MATTER OF ACCELERA WIRELESS (UK) LIMITED (IN CREDITORS' VOLUNTARY LIQUIDATION) AND OTHERS

AND IN THE MATTER OF CARWARDINE LIMITED (IN ADMINISTRATION) AND OTHERS

AND IN THE MATTER OF LEWIS REES JENKINS (A BANKRUPT) AND OTHERS

AND IN THE MATTER OF THE HEART HOSPITAL LIMITED (SUBJECT TO A COMPANY VOLUNTARY ARRANGEMENT) AND OTHERS

AND IN THE MATTER OF THAMESIDE ENGINEERING LIMITED (IN COMPULSORY LIQUIDATION) AND OTHERS

AND IN THE MATTER OF BLAND 123 LIMITED (IN MEMBERS' VOLUNTARY LIQUIDATION) AND OTHERS

AND IN THE MATTER OF MICHAEL STORRY (SUBJECT TO AN INDIVIDUAL VOLUNTARY ARRANGEMENT)

AND IN THE MATTER OF D W I USCOMBE AND L M LUSCOMBE (INSOLVENT PARTNERSHIP)

AND IN THE MATTER OF THE INSOLVENCY ACT 1986

AND IN THE MATTER OF THE INSOLVENT PARTNERSHIPS ORDER 1994

BETWEEN

- (1) MICHAEL PETER GERRARD
- (2) MARTIN GILBERT ELLIS
- (3) KEVIN JOHN HELLARD
- (4) NICHOLAS STEWART WOOD
- (5) GARETH RUTT MORRIS
- (6) KEITH HINDS
- (7) JOSEPH PETER FRANCIS MCLEAN



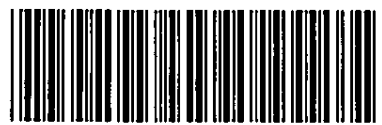
Applicants

and

- (1) SIMON PETER BOWER
- (2) GEOFFREY PAUL ROWLEY
- (3) CHARLES WILLIAM ANTHONY ESCOTT
- (4) WILLIAM THOMSON MERCER CLEGHORN
- (5) GRAHAM LINDSAY DOWN
- (6) MICHAEL JOHN HORE
- (7) DAVID MICHAEL RILEY
- (8) GERALD CLIFFORD SMITH
- (9) DAVID PAUL HUDSON
- (10) MALCOLM ELLIS CORK
- (11) TREVOR PATRICK O'SULLIVAN

Respondents

ORDER



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COMPANIES HOUSE

SATURDAY

**UPON THE APPLICATION OF** Michael Peter Gerrard, Martin Gilbert Ellis Kevin John Hellard Nicholas Stewart Wood Gareth Rutt Morris Keith Hinds and Joseph Peter Francis McLean (the "Applicants") by Ordinary Application dated 24 July 2008

**AND UPON READING** the First Witness Statement of Gareth Rutt Morris

**IT IS ORDERED THAT:**

- 1 Each of the insolvency proceedings identified in Schedules 1 to 22 hereto (together the "Schedules") as commenced or proceeding in a County Court are hereby transferred pursuant to s41 County Courts Act 1984, to the Companies Court of the Chancery Division of the High Court of Justice for the purpose only of considering and if thought fit making the orders contained in paragraphs 2 to 34 below
- 2 In the Creditors' Voluntary Liquidation identified in Schedule 1
  - (a) the First Respondent be removed from the office of Joint Liquidator of the company with immediate effect, and
  - (b) the First Applicant be appointed Joint Liquidator thereof with immediate effect
- 3 In each post-Enterprise Act 2002 Administration identified in Schedule 2
  - (a) the First Respondent be removed from the office of Joint Administrator of the relevant company with immediate effect and
  - (b) the Second Applicant be appointed Joint Administrator thereof with immediate effect
- 4 In each Bankruptcy identified in Schedule 3
  - (a) the First Respondent be removed from the office of Trustee in Bankruptcy of the relevant individual with immediate effect, and
  - (b) the Third Applicant be appointed as Trustee in Bankruptcy thereof with immediate effect
- 5 In the Company Voluntary Arrangement identified in Schedule 4
  - (a) the First Respondent be removed from the office of Supervisor of the arrangement with immediate effect, and

- (b) the Fourth Applicant be appointed as Supervisor thereof with immediate effect
- 6 In relation to the insolvency proceedings identified in Schedule 5
- (a) in each post-Enterprise Act 2002 Administration the First Respondent be removed from the office of Joint Administrator of the relevant company with immediate effect.
  - (b) in each Creditors' Voluntary Liquidation the First Respondent be removed from the office of Joint Liquidator of the relevant company with immediate effect
  - (c) in each Compulsory Liquidation the First Respondent be removed from the office of Joint Liquidator of the relevant company with immediate effect, and
  - (d) in each Members' Voluntary Liquidation the First Respondent be removed from the office of Joint Liquidator of the relevant company with immediate effect
- 7 In the Company Voluntary Arrangement identified in Schedule 6
- (a) the First and Second Respondents each be removed from the office of Joint Supervisor of the arrangement with immediate effect and
  - (b) the Fourth Applicant be appointed as sole Supervisor thereof with immediate effect
8. In the Company Voluntary Arrangement identified in Schedule 7
- (a) the First and Second Respondents each be removed from the office of Joint Supervisor of the arrangement with immediate effect, and
  - (b) the Fifth Applicant be appointed as sole Supervisor thereof with immediate effect
- 9 In each Members' Voluntary Liquidation identified in Schedule 8
- (a) the First and Sixth Respondents each be removed from the office of Joint Liquidator of the relevant company with immediate effect, and
  - (b) the Fifth Applicant be appointed as sole Liquidator thereof with immediate effect

- 10 In each of the Compulsory Liquidations identified in Schedule 9 the Second Respondent be removed from the office of Joint Liquidator of the relevant company with immediate effect
- 11 In the Compulsory Liquidation identified in Schedule 10
  - (a) the Second and Sixth Respondents each be removed from the office of Joint Liquidator of the company with immediate effect and
  - (b) the Third Applicant be appointed as sole Liquidator thereof with immediate effect
- 12 In relation to the insolvency proceedings identified in Schedule 11
  - (a) in each post-Enterprise Act 2002 Administration
    - (i) the Third and Sixth Respondents each be removed from the office of Joint Administrator of the company with immediate effect and
    - (ii) the Sixth and Seventh Applicants be appointed as Joint Administrators thereof with immediate effect.
  - (b) in the Creditors' Voluntary Liquidation
    - (i) the Third and Sixth Respondents each be removed from the office of Joint Liquidator of the company with immediate effect and
    - (ii) the Sixth and Seventh Applicants be appointed as Joint Liquidators thereof with immediate effect
  - (c) in the Individual Voluntary Arrangement
    - (i) the Third and Sixth Respondents each be removed from the office of Joint Supervisor of the arrangement with immediate effect and
    - (ii) the Sixth and Seventh Applicants be appointed as Joint Supervisors thereof with immediate effect
- 13 In each Bankruptcy identified in Schedule 12
  - (a) the Third Respondent be removed from the office of Trustee in Bankruptcy of the individual with immediate effect, and

- (b) the Third Applicant be appointed Trustee in Bankruptcy thereof with immediate effect.

14 In relation to the insolvency proceedings identified in Schedule 13

- (a) in each pre-Enterprise Act 2002 Administration
  - (i) the Third Respondent be removed from the office of Joint Administrator of the relevant company with immediate effect, and
  - (ii) the Sixth Applicant be appointed as Joint Administrator thereof with immediate effect
- (b) in the Creditors' Voluntary Liquidation
  - (i) the Third Respondent be removed from the office of Joint Liquidator of the company with immediate effect and
  - (ii) the Sixth Applicant be appointed as Joint Liquidator thereof with immediate effect
- (c) in each Members' Voluntary Liquidation
  - (i) the Third Respondent be removed from the office of Joint Liquidator of the relevant company with immediate effect, and
  - (ii) the Sixth Applicant be appointed as Joint Liquidator thereof with immediate effect

15 In relation to the insolvency proceedings identified in Schedule 14

- (a) in each Creditors' Voluntary Liquidation
  - (i) the Third Respondent be removed from the office of Joint Liquidator of the relevant company with immediate effect and
  - (ii) the Seventh Applicant be appointed as Joint Liquidator thereof with immediate effect
- (b) in each Members' Voluntary Liquidation
  - (i) the Third Respondent be removed from the office of Joint Liquidator of the relevant company with immediate effect, and

- (ii) the Seventh Applicant be appointed as Joint Liquidator thereof with immediate effect
- 16 In the Creditors' Voluntary Liquidation identified in Schedule 15
  - (a) the Third Respondent be removed from the office of Joint Liquidator of the company with immediate effect and
  - (b) the Sixth and Seventh Applicants be appointed as Joint Liquidators thereof with immediate effect
- 17 In relation to the insolvency proceedings identified in Schedule 16
  - (a) in the Creditors' Voluntary Liquidation
    - (i) the Third Respondent be removed from the office of Joint Liquidator of the company with immediate effect and
    - (ii) the Third and Seventh Applicants be appointed as Joint Liquidators thereof with immediate effect
  - (b) in the Bankruptcy
    - (i) the Third Respondent be removed from the office of Trustee in Bankruptcy of the individual with immediate effect, and
    - (ii) The Third and Seventh Applicants be appointed as Joint Trustee in Bankruptcy thereof with immediate effect.
- 18 In relation to the insolvency proceedings identified in Schedule 17
  - (a) in each Compulsory Liquidation the Third Respondent be removed from the office of Joint Liquidator of the relevant company with immediate effect and
  - (b) in the Creditors' Voluntary Liquidation the Third Respondent be removed from the office of Joint Liquidator of the company with immediate effect
- 19 In the Creditors' Voluntary Liquidation identified in Schedule 18 the Fourth Respondent be removed from the office of Joint Liquidator of the company with immediate effect
- 20 In relation to the insolvency proceedings identified in Schedule 19
  - (a) in each Bankruptcy

- (i) the Fifth Respondent be removed from the office of Trustee in Bankruptcy of the relevant individual with immediate effect, and
    - (ii) the Third Applicant be appointed as Trustee in Bankruptcy thereof with immediate effect
  - (b) in the Insolvent Partnership (being wound up pursuant to a joint petition without the partnership being wound up as an unregistered company)
    - (i) the Fifth Respondent be removed from the office of Trustee of the Insolvent Partnership with immediate effect and
    - (ii) the Third Applicant be appointed as Trustee of the Insolvent Partnership with immediate effect
- 21 In the Creditors' Voluntary Liquidation identified in Schedule 20
- (a) the Sixth Respondent be removed from the office of Joint Liquidator of the company with immediate effect, and
  - (b) the First Applicant be appointed as Joint Liquidator thereof with immediate effect
- 22 In each Bankruptcy identified in Schedule 21
- (a) the Sixth Respondent be removed from the office of Trustee in Bankruptcy of the relevant individual with immediate effect, and
  - (b) the Third Applicant be appointed as Trustee in Bankruptcy thereof with immediate effect
23. In the Bankruptcy identified in Schedule 22 the Sixth Respondent be removed from the office of Joint Trustee in Bankruptcy with immediate effect
- 24 As soon as reasonably practicable, the Applicants shall lodge with each of the applicable courts mentioned in the Schedules hereto one copy of this Order for each case under the jurisdiction of that court for filing on the court file relating to that case
- 25 As soon as reasonably practicable and in any event within three months of the date of this Order the Applicants shall procure that a block advertisement is placed in the London Gazette containing notification of the following matters

- (a) the removal of the First Respondent Second Respondent Third Respondent Fifth Respondent and Sixth Respondent from the insolvency proceedings identified in Schedules 1 to 22 and where applicable the appointment of the First Applicant the Second Applicant the Third Applicant the Fourth Applicant, the Fifth Applicant the Sixth Applicant or the Seventh Applicant (as the case may be),
- (b) the removal of the Fourth Respondent from the insolvency proceeding identified in Schedule 18,
- (c) the fact that the creditors (and, in the case of members' voluntary liquidations members) have liberty to apply, within 28 days after the notice has been advertised, to vary or discharge this Order
- (d) in the case of each Bankruptcy and Liquidation, that
  - (i) where there is a creditors' committee it can require an account of the relevant Respondent's administration of the Liquidation (as the case may be) and administration of the Bankruptcy (as the case may be); and
  - (ii) where there is no creditors' committee an individual creditor of the relevant company or individual (or in the case of a members' voluntary liquidation an individual member of the relevant company) can apply within 28 days for an Order that an account be given of the relevant Respondent's administration of the Liquidation (as the case may be) and of the administration of the Bankruptcy (as the case may be),
- (e) the costs of complying with a request of the committee creditor or member for an account of the relevant Respondent's administration should be an expense of the relevant insolvency proceedings;
- (f) the creditors (and in the case of members' voluntary liquidations, the members) have the right to object and make representations to the Secretary of State in respect of the relevant Respondent's release within 28 days after the notice has been advertised and
- (g) each Respondent will each be entitled to apply to the Secretary of State for his release 42 days after the notice has been advertised



- 26 Any creditor of any of the insolvent estates identified in the Schedules and any member of any of the companies identified in the Schedules as being in members' voluntary liquidation shall have liberty to apply within 28 days of the date of the advertisement of the notice referred to in paragraph 25 above to vary or discharge this Order. Subject as aforesaid the Applicants and the Respondents shall have liberty to apply
- 27 All Respondents each have liberty to apply to the Secretary of State for his release 42 days after the notice referred to in paragraph 25 above has been advertised
- 28 In the case of each post-Enterprise Act 2002 Administration, the relevant Respondents shall be released from all liability as Administrator pursuant to paragraph 98(2)(c) of Schedule B1 to the Insolvency Act 1986 42 days after the date upon which notice is advertised under paragraph 25 above subject to any application pursuant to paragraph 26 above in relation to the companies in Administration
- 29 In the case of each pre-Enterprise Act 2002 Administration, the relevant Respondents shall be released from all liability as Administrator pursuant to s20(1)(b) Insolvency Act 1986 42 days after the date upon which notice is advertised under paragraph 25 above, subject to any application pursuant to paragraph 26 above in relation to the companies in Administration
- 30 In relation to the insolvency proceedings listed in the Schedules hereto and insofar as the Insolvency Act 1986 or the Insolvency Rules 1986 contains any requirement for any appointment of an office-holder to be advertised, the requirement shall be dispensed with save to the extent provided for in paragraph 25 above
- 31 Insofar as the relevant Respondents or Applicants are required by law to give any notice of the removal from office, the relevant Applicant appointed in his place is entitled to sign and send any such notice on his behalf
- 32 The costs of this Application:
- (a) in so far as they are attributable to an individual insolvency proceeding identified in the Schedules be fixed and paid in the ordinary way as remuneration costs and expenses of such insolvency and
  - (b) in so far as they are not attributable to an individual insolvency proceeding because they affect all of the insolvency proceedings (the "Unattributed Costs") be apportioned equally between each of the insolvency proceedings identified in the Schedules and subject to paragraph 33 below the

Unattributed Costs be borne equally by each of the insolvency proceedings identified in the Schedules

- 33 In no case shall the amount charged to any insolvent estate identified in the Schedules in respect of the costs or the Unattributed Costs exceed 10% of the aggregate of the available funds and the value of the immediately realisable assets in that estate
- 34 Liberty to apply

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Respondents

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SCHEDULE 14 APPOINTMENTS TO BE TRANSFERRED FROM THE THIRD  
RESPONDENT TO THE SEVENTH APPLICANT

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Case name	Case number	Court having jurisdiction
<b>Creditors' Voluntary Liquidations</b>		
Process Control and Drives Limited		
Zebracrest Limited		
Norton Waverley Limited		
Solway International Limited		
UK Protect Limited		
<b>Members' Voluntary Liquidations</b>		
Atbrecom Limited		
Hildegund Limited		
Gracechurch TL Limited		
Commerz Export Finance Limited		
Commerz Equity Investments Limited		

**Note:** All appointments are currently joint appointments unless otherwise indicated. Appointments which are not currently joint appointments have an \* next to them.