

The Insolvency Act 1986

Administrative Receiver's Report

Pursuant to section 48(1) of the  
Insolvency Act 1986 and Rule 3 8(3)  
of the Insolvency Rules 1986

# S48(1)

To the Registrar of Companies

For official use

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Company Number

3717770
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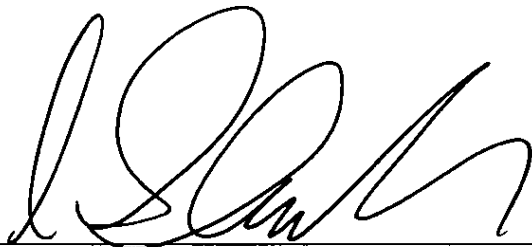
Name of Company

SCT Holdings Limited


We            Andrew Martin Sheridan  
of             1 Georges Square  
               Bath Street  
               Bristol    BS1 6BP

Matthew Richard Meadley Wild  
The Clock House  
140 London Road  
Guildford    GU1 1UW

administrative receivers of the company attach a copy of our report to creditors and a copy of the statement of affairs of the company

Signed 

Date 18/09/07

For Official Use	
Insolvency Sect	Post Room
	
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COMPANIES HOUSE	

WEDNESDAY



**BAKER TILLY**

Our ref           AMS/SE/7  
Your ref

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**TO ALL CREDITORS**

susan.evans@bakertilly.co.uk

18 September 2007

Dear Sirs

**SCT HOLDINGS LIMITED IN RECEIVERSHIP AND LIQUIDATION  
(‘the Company’)**

We present our report pursuant to Section 48 of the Insolvency Act 1986

**Introduction**

Matthew Wild and I of Baker Tilly Restructuring and Recovery LLP, 1 Georges Square, Bath Street, Bristol BS1 6BP, were appointed Joint Administrative Receivers of the Company on 6 July 2007 under the powers contained in a debenture in favour of Bank of Scotland plc dated 27 May 1999

The following information is set out in appendices to this report.

- Appendix A – Company statutory information;
- Appendix B – Summarised Company financial information,
- Appendix C – Joint Administrative Receivers’ Receipts and Payments Account, and
- Appendix D - Directors’ sworn Statement of Affairs

Our solicitors, DLA Piper UK LLP, have confirmed that our appointment is valid and in accordance with the terms of the debenture.

The Company went into compulsory liquidation on 11 July 2007 following the hearing of a winding up petition presented by HM Revenue & Customs (‘HMRC’) for unpaid PAYE and national insurance contributions. The Official Receiver in Cardiff is dealing with the administration of the case

As a result of the liquidation following our appointment as Receivers, under Section 48(4) of the Insolvency Act 1986, a copy of this report has been forwarded to the Liquidator and secured creditor, as required. Copies of the report have not been



forwarded to the unsecured creditors of the Company and a meeting of unsecured creditors has not been convened

**Events leading up to our appointment**

HMRC issued the Company with a winding up petition in respect of PAYE and national insurance contribution arrears of £121,478 60. The Company was unable to pay this debt and therefore was insolvent.

On 6 July 2007, we were appointed Joint Administrative Receivers by the secured creditor, Bank of Scotland plc, under powers contained in their debenture dated 27 May 1999.

**Financial company financial information**

Summarised financial information is attached at Appendix B.

**Post appointment**

***Shares in Talk Training Limited***

SCT Holdings Limited is a holding company for the 100% owned subsidiaries Talk Training Limited and Wasp IT Limited in Administration.

All the Company's employees were made redundant in February and March 2007 prior to our appointment.

The Company's main asset was the 100% share holding in Talk Training Limited, the trading company engaged in work based training under contract from the Welsh Assembly Government ('WAG').

Due to sensitivity surrounding the re-tendered contract won for the next 3 years from WAG and the outstanding petition, it was not possible to advertise the sale of the shares widely.

We engaged in a contract race with two parties. After much negotiation the offer from Talk Training Solutions Limited was accepted. The sale of the shares was completed on 20 July 2007.

**TO ALL CREDITORS**  
**SCT HOLDINGS LIMITED IN RECEIVERSHIP AND LIQUIDATION contd.**



The consideration for the share sale is set out below

	£
Initial consideration for the shares	500,000
Plus deferred consideration over 3 years	200,000
Plus earn out of profits over 3 years	<u>100,000</u>
	<u>£800,000</u>

***Shares in Wasp IT Limited In Administration***

SCT Holdings Limited owns the 100% shareholding in Wasp IT Limited in Administration ('Wasp') Wasp went into Administration on 19 April 2007. Paul Ellison and Gareth Roberts of Hurst Morrison Thomson were appointed Joint Administrators I confirm that there is no value in the shareholding the Company holds in Wasp.

***Inter-company balance – Talk Training Limited***

£50,000 was paid by Talk Training Solutions Limited in respect of the inter-company balance due from Talk Training Ltd to SCT Holdings Limited

***Employees***

All employees were made redundant or transferred to Wasp or Talk Training Limited at the end of February 2007 with the exception of Andrew Williams His employment was transferred to Talk Training on 31 March 2007

We are assisting those former employees with outstanding claims with the completion of the Redundancy Payments Service forms in order that their claims in respect of arrears of wages, holiday pay, pay in lieu of notice and redundancy pay can be processed

***Secured creditors***

At the date of our appointment, the principal indebtedness of the Bank of Scotland plc was £976,302 This sum was secured by a debenture granted by the Company on 27 May 1999 On current information, we anticipate the Bank will suffer a shortfall

All remuneration and disbursements drawn by the Joint Administrative Receivers has been approved by the Bank of Scotland plc



**Preferential creditors**

We estimate the preferential creditors' to be, based on information from the Company's records.

	£
Employee claims (estimated)	3,786 46
Pension	<u>4,912 87</u>
	<u>8,699 33</u>

On current information, preferential claims will be paid in full.

**Unsecured creditors**

It is not the responsibility of the Joint Administrative Receivers to agree the claims of the unsecured creditors. Claims notified will be forwarded to the Official Receiver's office who is dealing with the liquidation

**Dividend prospects**

On the basis of the assets referred to in this report, it is unlikely that there will be sufficient funds to pay a dividend to unsecured creditors

Yours faithfully

**Andrew Sheridan**  
**Baker Tilly Restructuring and Recovery LLP**  
**Joint Administrative Receiver of**  
**SCT Holdings Limited**



**APPENDIX A**

**SCT HOLDINGS LIMITED  
IN ADMINISTRATIVE RECEIVERSHIP AND LIQUIDATION**

**SCHEDULE OF STATUTORY INFORMATION**

<b>Registered Number:</b>	03717770
<b>Date of Incorporation:</b>	23 February 1999
<b>Registered Office:</b>	Baker Tilly Restructuring and Recovery LLP 1 Georges Square Bath Street Bristol BS1 6BP
<b>Former Registered Office:</b>	SCT House, Charnwood Court Heol Billingsley Parc Nantgarw Nantgarw Cardiff CF15 7QZ
<b>Principal activity:</b>	Holding company
<b>Debenture Holder:</b>	Bank of Scotland plc
<b>Share Capital</b>	
<b>Authorized:</b>	100,000 Ordinary Shares of £1 each 1,066,000 6.5% Cumulative Preference Shares of £1 each
<b>Issued:</b>	85,000 Ordinary Shares of £1 each 666,000 6.5% Cumulative Preference Shares of £1 each
<b>Shareholders:</b>	Acraman 405 Ltd      Ordinary Shares: 85,000 Acraman 405 Ltd      Cum. Pref Shares: 666,000
<b>Director:</b>	Andrew Williams Jonathan Hughes
<b>Company Secretary:</b>	Steven Evans



**APPENDIX B**

**SCT HOLDINGS LIMITED**  
**IN ADMINISTRATIVE RECEIVERSHIP AND LIQUIDATION**

**SUMMARISED COMPANY FINANCIAL INFORMATION**

<b>Accounts</b>	<b>10 Months Ended 31 May 2007 Management £</b>	<b>12 Months Ended 31 July 2006 Management £</b>	<b>15 Months Ended 31 July 2005 Audited £</b>	<b>12 Months Ended 30 April 2004 Audited £</b>
<b>Turnover</b>	528,000	785,000	395,865	-
<b>Operating Profit / (Loss)</b>	(17,000)	(116,000)	(277,858)	-
<b>Income from shares in group undertakings</b>	-	-	672,882	-
<b>Profit / Loss Before Tax</b>	(69,000)	(143,000)	371,631	-
<b>Profit / Loss for the Year</b>	(69,000)	(84,000)	371,631	-
<b>Total Assets Less Liabilities</b>	1,432,000	1,501,000	1,576,475	1,204,843
<b>Directors' emoluments</b>	Unknown	Unknown	269,928	-

**SCT HOLDINGS LIMITED  
IN ADMINISTRATIVE RECEIVERSHIP****JOINT ADMINISTRATIVE RECEIVERS' ABSTRACT RECEIPTS AND PAYMENTS ACCOUNT  
FOR THE PERIOD FROM 6 JULY 2007 TO DATE****Statement of  
Affairs Value RECEIPTS**

£		£
500,000	Shares in Talk Training Limited	500,000
	Inter-company debt due from Talk Training Ltd	50,000
6,000	Computer Equipment, fixtures & fittings	-
	Bank interest received	2,685
<u>506,000</u>		<u>552,685</u>

**PAYMENTS**

	Joint Administrative Receivers' remuneration	37,587
	Joint Administrative Receivers' disbursements	281
	Legal fees and disbursements	39,535
	Specific bond	10
	Statutory advertising	163
		<u>77,576</u>
	Balance in hand	475,109
		<u>552,685</u>