

# The Insolvency Act 1986 Notice of court order ending administration 2.33B

Name of Company HHT Limited
--------------------------------

Company number 01439213
----------------------------

In the High Court of Justice Company's Court Chancery Division
--

<i>For court use only</i> 3923 of 2005
---

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

We (a) Jason James Godefroy and Andrew Gordon Stoneman of Menzies Corporate Restructuring, 43-45 Portman Square, London, W1H 6LY,

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

having been appointed administrator(s) of (b) HHT Limited 43-45 Portman Square, London, W1H 6LY, ("the Company")

(c) Insert date of appointment

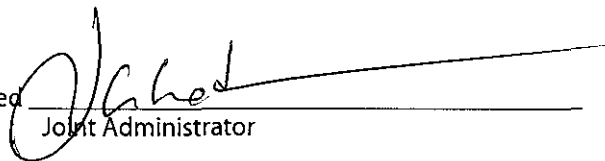
On (c) 14 June, 2005 by (d) Close Invoice Finance Limited

(d) Insert name of appointor

hereby give notice that the court has ordered that the administration shall end on (e) 4 December 2006 and a copy of the court order is attached.

(e) Insert date

We attach to this notice a copy of the final progress report.

Signed   
Joint Administrator

Dated 21/12/06

### 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 searches of the public record

--

Menzies Corporate Restructuring  
43-45 Portman Square  
London  
W1H 6LY

Tel: 020 7487 7240

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

Companies House, Crown Way, Cardiff CF14 3UZ

DX 33050 Cardiff

THURSDAY



A04 \*AOPX4LQZ\* 28/12/2006 181  
COMPANIES HOUSE

**HHT Limited  
(In Administration)**

**Final Progress Report  
pursuant to Rule 2.116 of the  
Insolvency Rules 1986 as amended**

**21 December 2006**

**Names of Joint Administrators:** Jason James Godefroy  
Andrew Gordon Stoneman

**Date of appointment:** 14 June 2005

**Date of report:** 21 December 2006

**Appointed by:** Close Invoice Finance Limited  
Southbrook House  
25 Bartholomew Street  
Newbury  
Berkshire  
RG14 5LL

**Court reference:** High Court of Justice, Chancery Division, Companies  
Court

**Court Number:** 3923 of 2005

**Menzies Corporate Restructuring**  
43-45 Portman Square  
London  
W1H 6LY

## **CONTENTS**

1. Introduction
2. Background
3. Progress of the Administration to date
4. Investigation
5. Dividend prospects/ prescribed part
6. Joint Administrators' Remuneration
7. End of the Administration
8. Conclusion

## **APPENDICES**

1. Statutory information
2. Receipts and payments account
3. Analysis of time costs
4. A Summary of the Joint Administrators' proposals
5. Form 2.33B – Notice of court order ending Administration
6. Sealed Court Order

## **1. INTRODUCTION**

- 1.1 Jason James Godefroy and Andrew Gordon Stoneman of Menzies Corporate Restructuring were appointed Joint Administrators of HHT Limited ("HHT" and "the Company") on 14 June 2005 by Close Invoice Finance Limited, the holder of a qualifying floating charge under paragraph 14 of Schedule B1 to the Insolvency Act 1986.
- 1.2 In accordance with Paragraph 100(2) of Schedule B1 of the Insolvency Act 1986 the functions of the Joint Administrators are being exercised jointly and severally.
- 1.3 The purpose of this report is to detail the move from Administration into Liquidation, to confirm that Jason James Godefroy and Andrew Gordon Stoneman were appointed Joint Liquidators of HHT in accordance with Rule 4.7(10) of the Insolvency Rules 1986 on 4 December 2006 and to provide you with a final progress report in respect of the Administration.
- 1.4 This report should be read in conjunction with the Joint Administrators' earlier reports to creditors dated 2 August 2005, 13 January 2006, 15 May 2006 and 4 December 2006.

## **2. BACKGROUND**

- 2.1 HHT was incorporated on 23 July 1979. Statutory information on the Company and a summary of its financial position is included within Appendix 1.
- 2.2 The Company operated as a provider of heat treatment services for metals specialising in a number of different processes.
- 2.3 HHT traded from freehold premises situated at Heath Road, Darlaston, West Midlands, WS10 8LU.
- 2.4 Prior to the appointment of Joint Administrators, it is believed that the Company's trade suffered as a result of increased utility costs. It is further understood that the Company had insufficient working capital to fund trading operations.
- 2.5 In the period immediately leading up to the appointment, the Company was on stop or cash on delivery terms with a number of suppliers and was finding it difficult to operate the business in an orderly manner.
- 2.6 In view of the level of creditor pressure and despite attempts to turn the business around, the financial position of the Company became untenable. The Joint Administrators understand that the directors sought professional advice with regard to restructuring the Company's business and affairs.
- 2.7 Following this advice, and in view of the deteriorating financial position, in early June 2005 CIF formally demanded repayment of its indebtedness. The Company was unable to repay CIF and Jason James Godefroy and Andrew Gordon Stoneman of Menzies Corporate Restructuring were subsequently appointed Joint Administrators to the Company on 14 June 2005.

### **3. PROGRESS OF ADMINISTRATION TO DATE**

- 3.1 The manner in which the affairs and business of the Company have been managed since the appointment of Joint Administrators and will continue to be managed and financed are set out below.

#### **Trading**

- 3.2 As previously reported, the Joint Administrators made the decision immediately following the appointment to continue to trade the business whilst a strategy was devised to attempt to sell the business as a going concern.
- 3.3 It was believed that if a sale as a going concern could be achieved, asset realisations would be maximised and the employment of the workforce protected.
- 3.4 As a result of the decision to trade the business, the Joint Administrators successfully achieved a sale of the business as a going concern and realised a majority of the book debts. Further details are set out below.
- 3.5 Invoices totalling £643,508 inclusive of VAT were raised during the Administration trading period. To date, £497,486.62 plus VAT has been collected. It is currently uncertain whether any further collections are expected from this source due to a number of bad debts and disputes. Any such balances will be pursued by the Joint Liquidators.
- 3.6 All Administration trading liabilities have now been paid.
- 3.7 During the trading period considerable resources were required from MCR. This included an on-site presence at the Darlaston site to supervise trading operations.

#### **Sale of Business and Assets**

- 3.8 As previously advised, upon appointment, the Joint Administrators instructed Bache Treharne LLP, independent valuers and agents, to carry out an immediate inventory and valuation of the Company's assets. This was carried out in order that any offers submitted could be properly evaluated and considered.
- 3.9 The Joint Administrators received a number of formal offers for the purchase of the business and assets (excluding book debts) as a going concern.
- 3.10 The Joint Administrators successfully negotiated a going concern sale of the business and assets of the Company to HHT (Midlands) Limited ("HHT Midlands"). The sale was completed with effect from midnight on 14 August 2005.

3.11 The consideration paid for the sale of the business and assets of the Company was:

	<b>Sale Price</b>	<b>VAT</b>	<b>TOTAL</b>
	<b>£</b>	<b>£</b>	<b>£</b>
Premises	1,550,000	271,250	1,821,250
Goodwill/IPR	20,000	-	20,000
Equipment	249,000	-	249,000
Equipment/Vehicles	5,000	-	5,000
Sellers Records	1,000	-	1,000
Stock/WIP	5,000	-	5,000
	<u>1,830,000</u>	<u>271,250</u>	<u>2,101,250</u>

3.12 The sale consideration has now been paid in full.

3.13 The successful sale of the business and assets as a going concern has resulted in improved book debt realisations and reduced creditor claims following the transfer of all employees to HHT Midlands.

#### **Book debts**

3.14 The book debts are subject to an invoice discounting agreement with CIF, which at the time of the appointment were disclosed in the Company's accounts as having a value of £993,883.

3.15 The principal amount owing to CIF at the date of our appointment was £881,720 subject to accruing interest and charges.

3.16 Total book debt collections of £923,174 have been received, of this £910,723 has been distributed to CIF.

3.17 Based upon current estimates, it is currently unlikely that CIF will recover their indebtedness in full from book debt collections.

#### **Other Realisations**

3.18 At the date of appointment the Company had cash at bank totalling £709. This has been received into the Administration estate account.

3.19 Bank interest of £20,483.91 has accrued during the Administration.

3.20 Dividend income of £64.11 has been received from Bodycote International plc.

3.21 An insurance refund of £6,921.01 has been received from Layton Blackhorn.

- 3.22 There are no further assets left to realise for the benefit of the creditors other than a potential recovery from the directors. Investigations into this matter are still ongoing. For further details refer to Section 4.

### **Receipts and Payments**

- 3.23 Attached at Appendix 2 is the Joint Administrators' receipts and payments account for the period 14 June 2005 to 18 December 2006.

## **4. INVESTIGATION**

- 4.1 The Joint Administrators have complied with their obligations under the Company Directors Disqualification Act 1986. The directors conduct report was submitted to the Insolvency Practitioners Compliance Unit on 6 December 2005.
- 4.2 The Joint Administrators investigations into the affairs of the Company are currently ongoing. In particular, they are reviewing a number of transactions that occurred prior to their appointment as Joint Administrators that may be challengeable under various sections of the Insolvency Act 1986.
- 4.3 The Joint Administrators have written to various parties concerning these transactions.
- 4.4 At this time, it would not be appropriate to comment on the prospects of recoveries for the benefit of creditors as it may prejudice any actions that the Joint Liquidators may wish to undertake in the future.

## **5. DIVIDEND PROSPECTS / PRESCRIBED PART**

### **Secured Creditors**

#### Close Invoice Finance Limited ("CIF")

- 5.1 In consideration for the monies advanced under the invoice discounting agreement the Company granted CIF a debenture, dated 26 May 2004, which confers fixed and floating charges over all of the assets of HHT.
- 5.2 At the date of the Joint Administrators appointment, the Company's indebtedness to CIF was £881,720 subject to accruing interest and charges.
- 5.3 To date, book debt collections total £923,175. It is unlikely that CIF will recover their indebtedness in full from book debt collections.

#### Halifax Bank of Scotland plc ("HBOS")

- 5.4 In consideration of a loan advance, the Company granted HBOS a first ranking mortgage debenture dated 21 May 2004, which confers fixed and floating charges over all of the assets of HHT.
- 5.5 As at the date of the Joint Administrators appointment, the Company's indebtedness to HBOS was approximately £1.35m subject to accruing interest and charges.



- 5.6 Following the sale of the business and assets, which included a sale of the freehold property (see 3.8 to 3.13), a distribution has now been made to HBOS totalling £1,412,388 under their fixed charge and as a result HBOS have now recovered their indebtedness in full.

Barclays Mercantile Business Finance Limited ("Barclays")

- 5.7 In consideration of a loan advance to purchase certain items of machinery and equipment, the Company granted Barclays a chattel mortgage dated 21 August 2000, which was limited to £250,000 over specific furnaces used by HHT. In addition, the Company entered into a HP agreement with Barclays Asset Finance in respect of a motor vehicle.
- 5.8 The loan to Barclays had been repaid in full prior to the appointment of Joint Administrators. However, there was still outstanding finance owing on the HP agreement with Barclays Asset Finance. In accordance with the terms of Barclays' security, the Joint Administrators have paid the settlement figure on this finance lease totalling £5,626 to Barclays Asset Finance.

**Prescribed Part**

- 5.9 Pursuant to section 176A of the Insolvency Act 1986 where a floating charge is created after 15 September 2003 a prescribed part of the Company's net property shall be made available to unsecured creditors before being available to the floating charge holder.
- 5.10 At this stage, the Joint Administrators are still uncertain as to the value of the prescribed part or the value of the Company's net property.
- 5.11 Based on current asset realisations it is currently unlikely that there will be a distribution to unsecured creditors under the prescribed part. The position with respect to the applicability of the prescribed part will not be known until the conclusion of the book debt realisations and until the investigations have been finalised.

**Preferential Creditors**

- 5.12 Preferential claims to date total £826. Based on current estimates, it is likely that preferential creditors will be paid in full.
- 5.13 Outstanding pre-appointment wages totalling £28,363 were paid by the Joint Administrators during the Administration trading period.
- 5.14 As previously advised, the Joint Administrators were successful in finalising a sale of the business as a going concern. As a result of the sale of the business and assets, all existing employees of the Company transferred to the purchaser with effect from the completion of the sale.

**Non Preferential Creditors**

- 5.15 According to the directors' statement of affairs, the quantum of the non-preferential creditor claims is £886,484.

- 5.16 Following a review of the Company's financial records, the Joint Administrators believe non-preferential creditor claims to be in the region of £6m, broadly allocated as follows:

	<b>£'000</b>
Trade & Expense Creditors	835
Customs & Excise	104
Inland Revenue	137
Employee Claims	16
Pension fund	4,929
<b>Total</b>	<b><u>6,021</u></b>

- 5.17 The major difference between the two figures is that the directors had not included in their calculation of non-preferential claims the deficit owing in respect of the Company's pension scheme. The Joint Administrators have, however, received a claim of £4.93m from the pension scheme trustees based upon the latest actuarial valuation.
- 5.18 It is considered unlikely that there will be sufficient realisations to enable a distribution to the non-preferential creditors of the Company. However, dividend prospects will ultimately depend upon the outcome of the ongoing investigations and future book debt collections.

## **6. JOINT ADMINISTRATORS' REMUNERATION**

- 6.1 In accordance with Rule 2.106(5A) of the Insolvency Rules 1986, as amended, the Joint Administrators' remuneration has been approved by the secured creditors of the Company. The Joint Administrators' remuneration is fixed by reference to the time properly given by them and their staff in attending to matters arising in the Administration.
- 6.2 The time costs of the Administrators' to date total £314,863 and are analysed at Appendix 3.
- 6.3 Remuneration of £250,000 has been paid to date.
- 6.4 CIF has also provided it's authority for the Joint Administrators' remuneration that has been drawn to date.

## **7. END OF THE ADMINISTRATION**

- 7.1 Creditors consented to the terms of the Administration being extended by a period of six months until 13 December 2006. This extension was required to allow for the remaining book debts to be collected and for all other outstanding matters to be finalised. The debtor collections have now all but been exhausted with only minimal future realisations anticipated. The Joint Administrators' ongoing investigations have identified a number of transactions entered into by HHT that the Joint Administrators consider require further investigation and that could result in being challenged at a later time.
- 7.2 Given the expiry of the Administration period and the nature of the transactions requiring further investigation, the Joint Administrators' ended the Administration and placed HHT into liquidation in accordance with Rule 4.7 of the Insolvency Rules 1986 as amended.

- 7.3 The Joint Administrators' have previously identified in their proposals that an exit option was via Creditors' Voluntary Liquidation ("CVL"). The Joint Administrators' believed that a liquidation would be appropriate, however, the provisions of the Insolvency Act 1986 only permit a CVL in circumstances where the Joint Administrators' thinks that a distribution will be made to unsecured creditors.
- 7.4 As the Joint Administrators do not anticipate that a distribution will be made to unsecured creditors of HHT, it was proposed that HHT be placed into compulsory liquidation.
- 7.5 In accordance with Rule 4.7(10) of the Insolvency Rules 1986, the creditors were given formal written notice of the Joint Administrators' intention to seek appointment as Joint Liquidators to HHT.
- 7.6 The Joint Administrators made an application to court. A copy of the Court Order is attached at Appendix 6, as is summarised as follows:
- That the Company be wound-up.
  - That Jason Godefroy and Andrew Stoneman be appointed as Joint Liquidators of the Company.
  - That the Court dispenses with the need to advertise the winding-up.
  - That the Joint Administrators be granted discharge from their obligations as Administrators.
  - That the cost of the hearing be paid as an expense of the Administration.
- 7.7 Attached at Appendix 5 is the notice of court order ending the Administration.
- 7.8 Jason Godefroy and Andrew Stoneman were appointed Joint Liquidators by order of the Court on 4 December 2006.

## 8. CONCLUSION

- 8.1 The Joint Administrators have been discharged from their obligations as Administrators.
- 8.2 Jason Godefroy and Andrew Stoneman have been appointed as Joint Liquidators on 4 December 2006 in order to finalise the collection of book debts and continue the investigations.

  
**Jason Godefroy**  
Joint Administrator

**APPENDIX 1**  
**Statutory information**

**STATUTORY INFORMATION**

<b>Date of incorporation</b>	23 July 1979	
<b>Registered number</b>	01439213	
<b>Company director</b>	Hadenbury Limited Corroban Limited Bestbray Limited	
<b>Company secretary</b>	Hadenbury Limited	
<b>Shareholders</b>	Croftacre Holdings Limited	
<b>Head office</b>	Heath Road Darlaston West Midlands WS10 8LU	
<b>Registered Office</b>	<b>Current:</b>	<b>Formerly:</b>
	43-45 Portman Square London W1H 6LY	Heath Road Darlaston West Midlands WS10 8LU

**Financial Information**

	Period Ended 30 April 2005 (Mgt. Accounts) £	Period Ended 31 May 2004 (Mgt Accounts) £	Year Ended 30 September 03 (Draft) £	Year Ended 30 September 02 (Audited) £
Turnover	3,755,174	2,883,056	5,024,956	3,850,838
Gross Profit	1,090,013	926,211	2,306,319	1,175,499
Dividends	Nil	Nil	Nil	147,268
Retained profit/(loss) for the year	(465,469)	(262,566)	23,803	250,016

## **APPENDIX 2**

### **Joint administrators' final receipts and payments account**

**HHT Limited (In Administration)****Joint Administrators' Abstract Receipts and Payments****For the period 14 June 2005 to 21 December 2006**

Receipts	Statement of Affairs £	Actual £
Administration Sales	-	497,486.62
Freehold Land & Property	1,500,000.00	1,550,000.00
Plant & Machinery	100,000.00	249,000.00
Goodwill and IPR	-	20,000.00
Book Debts	993,833.00	923,174.55
Bank interest	-	20,483.91
Motor Vehicles	57,200.00	5,000.00
Stock and WIP	-	5,000.00
Sellers Records	-	1,000.00
Insurance Refund	-	6,921.01
Cash at Bank	-	709.47
Dividend Income	-	64.11
Shares and Investments	1,200.00	
	<u>2,652,283.00</u>	<u>3,278,839.67</u>

**Payments**

Purchases	1,151.36
Sub Contractors	1,631.53
Weekly wages	107,699.89
Monthly salaries	33,615.30
Gas	67,581.98
Water Rates	7,008.02
Electricity	52,276.04
Travel	306.38
Telephone	1,355.30
Transport	42,028.52
Insurance	8,607.37
Staff Welfare	470.67
Hire of Equipment	14,387.55
Repairs & Maintenance	50,427.38
Sundry Expenses	1,624.63
Factory Consumables	19,985.77
Vehicle Running Costs	3,282.44
Stationery	817.25
Pension and other payroll costs	3,430.81
PAYE / NIC	44,464.35
Joint administrators' remuneration	250,000.00
Joint administrators' disbursements	9,781.36
Legal fees - fixed	34,282.50
Legal fees - Recharged disbursements	3,598.24
Property Agents fees	4,000.00

**HHT Limited (In Administration)**

**Joint Administrators' Abstract Receipts and Payments**

**For the period 14 June 2005 to 21 December 2006**

**Payments**

Actual  
£

Debt collection costs : Active Receivables Management	44,294.79
Statutory Advertising	2,415.42
Distribution : Close Invoice Finance	910,723.01
Distribution : Bank of Scotland	1,412,387.82
HP Settlement : Barclays Asset Finance	5,626.44
Menzies: Consultancy	350.00
Professional Fees	200.00
Chattel Agents fees	2,500.00
Corporation Tax	268.80
Debt Collection Fees : Active	10,000.00
Stationery & Postage	936.17
Statutory Advertising	109.71
ID Charges : CIF	23,959.30
Wages & Salaries : Pre-appointment	28,362.83
Bank Charges	602.88

3,206,551.81

**Balance**

72,287.86

**Represented by:**

Fixed bank account	61,579.48
Floating/main current account	12,788.55
Close Invoice Finance Current Account	(2,080.17)

72,287.86



**APPENDIX 3**  
**Analysis of time costs**

## Analysis of Administrators time costs for the period 14 June 2006 to 21 December 2006

Classification of Work Function	Hours					Total Hours	Time Cost £	Average Hourly Rate £
	Partner	Manager	Senior	Assistants	Support			
Trading - operations	16.83	188.57	128.73	138.43		472.57	86,754.50	183.58
Sale of business	25.43	115.40	4.50	5.30		150.63	37,544.33	249.24
Strategy planning & control	40.77	48.83	25.97	4.50		120.07	31,440.67	261.86
General admin		3.00	69.60	118.40	7.83	198.83	20,713.50	104.18
Statutory meetings & reports	5.90	58.40	10.70	26.20		101.20	20,662.00	204.17
Investigations (inc. antecedant transactions)	14.00	36.40	30.60	7.80		88.80	20,269.00	228.25
General correspondence	4.70	20.97	25.90	38.20	3.00	92.77	15,289.83	164.82
Cashiering & accounting	1.30	8.10	45.90	19.33	0.30	74.93	12,736.33	169.97
Trading - accounting	8.13	20.40	6.10	58.20		92.83	12,475.33	134.38
Unsecured creditors	0.60	20.90	19.57	26.93		68.00	10,683.83	157.12
Book debts	1.20	28.43	11.70	7.40		48.73	9,964.67	204.47
Meetings	10.50	8.10	2.50	5.70		26.80	6,705.50	250.21
Employee matters		6.33	13.50	26.97		46.80	6,286.17	134.32
Reporting to appointor	9.20	5.93		1.30		16.43	4,695.67	285.74
CDDA reports	2.70	1.50	16.70	0.20		21.10	4,448.00	210.81
Financial review	2.27		10.80	16.00		29.07	3,782.67	130.14
Retention of title		1.80	13.50			15.30	2,979.00	194.71
Secured Creditors		7.60	3.00	4.80		15.40	2,712.00	176.10
Statement of affairs		1.40	8.50			9.90	1,952.00	197.17
Closings		0.50	2.30	11.40		14.20	1,321.00	93.03
IPS set up & maintenance		0.10	0.50	9.10		9.70	666.00	68.66
Preferential creditors		0.50	1.00	1.10		2.60	388.00	149.23
Fixed charge assets		0.30	0.60			0.90	183.00	203.33
Floating charge assets		0.60	0.20			0.80	178.00	222.50
No Milestone					1.60	1.60	32.00	20.00
<b>Total Hours</b>	<b>143.53</b>	<b>584.07</b>	<b>452.37</b>	<b>527.27</b>	<b>12.73</b>	<b>1,719.97</b>	<b>314,863.00</b>	<b>183.06</b>
<b>Total Fees Claimed (£)</b>	<b>48,879.33</b>	<b>141,728.67</b>	<b>83,673.67</b>	<b>40,314.67</b>	<b>266.67</b>		<b>314,863.00</b>	

## Analysis of category 2 disbursements

Classification of Work Function	Details of Payee	£
Debt Collection	Active Receivables Management	44,294.79
Corporation Tax Computation	Menzies Chartered Accountants	350.00
		44,644.79

**APPENDIX 5**

**Form 2.33B – Notice of Court Order ending Administration**

The Insolvency Act 1986  
**Notice of court order ending administration 2.33B**

Name of Company  HHT Limited
------------------------------------

Company number  01439213
--------------------------------

In the High Court of Justice Company's Court Chancery Division
--

<i>For court use only</i> 3923 of 2005
---

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

We (a) Jason James Godefroy and Andrew Gordon Stoneman of Menzies Corporate Restructuring, 43-45 Portman Square, London, W1H 6LY,

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

having been appointed administrator(s) of (b) HHT Limited 43-45 Portman Square, London, W1H 6LY, ("the Company")

(c) Insert date of appointment


On (c) 14 June, 2005 by (d) Close Invoice Finance Limited

(d) Insert name of appointor

hereby give notice that the court has ordered that the administration shall end on (e) 4 December 2006 and a copy of the court order is attached.

(e) Insert date

We attach to this notice a copy of the final progress report.

Signed   
 Joint Administrator

Dated 21/12/06

**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 searches of the public record

Menzies Corporate Restructuring  
 43-45 Portman Square  
 London  
 W1H 6LY

Tel: 020 7487 7240

--

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

**Companies House, Crown Way, Cardiff CF14 3UZ**

**DX 33050 Cardiff**

## **APPENDIX 4**

### **A summary of the Joint Administrators' proposals**

## HHT LIMITED (IN ADMINISTRATION)

### ADMINISTRATORS' MODIFIED PROPOSALS

The Joint Administrators propose the following:

1. The Joint Administrators continue the Administration to deal with such outstanding matters in relation to the Company as the Administrators consider necessary until such time as the Administration ceases to have effect.
2. The Joint Administrators do all such other things and generally exercise all of their powers as contained in Schedule 1 of the Insolvency Act 1986, as they, in their sole and absolute discretion consider desirable or expedient in order to achieve the purpose of the Administration.
3. The Joint Administrators seek an extension to the Administration period if deemed necessary by the Joint Administrators.
4. The Joint Administrators, in the event that they form the view that a distribution can be made to non-preferential creditors, to take the necessary steps to put the Company into creditors' voluntary liquidation. It is proposed that Jason James Godefroy and Andrew Gordon Stoneman of Menzies Corporate Restructuring would act as Joint Liquidators should the Company be placed into creditors' voluntary liquidation. In accordance with Paragraph 83(7) of Schedule B1 of the Insolvency Act 1986 and Rule 2.117(3) creditors may nominate a different person as the proposed liquidator, provided the nomination is received at our office prior to the approval of the revised proposals. In the absence of such nomination, the Joint Administrators will be appointed Joint Liquidators.
5. The Joint Administrators, in the event that they form the view that the exit options identified in proposal 12.1.4 above are inappropriate, then, in due course, take the necessary steps to give notice to the Registrar of Companies to the effect that the Company has no property which might permit a distribution to its creditors, at which stage the administration will cease.

The Joint Administrators further propose the following:-

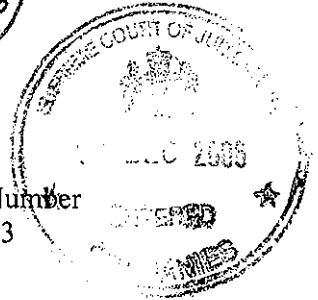
6. The Joint Administrators' remuneration be fixed by reference to the time properly spent by them and their staff in attending to matters arising in the Administration.
7. The Joint Administrators be authorised to draw their firm's internal costs and expenses in dealing with the Administration ("Category 2 Disbursements"), if any.
8. The Joint Administrators be authorised to instruct and pay Menzies Chartered Accountants to assist with corporate tax work, employee claims and any other matters the Joint Administrators deem necessary.
9. The Joint Administrators be authorised to instruct and pay Active Receivables Management to assist with the collection of book debts, where considered appropriate.

**APPENDIX 6**  
**Sealed Court Order**

9/70/2006

# Order for Winding Up by the Court following upon the cessation of the appointment of an administrator

*Mr Justice Goffman*  
*4 Dec 2006*  
HHT LIMITED



Registration Number  
01439213

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

Upon the petition of the administrator(s) (a) ... of Jason James Godefroy and Andrew Gordon Stoneman of Menzies Corporate Restructuring, 43-5 Portman Square, London W1H 6LY.....

(b) Insert date

of the above-named company, appointed on (b) 14<sup>th</sup> June 2005  
presented to this court on (b) 15 November 2006

And upon hearing Counsel for the Applicants

And upon reading the evidence

It is ordered that the appointment of the said administrator(s) shall cease to have effect

(c) Insert full name and registered number of the company

And it is ordered that (c) HHT LIMITED Registration Number 01439213 be wound up by this court under the provisions of the Insolvency Act 1986

\*Delete as applicable

\*And it is ordered that Jason James Godefroy and Andrew Gordon Stoneman of Menzies Corporate Restructuring, 43-5 Portman Square, London W1H 6LY be appointed as joint liquidators of the company

(d) Insert whether main, secondary or territorial proceedings

\*And the court being satisfied that these proceedings are (d) main proceedings as defined in Article 3 of the EC Regulation

(e) Insert any further terms of order, eg as to costs

And it is ordered (e)  
1. That the court dispenses with any directions under rules 4.22 and 4.23 of the Insolvency Rules 1986 .  
2 That the Administrators be discharged immediately pursuant to paragraph 98(2)(c) of Schedule B1 of the Insolvency Act 1986  
3 The costs of the petition be paid as an expense of the administration

Dated 4<sup>th</sup> December 2006

\* Delete as applicable



IN THE HIGH COURT OF JUSTICE

9170 of 2006

CHANCERY DIVISION

COMPANIES COURT

MR JUSTICE LIGHTMAN

4<sup>TH</sup> DECEMBER 2006

IN THE MATTER OF HHT LIMITED

**ORDER**

The Court sent copies and copies for service to:-

**Applicant's Solicitor**

Hammonds  
7 Devonshire Square  
Cutlers Gardens  
London EC2M 4YH  
Ref: AMB1/HHT.1-1

This Order was sealed by D Butchers , Associate (Tel: 020 7947 6179) to whom all enquiries regarding this Order should be made between the hours 9.00 am - 10.15 am and after 4.15 pm. When corresponding with the Court please address forms or letters to The Court Manager, Chancery Chambers Thomas More Building Royal Courts of Justice Strand London WC2A 2LL (DX 44450 Strand) and quote the case number.