The Insolvency Act 1986

Administrator's progress report

Name of Company

BCL 2011 Limited

Company number

00427126

In the

High Court of Justice, Chancery Division

(full name of court)

Court case number 1466 of 2011

(a) Insert full name(s) and address(es) of administrator(s) I/We (a) Trevor John Binyon RSM Tenon Recovery

11th Floor 66 Chiltern Street

London W1U 4JT Thomas Campbell MacLennan RSM Tenon Recovery

160 Dundee Street Edinburgh

EH11 1DQ

administrator(s) of the above company attach a progress report for the period

(b) Insert date

(b) 3 September 2011

10

(b) 2 March 2012

Signed

From

Joint / Administrator(

Dated

30/3/2012

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

Trevor John Binyon RSM Tenon Recovery 11th Floor 66 Chiltern Street London

DX Number

W1U 4JT

+44 (0) 20 3075 2550 DX Exchange

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When you have completed and signed this form, please send it to the egistrar of Companies at -

ompanies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff

BCL 2011 Ltd (formerly Bristol Cars Ltd) - In Administration ("the Company")

Joint Administrators' Second Progress Report for the period from 3 September 2011 to 2 March 2012

Issued on: 30 March 2012

Trevor John Binyon and Thomas Campbell MacLennan of RSM Tenon Recovery are the Joint Administrators of the Company and this is their report on the progress of the administration of the Company for the period from 3 September 2011 to 2 March 2012 This report should be read in conjunction with my previous progress report dated 29 September 2011

1. Statutory Information

Statutory information relating to the Company is attached at Appendix 1

2 Joint Administrators' receipts and payment account

A summary of the Joint Administrators' receipts and payments account relating to the Company for the relevant periods is attached at **Appendix 2**

3 Action taken by the Joint Administrators since appointment

I can confirm that the Joint Administrators' proposals for achieving the purpose of the administrations were approved by creditors

I would comment about the summary of receipts and payments account as follows

3.1 Trading

As previously reported, it was not a viable option to keep the factory in Bristol trading following my appointment. The factory was immediately closed and the 19 employees were made redundant

To preserve the goodwill pending a sale as a going concern, trading continued from the showroom in Kensington Existing staff at the showroom continued to work during the period in order provide a full service to customers

During the trading period, the Company made sales of £74,802 11 and incurred trading expenditure of £24,271 52, equating to a trading surplus of £50,030 59 These results are subject to the settlement of any final residual trading liabilities

3 2 Sale of Business & Assets

On 15 April 2011, a sale was completed to Kamkorp Autokraft Limited ("Kamkorp"), an independent third party. I would refer you to my previous report for further details. The sale was recommended by our independent agent, Wyles Hardy & Co. The proceeds of sale have been allocated as follows,

Asset	Consideration (£)
Stock, Plant & Machinery and Spare Parts	1,000,000
Goodwill & Intellectual Property Rights	500,000
Trademarks	249,997
Work in Progress	1
Business Records	1
Tooling & Jigs (subject to claims)	1
Total	1,750,000

3.3 Rent Payable

Rent payable in respect of the leasehold premises of the Kensington Showroom and Bristol Factory for the trading period amounted to £4,304 49

As Kamkorp required continued occupation of the Company's premises, for ease of transition, a licence to occupy was granted and rent payable from the date of the sale of the business and assets to the quarter end on 28 September was remitted by Kamkorp. To date, £58,660 14 has been paid to the respective landlords, with an additional £23,040 00 payable once additional invoices are received.

The purchaser entered into new leases with the landlords and the Company submitted a Deed of Surrender of the leases on 23 December 2011

3.4 Book Debts

Debtor credit card payments were deposited into HSBC's Merchant Card Services account, and subsequently transferred to the BCL Administration account. A total of £4,773 12 was received in respect of credit card receipts

3.5 Investigations

The Joint Administrator has a duty under the Company Director's Disqualification Act 1986 and the Insolvent Company (Reports on Conduct of Directors) Rules 1996 to submit confidential reports or returns to the Department for Business Innovation and Skills on the conduct of those persons who have acted as directors of the Company

I have complied with my duties in this regard and have concluded my investigations into the affairs of the Company

4 Future Actions of the Joint Administrators

The Joint Administrators continue to deal with matters relating to the trading periods of the Company, ensuring all trading expenses have been paid, and finalising tax positions for the Administration

5 Liabilities and dividends

5.1 Secured Creditor

As at the date of appointment, the secured creditor, Filton Holdings Ltd ("Filton Holdings") had a claim of £4,468,000. To date, £1.4M has been distributed to the secured creditor, £668,198 under its fixed and £731,802 under its floating charge.

5.2 Preferential creditors

On 26 May 2011, a distribution was made to preferential employees of 100p in the £, totalling £10,815 65

5.3 Unsecured Creditors

The unsecured creditors are currently estimated at £1,154,706. There will be no distribution to unsecured creditors, given the shortfall to the secured creditor.

5.4 Prescribed Part

BCL granted a floating charge to Filton Holdings on 4 March 1997 Since this charge was given before 15 September 2003 the prescribed part provisions will not apply

6 Joint Administrators' Remuneration, Disbursements and Expenses

The Joint Administrators' did not convene a meeting of creditors as the Company has insufficient property to enable a distribution to be made to unsecured creditors. The Joint Administrators' costs were therefore approved by the secured creditor. Details of the Joint Administrators' time costs are outlined in **Appendix 3**.

6 1 Joint Administrators' Time Costs

The Joint Administrators' time costs were charged (exc. VAT) as follows

For this period from 3 September 2011 to 2 March 2012	<u>Incurred</u> £15,005 60	<u>Paid</u> £8 00
For prior period from 3 March 2011 to 2 September 2011	£164,009 50	£153,322 50
Total:	£17 <u>9</u> ,015 10	£153,330 50

In accordance with Statement of Insolvency Practice 9 attached at **Appendix 3** is a breakdown of these time costs. Since the end of this period to the current date, further time costs have been incurred of £2,446.50, representing 14 hours.

6 2 Joint Administrators' Disbursements

The Joint Administrators' disbursements incurred during the period of this report and those reimbursed in the period are summarised below. Details are in the attached **Appendix 3**

For this period from 3 September 2011 to 2 March 2012	Incurred £74 74	Paid Nil
For prior period from 3 March 2011 to 2 September 2011	£1,170 28	£1,170 28
Total	£1,245 02	£1,170 28

6.3 Professional Advisors' Fees

The following professional advisors have been instructed in this matter

Professional Advisor	Nature of Work	Fee Arrangement
Burness LLP	Solicitors Sale of Business and Assets to Kamkorp Autokraft, Legal Advice	Time Costs
Irwin Mitchell LLP	Solicitors Lease Agreements, Sale of additional assets, Legal Advice	Time Costs
Wyles Hardy & Co	Agents Valuation of business and assets	Time Costs
Cushman & Wakeman	Agents Valuation of leasehold interest	Time Costs
Payco ERA Limited	Professional Advice regarding employees and PAYE	Time Costs
Paul Binney	Accountancy Fees	Time Costs

The choice of professionals was based on my perception of their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of the Administrators' fee arrangement with them

Details of the costs incurred and paid by the Administrators in relation to administration expenses for the period are also attached at *Appendix 3*

6.4 Pre-Administration costs

My pre-appointment time costs total £17,427 50 plus VAT. The secured creditor, Filton Holdings, have approved the sum of £11,677 50 plus VAT in respect of these fees, the sum of which has been drawn, representing 55 70 hours at an average rate of £312 88 per hour. Fees of £11,677 50 plus VAT have been drawn.

6.5 Creditors' Guide to Fees and statement of creditors' rights

Creditors have a right to request further information from the Administrators and additionally have a right to challenge the Administrators' remuneration and expenses time limits apply. Details can be found in the document 'Remuneration Guidelines Administration (post 6 April 2010)' which you can access and download at http://www.rsmtenon.com/creditorguides. Alternatively a copy is available free of charge upon request from the address above

7. Outcome of the Administration

The purpose of an Administration is to achieve one of the three objectives set out in the insolvency legislation, which are to -

- (a) rescue the company as a going concern, or
- (b) 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), or
- (c) realise property in order to make a distribution to one or more secured or preferential creditors

I was seeking to achieve objective (b) in respect of the Administration of the Company, by trading the business of the Company and completing a sale of the business and assets as a going concern. In accordance with Rule 2 110(2)(a) attached to this report at **Appendix IV** is a copy of these proposals, in order to achieve this objective the proposals were agreed by the creditors

I have achieved objective (b) as the business and assets of the Company were sold on 15 April 2011

8. Extension of the Administration

The Administration has been extended to 2 September 2012 with the consent of secured creditor As outlined in the initial report to creditors it is the Joint Administrators' intention to exit the Administration into dissolution or Compulsory Liquidation

It was also resolved by creditors that upon the Company proceeding into dissolution or Compulsory Liquidation, the Joint Administrators discharge from liability, pursuant to paragraph 98 of Schedule B1 shall take effect 14 days following either the Company entering into liquidation

Should you require further information, please do not hesitate to contact Jennifer Harrison on 020 3075 2673

Yours faithfully

For and on behalf of

BCL 2011 Limited

Trevor John Binyon Joint Administrator

Licensed in the United Kingdom to act as an insolvency practitioner by the Association of Chartered Certified Accountants. The affairs, business and property of the Company are being managed by the Administrators.

Company Information

Company Name

BCL 2011 Limited

Previous Name

Bristol Cars Limited

Company Number

00427126

Date of Incorporation

8 January 1947

Trading Addresses

368-370 Kensington High Street, London, W14 8NL, and

Concorde Road, Patchway, Bristol, BS34 5TB

Current Registered Office

11th Floor, 66 Chiltern Street, London, W1U 4JT

Former Registered Office

Eastbury Court, 368-370 Kensington High Street, London, W14 8NL

Principal Trading Activity

Automobile Manufacturer

Appointment details

Joint Administrators' name

and address

Trevor John Binyon

of RSM Tenon Recovery, 11th Floor, 66 Chiltern Street, London, W1U 4JT

and

Thomas Campbell MacLennan

of RSM Tenon Recovery, 160 Dundee Street, Edinburgh, EH11 1DQ

Date of appointment

3 March 2011

Court Name and Reference

1466 of 2011

Appointment made by

Toby Nicholas Silverton, director

Actions of Joint Administrators Any act required or authorised under any enactment to be

ators done by an Administrator may be done by either or both of the Administrators

acting jointly or alone

Extension The Administration has been to 2 September 2012 with the consent of the

Company's secured creditor

BCL 2011 Limited (formerly Bristol Cars Limited) (In Administration) Joint Administrators' Abstract of Receipts & Payments

Statement of Affairs		Notes	From 03/03/2011 To 02/09/2011	From 03/03/2011 To 02/09/2011
	ASSETS SUBJECT TO FIXED CHARGE			
£749,997 00	Goodwill, Intellectual Property Rights and trademarks		Nil	£749,997 00
	Business Records		Nil	£1 00
	COSTS OF FIXED CHARGE REALISATIONS		Nil	£749,998 00
	Joint Administrators' Time Costs		Nil	(£60 000 00)
	Agent's Fees - Cushman & Wakefield		Nil	(£400 00)
	Agents' Fees - Wyles Hardy & Co		Nil	(£21,000 00)
			Nil	(£81 400 00)
	FIXED CHARGE DISTRIBUTIONS			
(£4 468,000 00)	Filton Holdings Ltd	1	Nil Nil	(£668 198 00)
			Nil	(£668,198 00)
	ASSETS SUBJECT TO FLOATING CHARGE			
	Petty Cash		Nil	£180 00
	Contribution Toward Premises Rent		£31,931 39	£106,052 96
£29,635 00	Cash at Bank		Nii	£29 752 10
£1,000 000 00	Stock, Plant & Machinery and Spare Parts		Nil	£1 000,000 00
£1 00	Work in Progress Bank Interest Gross		Nil £193 91	£1 00 £818 51
£1 00	Tooling and Jigs		E 195 9 1	£010 51
2,100	Book Debts from HSBC Merchant Services		Nıl	£4,773 12
	Trading Surplus		(£491 87)	£45,726 10
	Life Insurance Refund		£559 45	£559 45
			£32,192 88	£1,187,864 24
	COSTS OF FLOATING CHARGE REALISATIONS			
	Agent's Fees - Wyles Hardy & Co		Nil	(£29,000 00)
	Agent's Disbursements - Wyles Hardy & Co		Nil	(£3,338 52)
	Solicitor's Fees - Burness LLP		Nil	(£59 493 21)
	Solicitor's Fees - Irwin Mitchell LLP		(£7,600 00)	(£23,253 00)
	Solicitor's Disbursements - Irwin Mitchell LLP		(£500 00) Nil	(£1,345 00)
	Legal Fees - Ten Cate Redirection of Post		Nil	(£2 000 00) (£103 94)
	Rent Payable		(£43 524 63)	(£58,660 14)
	Insurance		(£1,291 10)	(£1 291 10)
	Security Costs - Factory		Nil	(£17 619 00)
	Joint Administrators' Pre-appointment Fees		Nil	(£11,677 50)
	Joint Administrators' Fees		Nil	(£153 330 50)
	Joint Administrators' Disbursements		Nil Nil	(£1,043 48) (£247 06)
	Employee Advice - Payco ERA Limited Statutory Advertising		NIL	(£75 60)
	Travel		NIL	(£51 20)
	Bank Charges		(£24 00)	(£126 30)
			(£52,939 73)	(£362 655 55)
	FLOATING CHARGE DISTRIBUTIONS			
	Filton Holdings Ltd		NIL	(£731 802 00)
(£11,441 00)	Preferential Creditors		NIL	(£10,815 65)
, , ,			NIL	(£742 617 65)
	ANNOCALIDED OFFICE			
(£459,950 00)	UNSECURED CREDITORS Trade & Expense Creditors		NIL	NIL
(£20,055 00)	Employees - Notice Pay		NIL	NIL
(£170,895 00)	Redundancy Payments Office		NIL	NIL
(£143 554 00)	HM Revenue & Customs - VAT		NIL	NIL
(£24,996 00)	Bristol Cars Services Limited		NIL NIL	NIL
			NIL	NIL
	FLOATING CHARGE DISTRIBUTIONS			
(£1,250 00)	Preference Shareholders		NIL	NIL
(£1 289 538 00)	Ordinary Shareholders		NIL	NIL
			NIL	NIL
(£4,810,045 00)	BALANCE		£20,746 85	£82,991 04
[24,010,045 00]	BALANCE		220,140 03	
Notes				
1	Fixed and floating charge distributions have been made to Fi	Iton Holdings tim	uted under their deben	ture incorporating fixed
•	and floating charges registered against the Company on 4 M		mod ander blow debell	
2	The balance of funds shown are held on an interest bearing of	current account h	ield at Allied Insh Bank	4
3	The above statement is shown exclusive of VAT			
•	THE GOOTE STREETING TO SHOW! CAUGUSTO OF TATE			
4	This summary should be read in conjunction with the Joint Ad	dministrators' rep	ort dated 30 March 20	12
T J Binvon				
L.I DIIIVON				

T J Binyon Joint Administrator 30 March 2012

BCL 2011 Limited (formerly Bristol Cars Limited) (In Administration) Joint Administrators' Abstract of Receipts & Payments

Statement of Affairs		Notes From 03/09/2011 To 02/03/2012	From 03/03/2011 To 02/09/2011
	TRADING SALES		
	Sale 1	Nil	£22,249 40
	Sale 2	Nil	£21,666 67
	Sale 3	Nil	£14 166 67
	Sale 4	Nil	£16,666 67
	General Sales	Nil	£52 70
		Nif	£74,802 11
	TRADING EXPENDITURE		
	Payments to ex-employees	Nıl	(£701 70)
	Gas	Ntl	(£289 70)
	Rent on Leasehold Premises	Nu	(£4,304 49)
	Accountancy Costs	Nil	(£4,992 00)
	Wages & Salaries	Ntl	(£11 208 83)
	Telephone	(£493 97)	(£566 47)
	Rates	Nil	(£6,048 71)
	Water Rates	Nil	(£92 26)
	Vehicle Transfer	Nil	(£871 85)
		(£493 97)	(£29,076 O1)
	TRADING SURPLUS	(£493 97)	£45,726 10

BCL 2011 Limited (formerly Bristol Cars Limited)

Information relating to the Joint Administrators' Fees and Expenses

1. Explanation of Administrators' charging and disbursement recovery policies

1.1. Time recording

Work undertaken on cases is recorded in 6 minute units in an electronic time recording system. Time properly incurred on cases is charged at the hourly rate of the grade of staff undertaking the work that applies at the time the work is done. The current hourly charge-out rates are

Director and Associate Director	380 to 495
Senior Manager, Manager, and Assistant Manager	240 to 350
Other Senior Staff	120 to 240
Assistants and Support Staff	100 to 240

1.2. Disbursement recovery

Disbursements are categorised as either Category 1 or Category 2

Category 1 disbursements will generally comprise external supplies of incidental services specifically identifiable to the case. Where these have initially been paid by RSM Tenon Recovery and then recharged to the case, approval from creditors is not required. The amount recharged is the exact amount incurred.

Examples of Category 1 disbursements include postage, case advertising, specific bond insurance, company search fees, invoiced travel and properly reimbursed expenses incurred by personnel in connection with the case, (including business mileage up to HMRC approved rate for cases commenced before 1 November 2011) Also included will be services specific to the case where these cannot practically be provided internally such as printing, room hire and document storage

Category 2 disbursements include elements of shared or allocated costs incurred by RSM Tenon Recovery and recharged to the estate, they are not attributed to the estate by a third party invoice and/or they may include a profit element. These disbursements are recoverable in full, subject to the basis of the disbursement charge being approved by creditors in advance. Examples of Category 2 disbursements are photocopying, all business mileage (for cases commencing on or after 1 November 2011), internal room hire and internal storage.

The current levels of Category 2 disbursements recovered by RSM Tenon Recovery are as follows

Room hire	£60 00
Envelope	4 2p
Paper (photocopies per sheet)	7p
Internal Storage	32p
Postage	45p

The costs recharged are based upon the actual cost of the materials used or the costs which would have been incurred if that service had been sourced externally

2. Description of work carried out

Section 3 of this appendix outlines the time costs to date in relation to activities undertaken during this period. These can be summarised as follows

Pre Appointment time costs

Time spent in this category comprises the activities required to obtain an Administration Order, together with reporting to the secured creditor and planning and preparation for the trading period

2.1 Administration and planning

The following activities have been undertaken

- Statutory duties associated with the appointment including the filing of relevant notices,
- > Setting up case files, and
- > Reviewing available information to determine appropriate strategy

Staff of different levels were involved in the above activities depending upon the experience required

2.2 Obtaining the Administration Order

> Filing relevant notices at court

2.3 Creditors

> Advising creditors during the moratorium period

2.4 Summary of Pre-Appointment Time Costs

Section 3 1 details the Joint Administrators' Pre-Appointment Time Costs

A summary table is attached to this report. These costs are exclusive of VAT

Post Appointment Time Costs

2.5 Administration and planning

This includes the following activities which have been undertaken

- > Statutory duties associated with the appointment including the filing of relevant notices,
- > Notification of the appointment to creditors, members, employees and other interested parties,
- > Setting up case files.
- Reviewing available information to determine appropriate strategy,
- > Setting up and maintaining bank accounts, and
- > 6 monthly progress review of the case, and statutory reporting

26 Investigations

The time spent includes

- > Corresponding with the former directors and management,
- > Review of questionnaires and comments provided by interested parties,
- > Review of Company documentation,
- > Completion of statutory returns to the Department of Business, Innovation, and Skills, and
- > Liaising with Company solicitors, accountants, and bank to obtain information

2.7 Realisation of assets

Please refer to the main body of the report but in summary the time spent includes

- > Liaison with agents and solicitors,
- Correspondence and meetings with interested parties,
- > Monitoring and chasing of deposits,
- > Agreement of contracts.
- > Corresponding with the Company on a regular basis to keep updated on work in progress, and
- > Trading the business of the Company, thereby maximising realisations

2.8 Trading

- > Planning appropriate trading strategy,
- > Managing the day to day operations of the business,
- > Liaising with employees,
- > Contact and negotiation with customers,
- Paying suppliers, and
- > Review of trading position

2.9 Creditors

The time spent includes the following matters

- > Recording and maintaining the list of creditors,
- > Dealing with employee related matters,
- > Dealing with reservation of title claims,
- > Recording creditor claims
- > Reporting to creditors,
- > Meetings of creditors,
- > Dealing with creditor queries, and
- > Reviewing and evaluating creditor claims

3 Time and charge-out summary

3.1 Pre Appointment Time Costs

A total of 55 70 hours have been spent at an average charge out rate of £312 88 bringing the total costs to date to £17,427 50 for pre appointment time costs. A summary is attached

3.2 Post Appointment Time Costs

To date a total of 714 85 hours have been spent at an average charge out rate of £250 42 bringing the total cost to date to £179,015 51 A summary is attached

4 Disbursements

Disbursements incurred during the period of this report and cumulatively, and those reimbursed in the period and cumulatively, to end of current period, are detailed below

	This period		
Disbursements	Incurred	Paid	
_	£	£	
Category 1	L		
Postage	63 54	Nil	
Statutory Advertising	75 60	75 60	
Other Travel Expenses	1,094 68	1,094 68	
Total	1,233.85	1,170.28	
Category 2	-	v	
Photocopying	11 20	Nil	
Total	11.20	Ni	
Total	1,245.02	1,170.28	

The above costs exclude VAT

5 Professional advisors and expenses

The Joint Administrators have incurred administration expenses in connection with the instruction of the following parties,

	1	This period		
Name & Activity		Incurred	Paid	
		£	£	
Burness LLP		59,493 21	59,493 21 `	
Irwin Mitchell LLP	_ 1	23253 00	23,253 00	
Wyles Hardy & Co		50,000 00	50,000 00	
Cushman & Wakefield		600_00	600 00 `	
Total	,	130,316 21	126,596 21	

The above costs exclude VAT

SIP9 Detailed

5015368 BCL 2011 Limited

Post Appointment

03/03/2011 to 02/09/2011

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FX Goodwill Realisation		5 00	00 0	00 0	000	5 00		475 00
FX Intellectual Property		1 50	00 0	00 0	0000	1 50		475 00
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Tax - Refund		00 0	1 00	4 20	0000	5 20		181 54
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FL Goodwill Realisation		1 50	00 0	00 0	0 00	1 50		475 00
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Trading		10 00	34 00	7.70	00 0	51 70		332 04
		10 00	34 00	7 70	00 0	51 70	17,166 50	332 04
Hours		71 25	273 35	241 15	29 60	645 35		
Charge	Charge	32,696 25	87,404 25	35,952 00	7,957 00		164,009 50	

SIP9 Detailed

RSM Tenon

5015368 BCL 2011 Limited

Post Appointment

03/09/2011 to 02/03/2012

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	13 70	5.30	5 30	09 69	
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9 % 2 %	2 70	3.30	3 30	42 90	7,236 00
in Constant Property	6 50	2 00	2 00	12 00	3,805 00
	2 50	000	00 0	2 00	2,375 00
					Charge
4.		Trading: Trading		Hours	Charge