

Liquidator's Progress ReportPursuant to Sections 92A, 104A and 192 of the
Insolvency Act 1986**S.192**

To the Registrar of Companies

Company Number

03172120

Name of Company

(a) Insert full name of
company

(a) TRANSMEDIA GATEWAY

Limited

(b) Insert full name(s)
and address(es)

I/We (b)

GRAHAM P. PETERSEN AND JULIE P. VAHEY
BOTH OF 5-6 THE COURTYARD, EAST PARK, CRAWLEY,
WEST SUSSEX RH10 6AGthe liquidator(s) of the company attach a copy of my/our Progress Report
under section 192 of the Insolvency Act 1986The Progress Report covers the period from 10 MARCH 2011
to 9 MARCH 2012

Signed



Date

9/05/12

Presenter's name,
address and
reference
(if any)BENEDICT MACKENZIE
5-6 THE COURTYARD
EAST PARK, CRAWLEY
WEST SUSSEX. RH10 6AG
REF: T032/GP/JV/PB/GA/EK

THURSDAY



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10/05/2012

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COMPANIES HOUSE

Transmedia Gateway Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments

Statement of Affairs		From 10/03/2011 To 09/03/2012
	ASSET REALISATIONS	
15,000 00	Goodwill & Customer List	15,000 00
NIL	Leasehold Property	NIL
1,755 00	Computer & Office Equipment	2,800 00
460 00	Office Furniture	1,000 00
NIL	Software	NIL
139,612 00	Book Debts	40,190 93
25,299 00	Cash at Bank	94,155 69
	Tax Refund - Interest	4 89
	Tax Refund	250 00
Uncertain	Rent Deposit	NIL
	Miscellaneous Refunds	27 20
	Bank Interest Gross	46 06
		<u>153,474 77</u>
	COST OF REALISATIONS	
	Specific Bond	316 80
	Corporation Tax	9 20
	Stationery & Postage	6 70
	Company Search	3 00
	Storage Costs	14 08
	Re-Direction of Mail	53 16
	Statutory Advertising	226 80
	Travel	33 80
		<u>(663 54)</u>
	PREFERENTIAL CREDITORS	
	DE Arrears & Holiday Pay	12,476 39
(47,117 00)	Employee Arrears/Hol Pay	26,604 10
		<u>(39,080 49)</u>
	UNSECURED CREDITORS	
(109,798 00)	Trade & Expense Creditors	NIL
(157,265 00)	Employees	NIL
(140,037 00)	HMRC - PAYE/NIC	NIL
(11,194 00)	HMRC - VAT	NIL
(35,000 00)	OZCO Loan (Net of Unpaid Share Cap	NIL
		<u>NIL</u>
	DISTRIBUTIONS	
(936,140 00)	New Ordinary Shareholders	NIL
(1,377,144 00)	Ordinary Shareholders	NIL
		<u>NIL</u>
<u>(2,631,569.00)</u>		<u><u>113,730 74</u></u>
	REPRESENTED BY	
	Vat Receivable	62 07
	Bank 1 Current	113,668 67
		<u><u>113,730 74</u></u>



Graham P Petersen
Joint Liquidator

**Joint Liquidators' annual progress report to the members and creditors
For the period 10 March 2011 to 9 March 2012**

Company Name Transmedia Gateway Limited (In Creditors' Voluntary Liquidation)
("the Company")

Registered Office 5-6 The Courtyard, East Park, Crawley, West Sussex RH10 6AG

Registered Number: 03172120

Court & Ref No: -

Joint Liquidators: Graham P Petersen and Julie P Vahey both of Benedict Mackenzie, 5-6 The Courtyard, East Park, Crawley, West Sussex RH10 6AG
Tel 01293 447799 Fax 01293 447800 Email Crawley@benemack.com

1 Introduction

- 1.1 We were appointed Joint Liquidators ("the Liquidators") of the Company on 10 March 2011. We now present our progress report covering the year ended 9 March 2012 pursuant to Section 104A of the Insolvency Act 1986 ("the Act").
- 1.2 At the date of our appointment the Company had ceased trading and accordingly we have taken steps to realise the remaining assets with a view to distributing the funds to creditors, after costs, in the prescribed order of priority. As Liquidators, we are also obliged to investigate the Company's affairs. At the outset, it was anticipated there would be a return to unsecured creditors. It can be seen from section 4 below that this remains the case.
- 1.3 A receipts and payments account in the form of an abstract for the year ended 9 March 2012 is attached.
- 1.4 Details of progress during the period are set out in sections 2 to 5 below.

2 Asset realisations and assets that remain to be realised

John M Peyto & Co Ltd, independent agents and valuers, were asked to provide a Desktop Valuation in respect of the Company's chattel assets.

2.1 Goodwill and Customer List

Media Planning Ltd acquired the Company's goodwill and customer list for the sum of £15,000.00.

2.2 Leasehold Property

There was no realisable value in the leasehold property at 3rd Floor, Pentagon House, 52-54 Southwark Street, London SE1 1UN and, therefore, the lease was disclaimed on 4 April 2011.

2.3 Computer & Office Equipment

These items were somewhat dated and, therefore, were considered to be of little or no value in a forced sale situation. Media Planning Ltd agreed to purchase this equipment for a total sum of £2,800.00, being just over £1,000 in excess of the agent's valuation.

2 4 Office Furniture

This was valued at a nominal sum of £460 00, and was purchased by London Office Furniture Warehouse for £1,000

2 5 Software

In the agent's opinion, owing to the very stringent licence agreements appertaining to the software, this was not expected to have any realisable value. In the circumstances, the software licences were included in the sale of the goodwill to Media Planning Ltd, subject to licensor's agreement to transfer the licences as appropriate.

2 6 Book Debts

After applying a general provision of 15% to the Company's sales ledger balance of £164,250, book debts were estimated to realise £139,612 according to the statement of affairs. During the period of this report, the sum of £40,190 93 has been collected. In addition, a number of debtors have paid amounts due into the Company's bank account direct. One debtor remains outstanding with a book value of £31,468 73. There is a complicated dispute relating to this debt and it is unclear at present whether anything will be recovered.

2 7 Cash at Bank

The sum of £8,343 28 has been received in respect of the closing balance on the Company's bank account with HSBC Bank plc and £85,619 80 in respect of the closing balance on its account with Lloyds TSB Bank plc. The Lloyds balance includes a number of payments received direct into the account from Company debtors. In addition, the sum of £192 61 has been received in respect of the balance held on petty cash.

2 8 Tax Refund

A tax refund of £250 00 and interest of £4 89 have been received.

2 9 Rent Deposit

According to the statement of affairs, the sum of £64,455 55 is held on a rent deposit account in respect of the Southwark premises. This rent deposit is expected to be applied against amounts due to the landlord, The Mount Stuart Trust, under the terms of the lease. The landlord has lodged an initial proof of debt form in the sum of £519,517 33 for amounts due under the lease including rent arrears, future rent and a provisional dilapidations claim. According to the landlord, the rent deposit held at the time the claim was lodged was £36,742 40. In view of the size of the net claim, there are not expected to be any realisations from this source.

2 10 Miscellaneous Refunds

A refund of £27 20 has been received from the Royal Mail Group.

2 11 Bank Interest Gross

Gross interest of £46 06 has been received in respect of funds held on the liquidation bank account during the period of this report.

2 12 Assets that have yet to be realised

Apart from the remaining debtor referred to in paragraph 2 6 above, there are no other known assets that have yet to be realised.

3 Creditors' Claims

3.1 Secured Creditors

The Company has no liability to Lloyds TSB Bank plc which has fixed or floating charges over the Company's assets registered at Companies House on 30 September 2006

There is a rent deposit deed registered at Companies House by British Overseas Bank Nominees Limited which relates to the current rent deposit held in respect of the Southwark premises

There are various outstanding charges still registered at Companies House in respect of other rent deeds. It is understood that these charges have been satisfied, but the documentation confirming this has not been filed at Companies House

3.2 Preferential Creditors

Preferential claims have been received and agreed as follows

Redundancy Payments Office	£12,476 39
Employees (16)	<u>£26,604 10</u>
	<u>£39,080 49</u>

3.3 Section 176A of the Insolvency Act 1986

Under Section 176A of the Insolvency Act 1986, when a company has granted a floating charge to a creditor after 15 September 2003, a prescribed part of the company's net property, which would otherwise be available to the floating charge creditor, is set aside for the benefit of unsecured non-preferential creditors. In this particular case there is no liability outstanding to the floating charge holder and, as such, Section 176A does not apply

3.4 Unsecured (Non-Preferential) Creditors

The following claims have been received from unsecured creditors to date

	Statement of Affairs £	Claims Lodged £
Trade & Expense	109,798 00	582,225 45 *
Employees (16)	157,265 00 }	34,246 32
Redundancy Payments Service	} 140,037 00	60,394 74
HMRC – PAYE/NIC	11,194 00	214,728 36 **
HMRC - VAT	<u>35,000 00</u>	17,182 00
OZCO Loan		<u>35,000 00</u>
	£ 453,294 00	£ 943,776 87

There are nine creditors who have not yet lodged a claim in the liquidation and these were recorded on the statement of affairs with total debts of £20,388 23. In addition, one employee with a potential claim totalling £8,791 95 has not submitted a claim form to the Redundancy Payments Office

* The trade and expense creditor claims include the landlord's initial claim in the sum of £519,517 33 referred to in paragraph 2.9 above, before deduction of the rent deposit held. We have requested details of the landlord's final claim along with evidence of the actual dilapidations claim and this information is currently awaited in order that the final figure can be agreed

** Having provided evidence from the Company's payroll records of outstanding PAYE/NIC in the sum of £142,877 69 to HMRC, details of their revised, final claim are currently awaited

4 Distribution of Funds

4 1 Preferential Creditors

A first and final dividend of 100p was declared to preferential creditors on agreed claims of £39,080.49 on 6 October 2011

4 2 Unsecured (Non-Preferential) Creditors

It is our intention to declare a first and final dividend to unsecured creditors once the position regarding the remaining debtor has been resolved, and we have received and agreed the landlord's and HMRC's final claims as the major creditors. If we declare an interim dividend at this stage, this will increase costs and reduce the final return to unsecured creditors. Once these issues have been resolved, a notice of intended dividend will be sent to those creditors who have not proved their claims requiring them to do so within a period of not less than 21 days (known as the last date for proving). We then propose paying a final dividend within two months of the last date for proving.

5 Investigations

- 5 1 We have a duty under the Company Directors Disqualification Act 1986 to submit confidential reports/returns to the Department for Business, Innovation & Skills on the conduct of those persons who were directors at the date of liquidation or who had been a director at any time in the three years preceding liquidation. We have complied with this obligation.

6 Liquidators' Remuneration and Disbursements

Liquidators' Remuneration

- 6 1 Creditors will be aware that it was resolved at the first meeting of creditors held on 10 March 2011 that the joint liquidators should be remunerated on a time cost basis and that sums could be drawn from time to time on account of time spent.
- 6 2 The work described in the sections above has been undertaken by the joint liquidators and their staff.
- 6 3 In addition to the work described in sections 2 to 5 above, the following has also been undertaken:
- (i) Preparation and circulation of a report to creditors
 - (ii) Filing of forms and returns with the Registrar of Companies
 - (iii) Maintenance of bank accounts, sundry administrative matters and compliance generally with the insolvency legislation
 - (iv) Preparation and submission of a corporation tax return
- 6 4 During the period covered by this report our time ledger shows 154.80 hours spent on the administration of this case amounting to £22,620.00 excluding VAT. No remuneration has been drawn to date. The average hourly charge out rate for this period is £146.12.
- 6 4 1 A schedule setting out details of the time costs incurred during this period by work category is attached. No changes have been made to charge out rates since the last notification to creditors which are as follows:

Leading Insolvency Practitioner	£250 per hour
Insolvency Practitioner	£220 per hour
Manager	£150 per hour
Administrator	£110 per hour
Junior Administrator	£80 per hour

- 6.4.2 Explanatory notes entitled "A Creditor's Guide to Liquidators' Fees" are available from the Benedict Mackenzie website www.benemack.com, or free of charge by contacting the above office
Liquidators' Disbursements

Ward Mackenzie, an associated firm, pays expenses on behalf of the case where necessary and is reimbursed when funds become available

6.5 Category 1 Disbursements

In relation to disbursements paid or where Ward Mackenzie has been reimbursed the actual payment made on behalf of the case, eg statutory advertising costs, each category of expenditure is shown separately on the receipts and payments account

6.6 Category 2 Disbursements

No disbursements which include an element of shared or allocated cost (eg photocopying) are being claimed during the period of this report in this particular case

6.7 **Professionals, sub-contractors and other expenses**

Where appropriate, we employ professionals to advise us in relation to certain specialist matters. This has not been necessary in this particular case to date

6.8 **Creditors' Right to Request Information**

Any secured creditor, or an unsecured creditor with the support of at least 5% in value of unsecured creditors or with the leave of court, may (in writing) request we provide additional information regarding remuneration or expenses already supplied within this report. In accordance with Rule 4.49E of The Insolvency Rules 1986, such a request or application for leave must be made within 21 days of receipt of this report

6.9 **Creditors' Right to Challenge Remuneration and/or Expenses**

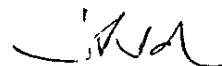
Any secured creditor, or an unsecured creditor with the support of at least 10% in value of the unsecured creditors or with the permission of the court, may apply to court for one or more orders under Rule 4.131(4) of the Insolvency Rules 1986. In accordance with Rule 4.131, such applications must be made within eight weeks of receipt of this report

7 **Conclusion**

All known assets have been realised. Once the Notice of Intended Dividend period has expired, we will be in a position to declare a first and final dividend to unsecured, non-preferential creditors, and can then proceed towards finalising our administration



Graham P Petersen
Joint Liquidators



Julie P Vahey
8 May 2012

Transmedia Gateway Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments

Statement of Affairs		From 10/03/2011 To 09/03/2012	From 10/03/2011 To 09/03/2012
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NIL	Leasehold Property	NIL	NIL
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NIL	Software	NIL	NIL
139,612 00	Book Debts	40,190 93	40,190 93
25,299 00	Cash at Bank	94,155 69	94,155 69
	Tax Refund - Interest	4 89	4 89
	Tax Refund	250 00	250 00
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	Miscellaneous Refunds	27 20	27 20
	Bank Interest Gross	46 06	46 06
		<u>153,474 77</u>	<u>153,474 77</u>
COST OF REALISATIONS			
	Specific Bond	316 80	316 80
	Corporation Tax	9 20	9 20
	Stationery & Postage	6 70	6 70
	Company Search	3 00	3 00
	Storage Costs	14 08	14 08
	Re-Direction of Mail	53 16	53 16
	Statutory Advertising	226 80	226 80
	Travel	33 80	33 80
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	DE Arrears & Holiday Pay	12,476 39	12,476 39
(47,117 00)	Employee Arrears/Hol Pay	26,604 10	26,604 10
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UNSECURED CREDITORS			
(109,798 00)	Trade & Expense Creditors	NIL	NIL
(157,265 00)	Employees	NIL	NIL
(140,037 00)	HMRC - PAYE/NIC	NIL	NIL
(11,194 00)	HMRC - VAT	NIL	NIL
(35,000 00)	OZCO Loan (Net of Unpaid Share Cap	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
DISTRIBUTIONS			
(936,140 00)	New Ordinary Shareholders	NIL	NIL
(1,377,144 00)	Ordinary Shareholders	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
<u>(2,631,569.00)</u>		<u><u>113,730 74</u></u>	<u><u>113,730.74</u></u>
REPRESENTED BY			
	Vat Receivable		62 07
	Bank 1 Current		113,668 67
			<u><u>113,730 74</u></u>

Time Entry - Detailed SIP9 Time & Cost Summary

T032 - Transmedia Gateway Limited
To 09/03/2012
Project Code POST

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
104 Receipts & Payments	0.00	0.00	8.20	0.00	8.20	902.00	110.00
100 Admin and Planning	0.00	0.00	8.10	1.60	9.70	1 019.00	105.05
103 Statutory/Meetings	3.20	0.00	10.70	0.00	13.90	1 977.00	142.23
105 Taxation	0.10	0.00	0.00	0.00	0.10	25.00	250.00
102 Case Strategy & Planning	19.50	0.00	0.00	0.00	19.50	4 746.00	243.38
101 Case Set-up	0.00	0.00	0.40	0.00	0.40	44.00	110.00
106 Firm's Administration	0.20	0.00	0.00	0.20	0.40	66.00	165.00
Admin and Planning	23.00	0.00	27.40	1.80	52.20	8 779.00	168.18
601 Communication with Director	0.00	0.00	0.10	0.00	0.10	11.00	110.00
600 Case Specific Matters	0.00	0.00	5.20	0.00	5.20	572.00	110.00
604 Legal	0.00	0.00	0.80	0.00	0.80	88.00	110.00
Case Specific Matters	0.00	0.00	6.10	0.00	6.10	671.00	110.00
500 Creditors	2.20	0.00	4.10	0.00	6.30	1 001.00	158.89
504 Employees	0.60	0.00	24.30	0.90	25.80	2 877.00	111.51
505 HMRC	0.20	0.00	8.40	0.00	8.60	968.00	112.56
507 Disbursements	0.80	0.00	3.80	0.00	4.60	618.00	134.35
503 Unsecured Creditors	0.00	0.00	3.30	0.00	3.30	363.00	110.00
501 Reporting	0.00	0.00	0.00	0.50	0.50	40.00	80.00
Creditors	3.80	0.00	43.90	1.40	49.10	5,867.00	119.49
200 Investigations	0.00	0.00	3.40	0.00	3.40	374.00	110.00
202 CDDA Report	2.60	0.00	6.90	0.00	3.50	749.00	214.00
Investigations	2.60	0.00	4.30	0.00	6.90	1,123.00	162.75
300 Asset Realisation	2.40	0.00	3.80	0.00	6.20	1 018.00	164.19
304 Land & Property	2.40	0.00	1.40	0.00	3.80	736.00	193.68
302 Chattels	2.80	0.00	0.00	0.00	2.80	700.00	250.00
305 Other Assets	0.80	0.00	1.60	0.70	3.10	432.00	139.35
301 Book Debt Collection	3.90	0.00	20.40	0.00	24.30	3 219.00	132.47
303 IPR	0.30	0.00	0.00	0.00	0.30	75.00	250.00
Realisation of Assets	12.60	0.00	27.20	0.70	40.50	6,180.00	152.59
Total Hours	42.00	0.00	108.90	3.90	154.80	22 620.00	146.12
Total Fees Claimed						0.00	

Statement from the Insolvency Rules 1986 (as amended) regarding the rights of creditors and members in respect of Liquidator's fees and expenses

4 49E Creditors' and members' request for further information

(1) If—

(a) within the period mentioned in paragraph (2)

(i) a secured creditor, or

(ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or

(iii) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or

(b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—

(i) any unsecured creditor, or

(ii) any member of the company in a members' voluntary winding up,

makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4 49B(1)(e) or (f) (including by virtue of Rule 4 49C(5)) or in a draft report under Rule 4 49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4 49D or a progress report required by Rule 4 108 which (in either case) was previously included in a progress report not required by Rule 4 108

(2) The period referred to in paragraph (1)(a) and (b) is—

(a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4 108, and

(b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case

(3) The liquidator complies with this paragraph by either—

(a) providing all of the information asked for, or

(b) so far as the liquidator considers that—

(i) the time or cost of preparation of the information would be excessive, or

(ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or

(iii) the liquidator is subject to an obligation of confidentiality in respect of the information, giving reasons for not providing all of the information

(4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—

(a) the giving by the liquidator of reasons for not providing all of the information asked for, or

(b) the expiry of the 14 days provided for in paragraph (1),

and the court may make such order as it thinks just

(5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4 131(1B) or 4 148C(2) by such further period as the court thinks just

(6) This Rule does not apply where the liquidator is the official receiver

Statement from the Insolvency Rules 1986 (as amended) regarding the rights of creditors and members in respect of Liquidator's fees and expenses (continued)

4 131— Creditors' claim that remuneration is or other expenses are excessive

(1) Any secured creditor, or any unsecured creditor with either the concurrence of at least 10% in value of the creditors (including that creditor) or the permission of the court, may apply to the court for one or more of the orders in paragraph (4)

(1A) Application may be made on the grounds that—

- (a) the remuneration charged by the liquidator,
- (b) the basis fixed for the liquidator's remuneration under Rule 4 127, or
- (c) expenses incurred by the liquidator,

is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate

(1B) The application must, subject to any order of the court under Rule 4 49E(5), be made no later than 8 weeks (or, in a case falling within Rule 4 108, 4 weeks) after receipt by the applicant of the progress report, or the draft report under Rule 4 49D, which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report")

(2) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it shall not do so unless the applicant has had an opportunity to attend the court for a hearing, of which he has been given at least 5 business days' notice but which is without notice to any other party

If the application is not dismissed under this paragraph, the court shall fix a venue for it to be heard, and give notice to the applicant accordingly

(3) The applicant shall, at least 14 days before the hearing, send to the liquidator a notice stating the venue and accompanied by a copy of the application, and of any evidence which the applicant intends to adduce in support of it

(4) If the court considers the application to be well-founded, it must make one or more of the following orders—

- (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
- (b) an order fixing the basis of remuneration at a reduced rate or amount,
- (c) an order changing the basis of remuneration,
- (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
- (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify, and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report

(5) Unless the court orders otherwise, the costs of the application shall be paid by the applicant, and are not payable as an expense of the liquidation