(a) Insert full name(s) and

address(cs) of administrator(s)

(b) Insert dates

Administrator's progress report

Name of Company Company number 06092347 The Artful Group Limited In the Court case number 5179 of 2010 High Court Birmingham District Registry [Juli Braine of Lount] William James Wright and 1 / We (a) Mark Jeremy Orton KPMG LLP, One Snowhill, Snow Hill Queensway Birmingham, B4 6GH, United Kingdom administrator(s) of the above company attach a progress report for the period from to **(b)** 18 October 2011 (b) 19 April 2011 Signed omt / Administrator(s)

Contact Details.

Dated

15 November 2011

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.

Vanessa Ting	
KPMG LLP, One Snowhill,	Snow Hill Queensway,
Birmingham, B4 6GH	rei 0121 609 5891
DX Number DX709850 Bham 26	DX Exchange

-AMLUBZAV-

n you have completed and signed this form please send it to the Registrar of Companies at ipames House, Crown Way, Cardiff, CF14 3UZ DN 33050 Cardiff

16/11/2011 283 COMPANIES HOUSE 4



The Artful Group Limited (in administration)

Progress Report pursuant to Rule 2 47 of the Insolvency Rules 1986 (as amended)

For the period

19 April 2011 to 18 October 2011

KPMG LLP

This report contains 7 pages
Appendices contain 7 pages
wjw/nje/jpb



About this Report

This Report has been prepared by William James Wright and Mark Jeremy Orton, the Administrators of The Artful Group Limited, solely to comply with their statutory duty under the Insolvency Act and Rules 1986 (as amended) to provide creditors with an update on the progress of the administration of the estate, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.

This Report has not been prepared in contemplation of it being used, and is not suitable to be used, to inform any investment decision in relation to the debt of or any financial interest in this company

Any estimated outcomes for creditors included in this Report are illustrative only and cannot be relied upon as guidance as to the actual outcomes for individual creditors

Any person that chooses to rely on this Report for any purpose or in any context other than under the Insolvency Act and Rules 1986 (as amended) does so at their own risk. To the fullest extent permitted by law, the office holders do not assume any responsibility and will not accept any liability in respect of this Report.

William James Wright is authorised to act as an insolvency practitioner by the Institute of Chartered Accountants in England and Wales

Mark Jeremy Orton is authorised to act as an insolvency practitioner by the Insolvency Practitioners Association

The Administrators act as agents for The Artful Group Limited and contract without personal liability. The appointments of the Administrators are personal to them and, to the fullest extent permitted by law, KPMG LLP does not assume any responsibility and will not accept any liability to any person in respect of this Report or the conduct of the administration



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- Appendix 1 Statutory information
- Appendix 2 Office holders' receipts and payments account
- Appendix 3 Analysis of office holders' time costs for the period 19 April 2011 to 18 October 2011
- Appendix 4 Schedule of expenses for the period 19 April 2011 to 18 October 2011



1 Glossary

Administration Order	The Administration Order granted in the High Court of Justice, Chancery Division, Birmingham District Registry Court No 5179 of 2010
"IT"	Information Technology
"Joint Administrators" / "Administrators"	William James Wright and Mark Jeremy Orton, both of KPMG LLP, One Snowhill, Snowhill Queensway, Birmingham, B4 6GH
"Praxis"	Praxis Nominees Limited
"Pyramid"/"the Purchaser"	SWCORP 4 Limited (trading as Pyramid International)
"R Capital"	R Capital Limited
"ROT"	Retention of Title
"The Act"	The Insolvency Act 1986 (as amended by The Enterprise Act 2002)
"The Company"/ "Artful"	The Artful Group Limited in administration
"The period"/ "The current period"	19 April 2011 to 18 October 2011
"The Secured Lenders"/ "The Secured Creditors"/	Venture Finance Plc and Praxis Nominees Limited
"USA"	United States of America
"Venture"	Venture Finance Plc



2 Executive Summary

William James Wright and Mark Jeremy Orton of KPMG LLP were appointed Joint Administrators of The Artful Group Limited by the Company's directors on 28 June 2010

This progress report covers the period from 19 April 2011 to 18 October 2011

Based on the expected level of realisations and the amounts owed to the secured creditors, there is no prospect of funds being available for the preferential or the unsecured creditors

Proceedings have been issued in a personal injury claim being pursued by one of the Company's former employees, during the period of this report, and so this will no longer prevent us from closing the administration

The most likely exit route for the administration is to file for the Company's dissolution under Paragraph 84 of the Act

Full details of the Administrators Progress Report are attached together with all the relevant statutory information included by way of Appendices

William James Wright Joint Administrator

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3 Introduction

On 28 June 2010 William James Wright and Mark Jeremy Orton were appointed as Joint Administrators at the High Court of Justice, Birmingham District Registry, case number 5179 of 2010

Details around the events leading to the administration were provided in our proposals report. If you require an additional copy of this report please contact my colleague Janette Bowron on 0116 256 6023

4 Statement of Proposals

The Administrators' Statement of Proposals was circulated on 18 August 2010

The Administrators made a declaration pursuant to Paragraph 52(1)(b) of the Act in their Statement of Proposals, as it was expected that there would be insufficient funds to enable a distribution to unsecured creditors other than by virtue of the prescribed part. The requirement to hold a first meeting of creditors pursuant to Paragraph 51 of the Act was therefore dispensed with and creditors did not request a meeting to be held. The Joint Administrators have not made any modifications to the Proposals as distributed

As a result the Statement of Proposals, as circulated, are deemed to have been approved by creditors in accordance with Rule 2 33(5) of the Rules, with the exception of the proposals in relation to the Joint Administrators' remuneration and discharge of liability

Our proposals with regards the drawing of Administrators' remuneration and discharge of Administrators' liability have been approved by the secured creditors of the Company

5 Purpose of the administration

In accordance with paragraph 3(1) Schedule B1 of the Insolvency Act 1986 the purposes of the administration were

- (a) rescuing the Company as a going concern, or,
- (b) achieving 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) realising property in order to make a distribution to one or more secured or preferential creditors

However, purpose (a) was not achievable due to the difficult financial position of the Company and due to the inability to continue trading the business in administration. The Joint Administrators therefore performed their functions with the paragraph 3(1)(b) objective of achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up



This was achieved by successfully concluding a sale of a substantial amount of the assets of the Company, maximising asset realisations and achieving a better result for the Company's creditors than if the Company were wound up, due to the protection the administration afforded the Company's assets from creditor enforcement action

6 Progress of the administration to date

6 | Asset realisations

611 Recharged Asset Removal Costs

A number of costs paid by the Joint Administrators in relation to the removal of the asset have been recharged to third parties. The final amount due of £3,124 37 has been received during the period

6 1 2 Refund of D&O Policy

The administrators renewed the Director and Officers liability insurance policy and paid the premium during the previous period. The premium has been refunded during this period.

6 1 3 Other realisations

A small amount of bank interest has been received in the period of £543 90

62 Costs of realisations

621 Expenses for the period

A schedule of expenses for the period 19 April 2011 to 18 October 2011 is shown at Appendix 4 This details amounts incurred in the period whether currently paid or not

Legal fees have been incurred in relation to a validity of security review, ongoing investigation work, assistance with retention of title claims and specific legal advice and contract drafting £1,210 00 incurred in the prior period has been paid during this period A total of £3,803 40 has been incurred during the period, of which £239 00 has been paid and £3,564 40 remains unpaid

Storage costs have been incurred to store the company's statutory books and records. The cost of £1,987 48 incurred during the period includes fees for the retrieval of records for us to review. £603 24 of this remained unpaid at the period end

Administrators' fees are shown at time cost, however no fees have yet been drawn and we do not anticipate recovering our costs in full Legal fees are also accrued based upon time spent to date, however a fee agreement is yet to be finalised

622 Administrators' remuneration

The Joint Administrators sought approval from creditors that their fees be approved on a time cost basis in accordance with Rule 2 106 (5A)(b) of the Insolvency Amendments Rules 1986 On the basis that the Joint Administrators made a statement in accordance with Paragraph 52(1)b of Schedule B1 to the Insolvency Act 1986 and due to them not

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currently estimating that there will be a distribution to preferential creditors, consent is required from the secured creditors only

In the period from 19 April 2011 to 18 October 2011, we have incurred time costs of £35,187 55 representing 134 67 hours at an average hourly rate of £261 29 This includes work undertaken in respect of tax, VAT, employee, pensions and health and safety advice from KPMG LLP in-house specialists

Key areas where costs have been incurred include

- Dealing with creditor queries and redirected mail,
- Preparing progress reports,
- · Attending to all statutory duties that are associated with this type of insolvency

Attached as Appendix 3 is a detailed analysis of time spent and charge out rates for each grade of staff for the various areas of work carried out for the period 19 April 2011 to 18 October 2011 as required by the Association of Business Recovery Professional's Statement of Insolvency Practice No 9

Expenses for this period total £6,106 18 and are summarised as Appendix 4

623 Notice to creditors regarding expenses

Additional information about the expenses and remuneration charged for the period is available from the office holder upon request by any secured creditor, and any other creditor or creditors owed 5% or more in value of the unsecured liabilities listed. Full details of the process to obtain more information under Rule 2 48A of the Rules and to challenge the administrator's remuneration and expenses under Rule 2 109 of the Rules are included in Appendix 4 should creditors wish to do so

The statutory provisions relating to remuneration are set out in Rule 2 106 of the Rules Further information is given in the Association of Business Recovery Professionals' publication A Creditors' Guide to Administrators' Fees, a copy of which can be obtained at www r3 org/media/documents/technical library/SIPS/SIP%209%20F&W pdf

However, if you are unable to access this guide and would like a copy please contact Janette Bowron on 0116 256 6023

624 Other work carried out in the period

The Joint Administrators have continued to perform their duties including preparing regular bank account reconciliations and report to all classes of creditor. There has also been ongoing liaison in respect of the personal injury claim.

The Joint Administrators have also been preparing this case for closure prior to the expiry of the administration order on 27 December 2011



7 Liabilities

7.1 Secured creditors

As you are aware, both Venture and Praxis hold debentures, dated 21 August 2008 and 19 June 2009 respectively, containing fixed and floating charges over all the assets of the Company

In addition, Venture own the book debts pursuant to the invoice discounting facility provided to the Company At the date of appointment the value of book debts held by Venture under this facility totalled approximately £2.5 million

At appointment Venture's total indebtedness stood at approximately £1 92 million in relation to invoice discounting facility provided to the Company. It is not anticipated that Venture will be re-paid in full. To date, Venture have realised approximately £1 53 million against its initial indebtedness, £1 28 million from direct debtor collections and a further £251,000 distribution in relation to returned stock and stock invoiced but not delivered to customers, book debt collections paid into the pre appointment bank account and the sale of the Company's business intellectual property

Following a detailed reconciliation of the funds due to Venture from the funds held in the Company's pre-appointment bank accounts, a total of £97,246 33 was distributed to Venture. There have been no distributions made during the period and it is not anticipated that there will be any further distributions going forward.

Praxis' indebtedness at appointment totalled approximately £3 12 million. No funds are available for this secured creditor.

72 Preferential creditors

Given the level of cost of realisations, it is highly unlikely that there will be a dividend payable to the Company's preferential creditors

73 Unsecured creditors

At the date of the Administrators' appointment, total unsecured trade creditors stood at approximately £2.7 million, according to the Company's books and records. However, we are aware that this is based on the purchase ledger as at the date of appointment and this had not been kept fully up to date

Due to the high volume of unsecured creditors, the Joint Administrators have received a significant amount of correspondence in relation to their claims, along with a high level of re-directed mail from suppliers. Therefore, during the period a significant amount of time has been spent dealing with this correspondence.

In accordance with paragraph 176 of the Insolvency Act 1986, the Joint Administrators would be required to set aside a prescribed part of the Company's net property for the benefit of unsecured creditors that would otherwise be available to the secured floating charge holder



Due to the estimated level of preferential claims and level of floating charge asset realisations, we do not anticipate a distribution to unsecured creditors either through a surplus or by virtue of the prescribed part

8 Other issues

81 EC Regulations

The EC regulations will apply to these proceedings which constitute main proceedings as defined in Article 13 of the EC Regulations The centre of main interest of the Company is in England within the EC

82 Next steps

It is the Joint Administrators' intention to file for the Company's dissolution under Paragraph 84 of the Act, as soon as all other matters have been completed

This concludes the Joint Administrator's progress report to creditors. In accordance with Rule 2 47 of the Insolvency Rules 1986 (as Amended), the next progress report is due within one month of 18 April 2012, or at the administration's conclusion, whichever is sooner. Should you require any further information please contact Janette Bowron, of my staff, on 0116 256 6023.

9 Comments on the Appendices

9 1 Appendix 1: Statutory information

This appendix contains certain information necessary to be provided to creditors in accordance with Rule 2 33 of the Insolvency Rules 1986 (as amended)

9 2 Appendix 2: Receipts & payments account for the period

The Administrators' receipts and payments account for the period from 19 April 2011 to 18 October 2011 is attached The figures are shown net of VAT

9 3 Appendix 3: Analysis of office holders' time costs

This analysis is based on the period from 19 April 2011 to 18 October 2011 We do not anticipate recovering our time costs in full

94 Appendix 4: Expenses for the period

Expenses for the period are summarised in Appendix 4 which exclude the time costs that are analysed in Appendix 3

Legal fees have also been included based upon time spent to date, however a specific fee agreement has yet to be agreed



Appendix 1 - Statutory information

Appointment	
Company name & Trading style	The Artful Group Limited
Administration	The Administration Order was granted in the Companies Court, Chancery Division, High Court of Justice Ref No 5179 of 2010
Date of appointment	28 June 2010
Office holders details	William James Wright is authorised to act as an insolvency practitioner by the Institute of Chartered Accountants in England and Wales
	Mark Jeremy Orton is authorised to act as an insolvency practitioner by the Insolvency Practitioners Association
Functions	The functions of the Administrators are being exercised by any or one of them in accordance with Paragraph 100(2) of Schedule B1 of the Act
Application of EC regulations	EC regulations apply and these proceedings will be the Main Proceedings as defined in Article 3 of the EC regulations
Company Information	MACHA MANAGAMA MANAGAM MANAGAMA MANAGAMA MANAGAMANAGAMA MANAGAMA MANAGAMA MANAGAMA MANAGAMA MANAGAMA MANAGAMA MANAGAMA MANAGAMA MANAGAMA M
Company registration number	6092347
Date of incorporation	9 February 2007
Present registered office	c/o KPMG LLP
	One Snowhill, Snow Hill Queensway, Birmingham, B4 6GH
Previous registered office	15 Whitcomb Street, London WC2H 7HA
Main trading address	33-34 Liliput Road, Brackmills, Northampton NN4 7DT



Company Directors		From	
(Source Annual Returns)	Three V Directors LLP 4 April 2		
Company Secretary	LPE Services Limited	13 August 2008	
(Source Annual Returns)	RJP Secretaries Limited	9 February 2007	
Authorised share capital	£2,000 (160 x ordinary A £0 0) ordinary B £0 01 shares)	I shares and 40,000	
Issued share capital	£1 50 (150 x ordinary A £0 01	shares)	
Shareholders	Praxis Nominees Limited		
(Source Annual Returns)	R Capital Limited		
Employees	259		
Trading Results	10 mont	h P/E 31/12/2008 (audited)	
		£	
Turnover	12,570,190		
Gross profit	4,333,850		
Profit / (loss) before tax	668,513		



Appendix 2 - Office holders' receipts and payments account

The Artful Group Limited (In Administration) Administrators' Abstract of Receipts & Payments

Statement of Affairs		From 19/04/2011 To 18/10/2011	From 28/06/2010 To 18/10/2011
	FIXED CHARGE ASSETS		
1,465,000 00	Book debts	NIL	NI
1, 105,000 00	Venture Stock	NIL	65,000 0
100,000 00	Business Intellectual property	NIL	100,000 0
100,000 00	Contracts	NIL	10
	Records	NIL	10
	Other Interest	NIL	587 5
	Bank interest, gross	11 83	63 5
	Dank Interest, gross	11 83	165,653 0
	FIXED CHARGE COSTS		
	Legal fees	NIL	5,000 0
	Bank charges	NIL	480
	Bank charges	NIL	(5,048 00
	FIXED CHARGE CREDITORS		
(1,822,000 00)	Venture Finance	NIL	150,000 0
(3,122,000 00)	Praxis Nominees	NIL	NI
3,122,000 00)	Traxis Nonlinees	NIL	(150,000 00
	ASSET REALISATIONS		
332,000 00	Plant & machinery	NIL	342,810 5
332,000 00	Motor vehicles	NIL	300 0
200,000 00	Stock	NIL	200,4980
200,000 00	IT Systems	NIL	500 0
	Book debts	NIL	3.3
	Cash at bank	NIL	4,984 8
	Recharged Asset Removal Costs	3,124 37	17,748 4
	Miscellaneous Receipts	NIL NIL	2,263 2
	Miscenaneous Receipts	3,124 37	569,108 3
	OTHER REALISATIONS		
	Bank interest, gross	532 07	1,3399
	Refund of D&O Policy	2,703 75	2,703 7
10,000 00	Sundry refunds	NIL	13,644 0
10,000 00	Electricity Refund	NIL	23,8760
	Electricity Retaild	3,235 82	41,563 8
	COST OF REALISATIONS		
	Royalty Payments	NIL	1,055 5
	Porter services	NIL	5,968 6
	Agents'/Valuers' fees	NIL	11,085 4
	Agents/Valuers' expenses	NIL	9169
	Legal fees	1,449 00	44,163 0
	Legal Disbursments	NIL	334 1
	Asset Removal Costs	NIL	1,722
	Auction costs & expenses	NIL	27,478
		NIL	5,293
	Telephone/Telex/Fax	NIL	150 (
	Petty cash	NIL	10,224 (
	Heat & light		
	Storage costs	1,384.24	1,750 4
	Re-direction of mail	NIL	155 9
	Statutory advertising	NIL	75 6

The Artful Group Limited (In Administration) Administrators' Abstract of Receipts & Payments

Statement of Affairs		From 19/04/2011 To 18/10/2011	From 28/06/2010 To 18/10/2011
	Rent	NIL	16,507 10
	Other property expenses	NIL	12,285 88
	Insurance of assets	NIL	10,848 02
	Wages & salaries	NIL	15,297 18
	PAYE & NIC	NIL	6,939 86
	Bank charges	NIL	1,070 40
	Retention of Title Claim Settlement	NIL	2,200 00
		(2,833 24)	(175,522 62)
	PREFERENTIAL CREDITORS		
(324,000 00)	Employees' wage arrears amd holiday pay	NIL	NIL
(',',	1, 5	NIL	NIL
	UNSECURED CREDITORS		
(2,716,421 00)	Trade & expense	NIL	NIL
	·	NIL	NIL
5,877,421.00)		3,538.78	445,754.55
	REPRESENTED BY		
	Floating ch VAT rec'able		21,531 75
	Fixed charge current		10,017 56
	Floating charge current		427,896 79
	Fixed charge VAT rec'able		875 00
	Fixed charge VAT recable Fixed charge VAT payable		(28,875 35)
	Floating ch VAT payable		(91,986 01)
	Floating ch VAT payable Floating ch VAT control		78,294 46
	Fixed charge VAT control		28,000 35
			445,754.55



Appendix 3 - Analysis of office holders' time costs for the period 19 April 2011 to 18 October 2011

	Partner / Director	Manager	Administrator	Support	Total hours	Time cost	Average hourly rate
Administration & planning							
Bankrupt/Director/Member							
Share Registrars			0 75		0 75	£131 25	£175 00
Cashiering							
General (Cashiering)			4 50	1 70	6 20	£1,250 75	£201 73
Reconciliations (& IPS accounting reviews)			0 60	0 60	1 20	£210 00	£175 00
General		0.00				6421.00	62/2 12
Fees and WIP		0 20	1 40		1 60	£421 00	£263 13
Statutory and compliance					1.00	6425.00	r 125 00
Appointment and related formalities		1 00			1 00	£425 00	£425 00
Checklist & reviews			19 30		19 30	£4,632 00	£240 00
Closure and related formalities		0 30	0 20		0 50	£151 50	£303 00
Statutory receipts and payments accounts	2 00		0 30		2 30	£992 00	£431 30
Tax			0.40		0.70	C1 44 00	6240.00
Post appointment corporation tax			0 60		0 60	£144 00	£240 00
Post appointment VAT			3 10		3 10	£594 50	£191 77
Creditors							
Creditors and claims					0.00	.40.00	62.40.00
Agreement of unsecured claims			0 20		0 20	£48 00	£240 00
General correspondence		10 35	49 62		59 97	£14,941 80	£249 15
Legal claims			5 70		5 70	£1,368 00	£240 00
Pre-appointment VAT / PAYE / CT		1 70			1 70	£586 50	£345 00
Statutory reports	0 20	5 00	9 60		14 80	£4,360 50	£294 63
Employees							
Correspondence		2 50	1 20		3 70	£1,088 75	£294 26
DTI redundancy payments service		0 70			0 70	£241 50	£345 00
Pension funds			0 30		0 30	£72 00	£240 00
Pensions reviews		0 10	1 50	0 20	1 80	£416 50	£231 39
Investigation							
Investigations							
Mail redirection			0 60		0 60	£105 00	£175 00
Realisation of assets							
Asset Realisation							
Debtors		2 50	0 40		2 90	£932 50	£321 55
Leasehold property			0 30		0 30	£52 50	£175 00
Office equipment, fixtures & fittings			0 20		0 20	£48 00	£240 00
Open cover insurance		4 00	0 20		4 20	£1,735 00	£413 10
Other assets			0 85		0 85	£204 00	£240 00
Sale of business			0 20	<u>-</u>	0 20	£35 00	£175 00
Total in period	2 20	28 35	101 62	2 50	134 67	£35,187 55	£261 29

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All staff who have worked on this assignment, including cashiers and secretarial staff have charged time directly to the assignment and are included in the analysis of time spent. The cost of staff employed in central administration functions is not charged directly to the assignment but is reflected in the general level of charge out rates.

Scale rates

The table below details the relevant rates and increases per grade since the date of administration

Grade	2009/10	2010/11
Partner	515	535
Director	440	460
Senior Manager	405	425
Manager	320	345
Administrator	225	240
Assistant Administrator	165	175
Secretary	105	110



Appendix 4 - Schedule of expenses for the period 19 April 2011 to 18 October 2011

	Accrued for in prior period and not yet paid	Accrued for in prior period and paid in current period	Paid in current period (in relation to current period)	Accrued in current period and not yet paid
	£	£	£	£ 51.20
Postage	578 40	-		51 30
Insurance of assets	-	-	-	-
PAYE & NIC	-	-	-	-
Bank Charges	-	-		-
Legal Fees		1,210 00	_239 00	3,564 40
Agent Commission	-	-	<u> </u>	-
Lunch allowance	430 06	-	-	
Mileage allowance	5,439 00	-		
Other transport	646 50	-	-	_
Stationery	193 03	-	-	-
Telecommunications	427 24	-	-	-
Advertising	105 69	-		
Storage costs	_	-	1,384 24	603 24
Bonding	-	-	-	264 00
Sundry	445 95	-	-	-
Total	8,265.87	1,210.00	1,623.24	4,482.94

Creditors are reminded that the basis on which fees have been reported has been agreed however to determine if the quantum of the fees to be taken is reasonable the analysis included at Appendix 3 should be reviewed and any additional information can be requested by any secured creditor or any unsecured creditor(s) with at least 5% in value of the unsecured debt in accordance with rule 2 48A IR86. This request must be made within 21 days receipt of the report. The full text of that rule can be provided on request. In addition creditors are reminded that the quantum can be challenged by unsecured creditor(s) with at least 10% in value excluding that creditors claim by making an application to court in accordance with rule 2 109 IR86. The full text of this rule can also be provided on request.