

# Second report pursuant to article 73A of the bankruptcy act in the bankruptcies of

- Landis Group N.V. (bankruptcy number 02/238F)
- Landis Group B.V. (bankruptcy number 02/239F)
- Landis Group International B.V. (bankruptcy number 02/146F)
- Landis ICT Group B.V. (bankruptcy number 02/145F)
- Detron Zakelijke Netwerken B.V. (bankruptcy number 02/154F)
- Detron Group B.V. (bankruptcy number 02/333F)  
all having their registered office in Utrecht
- Detron Metaal B.V., having its registered office in Zaltbommel (bankruptcy number 209/2002 MB)
- ICT.com B.V., having its registered office in Nieuw Venneep (bankruptcy number F132/2002)

**Bankruptcy judge:**  
mr W.W. de Nijs Bik

**Receivers:**  
mr W.J.M. van Anandel, Postbus 354, 3500 AJ, Utrecht  
mr H. Dulack, Postbus 85005, 3508 AA, Utrecht

Utrecht, 16 October 2002

## 1. Introduction

The receivers have opted to record their findings regarding the above-mentioned companies in one report, in view of the relationship between the various companies. Where necessary, the companies will be discussed separately.

The management of Detron Group B.V. petitioned for a moratorium on payment on 16 August 2002. The moratorium was granted by decision of 19 August 2002, and the receivers were appointed as administrators. At the request of the administrators, the District Court of Utrecht then converted this moratorium on 4 September 2002 into a bankruptcy, appointing the administrators as receivers.

The activities of the receivers as of 16 July 2002 to the date of this report were particularly characterised by the collection of receivables, the sale of the remaining personal property and a further investigation into the security of the banks. Insofar as necessary this report must be read in conjunction with the first report.

Dutch and English versions of this report are available. In the event of a difference in interpretation, the Dutch version shall prevail.

This report is intended to provide information to interested parties pursuant to Article 73a of the Bankruptcy Act. No rights can be derived from this report.

## 2. Details Detron Group B.V.

With regard to the provisions of the Articles of Association of this company, reference is made to the attached excerpt on this company ([Appendix 1](#)) from the trade register.

## 3. Description of business activities of Detron Group B.V.

At the time the moratorium was granted, the operating activities of Detron Group B.V. were terminated. In the past, almost all activities of this company were placed in subsidiaries, which after the takeover of Detron Group N.V. by Landis by means of legal mergers formed part of Landis ICT Group B.V. After the takeover by Landis, the legal structure of this company was changed from a public limited company into a private limited company.

## 4. Description of the company

Below, supplementing the first report, is a description per (bankrupt) company insofar as there is anything to report with regard to the relevant company.

#### **4.1. Landis S.A. France**

The bankruptcy of this company has been pronounced in the meantime, and Patrick Legras de Grandcourt has been appointed receiver. This has no consequences for the estate of Landis Group International B.V.

#### **4.2. Landis ICT Group GmbH (Germany)**

The assets transaction with Imtech has in the meantime been fully completed. The training activities, including related assets, were sold to Azlan. The purchase price of these assets was € 261,037.

#### **4.3. Landis ICT Group N.V. (Belgium)**

As stated in the first report, the network services were sold as activities to Imtech. This transaction has in the meantime been completed. This resulted in an amount of € 79,079 for the Belgian company.

#### **4.4. Landis UK Plc/ Landis ICT Services Limited**

There is regular consultation between the English and the Dutch receivers on the winding up of the various bankruptcies.

Landis ICT Group B.V. might have a claim on Landis UK Plc but in such case its claim ranks after the claim of the bank syndicate. Landis UK Plc gave the banks a guarantee in respect of their total claim on Landis (see 6, first report) as well as a floating charge. The English receivers are researching the validity of the guarantee and the floating charge.

Furthermore, investigation is ongoing into (the consequences of) the transfer of the stock from Landis UK Plc to Landis ICT Group B.V.

#### **4.5. Landis ICT Group S.A. (France)**

The receivers consulted with the French receiver. According to the receiver, the assets realised in this bankruptcy are now € 8.3 million. According to the receiver, with regard to the collection of receivables another € 5 to € 6 million could be collected. In addition this estate is making a claim in respect of the assets of Landis Spain (see 8.3.9, first report). The receiver expects that he will be able to generate assets of € 15 to 18 million. Thus far the creditors have presented their claims up to an amount of € 4.8 million.

The receivers are aware that the bank syndicate is presenting a claim on these companies in respect of a guarantee. The receiver's position in this respect is not clear. Landis ICT Group B.V. and Landis Group N.V. have considerable claims on Landis ICT Group S.A. On the other hand, Landis ICT Group S.A. has a considerable claim on Landis Group International B.V. The scope and any settlement of these claims is still to be determined.

#### **4.6. Other countries**

In Denmark, Norway, Sweden, Austria and Spain the relevant subsidiaries will be liquidated extrajudicially with the help of local professional assistance. It is expected that in the framework of the final completion some funds will remain in a number of these countries for making some payment in respect of the considerable inter-company claims of Landis ICT Group B.V. on these companies (with the exception of Spain). It is still unclear what amounts are involved.

#### **4.7. Landis ICT Group B.V.**

##### **4.7.1. Lease cars**

In the meantime, all lease cars have been returned to the lease companies.

##### **4.7.2. Premises**

All leased premises have in the meantime been vacated, with the exception of Kobaltweg 33 which the receivers are using as the office of the estate. In addition, the warehouse at Kobaltweg 50 will be vacated one of these days.

##### **4.7.3. Assets**

During this period the receivers concentrated on realising the various assets as much as possible. Following is an overview of the progressed booked.

##### **a. Personal property**

Part of the inventory goods have been sold in the framework of the realised takeovers (see 8.4.5 of the first report). The remainder has been auctioned, on 16 July 2002 (proceeds € 432,890 including VAT) and on 4 September 2002 (proceeds € 200,000 including VAT).

The stock has been sold by means of sale by tender and generated proceeds of € 535,500 (including VAT).

Discussion is ongoing with Compaq regarding the question whether it has the ownership rights with regard to part of the computer goods. Depending on the results of this discussion, part of the proceeds of the auction will accrue to Compaq or the revenue service insofar as the latter had made a claim in respect of these goods.

#### ***b. Claims on receivables and work in progress***

An amount of € 10,026,000 was collected in the period from 23 April 2002 to 1 October 2002 in respect of work in progress and receivables. At present there are still outstanding claims on receivables for a book value of € 21.3 million. The receivers are currently not able to give an estimate of the realistic value of the remaining receivables portfolio.

#### ***c. Shares in subsidiaries***

*Crown Castle Benelux Holding B.V.*

Landis ICT Group B.V. is a(n) (indirect) holder of approx. 41% of the shares in this company, which owns seventeen masts and related roof tops. In consultation with the other shareholders a decision has been made to divest the entire interest. It is expected that this divestment can be completed before the end of 2002 and that this will entail substantial assets for the estate. A redundancy scheme has in the meantime been agreed with all employees of the company, as a result of which the ongoing operational costs have been brought back to a minimum.

#### ***4.7.4. Realised takeovers***

After the report of 16 July the receivers put a lot of time in the further completion of these takeovers.

- *Datatec*  
The consultation between Datatec and the receivers on the winding up of the takeover contract has not yet been completed. If this consultation does not produce any results, the receivers will be forced to institute proceedings in which the points of dispute will be presented to the court. The purchase price for the assets and the goodwill has been deposited on an escrow account under the control of a notary. In order to prevent Datatec from instructing the notary to return the purchase price to Datatec, the receivers garnished the funds under the control of the notary. The District Court has determined that if the parties do not reach agreement the claim in the principal proceedings must be brought before 30 November 2002.
- *Future Telecom B.V.*  
In the past period, employees of the receivers charted the work in progress of the various transferred projects to Future Telecom B.V. The receivers expect that in the coming reporting period they can reach a settlement with Future Telecom B.V.
- *Foundation*  
It has in the meantime been agreed with Foundation, partly on the basis of the Troostwijk valuation, that it will take over the inventory in the premises at Kobaltweg 44 for an amount of € 330,000. Foundation has already paid € 150,000 in respect of the inventory. The transaction will be completed in the short term in the framework of which Foundation is to pay the remainder of € 180,000, to be increased by 6% interest as of 1 July 2002. In addition, discussion is still ongoing with Foundation regarding a number of settlements. An attempt is being made to settle these disputes amicably.
- *Special Projects*  
In the past period the receivers paid attention to the completion of an important NATO order. This project had been largely completed at the time of the bankruptcy. It was then decided to allow the estate to complete this project itself in consultation with Gannexion. In the event the last field test relating to this project is favourable, this will lead to an asset of € 1.1 million for the estate. In addition it has turned out that part of the work in progress could be invoiced to the Navy. This could potentially lead to an asset of € 100,000 for the estate.
- *Lim*  
The purchase price has in the meantime been paid in full.

#### ***4.8. ICT.Com B.V.***

There has been a correction of the purchase price with regard to the receivables heading. On the basis of the calculation mechanism in the takeover contract, an amount of €

46,053.82 will be returned to the purchaser.

## 5. Status of the estates

The receivers have drawn up interim financial reports per bankruptcy regarding the status as of 15 October 2002, which are attached to this report as Appendix 2.

These reports include the assets actually realised up to 15 October 2001, insofar as these have been credited to the various bankruptcy accounts. In total this concerns realised assets of over € 15.7 million.

In addition, after the date of the moratorium, in the framework of the collection of receivables, deposits were made on the accounts which the various Landis companies held with KBC Bank up to an amount of € 4.2 million. This brings the total assets realised up to 15 October 2002 to € 20 million. These are set off by estate costs which up to 15 October 2001 were rounded off at € 1.5 million.

The reports are of a preliminary character and no rights can be derived from these reports. In specific, in certain cases final decisions must be taken regarding the internal charge for estate costs to the various bankrupt companies. It is furthermore uncertain to what extent the bank syndicate and Compaq are rightly taking a preferential creditor position. For this reason, the reports relating to the relevant assets include the rights of third parties provisionally.

### 5.1. Liabilities

The final amount of the preferred claims has not yet been determined. With regard to corporation tax and VAT there is a fiscal unit between the various bankrupt companies. The receivers instructed Ernst & Young to file all necessary returns so that the fiscal debt is fixed at a realistic level.

Up to now, ordinary creditors have submitted the following claims.

• Landis Group N.V.	€4.731.749,24
• Landis Group B.V.	€1.373.392,76
• Landis ICT Group B.V.	€29.843.605,19
• Detron Zakelijke Netwerken B.V.	€182.242,66
• Detron Metaal B.V.	€153,61
• ICT.com B.V.	€1.383.770,19

## 6. Other assets of the receivers

### 1. *Audit*

The accountant's audit has not yet been completed. The receivers expect that they will receive a final report by 1 December 2002 latest.

### 2. *Receivables*

See Part 4.6.3 under b.

### 3. *Ongoing proceedings*

One of the bankrupt companies is involved as plaintiff in the following proceedings. The most important aspects of the relevant proceedings will be discussed.

#### **a. Emtec Holding B.V. / Detron Group N.V. (now Detron Group B.V.)**

On 3 January 2000 Detron Group B.V. ("Detron Group") sold the shares in Detron Electric Engineering Holding B.V. to Emtec Holding B.V. ("Emtec"). Detron Engineering Holding B.V. in turn held all shares in Detron Engineering B.V. and Detron Micro Engineering B.V. The purchase price for the shares was NLG 27 million. A significant part of the purchase price (approx. NLG 13 million) has not been paid. Emtec has presented a counterclaim in respect of guarantees under the takeover contract. Judicial proceedings are ongoing between the parties, which have been suspended due to the bankruptcy. Emtec has in the meantime also gone bankrupt. An appeal against a judgement in preliminary relief proceedings is also ongoing between the same parties.

#### **b. Landis Group B.V. / Detron Invest B.V.**

On 29 December 2000, Landis paid an amount, which was not owing, of NLG 4.5 million to Detron Invest. On 7 December 2001 the District Court of 's-Hertogenbosch awarded default judgment against Detron Invest to pay the amount which was not owing to Landis. Detron Invest objected. The receivers have taken over these proceedings and will present a defence.

### **c. Landis ICT Group B.V. / Norted International B.V.**

Landis ICT Group B.V. (Landis) has two claims on subsidiaries of Norted International B.V. (Norted), being a claim of NLG 524,889.97 on Meijssen Ondergrondse Infrastructuuren B.V. and NLG 136,083.18 on Meijssen Bedrijven B.V. The court awarded both claims. The latter companies were granted a moratorium on payment on 13 November 2001 and 4 December 2001 respectively. In the past Norted issued a 403 statement for the aforementioned subsidiaries. Norted retracted this statement on 20 April 2001, of which notice was given to the Chamber of Commerce. The revocation was published on 23 April 2001 in the Reformatorisch Dagblad. The court held that publication in the Reformatorisch Dagblad could not be deemed publication in a "national newspaper" and ordered Norted to make payment. Norted appealed against this decision. The receivers have taken over these proceedings.

#### **4. *Security of the banks***

The receivers have carried out an investigation into the validity of the security which the Dutch companies gave the banks. In addition the receivers consulted with the banks on this topic. In their upcoming report the receivers expect to be able to report whether this consultation led to anything or whether it should bring the matter before the court.

#### **5. *Organisation of the estate***

The employment contracts with 12 of the 15 employees were terminated as of 1 October 2002. It is expected that the employment contracts with the remaining 3 employees will be terminated before the end of the year. Insofar as necessary, former Landis employees and third parties will be hired per day to wind up certain activities.

#### **6. *Investigation into backgrounds and causes of bankruptcies***

The receivers have in the meantime started an investigation.

## **7. Perspective**

The receivers refer to a perspective as outlined in a first report which is still valid.

It is expected for the coming period that the emphasis will be on the discussion with the bank syndicate on the security which has been given, the collection of the receivables and more emphasis will be placed on the investigation into the backgrounds and causes of these bankruptcies.

*H. Dulack, Receiver*

*W.J.M. van Andel, Receiver*