

AM03

Notice of administrator's proposals



Companies House

TUESDAY



A23 *A87DE5T7* #102
11/06/2019
COMPANIES HOUSE

1 Company details

Company number 03762366

Company name in full UC Group Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) Edward John

Surname Macnamara

3 Administrator's address

Building name/number 7

Street More London Riverside

Post town London

County/Region

Postcode SE1 2RT

Country United Kingdom

4 Administrator's name

Full forename(s) Ian David

Surname Green

① Other administrator
Use this section to tell us about
another administrator.

5 Administrator's address

Building name/number 7

Street More London Riverside

Post town London

County/Region

Postcode SE1 2RT

Country United Kingdom

② Other administrator
Use this section to tell us about
another administrator.

Continuation page

Name and address of insolvency practitioner

✓ **What this form is for**
Use this continuation page to tell us about another insolvency practitioner where more than 2 are already jointly appointed. ①
Attach this to the relevant form. ①
Use extra copies to tell us of additional insolvency practitioners.

✗ **What this form is NOT for**
You can't use this continuation page to tell us about an appointment, resignation, removal or vacation of office.

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

1 Appointment type

Tick to show the nature of the appointment:

- ☒ Administrator
- ☐ Administrative receiver
- ☐ Receiver
- ☐ Manager
- ☐ Nominee
- ☐ Supervisor
- ☐ Liquidator
- ☐ Provisional liquidator

① You can use this continuation page with the following forms:

- VAM1, VAM2, VAM3, VAM4, VAM6, VAM7
- CVA1, CVA3, CVA4
- AM02, AM03, AM04, AM05, AM06, AM07, AM08, AM09, AM10, AM12, AM13, AM14, AM19, AM20, AM21, AM22, AM23, AM24, AM25
- REC1, REC2, REC3
- LIQ02, LIQ03, LIQ05, LIQ13, LIQ14,
- WU07, WU15
- COM1, COM2, COM3, COM4
- NDISC

2 Insolvency practitioner's name

Full forename(s) Russell

Surname Downs

3 Insolvency practitioner's address

Building name/number 7

Street More London Riverside

Post town London

County/Region

Postcode S E 1 2 R T

Country United Kingdom

Notice of Administrator's Proposals

Statement of proposals

I attach a copy of the statement of proposals

Sign and date

Signature _____

указание

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AM03 Notice of Administrator's Proposals



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	James Moran
Company name	PricewaterhouseCoopers LLP
Address	Central Square
	29 Wellington Street
Post town	Leeds
County/Region	
Postcode	L S 1 4 D L
Country	United Kingdom
DX	
Telephone	0113 289 4067



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed and dated the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

In accordance with
paragraph 49 of Schedule B1
of the Insolvency Act 1986
and rule 3.35 of the
Insolvency (England and
Wales) Rules 2016

Date 7 June 2019

Anticipated to be
delivered on 10 June
2019

Securetrading Group Ltd and UC Group Ltd both in administration

High Court of Justice
Business and Property Courts of England and Wales
Insolvency & Companies List (ChD)

Case No. 2682 of 2019 and 2683 of 2019

Joint administrators' proposals for achieving the
purpose of administration

Contents

Abbreviations and definitions	1
Why we've prepared this document	3
A summary of what you could recover	4
Brief history of the Companies and why they are in administration	5
What we've done so far and what's next if our proposals are approved	8
Statements of affairs	11
Statutory and other information	12
Receipts and payments accounts	13
Appendix A: Simplified group structure	14
Appendix B: Pre-administration costs	15
Appendix C: Copy of the statement of affairs	16

Abbreviations and definitions

The following table shows the abbreviations and insolvency terms that may be used in this document:

Abbreviation or definition	Meaning
Administrators/we/us/our	Edward John Macnamara, Russell Downs and Ian David Green
Administration Costs	The costs agreed to be funded under the Administration Funding Agreement as described on page 6
Administration Funding Agreement	Administration funding deed dated 18 April 2019 entered into by the Lender Group, STG and UCG and the Administrators
STG	Securetrading Group Ltd (in Administration)
UCG	UC Group Ltd (in Administration)
Companies	Securetrading Group Ltd and UC Group Ltd together
STFSH	SecureTrading FS Holdings Ltd
STFS	SecureTrading Financial Services Ltd
STL	SecureTrading Ltd
STI	SecureTrading Inc.
Group	UC Group Ltd, Securetrading Group Ltd plus its subsidiaries
GLAS	GLAS Trust Corporation Limited, security agent in relation to the credit facility of the Lender Group
Lender Group	Cordet Lending S.A.R.L and Ture Invest AB
TPL	Trust Payments Ltd, a newly incorporated company set up by the Lender Group
BEIS	Department for Business, Energy & Industrial Strategy
CVL	Creditors’ voluntary liquidation
EU	European Union
HMRC	HM Revenue & Customs
IA86	Insolvency Act 1986
IR16	Insolvency (England and Wales) Rules 2016
Mayer Brown	Mayer Brown International LLP, the administrators’ solicitors
preferential creditors	Primarily employee claims for unpaid wages earned in the four months before the insolvency up to £800, holiday pay and unpaid pension contributions in certain circumstances
prescribed part	The amount set aside for unsecured creditors from floating charge funds in accordance with section 176A IA86 and the Insolvency Act 1986 (Prescribed Part) Order 2003
PSD2	The second EU payment services directive
PwC	PricewaterhouseCoopers LLP

RPS	Redundancy Payments Service, part of the Insolvency Service, which is an executive agency sponsored by BEIS, and which authorises and pays the statutory claims of employees of insolvent companies under the Employment Rights Act 1996
Sch B1 IA86	Schedule B1 to the Insolvency Act 1986
secured creditor	A creditor with security in respect of their debt, in accordance with section 248 IA86
SIP	Statement of Insolvency Practice. SIPs are issued to insolvency practitioners under procedures agreed between the insolvency regulatory authorities. SIPs set out principles and key compliance standards with which insolvency practitioners are required to comply.
SIP 9	Statement of Insolvency Practice 9: Payments to insolvency office holders and their associates
SIP 13	Statement of Insolvency Practice 13: Disposal of assets to connected parties in an insolvency process
SPA	The agreement for the sale and purchase of the business and assets of the Companies dated 8 May 2019 and made between the Companies and the Purchaser
TUPE	Transfer of Undertakings (Protection of Employment) Regulations 2006
unsecured creditors	Creditors who are neither secured nor preferential

Why we've prepared this document

As we have explained previously, on 16 April 2019 the Companies went into administration and Russell Downs, Ian David Green and I were appointed as joint administrators.

We tell you in this document why the Companies were put into administration. We give you a brief history and set out our proposals for achieving the purpose of the administrations. We include details of the Companies' assets and liabilities, and say how likely we are to be able to pay each class of creditor.

According to IA86, the purpose of an administration is to achieve one of these objectives:

- (a) rescuing the company as a going concern, or if that is not possible or if (b) would achieve a better result for the creditors than (a)
- (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 finally, if that is not possible
- (c) realising the company's assets to pay a dividend to secured or preferential creditors.

In this case, we're following (b) for both of the Companies, to achieve a better result for creditors than would be likely if the Companies were wound up (without first being in administration).


Our job is to manage the Companies until creditors agree our proposals for achieving the purpose of administration and we've implemented them so far as possible. After that the administrations will end.

The whole of this document and its appendices form our statement of proposals for achieving the purpose of the administrations.

We're not seeking a decision from the creditors to approve our proposals because we think the Companies don't have enough assets to pay a dividend to unsecured creditors, other than from the prescribed part (if any) in line with the provisions of paragraph 52(1)(b) of Sch B1 IA86.

So, our proposals will be treated as approved unless enough creditors ask us to seek a decision to approve them. This would happen if at least 10% in value of the total creditors ask us to do so (in line with rule 15.18 IR16) within eight business days of the date we deliver the proposals to you.

If you've got any questions, please get in touch with my colleague, James Moran, on 0113 289 4067.


Signed.....

Edward John Macnamara
Joint administrator of the Companies

Edward John Macnamara, Russell Downs and Ian David Green have been appointed as joint administrators of the Companies to manage their affairs, business and property as their agents without personal liability. All are licensed in the United Kingdom to act as an Insolvency Practitioner by the Institute of Chartered Accountants in England and Wales.

The joint administrators are bound by the Insolvency Code of Ethics which can be found at: <https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>.

The joint administrators may act as controllers of personal data as defined by UK data protection law depending upon the specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a processor on the instructions of the joint administrators. Personal data will be kept secure and processed only for matters relating to the joint administrators' appointment. Further details are available in the privacy statement on the PwC.co.uk website or by contacting the joint administrators

A summary of what you could recover

Estimated dividend prospects

Secured Creditors

At the date of our appointment the secured creditors, being the Lender Group, were owed c£36.4m under a fixed and floating debenture provided to the Companies. As part of the sale of substantially all of the Companies' business and assets to TPL, it assumed all of the Companies' liabilities to the secured creditors. As a result, no further distributions are expected to be made to the secured creditors.

Preferential Creditors

All of the Companies' employees have transferred to TPL under TUPE. Therefore we are not anticipating any employee-related preferential claims.

Unsecured Creditors

Following the sale of substantially all of the Companies' business and assets we do not believe there will be sufficient realisations to enable any distribution to be made to the unsecured creditors, from the prescribed part or otherwise.

This is a brief summary of the possible outcome for creditors based on what we know so far. You shouldn't use it as the main basis of any bad debt provision or debt trading. Please read the rest of this document.

Brief history of the Companies and why they are in administration

Background

UCG and STG are the top two holding companies in the Group, which provides merchant acquirer and payment services primarily through its three operating subsidiaries STFS, STL and STI.

The business was founded in 1997 in Bangor as a payment service provider, and was bought by the existing major shareholders in 1999.

In 2013 the Group expanded its offering and established STFS (later re-branded as Acquiring.com), and successfully applied for a Financial Institution licence in Malta. It subsequently received Visa and Mastercard Principal Membership in 2013.

The activities of the three operating subsidiaries are summarised as follows:

- 1) STL: A leading technology Gateway platform, connecting 1000s of merchants to 50+ banks globally. This is a non-regulated trading entity registered in England and Wales and located in Bangor, Wales. STL uses the brand name SecureTrading.
- 2) STFS: A merchant acquirer, connected to SecureTrading, but also 30+ other gateways globally. This business is a regulated trading entity registered and located in Malta. STFS uses the brand name Acquiring.com.
- 3) STI: A platform built specifically for end-to-end processing in the US market in areas such as regulated i-gaming and gambling. This business is a licensed entity registered and located in the US. STI uses the brand name ST1.

The circumstances leading to our appointment

The Group began experiencing cash flow difficulties during 2018 as a result of a high cost base not sufficiently covered by underlying trading. This presented challenges in three key areas:

- 1) Events of default under the secured facilities provided by the Lender Group

In November 2017, the Companies refinanced their previous debt and c£34m of secured debt was provided by the current Lender Group. The Lender Group held fixed and floating charge debentures over the assets of entities within the Group (UCG, STG, STL and STFSH), as well as a shareholder pledge over STFSH and STFS. As at the date of our appointment there was c.£1.7m of unpaid accrued interest and there were a number of ongoing defaults under the facility agreement in place with the Lender Group.

- 2) Pressure from creditors

As at the date of our appointment there were c.£11m of overdue creditors across the Companies. A large proportion of these creditors related to previous advisors' fees or non-operational creditors and were significantly past their due date. Pressure from these creditors was increasing in the period prior to appointment, with legal action either threatened or started by a number of these parties.

- 3) Working capital requirements and regulatory compliance

There were significant working capital requirements in the operating subsidiaries. All Maltese regulated financial services businesses were required to fully comply with EU payment regulations (PSD2). As a result, urgent resolution of the working capital requirement was required to enable regulatory compliance.

In order to try and address its financial difficulties, the Group attempted to raise additional funds through either a sales process or equity raise during 2018 / beginning of 2019, however this was unsuccessful. The Group also attempted to secure additional funding from its existing shareholders, but a satisfactory agreement could not be reached.

During this period the Lender Group issued three reservation of rights letters dated 25 May, 23 August and 16 October 2018 in relation to the ongoing defaults under the facility agreement. The Lender Group also sought to engage in discussions with the Group regarding its financial difficulties in order to find a satisfactory way forward and place the Group on a more sustainable footing.

As these discussions were not successful, the Lender Group concluded that the Group could not continue to operate without a resolution of the defaults referred to. This was particularly so given the regulated nature of companies within the Group and the fact that certain key commercial contracts were understood to be in breach or terminable. As a result, a letter was issued by the Lender Group to the directors of UCG and STG on 15 April 2019 setting out the issues noted above, along with a demand for full repayment of the facilities issued.

As this demand was not met by the Companies, the Lender Group then took the decision to place UCG and STG into administration and subsequently filed notice at the High Court to appoint Administrators on 16 April 2019. Edward John Macnamara, Russell Downs and Ian David Green of PwC were appointed Administrators of UCG and STG on the same day. The three operating subsidiaries were not put into administration and continued to trade.

Pre-administration costs

Prior to our appointment as administrators, PwC was engaged by the Companies and the Lender Group to perform various phases of work. This work took place from November 2018 and included a review of the short term cash flow and business plan and then more recently contingency planning.

Following a decision by the Lender Group to appoint administrators we were then instructed to prepare for the administration process. This work took place from 12 April 2019, until the Companies entered administration on 16 April 2019. The costs for this work totalled £70,630 (plus VAT), all of which remain unpaid at the time the Companies entered administration.

Pre-administration expenses of £46,185 (plus VAT), in respect of legal fees incurred by Mayer Brown were incurred principally in the negotiation and preparation of documentation for the Administration Funding Agreement and statutory appointment documentation. All costs remain unpaid.

We think that our work and that of Mayer Brown was necessary in order to achieve the objective of the administration and to maximise realisations (or minimise losses) for creditors of the Companies. In particular, to enable the Administrators to secure funding for the post-appointment period which allowed us to undertake the sale process that resulted in the sale of the Companies' business and assets

A more detailed breakdown of these fees can be found at Appendix B. To the best of our knowledge and belief, no fees or expenses were charged by any other insolvency practitioner.

The payment of unpaid pre-administration costs as an expense of the administration is subject to approval under rule 3.52 IR16 and doesn't form part of our proposals, which are subject to approval under paragraph 53 Sch B1 IA86.

The Lender Group entered into the Administration Funding Agreement for the sole purpose of providing a loan facility to meet: the remuneration of the Administrators calculated by reference to time spent by the Administrators and their staff dealing with matters arising out of the administration of the Companies; expenses, debts and liabilities payable by the Companies under paragraph 99 of Sch B1 IA86 and Rule 3.51 IR16; and any payments made by the Administrators in connection with the Companies' subsidiaries liabilities which we thought would benefit the creditors of the Companies ("Administration Costs"). The Administration Costs to be paid under the Administration Funding Agreement included the outstanding pre-administration costs of PwC and Mayer Brown. This was a limited recourse facility in that it was only repayable to the extent

that there were assets available to meet it. Further, when the business and assets of the Companies were sold, TPL agreed to pay all amounts outstanding under the Administration Funding Agreement and the Administrators have received confirmation that this has been done.

As the funding provided by the Lender Group under the Administration Funding Agreement is only to be used and applied in discharging the Administration Costs, the outcome for unsecured creditors is unaffected by this funding or payment of the outstanding pre-administration costs from that funding.

What we’ve done so far and what’s next if our proposals are approved

Management and financing of the Companies’ affairs and business

Sale of the Companies’ business and assets

Following the Administrators’ appointment, an accelerated sale process was undertaken for the Companies’ business and assets. These were predominantly the shareholdings in the operating subsidiaries: STL, STFS and STI. The Administrators consulted with the directors, management and secured creditors of the Companies, as well as sector specialists in PwC’s corporate finance team, in order to identify suitable potential purchasers. We approached c60 parties and received four bids, including one from TPL, a new vehicle set up by the Lender Group. Of the bids received, two did not provide any certainty of a return to creditors, and another was deemed to be too high risk, as it required an extension of time and was subject to third party approval.

Whilst certain shareholders indicated an interest in acquiring the business, and introduced a number of parties, no bids were received from the shareholders or those parties. Due to concerns about the need to transact quickly to maintain stability in the operating subsidiaries, and therefore preserve value for creditors, it was determined that the offer that provided the best outcome for the Companies’ creditors as a whole in the timeframe available was that received from TPL. This resulted in the sale of substantially all the Companies’ business and assets to TPL on 8 May 2019.

In consideration for the acquisition, TPL assumed all the Companies’ liabilities to the secured creditors and agreed to pay off all amounts due under the Administration Funding Agreement. The sale to this entity should also ensure minimal disruption to the ongoing trading activities of the operating subsidiaries, given the Lender Group’s detailed knowledge of the operations of the businesses.

Funding of the Companies’ administrations

At the outset of the administrations of the Companies, as mentioned above, the Administration Funding Agreement was entered into with the Lender Group for it to provide sufficient funds to meet the Administration Costs, including but not limited to, the Administrators’ remuneration calculated by reference to time spent by the Administrators and their staff attending to matters arising out of the administrations of the Companies at the applicable hourly charge out rate plus VAT and disbursements. Any surplus funds that may remain after the settlement of the Administration Costs will be returned to the Lender Group under the terms of the Administration Funding Agreement and, as such, will not be available for distribution to other creditors.

To date funds of c.EUR1,446k (c.£1,269k) have been received under the terms of the Administration Funding Agreement. From these funds c.£234k has been used to meet the payroll costs for STG, and £46k was paid to STI for its payroll costs, to ensure no disruption was caused to operations whilst the sale was being progressed.

Statutory work we need to do

In addition to the work set out above, other key areas of work are as follows:

- We have issued statutory notifications to various parties in relation to the appointment of Administrators.
- We have a duty to investigate the extent of any other assets which the Company may hold, which are excluded from the sale of business and assets, and to take steps to realise them, as well as to review the conduct of the directors and recent former directors.
- During the course of the administrations, we will be winding down the Companies’ affairs, including responsibility for VAT and tax matters.

- We must comply with all relevant insolvency legislation and regulations. These typically include periodic reports to creditors and internal controls to ensure the administration strategy continues to be appropriate and outstanding matters are being progressed on a timely basis.

Managing the Companies’ affairs and conducting the administrations (including our remuneration) will be financed under the Administration Funding Agreement.

Connected party transactions

In accordance with SIP13, we are required to disclose any known connected party transactions that occurred in the period following our appointment or any proposed connected party transactions.

I confirm that following my review there are no known connected party transactions to report. Note that the Lender Group is not considered a connected party for the purposes of SIP 13.

Directors’ conduct and investigations

As we said in our initial letter to creditors, one of our duties is to look at the actions of anybody who has been a director of the Companies in the three years before our appointment. We have to submit our findings to BEIS within three months of our appointment.

We also have to decide whether any action should be taken against anyone to recover or contribute to the Companies’ assets. If you think there is something we should know about and you haven’t yet told us, please write to me. This is part of our normal work and doesn’t necessarily imply any criticism of the directors’ actions.

Objective of the administrations

We’re following objective (b) - achieving a better result for the Companies’ creditors as a whole than would be likely if the Companies were wound up (without first being in administration).

It was not considered possible to rescue the Companies as a going concern due to the level of the Companies’ liabilities at the date of our appointment, which could not be repaid in full.

We believe that the statutory purpose of the administration will be achieved, as the sale preserved the value of the Companies’ interest in its operating subsidiaries.

Estimated outcome for creditors

Secured creditors

The secured creditors’ lending to the Companies as at the date of administration was about c£36.4m and is secured by a debenture dated 17 November 2017. This security gave the secured creditors fixed and floating charges over the Companies’ assets.

The Lender Group has released the Companies in full from any liabilities and obligations owed to it under the financing arrangements in consideration for the purchase of substantially all the Companies’ business and assets via TPL. As such the secured creditors’ debt has been satisfied in full, albeit no cash was received under the sale and purchase agreement.

Preferential creditors (mainly employees)

All the Companies’ employees have transferred to the Purchaser under TUPE. Therefore we are not anticipating any employee-related preferential claims.

Unsecured creditors

The prescribed part is a fund that has to be made available for unsecured creditors. It’s paid out of “net property”. Net property is floating charge realisations after costs, and after paying - or setting aside enough to pay - preferential creditors in full. But it only has to be made available where the floating charge was created on or after 15 September 2003.

The amount of the prescribed part is:

- 50% of net property up to £10,000
- 20% of net property above £10,000
- subject to a maximum of £600,000.

The prescribed part applies in this case as there is a floating charge created on or after 15 September 2003.

The Administrators estimate, to the best of their knowledge and belief, that the value of the Companies' net property will be nil and the value of the prescribed part of the Companies will be nil.

We don't think there will be a dividend to unsecured creditors, other than from the prescribed part (if any), as we do not expect any further assets will be realised.

Creditors' committee

We're asking you to decide whether you wish to elect a creditors' committee to help us in discharging our duties. If the creditors do wish to do so, there will be a creditors' committee if enough creditors want to be on it. Please see the link below for a guide to creditors' committees:

<https://www.r3.org.uk/media/documents/publications/professional/R3%20Guide%20to%20Creditors%20Committees.pdf>

Our fees and disbursements

As the sale consideration did not include cash and there are no funds held in the administrations, it has been necessary to formulate an alternative method for the costs of the administrations to be agreed and paid. As mentioned earlier, the Lender Group has, under the Administration Funding Agreement, agreed to cover the Administration Costs. The level of that fee will be agreed in due course. As the funding provided by the Lender Group is only for the purpose of covering the Administration Costs, the outcome for unsecured creditors is unaffected by the Administrators' fee arrangement under the Administration Funding Agreement.

There are not expected to be any net floating charge or uncharged realisations and as such, the Administrators do not expect to be seeking formal approval from creditors for any further fees in the administrations. If a creditors' committee is appointed, we'll ask it to confirm its agreement to the Administrators being remunerated on a time cost basis, if required. If a creditors' committee is not elected or it does not reach a decision, we may ask the creditors of the Companies to provide this confirmation in line with Rule 18.18 IR16.

Ending the administrations

Our exit route will depend on the outcome of the administrations. At the moment we think that the most likely exit route is that because we don't think there will be any dividend for unsecured creditors, once we've finished our work, we'll file notices with the Registrar of Companies and the Companies will be dissolved three months later. But if we think that there are matters that should be conducted/investigated in a liquidation rather than in the administrations we may instead apply for a court order ending the administrations and for one or both of the Companies to be wound up.

Statements of affairs

The directors have given us statements of affairs for the Companies.

As required by law, these include details of the creditors' names, addresses and debts, including details of any security held, with the details for employees and former employees of the companies and consumers claiming amounts paid in advance for the supply of goods and services in separate schedules. These separate schedules will not be filed at Companies House.

We make the following comments on the statements of affairs:

- As is normal in a statement of affairs, there is no provision for the costs of realising the assets or the costs of the administration; and
- We haven't audited the information.
- The amounts included by the directors Statement of Affairs are approximate value
- The preferential claims relate to amounts due to the employees at the date of administration. As the employees have transferred to TPL under TUPE we are not anticipating any employee-related preferential claims.

Statutory and other information

	STG	UCG
Court Details for the administration:	High Court of Justice Business and Property Courts of England and Wales Insolvency & Companies List (ChD) Case No. 2682 of 2019	High Court of Justice Business and Property Courts of England and Wales Insolvency & Companies List (ChD) Case No. 2683 of 2019
Full name:	Securetrading Group Ltd	UC Group Ltd
Trading name:	Securetrading Group Ltd	N/A
Registered number:	04586150	03762366
Registered address:	40 Bank Street, London, E14 5NR	40 Bank Street, London, E14 5NR
Company directors:	Daniel Ian Holden Jacobus Adriaan Paulsen	Daniel Ian Holden Jacobus Adriaan Paulsen Patrick John Boylan
Company secretary:	Daniel Ian Holden	
Shareholdings held by the directors and secretary	None	Jacobus Adriaan Paulsen – 10 Ordinary B shares
Date of the administration appointment:	16 April 2019	16 April 2019
Administrators’ names and addresses:	Edward John Macnamara, Russell Downs and Ian David Green of PricewaterhouseCoopers LLP, 7 More London Riverside, London, SE1 2RT	Edward John Macnamara, Russell Downs and Ian David Green of PricewaterhouseCoopers LLP, 7 More London Riverside, London, SE1 2RT
Appointor’s/applicant’s name and address:	GLAS Trust Corporation Limited of 45 Ludgate Hill, London, EC4M 7JU	GLAS Trust Corporation Limited of 45 Ludgate Hill, London, EC4M 7JU
Objective being pursued by the Administrators:	Objective (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).	Objective (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).
Division of the Administrators’ responsibilities:	For the purposes of paragraph 100(2) Sch B1 the Administrators may exercise any of the powers conferred on them by the IA 1986 jointly or individually.	For the purposes of paragraph 100(2) Sch B1 the Administrators may exercise any of the powers conferred on them by the IA 1986 jointly or individually.
Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on Insolvency Proceedings (recast):	The Regulation applies to this administration and the proceedings are main proceedings.	The Regulation applies to this administration and the proceedings are main proceedings.

Receipts and payments accounts

Securetrading Group Ltd (In Administration)

Joint Administrators' Abstract Of Receipts And Payments From 16 April 2019 to 4 June 2019

	Notes	EUR €	GBP £
RECEIPTS			
Funding from Lender Group	1	1,445,614.90	-
Bank Interest		-	1.38
Total		1,445,614.90	1.38
PAYMENTS			
Employees - Wages and expenses			138,582.03
Employees - PAYE and NIC		107,107.15	
STI - Wages and expenses		53,113.37	
Agents' Fees & Expenses		-	4,500.00
Bank Charges		39.15	
Total		160,259.67	143,082.03
Inter-account movements			
Receipts		-	145,000.00
Payments		(169,548.50)	-
		(169,548.50)	145,000.00
Balance of funds held	2	1,115,806.73	1,919.35

Notes

As part of the sale of substantially all of the company's business and assets, the purchaser assumed the company's liability to the secured lender. However as this is not a cash movement it is not reflected in the receipts and payments account

1) The Lender Group funding was provided in accordance with a funding agreement with the administrators at the outset of the administration. Any surplus funds remaining after the settlement of the administration costs and expenses will be repaid to the Lender Group.

UC Group Ltd (In Administration)

Joint Administrators' Abstract Of Receipts And Payments From 16 April 2019 to 4 June 2019

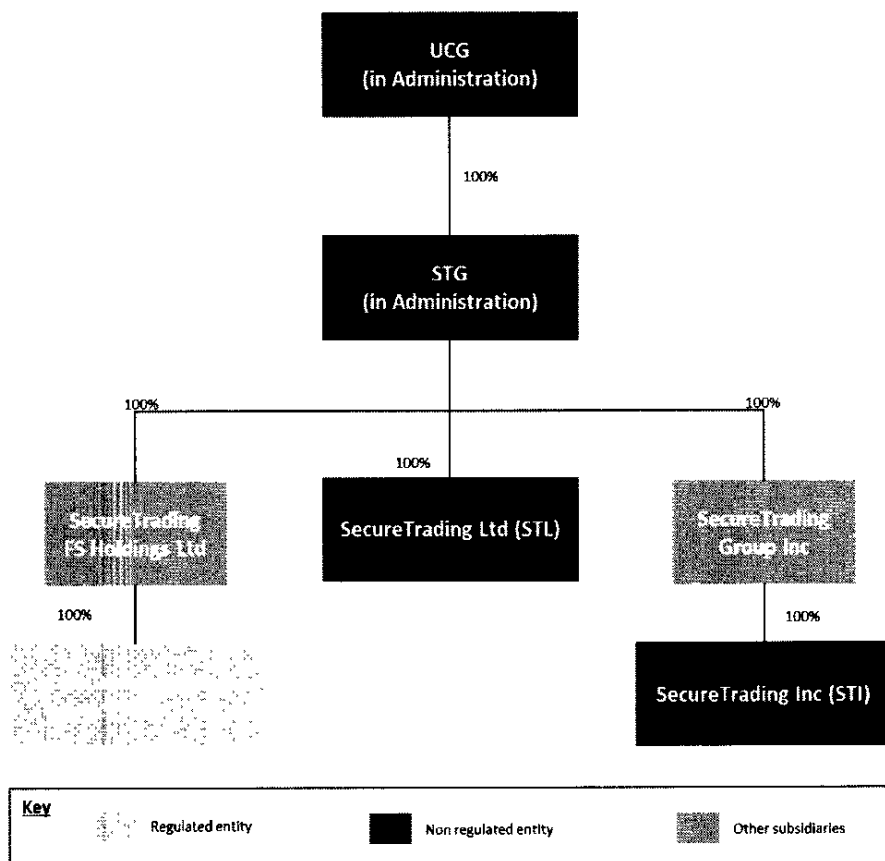
	Notes	EUR €	GBP £
RECEIPTS			
Total		-	-
PAYMENTS			
Total		-	-
Balance of funds held		-	-

Notes

As part of the sale of substantially all of the company's business and assets, the purchaser assumed the company's liability to the secured lender. However as this is not a cash movement it is not reflected in the receipts and payments account.

The Lender Group funding was provided in accordance with a funding agreement with the administrators at the outset of the administration. Any surplus funds remaining after the settlement of the administration costs and expenses will be repaid to the Lender Group.

Appendix A: Simplified group structure



Appendix B: Pre-administration costs

The table below provides details of costs which were incurred before our appointment as Administrators but with a view to the Companies entering administration. Details of the work done and expenses incurred follow.

	Details of agreement including date and parties to it	Paid amount (£)	Payment made by	Unpaid amount (£)	Nature of the payment
Our fees as Administrators-in-waiting	n/a	n/a	n/a	70,630	n/a
Expenses incurred by us as Administrators-in-waiting - Mayer Brown International LLP	n/a	n/a	n/a	46,185	n/a
Total (excluding VAT)				116,815	

Details of the pre-administration work undertaken and a breakdown of expenses

The pre-administration work we carried out in the lead up to the administration appointments included the following areas:

- Agreeing the strategy for the administrations;
- Considering the funding requirements for the administrations and holding discussions with the Lender Group with a view to obtaining the post administration funding facility;
- Liaising with the secured creditors generally;
- Preparing statutory documentation and declarations required for effecting the administration appointments and liaising with our legal advisors in this regard;
- Completing internal procedures in preparation for accepting the appointments; and
- Preparing for the accelerated sale process, including drafting the information memorandum and compiling a list of potential purchasers.

Please note that the above is indicative of the key areas of work performed and is not an exhaustive list.

As there are no funds held in the administrations, it has been necessary to formulate an alternative method for the payment of the costs and expenses of the administrations. Specific funding has been provided by the Lender Group to meet the Administration Costs, including but not limited to, the outstanding pre-administration costs of PwC and Mayer Brown. It should be noted that the funding provided by the Lender Group is only for the purpose of meeting Administration Costs and as such, the outcome for unsecured creditors is unaffected by this funding or payment of these costs.

There are not expected to be any net floating charge or uncharged realisations and as such, the administrators do not expect to be seeking formal approval from creditors for any outstanding pre-administration costs.

Appendix C: Copy of the statement of affairs

A copy of the directors' statement of affairs is provided below. Here are our comments on it:

- As is normal in a statement of affairs, there is no provision for the costs of realising the Company's assets or the costs of the administration.
- We haven't audited the information.
- The amounts included by the directors Statement of Affairs are approximate value.
- The intercompany balances are still subject to further reconciliation.
- The employee claims relate to amounts due to the employees at the date of administration. As the employees have transferred to TPL under TUPE we are not anticipating any employee-related preferential claims.
-

Insolvency (England and Wales) Rules 2016 Rule 3.30

Statement of affairs

Name of company
Securetrading Group Ltd
Registered office address
40 Bank Street, London, E14 5NR

Company number

04586150

In the
High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List (ChD)
(full name of court)

Court case number

2682 of 2019

The particulars and other information shown in this statement of affairs and any continuation sheets give a full and complete statement of the company's affairs as at

Date

16. 4. 2019

Insert date the company entered into administration

Statement of truth

I believe that the facts in this statement of affairs are true.

Full name

DANIEL HODEN

Signed



Dated

10/5/19

B – Summary of liabilities

	Estimated realisable value £
Estimated total assets available for preferential creditors (carried from page A)	600,000
Preferential creditors:	
Estimated deficiency / surplus as regards preferential creditors	£ (150,000)
Estimated prescribed part where applicable (to carry forward)	£ 450,000
Estimated total assets available for floating charges	£ 450,000
Debts secured by floating charges	£ (5,000,000)
Estimated deficiency / surplus after floating charges	£ (4,550,000)
Estimated prescribed part of net property where applicable (brought down)	£ —
Total assets available to unsecured creditors	£ (4,550,000)
Unsecured non preferential claims (excluding any shortfall to floating charge holders)	£ (39,400,000)
Estimated deficiency / surplus as regards non preferential creditors (excluding any shortfall to floating charge holders)	£ (39,400,000)
Shortfall to floating charge holders (brought down)	£ (4,550,000)
Estimated deficiency / surplus as regards creditors issued and called up share capital	£ (3,950,000)
Estimated total deficiency / surplus as regards members	£ (9500)
	£ (43,955,000)

Signature  Date 10/5/19

[illegible]

Insolvency (England and Wales) Rules 2016 Rule 3.30

Statement of affairs

Name of company
UC Group Ltd
Registered office address
40 Bank Street, London, E14 5NR

Company number

03762366

In the
High Court of Justice, Business and
Property Courts of England and Wales,
Insolvency and Companies List (ChD)
(full name of court)

Court case number

2683 of 2019

The particulars and other information shown in this statement of affairs and any continuation sheets give a full and complete statement of the company's affairs as at

Date

16. 4. 2019

Insert date the company entered into administration

Statement of truth

I believe that the facts in this statement of affairs are true.

Full name DANIEL IAN HOLDEN

Signed



Dated

10/5/19

A – Summary of assets

Assets subject to fixed charge:

INVESTMENTS
INTANGIBLE ASSETS

Assets subject to floating charge:

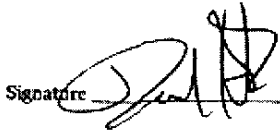
INTER-GROUP RECEIVABLES

Uncharged assets:

Estimated total assets available for preferential creditors

Book value £	Estimated realisable value £
3,900,000	—
4,000	—
1,400,000	50,000
—	—
5,304,000	50,000

Signature



Date

10/5/19

B – Summary of liabilities

	Estimated realisable value £
Estimated total assets available for preferential creditors (carried from page A)	50,000
Preferential creditors:	
Estimated deficiency / surplus as regards preferential creditors	£ (50,000)
Estimated prescribed part where applicable (to carry forward)	£ —
Estimated total assets available for floating charges	£ —
Debts secured by floating charges	£ (35,000,000)
Estimated deficiency / surplus after floating charges	£ (35,000,000)
Estimated prescribed part of net property where applicable (brought down)	£ —
Total assets available to unsecured creditors	£ —
Unsecured non preferential claims (excluding any shortfall to floating charge holders)	£ (7,100,000)
Estimated deficiency / surplus as regards non preferential creditors (excluding any shortfall to floating charge holders)	£ (7,100,000)
Shortfall to floating charge holders (brought down)	£ (35,000,000)
Estimated deficiency / surplus as regards creditors	£ (42,100,000)
Issued and called up share capital	£ (117,000)
Estimated total deficiency / surplus as regards members	£ (42,217,000)

Signature  Date 10/5/19

UC Group Limited - in administration - Company Creditors					
Name	Address 1	Address 2	Address 3	Address 4	Address 5 Currency
Secured Creditors					
GLAS Trust Corporation Limited	45 Ludgate Hill	London	EC4M 7JU		GBP
Unsecured Creditors					
Securitrading Group Ltd	40 Bank Street	London	E14 5NR		GBP
Securitrading Ltd	40 Bank Street	London	E14 5NR		GBP
Stadden, Aps, State Meagher & Fion UK	Stadden, Aps, State Meagher & Fion UK	40 Bank Street	Clinsey Wharf London	E14 5DS	GBP
Canaccord Genuity Limited	Canaccord Genuity Limited	88 Wood Street	EC2V 7QR		GBP
BDO LLP	BDO LLP	55 Baker Street	London	W1U 7EU	GBP
DONNELLEY FINANCIAL, LLC	DONNELLEY FINANCIAL, LLC	PO Box 342282	Boston MA 02284-2282	USA	USD
Employees					
					35,000,000
					3,059,742
					830,184
					184,647
					174,790
					163,219
					102,825
					50,000