

# AM03

## Notice of administrator's proposals



Companies House

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17/06/2020

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COMPANIES HOUSE

### 1 Company details

Company number 04103199

Company name in full Tactical Solutions UK Ltd

→ Filling in this form

Please complete in typescript or in  
bold black capitals.

### 2 Administrator's name

Full forename(s) Allan Watson

Surname Graham

### 3 Administrator's address

Building name/number c/o Duff & Phelps Ltd.

Street 35 Newhall Street

Post town Birmingham

County/Region

Postcode B3 3PU

Country

### 4 Administrator's name ①

Full forename(s) Matthew

Surname Ingram

① Other administrator

Use this section to tell us about  
another administrator.

### 5 Administrator's address ②

Building name/number c/o Duff & Phelps Ltd.

Street 35 Newhall Street

Post town Birmingham

County/Region

Postcode B3 3PU


Country

② Other administrator

Use this section to tell us about  
another administrator.

AM03  
Notice of Administrator's Proposals

6	Statement of proposals	
	<input checked="" type="checkbox"/> I attach a copy of the statement of proposals	

7	Sign and date	
Administrator's Signature	<div>Signature ✕ </div>	✕
Signature date	<div><div>d1d7</div><div>m0m6</div><div>y2y0y2y0</div></div>	

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	Joss Mitchison
Company name	Duff & Phelps Ltd.
Address	The Shard
	32 London Bridge Street
Post town	London
County/Region	
Postcode	S E 1 9 S G
Country	
DX	
Telephone	+44 (0) 20 7089 4700

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- ☐ 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**

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

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# Statement of Proposals

17 June 2020

**Tactical Solutions UK Ltd  
Flare Limited**

**(both In Administration)**

Joint Administrators' Statement of Proposals for the period from 24 April 2020 to 17 June 2020 for Tactical Solutions UK Ltd.

Joint Administrators' Statement of Proposals for the period from 30 April 2020 to 17 June 2020 for Flare Limited.

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## 1. Introduction

The Joint Administrators were appointed on the Appointment Dates, by the Director of the Companies.

This report is the Joint Administrators' statutory Statement of Proposals. It sets out the circumstances leading up to their appointment and their strategy for achieving the purpose of the Administration.

You will find other important information in this report such as the proposed basis of the Joint Administrators' remuneration.

A glossary of the abbreviations and definitions used throughout this document is attached at Appendix 9.

Please also note that an important legal notice about this Statement of Proposals is attached at Appendix 10.

These Proposals are deemed delivered to Creditors within 2 business days of the date of this report.

## 2. Creditor summary

### Background

- The Companies traded as specialists in the field marketing sector;
- Flare is a wholly owned subsidiary of Tactical Solutions; and
- The shareholder of Tactical Solutions was placed into Administration on 24 June 2019.

### Events leading up to Administration

- The Companies' shares were advertised for sale to interested parties in the months prior to the Administration;
- The Companies suffered a significant downturn in trading following the government's COVID-19 restrictions; and
- The Companies began to suffer from working capital issues and the Director concluded that they were insolvent.

### Appointment

- Allan Graham and Matthew Ingram were appointed Joint Administrators of Tactical Solutions on 24 April 2020 and Flare on 30 April 2020. The Joint Administrators were appointed by the Director; and
- The Administration appointments were made in the High Court of Justice, Business and Property Courts, Birmingham. Tactical Solutions' court reference number is 000268 of 2020. Flare's court reference number is 000282 of 2020.

### Trading

- The Companies had ceased all substantive trading following the outbreak of COVID 19 with the majority of its staff being furloughed;
- The Joint Administrators made the decision to continue trading the Company's operations and pursue a sale of the business as a going concern in order to preserve the Company's value through maintaining its customer relationships and to allow the employees to be transferred to the Purchaser under TUPE and prevent redundancies being made.

### Sale of business

- The Companies' business and assets were sold to Dee Set on 30 April 2020;
- Consideration of £175,000 was received on the Completion Date with deferred consideration to be received in June, July and August 2020 equating to 30% of month end revenue for the business during May, June and July 2020.

### Asset realisations

- As detailed above, the Companies had outstanding book debts. The book debts on their respective Appointment Dates were £1,438,576 for Tactical Solutions and £328,319 for Flare; and
- To date £1,136,388 has been collected.

### **Fees and expenses**

- The Joint Administrators are proposing that they be remunerated on a time costs basis, capped at the sum of £150,545 for Tactical Solutions and £50,504 for Flare. The fee estimates are enclosed at Appendix 5;
- The Joint Administrators are also proposing they be remunerated for their pre-appointment time in the sum of £15,965 for Tactical Solutions. The Joint Administrators did not incur any pre-Administration time on Flare;
- In addition to remuneration, the Joint Administrators have estimated that the expenses likely to be incurred for Tactical Solutions are £15,063 and Flare are £2,124 as detailed at Appendix 7; and
- Creditors should note that the Joint Administrators will be seeking approval from the Secured Creditor for the approval of their remuneration and pre-administration time.

### **Dividends**

- It is likely that the Secured Creditor will be repaid due to the Companies having cross-guaranteed other group company debts; and
- It is anticipated that a dividend will not be available to the unsecured non-preferential creditors other than by virtue of the Prescribed Part; if any.

### **Anticipated exit from Administration**

- It is anticipated that the exit from Administration will be dissolution.

### **Approval of Proposals**

- The Joint Administrators' Proposals are expected to be deemed approved and a creditors decision on the approval of these Proposals will not be sought as the Joint Administrators believe the Companies will have insufficient property to enable a distribution to be made to non-preferential unsecured creditors, other than by virtue of the Prescribed Part (if any);
- On the expiry of eight business days from the date that the Proposals are delivered to the creditors, the Joint Administrators' Proposals will be deemed to have been approved by the creditors, unless creditors whose debts amount to at least 10% of the total debts of the Companies request that a decision procedure is convened;
- Further information of the steps required to convene a procedure are detailed at Appendix 8;
- This document in its entirety are the Joint Administrators' Statement of Proposals. A summary list of the Proposals is included in Section 9, together with the relevant statutory information by way of appendices. Unless otherwise stated, all amounts in these Proposals are stated net of VAT.

### **3. Background**

Statutory information on the Companies is included at Appendix 1, including details of the Companies registered and trading addresses.

Tactical Solutions was incorporated on 7 April 2000 and Flare was incorporated on 19 August 2009, both operated together as a field marketing agency. The majority of the Companies' clients operated in the consumer food products sector.

In 2018, the Company was sold together with sister companies (SGL Realisations Limited and SP Group Limited) to Selmerbridge. As part of that change of ownership, the Companies obtained finance in the form of invoice financing facilities from the Secured Creditor. Accordingly, the Secured Creditor was granted fixed and floating charges over the assets of the Companies. Under the terms of the facilities, the Companies' book debts were assigned to the Secured Creditor.

On 24 June 2019 the Companies' parent company, Selmerbridge, went into Administration. The Joint Administrators of Selmerbridge sought to realise value in the shares of Tactical Solutions via a share sale. The Joint Administrators of Selmerbridge worked with the management of the Companies to identify and approach potential buyers for the Companies' shares. This exercise to market the share capital of the Companies commenced during the latter stages of 2019. The outcome of that exercise is covered below.

### **4. Events leading up to the Administration**

#### **4.1 Summary of key events**

As noted above, the Joint Administrators of Selmerbridge had commenced a sale process to dispose of Selmerbridge's 100% shareholding in Tactical Solutions (which in turn owns 100% of Flare). Whilst Selmerbridge was in Administration, at this point the Companies were not. The key asset of the Companies was their customer relationships and contracts and therefore the marketing of the Companies for sale was conducted on a discreet basis and only targeted potential purchasers were contacted in order to avoid unsettling the Companies' customers which might have put contract renewals at risk or increased the risk of competitors approaching the Companies' customers.

Initially 10 interested parties were contacted with one further interested party, being the Purchaser, contacted at a later stage.

Two indicative offers were received for the share capital at the end of January 2020 and further discussions were held with these parties. Due consideration was given to these offers although the Joint Administrators had concerns, notably the provision of adequate proof of funding.

In March 2020, the general trading environment deteriorated due to restrictions imposed by the government, as a result of the Covid-19 outbreak. One outcome of this was the restrictions on the retail sector and reductions on the footfall allowed into supermarkets. The majority of the Companies' field marketing / research was conducted in retailers, and notably supermarkets, so as a result the Companies staff were restricted in their ability to visit retailer's premises due to the social distancing regulations. Tactical Solutions therefore had to furlough most of its staff in March 2020 as they could not undertake their roles.

At this time, the Purchaser had shown credible interest whilst the uncertainty created by COVID-19 generated a difficult environment for the transaction. The Joint Administrators communicated this update to the interested parties on 2 April and advised that any transaction would need to be completed within 14 days. The two original bidders advised that they were not in a position to progress their interest in the share purchase.

The impact of Covid-19 was to restrict the Companies ability to trade and therefore reduce revenues. The Companies were already suffering from working capital issues with arrears to creditors accruing and the Covid-19 impact exacerbated these cashflow issues.

The Companies did not have sufficient cash to settle the liabilities as they fell due and were unable to secure sufficient funding to pay all creditors to terms.

Given the above, and given the unprecedented uncertainty caused by COVID-19, the Director agreed that the Companies were unable to pay liabilities as and when they fell due and Tactical Solutions was placed into Administration on 24 April 2020.

Flare likewise had arrears to creditors and insufficient working capital availability to pay liabilities as and when falling due. Therefore, Flare was placed into Administration on 30 April 2020.

Allan Graham and Matthew Ingram considered their position prior to accepting the appointment as Joint Administrators of the Companies and concluded that there was no conflict of interest in accepting the appointment.

#### **4.3 Pre-Administration work**

As noted above, it was not possible to sell the shares in Tactical Solutions and following the financial impact of the business of the Covid-19, it appeared likely that an insolvency process would follow and therefore a sale of the business and assets would need to be explored.

The Purchaser had confirmed that it would not be willing to acquire the shares in Tactical Solutions however would be willing to pursue a purchase of the business and assets from Administration. The Purchaser submitted an indicative offer for the business and assets in the event of an Administration.

The Joint Administrators incurred time in the period prior to the appointment in:

- Liaising with the solicitors and the Director regarding the appointment process;
- Planning for the Administration in terms of the continuation of trade and actions to be taken on appointment; and
- Considering the sale of business strategy in light of the above.

#### **4.4 Appointment of Joint Administrators**

As detailed above, the Companies had insufficient working capital facilities to maintain payment to creditors as and when liabilities fell due, the Covid-19 restrictions created uncertainties with revenue and there was no prospect of raising immediate additional funding in order to allow the Companies to continue to trade on a going concern basis. The Companies were therefore, unable to pay their debts as and when they fell due.

The Joint Administrators considered their position prior to accepting the appointment and having regard for the Insolvency Practitioners Association's ethical guidelines, considered that there were no circumstances preventing them from accepting the appointment.

### **5. Strategy and Progress of the Administration to Date**

#### **5.1 Purpose of the Administration**

The Purpose of an Administration is to achieve one of the following hierarchical objectives:

- Rescuing the Companies as a going concern, or
- 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), or
- Realising property in order to make a distribution to one or more Secured or preferential Creditors.

The first objective will not be achieved for either of the Companies, as there are insufficient funds and assets available to enable the Companies to be rescued as a going concern.

The Joint Administrators consider that the second objective will be achieved for Tactical Solutions, as a better result for creditors as a whole has been achieved than if Tactical Solutions was wound up without first being in Administration given the sale of the business and assets for the following reasons:

- A sale of the business has preserved value in the Companies' goodwill and customer contracts, being the principal assets. The Joint Administrators believe that this would have been much more difficult in a liquidation as the Companies' contracts would have been terminable.
- The sale has achieved a higher (in situ) value for the Companies' tangible assets; and
- A sale of the business has preserved employment of c.165 employees, thus reducing both preferential and non-preferential unsecured creditor claims.

In any event, the third objective will be achieved as there will be a distribution to the Secured Creditor.

The Joint Administrators consider that the third objective will be achieved for Flare as there will be deemed distribution to the Secured Creditor from the collection of the book debts.

The Joint Administrators' Proposals for achieving the purpose of the Administrations are set out in the remainder of this report.

## **5.2 Progress of the Administration**

### **5.2.1 Initial Actions**

As noted above, due to Covid-19 restrictions, many of the Companies' customers had stopped allowing staff to attend the premises which meant that the Company could not provide its services. As such, the business had temporarily ceased trading prior to the Appointment Dates and was being held in a mothballed state with support from the Coronavirus Job Retention Scheme ("CJRS"). As such, it was not possible to properly trade the Companies following the Appointment Dates.

The Joint Administrators opinion was that that best way to preserve the value in the Companies' business and assets would be a swift conclusion of the sale process that had started in the Administration of Selmerbridge.

As such, following their appointment, the Joint Administrators continued to liaise with the Purchaser to progress negotiations with a view to completing a sale. The Joint Administrators also liaised with key members of the Companies' senior management team and the Director in order to gather additional information required by the Purchaser.

### **5.2.2 Trading**

During the first week of the Administration the Companies' operations were maintained with the majority of Tactical Solutions staff already furloughed.

The purpose of continuing to trade the Companies was to preserve value in the businesses by maintaining the staff base and the relationships with the Companies' customers whilst the sale of the Companies' businesses was pursued. The employee costs were covered by the CJRS and the other costs of the business were minimal.

The payroll costs, rent, service charge and rates for the Premises for the trading period of 24 to 30 April have been paid. No further costs for this trading period are expected and the final trading outcome will be confirmed in the Joint Administrators subsequent progress reports.

### 5.2.3 Sale of Business

The business and certain assets of the Companies were sold to the Purchaser on 30 April 2020.

As noted above, following their appointment, the Joint Administrators sought to complete a sale of business quickly in order to bring certainty. The business at this point was reliant on the CJRS to fund wages and was in an uncertain position with its customers given the social distancing restrictions. In addition, the principal assets of the Companies were their customer contracts and given the effect of the appoint of Joint Administrators on contractual terms, in the Joint Administrators' experience, it was necessary to complete a sale quickly in order to realise value in the contracts.

Given the previous sale process for the shares in Tactical Solutions and given that the Purchaser was willing to progress an acquisition of the business and assets from Administration, further information was provided to the Purchaser to allow due diligence. Gateleys drafted a sale agreement based on the indicative offer.

Given the position of the business and the general economic uncertainty, and following discussions with the Secured Creditor and negotiations with the Purchaser, the Joint Administrators decided to accept a revised offer received from the Purchaser to acquire the business and certain assets of the Companies for initial consideration of £175,000 together with an element of deferred consideration based on future trading performance.

The offer did not include the purchase of the Companies' book debt ledgers as these are assigned to the Secured Creditor under their fixed and floating charges.

The breakdown of the initial consideration is below:

Asset	Consideration £
Intellectual Property and Goodwill	145,000
The Chattels	24,995
Benefit of the Contracts	1
Stock	1
The Records	1
The Flare Contract	5,000
The Flare Fixed Assets	1
<b>Total</b>	<b>175,000</b>

The initial consideration of £175,000 was paid on the Completion Date.

The deferred element of the sale consideration is payable in three monthly instalments. The deferred consideration is based on 30% of the monthly revenue generated from the customer contracts which have been sold and which is attributable to the calendar months of May, June and July 2020; all payable on or before the final day which the consecutive month falls. Given the uncertain trading environment, it is difficult to estimate with any degree of certainty what the value of the deferred consideration will be, however this will be confirmed in the Joint Administrators' subsequent Progress Reports.

In addition to the sale consideration, an apportionment exercise was agreed whereby the Purchaser and the Companies would agree refunds for goods or services paid by the other party for a period relating to the other's ownership of the business and assets. This exercise was completed and a payment of

£15,120 was received from the Purchaser with respect to a death-in-service policy that Tactical Solutions had paid for in advance.

As part of the sale of the business and assets, the Joint Administrators granted the Purchaser a License to Occupy the premises for a period of six months from the completion date with an option to extend for a further three months. Under the terms of the License to Occupy the Purchaser has taken up the responsibility of all costs associated to rent, rates and utilities. The Purchaser has provided funds to cover all Property costs for May and June, and these have been paid over to the landlord.

The Purchaser had no prior involvement with the business.

The Joint Administrators instructed their Agents to carry out an inventory and valuation of the Companies' chattel assets and that value was achieved in the sale.

The Joint Administrators and their Agents are satisfied that the sale to the Purchaser was overall the best price achievable for the Companies' assets in the circumstances. The Joint Administrators had been in negotiations with other interested parties prior to the Administration commencing who had made significantly higher offers for the Tactical Solutions shares, however, these parties had not provided adequate proof of funds and withdrew their interest in the share purchaser following difficulties in the trading environment.

The impact of Covid-19 had a material impact on the Companies' operations and finances and therefore there was a need to complete a sale swiftly in order to realise value in the principal assets of the Companies, being the customer contracts.

### **5.3 Asset Realisations**

Realisations following the Appointment Date are set out in the attached Receipts and Payments Account at Appendix 2. Following the sale of the business and certain assets, the remaining material assets to be realised are noted below.

#### **5.3.2 Book Debts**

In accordance with the invoice financing agreement between the Secured Creditor and the Companies, the Companies' book debts are specifically pledged to the Secured Creditor.

As at the Appointment Dates the Companies' book debt ledgers totalled:

- £1,438,576 for Tactical Solution; and
- £328,319 for Flare.

The Companies operated a credit control team based in Ewloe. These employees were transferred to the Purchaser under TUPE on 30 April 2020. It has been agreed between the Joint Administrators, the Purchaser and the Secured Creditor that these staff would assist the Secured Creditor in collecting the Companies' book debts.

To date:

- £963,108 has been collected for Tactical Solutions; and
- £173,280 has been collected for Flare

The book debts continue to be collected by the Purchaser and the Secured Creditor.

The Joint Administrators will provide further detail on the book debt collections in the next progress report.

#### **5.3.4 Cash at bank**

As at the Appointment Date, the Companies of £37,366. A request has been made to have these funds transferred to the Administration bank account however this transfer has not yet happened and therefore the funds do not show on the Receipts and Payments Account.

As noted above, the April payroll payment was made from the funds held with the Bank and received from the CJRS. Following receipt of the funds, the Receipts and Payments accounts will be amended to reflect the use of funds.

#### **5.4 Investigations**

The Joint Administrators have a statutory obligation to file a report with the Insolvency Service regarding the conduct of all Directors that held office in the three years prior to the Administration. This report must be filed within three months of the date of appointment and the content of this report is confidential.

The Joint Administrators are reviewing the affairs of the Companies to identify any action which can be taken against third parties in respect of antecedent transactions or other litigation that would increase recoveries for Creditors.

Investigations into the Companies affairs are ongoing. The Joint Administrators also have a duty to investigate antecedent transactions which include transactions to defraud creditors, preference payments and transactions at an undervalue.

Given the commercially sensitive nature of these investigations, it is not appropriate to elaborate on any potential claims at this time. An update will be provided in the next progress report.

If any Creditor has any information concerning the Companies' affairs that they would like to bring to the Joint Administrators' attention, please do so by writing to [Joss.Mitchison@duffandphelps.com](mailto:Joss.Mitchison@duffandphelps.com) or Duff & Phelps Ltd. The Shard, 32 London Bridge Street, London SE1 9SG.

#### **5.5 Cost of Realisations**

Payments made from the Appointment Dates are set out in the Receipts and Payments Accounts provided at Appendix 2 which are self-explanatory.

Details of the Joint Administrators' expenses incurred and paid during the Period are attached at Appendix 8.

### **6. Joint Administrators' Fees and Expenses and pre-Administration costs**

#### **6.1 Estimated fees and expenses**

##### **6.1.1 Fees**

It is proposed that the Joint Administrators' fee basis is based on time costs. The time costs already charged since the date of appointment are analysed at Appendix 4. Time is charged in six-minute units.

As it is anticipated that there will be no distribution to the Company's unsecured creditors, the Joint Administrators propose to seek approval from the Secured Creditor, pursuant to Paragraph 52 of the Act,

The amount proposed to be drawn in fees is shown in the Fee Estimates at Appendix 5. The Fee Estimate for Tactical Solutions totals £150,545 and the Fee Estimate for Flare and totals £50,504. The total amount indicated effectively acts as a cap on the level of fees to be drawn by the Joint Administrators. If circumstances change and the Joint Administrators propose to draw further fees in the future, they will seek the appropriate approval from creditors at a later date.

Also attached at Appendix 6 is the Fees Narrative, a summary of key issues, to assist creditors in understanding the strategy of the Joint Administrators, the associated costs and expenses of the related activities and the financial benefit to creditors. Further details of assets and liabilities and the estimated return to creditors, if any, are in the body of this report.

### 6.1.2 Expenses

The Joint Administrators' estimate the expenses of the Administration for Tactical Solutions to total £14,838 and their estimate for Flare totals £1,900, as detailed in the Expenses Estimate at Appendix 7. This illustrates the estimated expenses for the whole of the Administrations and is for information purposes only. No approval is required by creditors. This estimate may change over the course of the Administrations, but Creditors will be informed of any variations with associated reasons in future progress reports.

### 6.1.3 Disbursements

The Joint Administrators have incurred disbursements of £225 for each of the Companies during the period as set out in Appendix 4. None of these have yet been paid.

### 6.1.4 Additional Information

Details of how to obtain further information relating to the fees and disbursements of the Joint Administrators is set out in Appendix 8.

## 6.2 Statement of Pre-Administration Costs

Pre-Administration costs are fees, charges and expenses incurred by the Joint Administrators or their firm, or another person qualified to act as an insolvency practitioner, before the Companies entered Administration but with a view to them doing so.

The Joint Administrators have incurred the following pre-Administration costs for Tactical Solutions:

Pre-Administration costs	Paid (£)	Unpaid (£)	Total (£)
Duff & Phelps Ltd fees	0.00	£15,695	£15,695
Legal fees	0.00	£10,431	£10,431
<b>Total</b>	<b>0.00</b>	<b>£23,493</b>	<b>£23,493</b>

The Joint Administrators have incurred the following pre-Administration costs for Flare:

Pre-Administration costs	Paid (£)	Unpaid (£)	Total (£)
Legal fees	0.00	£4,598	£4,598
<b>Total</b>	<b>0.00</b>	<b>£4,598</b>	<b>£4,598</b>

The pre-Administration time costs incurred by the Joint Administrators for Tactical Solutions for the period leading up to the Appointment Date total £15,694.50 representing 36 hours at an average charge out rate of £437 per hour.

Details of the work undertaken by the Joint Administrators prior to their appointment is detailed at Section 4.

The Joint Administrators will seek approval from the Secured Creditor for approval to pay the pre-Administration costs, these costs are subject to separate approval and do not form part of the Proposals.

## 7. Dividend Prospects

### 7.1 Secured Creditor

In consideration for the monies advanced under the invoice financing agreements, both of the Companies granted the Secured Creditor a debenture, which confers fixed and floating charges over all of the assets of the Companies. The security was created on 2 March 2018. In addition to the fixed and floating charges, under the terms of the invoice financing agreement, the Companies' book debts are assigned to the Secured Creditor.

The sums owing to the Secured Creditor at the Appointment Dates were £171,910 for Tactical Solutions and £73,440 for Flare. These amounts are subject to accruing interest, charges and fees. The Secured Creditor has confirmed that fees and charges will be applied but the quantum is uncertain.

The book debt collections have allowed both of the Companies' to repay the principal indebtedness to the Secured Creditor, however the Companies have provided the Secured Creditor with cross guarantees with regard to debts due from other entities in the Selmerbridge Group.

The level of overall debt due to the Secured Creditor, together with the above-noted charges which are yet to be quantified, is such that the Joint Administrators believe that Group's indebtedness to the Secured Creditor will not be repaid in full.

### 7.2 Preferential Creditors

Following the sale of the business and assets of the Tactical Solutions to the Purchaser, the employees of Tactical Solutions were transferred pursuant to TUPE to the Purchaser. Accordingly, it is anticipated there will be no preferential claims in the administration.

Flare did not have any employees and therefore no preferential claims are expected.

### 7.3 Non-Preferential Unsecured Creditors

According to the Companies' book and records which have been summarised and presented in the statement of creditors at Appendix 3. Tactical Solutions had the following non-preferential unsecured creditors as at the Appointment Date:

Creditor	£
HMRC	Uncertain
Trade and expense creditors	445,481
Employees (unsecured element)	Nil
<b>Total</b>	<b>445,481</b>

Flare had the following non-preferential unsecured creditors as at the Appointment Dates:

Creditor	£
HMRC	Uncertain
Trade and expense creditors	5,000
Employees (unsecured element)	Nil
<b>Total</b>	<b>5,000</b>

Based on the current information available to the Joint Administrators, it is anticipated that there will be insufficient realisations to enable a distribution to the non-preferential unsecured creditors other than by virtue of the Prescribed Part, if any.

If not already done so, creditors of the Companies should submit their claims via the Creditors' Portal at [www.ips-docs.com](http://www.ips-docs.com) using the log in provided in the Joint Administrators' initial letter to creditors.

### 7.3.1 Prescribed Part

The Prescribed Part is calculated as a percentage of net property, as follows:

Net property less than £10,000:	50% unless the Joint Administrator considers that the costs of making a distribution to the unsecured non-preferential creditors would be disproportionate to the benefits.
Net property greater than £10,000:	50% up to £10,000 plus 20% thereafter to a maximum of £600,000.

The Companies both granted floating charges to the Secured Creditor and therefore the provisions of the Prescribed Part will apply.

Based on the information available at the time of preparing this Report, it is anticipated that there will be insufficient funds available to the Companies' unsecured non-preferential creditors to allow a distribution to creditors via the Prescribed Part, due to the costs of the Administration and the Secured Creditors fees and charges.

A further update will be provided in the Joint Administrators' next progress report.

## 8. End of Administration

### 8.1 Exit from Administration

You will note from the Proposals at Section 9 below that the Joint Administrators have left the choice of exit route from Administration open so that an alternative strategy can be adopted, should this prove more appropriate at the time.

However, at this stage the Joint Administrators anticipate that the most likely exit route will be dissolution for the reasons set out below.

#### 8.1.1 Dissolution

The Joint Administrators have formed the view that once all the outstanding Administration matters have been finalised, and all liabilities incurred during the Administration have been discharged, there will be insufficient funds available to allow a distribution to unsecured non-preferential creditors.

Once all outstanding matters have been satisfactorily completed by the Joint Administrators, they will give notice to the Registrar of Companies to the effect that the Companies have no remaining property to realise which might permit a distribution to its non-preferential unsecured creditors, at which stage the Administration will cease. The Companies will be dissolved three months following the registration of the notice at the Registrar of Companies.

#### 8.1.2 Creditors' Voluntary Liquidation

Should additional funds become available for distribution to unsecured creditors, outside of the Prescribed Part, the Joint Administrators will, once all outstanding matters in the Administration have been finalised and all liabilities in the Administration have been discharged, place the Companies into Creditors' Voluntary Liquidation in order to enable a distribution to all unsecured non-preferential creditors.

## **8.2 Discharge of liability**

The Joint Administrators propose to seek approval from the Secured Creditor that they will be discharged from liability in respect of any actions as Joint Administrators upon filing their final report with the Registrar of Companies or their appointment otherwise ceasing.

Discharge does not prevent the exercise of the Court's power in relation to any misfeasance action against the Joint Administrators.

Should the circumstances of the Administration change, the Joint Administrators reserve the right to revert to the unsecured non-preferential creditors in order to obtain discharge of liability.

## **9. Joint Administrators' Proposals**

### **9.1 Approval of Proposals**

The Joint Administrators' Proposals are expected to be deemed approved and a creditors decision on the approval of these Proposals will not be sought as the Joint Administrators believe that the Companies will have insufficient property to enable a distribution to be made to unsecured non-preferential creditors.

On the expiry of eight business days from the date that the Proposals are delivered to the Creditors, the Joint Administrators' Proposals will be deemed to have been approved by the Creditors unless Creditors whose debts amount to at least 10% of the total debts of the Companies request that a decision procedure is convened.

Further information of the steps required to convene a procedure are detailed at Appendix 8.

### **9.2 Creditors' Committee**

A Creditors' Committee will not be established unless requested by the creditors and sufficient creditors are willing to act as members of the committee.

The minimum number of committee members is three and the maximum is five.

The Creditors' Committee represents the interest of the creditors as a whole rather than the interests of individuals.

The statutory function of the Creditors' Committee is to assist the Joint Administrators with discharging their responsibilities, including the approval of:

- The basis of remuneration;
- The drawing of category 2 disbursements;
- The payment of unpaid pre-Administration costs; and
- The discharge from liability of any actions taken as Joint Administrators.

Please note that members of the Creditors' Committee are not paid for their time. In order to enable creditors to make an informed decision, a guidance note on the rights, duties and the functions of Committees can be found at the following link:

<https://www.duffandphelps.co.uk/-/media/assets/pdfs-international/uk/creditors-guide/a-guide-for-creditors-march-2017>

If you would prefer to be sent a hard copy, please contact Joss Mitchison of this office.

### **9.3 Creditors' Rights**

The Joint Administrators will use a decision procedure to seek approval of their Proposals if requested by creditors whose debts amount to at least 10% of the total debts of the Companies and the relevant procedures are followed.

Creditors who meet one of the thresholds set out in the Insolvency Act 1986 may, within five business days from the date of delivery of this notice, require a physical meeting to be held to consider the proposed decision(s). The statutory thresholds for requesting a meeting are 10% in value of creditors, 10% in number of creditors, or 10 creditors.

Further information on Creditors' rights to request a decision or physical meeting and the relevant procedures required is provided on Appendix 8, Statement of Creditors Rights.

In addition, the statement also sets out information on the remuneration and disbursements of the Joint Administrators.

### **9.4 The Joint Administrators' Proposals**

As stated above, the Proposals are expected to be deemed approved and a creditors' decision on the approval of the Proposals will not be sought as the Joint Administrators believe the Companies will have insufficient property to enable distribution to the unsecured creditors.

The Joint Administrators propose the following:

#### **9.4.1 General**

- To continue to deal with such outstanding matters in relation to the Companies as the Joint Administrators consider necessary until such time as the Administration ceases to have effect;
- To do all such other things and generally exercise all of their powers as contained in Schedule 1 of the Act, as they, in their sole and absolute discretion, consider desirable or expedient in order to achieve the purpose of the Administration;
- To investigate and, if appropriate, pursue any claims the Companies may have for the benefit of the Companies' Creditors; and
- Seek an extension to the Administration period if considered necessary.

#### **9.4.2 Distributions**

- To make distributions to the Secured Creditor where funds allow;
- To make distributions to the unsecured non-preferential creditors from the Prescribed Part, where applicable; and
- To make further distributions to the unsecured non-preferential creditors over and above the Prescribed Part, if funds become available and apply to court for authority to do so, where applicable.

#### **9.4.3 End of Administration**

That the Joint Administrators might use any or a combination of the following exit route strategies in order to bring the Administration to an end:

- Apply to Court for the Administration order to cease to have effect from a specified time and for the return of control to the Director;

- Place the Companies into Creditors' Voluntary Liquidation if deemed appropriate. It is proposed that the Joint Administrators, currently Allan Graham and Matthew Ingram of Duff & Phelps would act as Joint Liquidators should the Companies be placed into Creditors' Voluntary Liquidation. The Creditors may nominate a different person as the proposed Liquidator, provided the nomination is received at this office prior to the approval of these Proposals. Any action required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of them;
- Petition the Court for a winding-up order placing the Companies into Compulsory Liquidation if deemed appropriate. It is proposed that the Joint Administrators, currently Allan Graham and Matthew Ingram of Duff & Phelps would act as Joint Liquidators should the Companies be placed into Compulsory Liquidation without further recourse to Creditors. Any action required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of them; and
- Take the necessary steps to give notice of move from Administration to dissolution with the Registrar of Companies because (1) the Companies has no remaining property which might permit a distribution to its Creditors, and (2) all outstanding matters have been satisfactorily completed.

Alternatively, the Joint Administrators may allow the Administration to end automatically.

#### **10. Remuneration and Pre-Administration costs**

The Joint Administrators will be seeking specific agreement to the following from the Secured Creditor which do not form part of these Proposals.

##### **10.1.1 Remuneration and Pre-Administration Costs**

In the absence of a Creditors' Committee being formed:

- That the Joint Administrators' remuneration be fixed by reference to the time properly given by them and their staff in attending to matters arising in the Administration;
- That the Joint Administrators' Fee Estimates provided in Appendix 5 in the total sum of £150,545, are approved for Tactical Solutions;
- That the Joint Administrators' Fee Estimates provided in Appendix 5 in the total sum of £50,504, are approved for Flare;
- That the Joint Administrators be authorised to draw their Companies' internal costs and expenses in dealing with the Administration ("Category 2 Disbursements"), which have been charged in accordance with Duff & Phelps policy, as set out in Appendix 8;
- That the unpaid pre-Administration costs totalling £23,493 plus VAT for Tactical Solutions as detailed in the Joint Administrators' statement of pre-Administration costs, is approved for payment as an expense of the Administration; and
- That the unpaid pre-Administration costs totalling £4,589 plus VAT for Flare as detailed in the Joint Administrators' statement of pre-Administration costs, is approved for payment as an expense of the Administration.

##### **10.1.2 Discharge of liability**

- In the absence of a Creditors' Committee being formed, that the Joint Administrators be discharged from all liability in respect of any actions as Joint Administrators upon filing their final progress report with the Registrar of Companies or their appointment otherwise ceasing.

If you require further information or assistance, please do not hesitate to contact Joss Mitchison.

Yours faithfully  
For and on behalf of  
Tactical Solutions UK Ltd  
Flare Limited



**Allan Graham**  
Joint Administrator

Enc.

The affairs, business and property of the Companies are being managed by the Joint Administrators, Allan Graham and Matthew Ingram, who act as agents for the Companies and without personal liability. Both are licensed by the Insolvency Practitioners Association.

## Appendix 1 – Statutory information

### COMPANIES INFORMATION

<b>Companies and Trading Name</b>	Tactical Solutions UK Ltd	
<b>Date of Incorporation</b>	7 November 2000	
<b>Registered Number</b>	04103199	
<b>Companies Director(s)</b>	Landry Kouakou	
<b>Companies Secretary</b>	None	
<b>Shareholders</b>	Selmerbridge Print Vehicles Limited	
<b>Trading Address</b>	Seasons House Lakeside Business Village St David's Park Ewloe Deeside	
<b>Registered Office</b>	<b>Current:</b> Duff & Phelps Ltd The Shard 32 London Bridge Street London SE1 9SG	<b>Former:</b> Seasons House Lakeside Business Village St David's Park Ewloe Deeside

**Any Other Trading Names**

### ADMINISTRATION INFORMATION

<b>Administration Appointment</b>	The Administration appointment granted in High Court of Justice, Companies Court, Birmingham, 000268 of 2020
<b>Appointor</b>	Director
<b>Appointment Date</b>	24 April 2020
<b>Joint Administrators</b>	Allan Graham and Matthew Ingram
<b>Original Purpose</b>	To realise property to enable a distribution to be made to the Secured Creditor
<b>Functions</b>	The functions of the Joint Administrators are being exercised by them individually or together in accordance with Paragraph 100(2) of Schedule B1
<b>Current Administration Expiry Date</b>	23 April 2021
<b>Prescribed Part</b>	The Prescribed Part is not applicable in this case.
<b>Application of EC Regulations</b>	EC Regulations apply and these proceedings will be the Main Proceedings as defined in Article 3 of the EC Regulations.

## COMPANIES INFORMATION

<b>Companies and Trading Name</b>	Flare Limited	
<b>Date of Incorporation</b>	19 August 2009	
<b>Registered Number</b>	06994528	
<b>Companies Director(s)</b>	Landry Kouakou	
<b>Companies Secretary</b>	None	
<b>Shareholders</b>	Tactical Solutions UK Ltd	
<b>Trading Address</b>	Seasons House Lakeside Business Village St David's Park Ewloe Deeside	
<b>Registered Office</b>	<b>Current:</b> Duff & Phelps Ltd The Shard 32 London Bridge Street London SE1 9SG	<b>Former:</b> Seasons House Lakeside Business Village St David's Park Ewloe Deeside
<b>Any Other Trading Names</b>		

## ADMINISTRATION INFORMATION

<b>Administration Appointment</b>	The Administration appointment granted in High Court of Justice, Companies Court, Birmingham, 000282 of 2020
<b>Appointor</b>	Director
<b>Appointment Date</b>	30 April 2020
<b>Joint Administrators</b>	Allan Graham and Matthew Ingram
<b>Original Purpose</b>	To realise property to enable a distribution to be made to the Secured Creditor
<b>Functions</b>	The functions of the Joint Administrators are being exercised by them individually or together in accordance with Paragraph 100(2) of Schedule B1
<b>Current Administration Expiry Date</b>	29 April 2021
<b>Prescribed Part</b>	The Prescribed Part is not applicable in this case.
<b>Application of EC Regulations</b>	EC Regulations apply and these proceedings will be the Main Proceedings as defined in Article 3 of the EC Regulations.

**Appendix 2 – The Joint Administrators' Receipts and Payments Account**

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**Tactical Solutions UK Ltd (In Administration)****Joint Administrators' Receipts and Payments Account**

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		The Reporting Period (£)
<b>Secured Assets</b>	1000	
Intellectual Property & Goodwill		145,000.00
	500	<u>145,000.00</u>
<b>Asset Realisations</b>		
Bank Interest Gross		1.01
Benefit of the Contracts		1.00
Books and Records		1.00
Chattel assets		24,995.00
Dee Set LTO & SC (inc. Utilities & Rates)		15,489.82
Death in Service - Dee Set		15,120.25
Plant & Machinery		1.00
Stock		<u>1.00</u>
		<b>55,610.08</b>
<b>Costs of Realisations</b>		
Accountants Fees		(2,000.00)
Data Room Costs		(504.00)
Insurance of Assets		(952.00)
Trading Property Costs		(1,778.98)
 Paid Rent/Service Charge/Utilities/Rates		 (10,853.16)
PAYE & NI		(14,795.29)
Statutory Advertising		<u>(94.50)</u>
		<b>(30,977.93)</b>
 <b>Balance</b>		 <u><u>169,632.15</u></u>
<b>Represented By</b>		
Floating / Main Current Account		168,964.17
VAT Payable		(2,170.63)
VAT Receivable		<u>2,838.61</u>
		<u><u>169,632.15</u></u>

The monies received from the Purchaser on completion included the sale consideration and the Licence to Occupy monies. These are a combination of fixed and floating charge monies. As the funds were transferred together they were received into the floating charge account, however will subsequently be reconciled and apportioned.

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**Flare Limited (In Administration)**

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**Joint Administrators' Receipts and Payments Account**

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	The Reporting Period (£)	
<b>Secured Assets</b>		
Flare Fixed Assets	5,000.00	1000
	<u>5,000.00</u>	
		500
<b>Asset Realisations</b>		
The Flare Contract	1.00	
	<u>1.00</u>	
<b>Costs of Realisations</b>		
Statutory Advertising	(94.50)	
	<u>(94.50)</u>	
<b>Balance</b>	<u>4,906.50</u>	
<b>Represented By</b>		
Floating / Main Current Account	4,887.60	
VAT Receivable	18.90	
	<u>4,906.50</u>	

**Appendix 3 – Statement of Affairs**

Rule 2.29

Form 2.14B

**Statement of affairs**

Name of company Tactical Solutions UK Limited	Company Number 04103199
In the High Court of Justice, Business and Property Court (full name of court)	Court Case Number CR-2020-000268

(a) Insert name and address  
of registered office of the  
company

Statement as to the affairs of (a)

Tactical Solutions UK Limited

(b) Insert date

On the (b) 24th April 2020, the date that the Company entered Administration.

**Statement of Truth**

I believe that the facts stated in this Statement of Affairs are a full, true  
and complete statement of the affairs of the above named Company as  
at (b)

Full name Landry Kouakou

Signed 

Dated 16th June 2020

**INSOLVENCY ACT 1986**

**DIRECTORS STATEMENT OF AFFAIRS**

**A - Summary of Assets**

Assets	Notes	Book Value £	Estimated to realise £
<b>Assets subject to fixed charge:</b>			
Goodwill & Intellectual property			
Office equipment / fixtures & fitting		128,126	170,000
Deferred goodwill consideration due on sale of business			TBC
Book debts		1,438,576	1,438,576
Prepayments and sundry debtors		48,521	12,130
Intergroup loan accounts - sums due from Selmerbridge Print Vehicles Limited		1,172,178	Nil
			TBC
			(TBC)
			TBC
Less : sums due to Sitara Finance Designated Activity Company			
<b>Assets subject to a floating charge:</b>			
Deferred tax		17,186	TBC
Cash at bank		243	243
<b>Uncharged assets:</b>			
			TBC
<b>Estimated total assets available for preferential creditors</b>			<b>TBC</b>

Signature



Date 16th June 2020

**INSOLVENCY ACT 1986**

**DIRECTORS STATEMENT OF AFFAIRS**

**A1 - Summary of liabilities**

	Estimated to realise
<b>Estimated total assets available for preferential creditors (carried from page A)</b>	<b>TBC</b>
<b>Liabilities</b>	
Preferential creditors	
N/A - all employees transferred on sale of business	(Nil)
<b>Estimated deficiency/surplus as regards preferential creditors:</b>	<b>TBC</b>
<b>Estimated prescribed part of net property where applicable</b>	<b>(TBC)</b>

(to carry forward)

**Estimated total assets available for floating charge holders**

Debts secured by floating charges  
Sums due to Sitara Finance Designated Activity Company

**Estimated deficiency/surplus of assets after floating charges**

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) see attached schedule

**Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)**

Shortfall to floating charge holders (brought down)

**Estimated deficiency/surplus as regards creditors**

Issued and called up capital

**Estimated total deficiency/surplus as regards members**

£	
£ TBC	(TBC)
£	(TBC)
TBC	TBC
£	TBC
£	
1,430,846	1,430,846
£	TBC
TBC	(TBC)
1,000	-1,000
£	TBC


Signature



Date 16th June 2020

### COMPANY SHAREHOLDERS

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal value	Details of shares held
Selmerbridge Print Vehicles Limited	c/o Duff & Phelps, The Shard, 32 London Bridge Street London, SE1 9SG	1,000	£1	1,000
TOTAL		1,000		

Signature 

Date 16th June 2020

## COMPANY CREDITORS

Note: you must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods and services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Detail of any security held by creditor	Date security given	Value of Security £
Flare Limited	C/o Duff & Phelps, The Shard, 32 London Bridge Street London, SE1 9SG	270,391	N/A	N/A	N/A
HMRC (VAT, PAYE)	HMRC Controller, Central Unit, Brimingham, BX5 5AT	704,958	N/A	N/A	N/A
Trade & Expense Creditors	See attached schedule	455,498	N/A	N/A	N/A
TOTAL		1,430,846			

**Signature**

Date 16th June 2020

16th June 2020

**Tactical Solutions UK Limited**  
**Schedule of Trade and Expense creditors to support detailed schedule in statement of affairs of 16th June 2020**

Creditor Name	Address	£
ALD Automotive Limited	Oakwood Drive	Emmerson Green
Allstar Business Solutions	Post Dept 27	POBox 1463
Anvel UK Limited	Banking Services	Post Dept 27 Anvel Centre
Atheon Analytics Limited	Cranfield Innovation Centre	Cranfield University
Beacon Dodswoth Limited	5 Middlethorpe Business Park	5th Balk Lane
Big Yellow Storage Company Ltd	2 The Deans	Bridge Road
Bolton Birch	Trustees of The Peter Graham Williams SIPP	10 St John Street
Cherivington Finance & Leasing Limited	Cocoa Hut House	Hill Street
DHL Parcel UK	Express House	120 Buckingham Avenue
Dreams Agency	The High Oak Business Centre	15/17 Gentlemans Field
DriveTech (UK) Ltd	Fanum House	Basing View
DSG Accountancy and Business Services	DSG Chartered Accountants	Castle Chambers
EXPOB Ltd	185Q	1 Brunswick Square
FairFX	Vintners Place	68 Upper Thames Street
Flintshire County Council	County Treasurer	County Hall
Floribrite Group Limited	Cranford House	Cranford Avenue
FMP Payroll Services Ltd	Warwick House	48 Colingwood Road
Health Shield	Electra Way	Crewe Business Park
Holiday Inn ASS Chester West	Westbound ASS	Northop Hall
Inside Online Marketing Limited	Sallance	Newgate House
Ison Harrison Solicitors	Duke House	54 Wellington Street
Limely Ltd	10 St John St	Chester
Lynbrook Managed Services Limited	10 Prospect Place	East Pimbo
Lyreco UK Ltd	Deer Park Court	Donnington Wood
Marsh Ltd (Close premium finance subject to refund)	Tower Place	Shady Lane
Maximum Maintenance UK Limited	Holly House	46040 Center Oak Plaza
Natural Insights	South49 Solutions-Natural Insights	Lonsdale Gardens
NLA Media Access Ltd	Mount Pleasant House	
Ogilvie Fleet Limited	200 Glasgow Road	
Piney Bowes Limited	PO Box 4238	
Polymorph Ltd	The Health Business & Technical Park	
PPLPRS	PPLPRS	
Proactive Personnel Limited	8 Limes Walk	Mercury Place
Prolog Fulfillment	Caverswall House Sherwood Business Park	Oakengates
Purchase Power	PO Box 6570	Annesley
QBE-Close Brothers	Wimbleton Bridge House	
Raja Usman Ali	Apartment 112	1 Hartfield Road
REL Field Marketing	210 Wharfedale Road	86 Old Snow Hill
Restore Datasheed	Unit Q1	Winnesh Triangle
Royal Mail Group Limited	Payment Processing Centre	Queen Elizabeth Distribution Centre
Snowflake Inc	450 Concar Drive	Papynus Road
Soup Creative Ltd	34 High Park	San Haisoo
T4 Communications UK Limited	Rightcheck The Technocentre	Hawarden
The Martland Holdings Enterprises SAS	54-56 Avenue Hoché	Coventry University Technology Park
URA Ventures Limited t/a GKL Car and van Rental	Centenary House	
URA Ventures Limited t/a GKL Leasing	Unit 32, Centenary House	32 The Bridge Business Centre
Vehicle Movement Exchange UK Ltd t/a Engineless	Alpha Works, Alpha Tower	Beresford Way
Village Hotels St Davids Hotel	St Davids Park	Suffolk Street
Vodafone Limited	PO Box 5583	
Waterstones Limited	Liddon House	Beimont Business Park
WINS Assistance Ltd	Assistance Court	16a Myseum Street
		Bristol
		Windmill Hill
		Windmill Hill
		Cranfield
		University Way
		Bishopthorpe
		Bagshot
		Surrey
		GU19 5AT
		Cheshire
		CH1 1DA
		Suffolk
		CO10 9JQ
		Slough
		SL1 4PL
		Ware
		Herts
		SG12 0EF
		Basingstoke
		Hampshire
		RG21 4EA
		43 Castle St
		Liverpool
		L2 8TL
		Bristol
		BS2 8PE
		London
		EC4V 3BJ
		Mold
		Flintshire
		CH7 6NA
		Sale
		Cheshire
		M33 2AU
		Wilham
		CM8 2DZ
		Crewe
		Cheshire
		CW1 6HS
		Near Chester
		CH7 6HB
		Mold
		Cheshire
		CH1 1DE
		Leeds
		LS1 2EE
		Cheshire
		CH1 1DA
		Lancashire
		WN8 9QD
		Telford
		Shropshire
		TF2 7HB
		London
		EC3R 5BU
		Birmingham
		B4 9ER
		Loudoun Co.
		20166
		Tunbridge W
		TN11 1HU
		Stirling
		FK7 8ES
		Harlow
		CH19 5LS
		Cheshire
		WA7 4QX
		Lancashire
		LA1 1QG
		Shropshire
		TF2 6EP
		Nottingham
		NG150DJ
		Harlow
		CH20 2GZ
		SW19 3 RU
		West Midlands
		B4 6GD
		Berkshire
		RG41 5TP
		Essex
		RM19 1NA
		Werrington
		Peterborough
		PE4 5BR
		San Haisoo
		CA 9402
		Flintshire
		CH536F
		Coventry
		CV1 2TT
		Paris
		75008
		Beresford Way
		Chesterfield
		S41 9FG
		Derbyshire
		S41 9FG
		Birmingham
		B1 1TT
		Queensway
		Flintshire
		CH5 3YB
		Newbury
		RG14 5FF
		Durham
		DH1 1TW
		Ipswich
		Suffolk
		IP1 1 HT

**TOTAL SUMS OUTSTANDING AS PER SCHEDULE**

**455,498**

Signature

Date

16th June 2020

Rule 2.29

Form 2.14B

**Statement of affairs**

Name of company Flare Limited	Company Number 06994528
In the High Court of Justice, Business and Property Court (full name of court)	Court Case Number CR-2020-000282

(a) Insert name and address  
of registered office of the  
company

Statement as to the affairs of (a)

Flare Limited

(b) Insert date

On the (b) 30th April 2020, the date that the Company entered Administration.

**Statement of Truth**

I believe that the facts stated in this Statement of Affairs are a full, true  
and complete statement of the affairs of the above named Company as  
at (b)

Full name

Landry Kouakou

Signed



Dated

16th June 2020


**INSOLVENCY ACT 1986**

**DIRECTORS STATEMENT OF AFFAIRS**

**A - Summary of Assets**

Assets	Notes	Book Value £	Estimated to realise £
<b>Assets subject to fixed charge:</b>			
Goodwill & intellectual property		-	5,000
Office equipment / fixtures & fitting		-	
Deferred goodwill consideration due on sale of business			TBC
Book debts		328,319	328,319
Intergroup loan accounts - sums due from Tactical Solutions UK Limited		270,391	-
<b>Less : sums due to Sitara Finance Designated Activity Company</b>			
			TBC
			(TBC)
			TBC
<b>Assets subject to a floating charge:</b>			
Deferred tax		3,376	TBC
Cash at bank		57	57
<b>Uncharged assets:</b>			
			TBC
<b>Estimated total assets available for preferential creditors</b>		<b>£</b>	<b>TBC</b>

Signature



Date 16th June 2020

**INSOLVENCY ACT 1986**

**DIRECTORS STATEMENT OF AFFAIRS**

**A1 -Summary of liabilities**

Estimated total assets available for preferential creditors (carried from page A)	Estimated to realise
£	TBC

**Liabilities**

Preferential creditors

N/A - all employees transferred on sale of business

**Estimated deficiency/surplus as regards preferential creditors:**Estimated prescribed part of net property where applicable  
(to carry forward)**Estimated total assets available for floating charge holders**

Debts secured by floating charges

Sums due to Sitara Finance Designated Activity Company

**Estimated deficiency/surplus of assets after floating charges**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) see attached schedule**Estimated deficiency/surplus as regards non-preferential  
creditors (excluding any shortfall to floating charge holders)**

Shortfall to floating charge holders (brought down)

**Estimated deficiency/surplus as regards creditors**

Issued and called up capital

**Estimated total deficiency/surplus as regards members**

£	
Nil	(Nil)
£	TBC
£	(TBC)
£	
£	(TBC)
£	(TBC)
TBC	TBC
£	TBC
£	
43,760	43,760
£	TBC
TBC	(TBC)
1,000	-1,000
£	TBC

Signature



Date

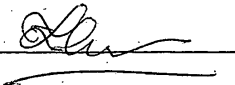
16th June 2020

### COMPANY CREDITORS

Note: you must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods and services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Detail of any security held by creditor	Date security given	Value of Security £
DSG Accountancy & Business Services	Castle Chambers, 43 Castle Street, Liverpool, L2 9TL	4,080	N/A	N/A	N/A
HMRC (VAT, PAYE)	HMRC Controller, Central Unit, Birmingham, BXS 5AT	39,680	N/A	N/A	N/A
TOTAL		43,760			

Signature



Date

16th June 2020

## COMPANY SHAREHOLDERS

[illegible]

Signature [Signature]

Date 16th June 2020

**Appendix 4 – Analysis of Time Charged and Expenses Incurred**

# **Tactical Solutions Ltd UK (In Administration)**

## **Analysis of Joint Administrators pre administration time costs**

Classification of Work Function	Managing Director	Manager	Hours			Total Hours	Time Cost (£)	Avg Hourly Rate (£)
			Senior	Assistant	Support			
<b>Administration and Planning</b>								
Cashiering & Accounting	0.00	0.00	0.00	0.30	0.00	0.30	48.00	160.00
Dealing with notice of intention to appoint	0.00	2.00	0.40	1.00	0.00	3.40	1,842.00	482.94
Dealings with Directors and Management	0.00	0.80	0.90	0.90	0.00	2.60	1,066.00	410.00
IPS set up & maintenance	0.00	0.00	0.00	0.50	0.00	0.50	116.00	232.00
Insurance	0.00	0.00	0.00	0.30	0.00	0.30	48.00	160.00
Strategy Planning & Control	3.00	2.30	6.60	8.10	0.00	20.00	8,555.50	427.78
<b>Creditors</b>								
Communications with Creditors / Employees	0.00	0.00	0.00	1.10	0.00	1.10	176.00	160.00
<b>Realisation of Assets</b>								
Freehold and Leasehold Property	0.00	0.00	0.00	0.50	0.00	0.50	80.00	160.00
Other Intangible Assets	0.00	0.00	0.00	1.40	0.00	1.40	344.00	245.71
Sale of Business	0.00	5.00	0.70	0.10	0.00	5.80	3,619.00	623.97
<b>Total Hours:</b>	<b>3.00</b>	<b>10.10</b>	<b>8.60</b>	<b>14.20</b>	<b>0.00</b>	<b>35.90</b>		<b>437.17</b>
<b>Total Fees Claimed (£):</b>	<b>2,250.00</b>	<b>6,716.50</b>	<b>3,268.00</b>	<b>3,460.00</b>	<b>0.00</b>		<b>15,694.50</b>	

## Tactical Solutions Ltd (In Administration)

### Analysis of the Joint Administrators' post appointment time costs

Classification of Work Function	Hours					Total Hours	Time Cost (£)	Avg Hourly Rate (£)
	Managing Director	Manager	Senior	Assistant	Support			
<b>Administration and Planning</b>								
Case Review & Case Diary Management	0.00	2.40	3.30	4.80	0.00	10.50	4,194.00	399.43
Cashiering & Accounting	0.00	3.20	1.00	8.75	0.00	12.95	3,827.00	295.52
Dealings with Directors and Management	0.00	0.70	2.10	1.30	0.00	4.10	1,495.50	364.76
IPS Set up & Maintenance	0.00	0.00	0.00	2.50	0.00	2.50	540.00	216.00
Insurance	0.00	0.20	2.10	0.20	0.00	2.50	983.00	385.20
Statement of Affairs	0.00	0.20	0.10	0.50	0.00	0.80	287.00	358.75
Statutory Matters (Meetings, Reports & Notices)	0.00	2.90	3.00	25.50	0.00	31.40	9,932.50	316.32
Strategy Planning & Control	12.00	6.30	26.10	12.65	0.00	57.05	26,545.50	465.30
Tax Compliance / Planning	0.00	0.50	3.75	2.30	0.00	6.55	2,341.50	357.48
<b>Creditors</b>								
Communications with Creditors / Employees	0.00	1.20	1.70	30.95	0.00	33.85	8,634.00	255.07
Non Pref Creditors / Employee claims handling	0.00	0.00	1.50	0.40	0.00	1.90	634.00	333.68
Secured Creditors	0.00	1.30	0.70	0.20	0.00	2.20	1,162.50	528.41
<b>Investigations</b>								
CDDA & reports & Communication	0.00	0.00	1.40	0.10	0.00	1.50	560.00	373.33
Financial Review and Investigations (\$238/239 etc)	0.00	0.00	0.00	4.80	0.00	4.80	1,296.00	270.00
<b>Realisation of Assets</b>								
Book Debts	0.00	0.10	0.90	0.10	0.00	1.10	436.50	396.82
Freehold and Leasehold Property	0.00	0.70	2.50	0.20	0.00	3.40	1,447.50	425.74
Other Tangible Assets	0.00	0.10	0.10	1.00	0.00	1.20	384.50	320.42
Sale of Business	0.00	20.50	8.95	8.20	0.00	37.65	19,299.50	512.60
<b>Trading</b>								
<b>Total Hours:</b>	<b>12.00</b>	<b>40.30</b>	<b>59.20</b>	<b>104.45</b>	<b>0.00</b>	<b>215.95</b>		<b>388.89</b>
<b>Total Fees Claimed (£):</b>	<b>9,000.00</b>	<b>26,090.50</b>	<b>22,230.00</b>	<b>26,660.00</b>	<b>0.00</b>		<b>83,980.50</b>	

# Flare Limited (In Administration)

## Analysis of the Joint Administrators' Post Appointment Time Costs

Classification of Work Function	Hours					Total Hours	Time Cost (£)	Avg Hourly Rate (£)
	Managing Director	Manager	Senior	Assistant	Support			
<b>Administration and Planning</b>								
Case Review & Case Diary Management	0.00	2.00	2.40	2.60	0.00	7.00	2,970.00	424.29
Cashiering & Accounting	0.00	0.10	0.20	3.55	0.00	3.85	997.00	258.96
Dealings with Directors and Management	0.00	0.10	0.00	0.10	0.00	0.20	94.50	472.50
IPS Set up & Maintenance	0.00	0.00	0.00	1.50	0.00	1.50	356.00	237.33
Insurance	0.00	0.00	0.20	0.00	0.00	0.20	76.00	380.00
Statement of Affairs	0.00	0.10	0.00	0.10	0.00	0.20	94.50	472.50
Statutory Matters (Meetings, Reports & Notices)	0.00	2.10	2.40	12.40	0.00	16.90	5,652.50	334.47
Strategy Planning & Control	0.00	2.00	7.30	4.35	0.00	13.65	5,302.00	388.42
Tax Compliance / Planning	0.00	0.20	0.50	0.60	0.00	1.30	443.00	340.77
<b>Creditors</b>								
Communications with Creditors / Employees	0.00	0.00	0.40	9.30	0.00	9.70	2,012.00	207.42
Secured Creditor	0.00	0.40	0.00	0.00	0.00	0.40	266.00	665.00
<b>Investigations</b>								
CDDA & reports & Communication	0.00	0.00	0.00	0.10	0.00	0.10	28.00	280.00
Financial Review and Investigations (S238/239 etc)	0.00	0.00	0.00	2.70	0.00	2.70	740.00	274.07
<b>Realisation of Assets</b>								
Other Intangible Assets	0.00	0.50	0.90	0.00	0.00	1.40	674.50	481.79
<b>Total Hours:</b>	<b>0.00</b>	<b>7.50</b>	<b>14.30</b>	<b>37.30</b>	<b>0.00</b>	<b>59.10</b>		<b>333.43</b>
<b>Total Fees Claimed (£):</b>	<b>0.00</b>	<b>4,972.00</b>	<b>5,434.00</b>	<b>9,300.00</b>	<b>0.00</b>		<b>19,706.00</b>	

**Appendix 5 – Fee Estimate**

# Tactical Solutions Ltd (In Administration)

## Analysis of the Joint Administrators' Fee Estimate

Classification of Work Function	Hours					Total Hours	Time Cost	Avg. Hourly Rate
	Partner	Manager	Senior	Assistant	Support			
<b>Admin &amp; Planning</b>			500.00					
Case review and Case Diary management	0.00	5.00	7.00	8.00	0.00	20.00	8,025.00	401.25
Cashiering & accounting	0.00	4.00	5.00	11.00	0.00	20.00	7,365.00	368.25
Dealings with Directors and Management	0.00	2.00	3.00	3.00	0.00	8.00	3,235.00	404.38
Insurance	0.00	2.00	2.00	2.00	0.00	6.00	2,600.00	433.33
IPS set up & maintenance	0.00	2.00	2.00	2.00	0.00	6.00	2,600.00	433.33
Statement of affairs	0.00	2.00	2.00	2.00	0.00	6.00	2,600.00	433.33
Statutory matters (Meetings, Reports and Notices)	0.00	8.00	10.00	45.00	0.00	63.00	20,595.00	326.90
Strategy planning & control	14.00	9.00	32.00	17.00	0.00	72.00	32,980.00	458.06
Tax Compliance/Planning	0.00	4.00	6.00	5.00	0.00	15.00	6,215.00	414.33
	14.00	38.00	69.00	95.00	0.00	216.00	86,215.00	399.14
<b>Creditors</b>								
Communications with Creditors/Employees	0.00	2.00	4.00	45.00	0.00	51.00	14,325.00	280.88
Non Pref Creditors/Employee claims handling	0.00	0.00	2.00	2.00	0.00	4.00	1,270.00	317.50
Secured Creditors	0.00	3.00	4.00	4.00	0.00	11.00	4,535.00	412.27
	0.00	5.00	10.00	51.00	0.00	66.00	20,130.00	305.00
<b>Investigations</b>								
CDDA, reports & Communication	0.00	5.00	9.00	12.00	0.00	26.00	9,805.00	377.12
Financial review and investigations (S238/239 etc)	0.00	2.00	4.00	8.00	0.00	14.00	4,890.00	349.29
	0.00	7.00	13.00	20.00	0.00	40.00	14,695.00	367.38
<b>Realisation of assets</b>								
Book debts	0.00	1.00	5.00	1.00	0.00	7.00	2,820.00	402.86
Freehold and Leasehold Property	0.00	1.00	4.00	2.00	0.00	7.00	2,695.00	385.00
Other Tangible Assets	0.00	1.00	1.00	1.00	0.00	3.00	1,300.00	433.33
Sale of Business	0.00	24.00	11.00	10.00	0.00	45.00	22,690.00	504.22
	0.00	27.00	21.00	14.00	0.00	62.00	29,505.00	475.89
<b>Total Hours</b>	28.00	127.00	705.00	346.00	0.00	706.00		213.24
<b>Total Estimated Fees</b>	21,000.00	84,455.00	267,900.00	88,230.00	0.00		150,545.00	

## Flare Limited (In Administration)

### Analysis of the Joint Administrators' Fee Estimate

Classification of Work Function	Hours					Time Cost	Avg. Hourly Rate
	Partner	Manager	Senior	Assistant	Support	Total Hours	
<b>Admin &amp; Planning</b>			500.00				
Case review and Case Diary management	1.00	2.00	6.00	3.00	6.00	18.00	5,845.00
Cashiering & accounting	0.00	2.00	6.00	5.00	0.00	13.00	4,885.00
Dealings with Directors and Management	1.00	0.10	0.00	0.00	0.00	1.10	816.50
Insurance	0.00	0.00	0.00	1.50	0.00	1.50	382.50
IPS set up & maintenance	0.00	1.00	1.00	1.00	0.00	3.00	1,300.00
Statutory matters (Meetings, Reports and Notices)	0.00	6.00	5.00	20.00	0.00	31.00	10,990.00
Strategy planning & control	0.00	2.00	6.70	4.00	0.00	12.70	4,896.00
Tax Compliance/Planning	0.00	2.00	2.00	4.00	0.00	8.00	3,110.00
	2.00	15.10	26.70	38.50	6.00	88.30	32,225.00
<b>Creditors</b>							
Communications with Creditors/Employees	0.00	0.00	4.00	8.80	0.00	12.80	3,764.00
	0.00	0.00	4.00	8.80	0.00	12.80	3,764.00
<b>Investigations</b>							
CDDA, reports & Communication	1.00	4.00	6.00	6.00	0.00	17.00	7,220.00
Financial review and investigations (S238/239 etc)	0.00	2.00	2.00	5.00	0.00	9.00	3,365.00
	1.00	6.00	8.00	11.00	0.00	26.00	10,585.00
<b>Realisation of assets</b>							
Other Intangible Assets	0.00	4.00	2.00	2.00	0.00	8.00	3,930.00
	0.00	4.00	2.00	2.00	0.00	8.00	3,930.00
<b>Total Hours</b>	6.00	48.20	579.40	118.60	12.00	262.20	192.62
<b>Total Estimated Fees</b>	4,500.00	30,723.00	220,172.00	30,243.00	1,440.00	50,504.00	

**Appendix 6 – Fee Narrative**

**Narrative of work carried out for the period to 17 June 2020**

This fee narrative details the work carried out by the Joint Administrators during the Period, together with work anticipated to be undertaken.

<b>SIP 9 narrative for the period 24 April 2020 to 17 June 2020</b>	
Administration and planning	<ul style="list-style-type: none"> <li>Monitoring and reviewing the Administration strategy;</li> <li>Briefing staff on the Administration strategy and matters in relation to workstreams;</li> <li>Regular case management and reviewing of process including regular team update meetings and calls;</li> <li>Telephone conferences with management to review and update strategy and monitor progress;</li> <li>Reviewing and authorising junior staff correspondence and other work;</li> <li>Dealing with queries arising during the appointment;</li> <li>Reviewing matters affecting the outcome of the Administration;</li> <li>Allocating and managing staff / case resourcing and budgeting exercises and reviews;</li> <li>Liaising with legal advisors regarding various instructions, including agreeing content of engagement letters; and</li> <li>Complying with internal filing and information recording practices, including documenting strategy decisions.</li> </ul>
Creditors	<ul style="list-style-type: none"> <li>Updating the list of Unsecured Creditors;</li> <li>Responding to enquiries from Creditors regarding the Administration and submission of their claims;</li> <li>Reviewing completed forms submitted by Creditors, recording claim amounts and maintaining claim records; and</li> <li>Providing written and oral updates to the Secured Lenders regarding the progress of the Administration and cases strategy.</li> </ul>
Investigations	<ul style="list-style-type: none"> <li>Investigating the affairs of the Companies to identify any actions available to the Companies against third parties in respect of antecedent transactions or other litigation;</li> <li>Obtaining records from third parties;</li> <li>Requesting a completing questionnaire from the Director of the Companies; and</li> <li>Documenting investigations.</li> </ul>
Statutory and compliance	<ul style="list-style-type: none"> <li>Ensuring compliance with all statutory obligations within the relevant timescales;</li> <li>Uploading information to the Creditors' Portal;</li> <li>Reviewing time costs to date and producing analysis of time incurred which is compliant with SIP 9;</li> <li>Monitoring the fees estimate; and</li> <li>Monitoring the expenses estimate.</li> </ul>
Cashiering	<ul style="list-style-type: none"> <li>Preparing statutory receipts and payments accounts; and</li> <li>Renewing bonding and complying with statutory requirements.</li> </ul>
Asset realisations	<ul style="list-style-type: none"> <li>Collating information from the Companies' records regarding assets;</li> <li>Liaising with finance companies in respect of assets subject to finance agreements;</li> </ul>

	<ul style="list-style-type: none"> <li>• Liaising with Agents regarding the sale of assets;</li> <li>• Liaising with suppliers on retention of title claims;</li> <li>• Reviewing outstanding debtors and management of debt collection strategy;</li> <li>• Seeking legal advice in relation to book debt collections;</li> <li>• Communicating with landlords regarding rent; property occupation and other property issues;</li> <li>• Liaising with third parties regarding costs incurred;</li> <li>• Collecting and paying rent due on the Companies' remaining premises;</li> <li>• Reviewing and agreeing invoices;</li> <li>• Reviewing costs incurred to ensure recorded accurately; and</li> <li>• Arranging payments to Agents and solicitors in a timely manner.</li> </ul>
Tax	<ul style="list-style-type: none"> <li>• Analysing and considering the tax effects of asset sales;</li> <li>• Working on tax returns relating to the periods affected by the Administrator;</li> <li>• Analysing VAT related transactions; reviewing the Companies' duty position to ensure compliance with duty requirements; and</li> <li>• Dealing with post appointment tax compliance.</li> </ul>

**Appendix 7 – Expenses estimate**

**Tactical Solutions UK Ltd (In Administration)**  
**Joint Administrators' Expenses**

Notes	Company	Type of Expense	Activity	Costs Incurred in the Reporting Period	Amount Paid to Date (£)	Future Estimate (£)	Total Future Estimated Costs (£)
1	<b>Professional Advisors</b>						
2	Galeley Plc	Legal Fees	Legal advisors used to prepare the statutory appointment documents as well as the SPA. Assisting in other ad-hoc matters	7,797.50	0.00	1,000.00	8,797.50
3	Euroval	Valuation Agents	Valuation agents instructed to value the Companies chattel assets and stock	2,000.00	0.00	0.00	2,000.00
4	Curo CA	Accountancy Fees	Tax advisor instructed to determine the quantum of the Companies pre-Administration tax losses as well as the preparation of the post-Administration tax returns.	2,000.00	2,000.00	500.00	2,500.00
5	Marsh Limited		Insurance agent instructed to provide open cover insurance of the Companies Premises during the initial week of the Administration.	952.00	0.00	0.00	952.00
6	Ansarada	Sale of Business	Provider of the data room used to store the financial information for the Companies to present to the Purchaser.	504.00	504.00	0.00	504.00
7	Other Expenses Courts Advertising	Statutory Compliance	Statutory Advertising in the London Gazette	84.60	84.60	0.00	84.60
<b>Total Professional Advisor and Other Costs</b>				<b>13,338.10</b>	<b>2,588.60</b>	<b>1,500.00</b>	<b>14,838.10</b>
8	Disbursements Bond Premium	Statutory Compliance	Bonding	225.00	0.00	0.00	225.00
<b>Total</b>				<b>13,563.10</b>	<b>2,588.60</b>	<b>1,500.00</b>	<b>15,063.10</b>

**Notes to the Estimated Expenses Schedule**

- 1 The Joint Administrators' choice of professional advisors is based on their perception of the experience and ability of the respective firms / individuals to perform their work, the complexity and nature of the assignment and the basis of their fee.
- 2 Legal advice and disbursements during the Administration on an ad hoc basis.
- 3 Desk top valuation of the Companies chattel assets.
- 4 Accountants instructed to assist with tax compliance and reporting requirements during the Administration.
- 5 Insurance agents providing open cover insurance whilst the Joint Administrators occupied the Premises.
- 6 Data room platform to host financial and non financial information for interested parties to complete the required due diligence on the Companies.
- 7 Statutory advertising of the Notice of Appointment in the London Gazette is required under insolvency legislation.
- 8 Statutory bond purchased by the Joint Administrators to bond against misfeasance.

**Flare Limited (In Administration)**  
**Joint Administrators' Expenses**

				Reporting Period			
Notes	Company	Type of Expense	Activity	Costs Incurred in the Reporting Period	Amount Paid to Date (£)	Future Estimate (£)	Total Future Estimated Costs (£)
1	<b>Professional Advisors</b>						
2	Gateley Plc	Legal Fees	Legal advisors used to prepare the statutory appointment documents as well as the SPA. Assisting in other ad-hoc matters	315.00	0.00	1,000.00	1,315.00
	Curo CA	Accountancy Fees	Tax advisor instructed to determine the quantum of the Companies pre-Administration tax losses as well as the preparation of the post-Administration tax returns.	0.00	0.00	500.00	500.00
3	Other Expenses Courts Advertising	Statutory Compliance	Statutory Advertising in the London Gazette	84.60	0.00	0.00	84.60
<b>Total Professional Advisor and Other Costs</b>				<b>399.60</b>	<b>0.00</b>	<b>1,500.00</b>	<b>1,899.60</b>
4	Disbursements Bond Premium	Statutory Compliance	Bonding	225.00	0.00	0.00	225.00
<b>Total</b>				<b>624.60</b>	<b>0.00</b>	<b>1,500.00</b>	<b>2,124.60</b>

**Notes to the Estimated Expenses Schedule**

- The Joint Administrators' choice of professional advisors is based on their perception of the experience and ability of the respective firms / individuals to perform their work, the complexity and nature of the assignment and the basis of their fee.
- Legal advice and disbursements during the Administration on an ad hoc basis.
- Statutory advertising of the Notice of Appointment in the London Gazette is required under insolvency legislation.
- It is a requirement for the Joint Administrators to purchase a bond against misfeasance.

## **Appendix 8 – Statement of Creditors' rights**

*Rule numbers refer to Insolvency (England & Wales) Rules 2016 (as amended)*  
*Section or paragraph numbers refer to Insolvency Act 1986*

If you require a copy of any relevant rule or section, please contact Joss Mitchison at [Joss.Mitchison@duffandphelps.com](mailto:Joss.Mitchison@duffandphelps.com).

### **Information for Creditors on remuneration and disbursements of Administrators**

Information regarding the fees and disbursements of Administrators, including details of the Duff & Phelps' disbursements policy and hourly charge out rates for each grade of staff that may undertake work on this case, is in a document called "A Creditors' Guide to Administrators' Fees". This can be viewed and downloaded from the Joint Administrators' website at:

<https://www.duffandphelps.co.uk/-/media/assets/pdfs-international/uk/creditors-guide/administration-a-creditors-guide-to-insolvency-practitioner-fees-updated>

Should you require a copy, please contact this office.

### **Creditors may requisition a physical meeting of Creditors for approval of the Joint Administrators' Proposals under Rule 15.6 of the Insolvency (England and Wales) Rules 2016**

The Joint Administrators shall summon a physical meeting (1) if asked to do so by (a) creditors whose debts amount to at least 10% of the total debts of the Companies or (b) 10% in number of creditors, or (c) 10 creditors, and (2) if the following procedures are followed:

The request for a requisitioned physical meeting must be made within five business days of the date on which the Joint Administrators' Proposals were delivered and include either:

(a) a statement of the requesting creditor's claim together with—

- a list of the creditors or contributories concurring with the request and of the amounts of their respective claims or values, and
- confirmation of concurrence from each creditor; or

(b) a statement of the requesting Creditor's debt and that that alone is sufficient without the concurrence of other Creditors

Creditors may be requested to meet the costs of a requisitioned decision and a deposit will be required for this purpose. These costs may be ordered to be paid as an expense of the Administration if the Creditors so resolve.

If you wish to request a physical Creditors' meeting, please complete and return the physical meeting requisition form available on the Portal.

### **Creditors may requisition a decision to be made by all of the Creditors for approval of the Joint Administrator' Proposals under para 52(2) Schedule B1 Insolvency Act 1986**

The Joint Administrators shall seek a decision from the Companies' Creditors as to whether they approve the Proposals if requested by Creditors of the Companies, whose debts amount to at least 10% of the total debts of the Companies. Such a request must be received by the Joint Administrators within eight business days of the date on which the Joint Administrator's statement of Proposals is delivered.

The request for a requisitioned decision must include a statement of the purpose of the proposed decision and either—

(a) a statement of the requesting Creditor's claim together with—

- a list of the Creditors or contributories concurring with the request and of the amounts of their respective claims or values, and
- confirmation of concurrence from each Creditor; or

(b) a statement of the requesting Creditor's debt and that that alone is sufficient without the concurrence of other Creditors

Creditor/s may be requested to meet the costs of a requisitioned decision and a deposit will be required for this purpose. These costs may be ordered to be paid as an expense of the Administration if the Creditors so resolve.

A requisitioned decision must be made within 28 days of receiving the deposit or the expiry of 14 days without the Administrator informing the requesting Creditor of the deposit sum.

## Appendix 9 – Definitions

Word or Phrase	Definition
the Act	The Insolvency Act 1986 (as amended)
the Agents	Euro Valuations Limited (Company Number: 09954714) independent agents who were instructed to value the assets of the Companies
the Appointment Dates	24 April 2020 for Tactical Solutions and 30 April 2020 for Flare being the respective date of appointments of the Joint Administrators
the Bank	Lloyds Bank Plc, with whom the Companies banked
Category 2 Disbursements	The Joint Administrators' internal costs and expenses in dealing with the Administration
the Companies	Tactical Solutions UK Ltd (In Administration) (Company Number: 04103199) Flare Limited (In Administration) (Company Number: 06995428)
the Completion Date	30 April 2020, being the date the Companies business and assets were transferred to the Purchaser
the Creditor Portal	The Joint Administrators have chosen to deliver certain documents to creditors by making them available for viewing and downloading at the website, <a href="http://www.ips-doc.com">www.ips-doc.com</a> . Creditors can also submit their claim via the Creditors' Portal
DBEIS	Department for Business, Energy & Industrial Strategy
the Director	Landry Kouakou, the sole director of the Companies as at the Appointment Date
Duff & Phelps	Duff & Phelps Ltd. (Company Number: 05568550), The Shard, 32 London Bridge Street, London SE1 9SG
EC Regulation	EC Regulation on Insolvency Proceedings 2000
Flare	Flare Limited (In Administration) (Company Number: 06995428)
the Group	Selmerbridge Print Vehicles Limited (In Administration) (Company Number: 10704083) (Parent Company) SGL Realisation Limited (Formerly Service Graphics Limited) (In Administration) (Company Number: 04332146) (Sister Company) SP Group Limited (In Administration) (Company Number: 01240968) (Sister Company) Tactical Solutions UK Ltd (In Administration) (Company Number: 04103199) Flare Limited (In Administration) (Company Number: 06995428)
HMRC	HM Revenue and Customs
the Joint Administrators	Allan Graham and Matthew Ingram of Duff & Phelps
the Prescribed Part	Pursuant to Section 176A of the Act where a floating charge is created after 15 September 2003 a designated amount of the Companies' net

	property (floating charge assets less costs of realisation) shall be made available to Unsecured Creditors
the Proposals	The Joint Administrators' Report to Creditors and Statement of Proposals dated 17 June 2020
the Purchaser or Dee Set	Tactical Solutions FC Limited (formerly Dee Set Merchandising Limited) (Company Number: 05085328), the purchaser of the business and/or assets of the Companies
the Premises	Seasons House Lakeside Business Village, St David's Park, Ewloe, Deeside CH5 3YE
the Reporting Period	The period from 24 April 2020 to 17 June 2020
RPS	Redundancy Payments Service
the Rules	The Insolvency (England & Wales) Rules 2016 (as amended)
SIP 9	Statement of Insolvency Practice 9 – Industry best practice for Insolvency Practitioners in relation to disclosure of remuneration and disbursements
SIP 13	Statement of Insolvency Practice 13 – Industry best practice for Insolvency Practitioners in relation to the acquisition of assets of insolvent companies by Directors
SIP 16	Statement of Insolvency Practice 16 – Industry best practice for Insolvency Practitioners in relation to the requirement for disclosure of information with respect to a 'Pre-Packaged' sale of business and/or assets of the Companies
Sitara or the Secured Creditor	Sitara Finance Designated Activity Companies with whom the Companies had an invoice finance facility, and the holder of a fixed and floating charge over the Companies' assets
the Solicitors or Gateley	Gateley Plc (Company Number: 09310187), solicitors instructed by the Joint Administrators to prepare the SPA, the APA and provide ad hoc legal advice as required
Selmerbridge	Selmerbridge Print Vehicles Limited (In Administration) (Company Number: 10704083)
SOA	Statement of Affairs, documentation supplied by the Director outlining the Companies' financial position as at the Appointment Date
SPA	The Sale and Purchase Agreement, between the Companies, the Joint Administrators and the Purchaser, dated 30 April 2020
Tactical Solutions	Tactical Solutions UK Ltd (In Administration) (Company Number: 04103199)
TUPE	The Transfer of Undertaking (Protection of Employment) Regulations 2006

## **Appendix 10 – Notice about this Statement of Proposals**

This Statement of Proposals has been prepared by Allan Graham and Matthew Ingram, the Joint Administrators of the Companies, solely to comply with their statutory duty under Paragraph 49, Schedule B1 of the Insolvency Act 1986 to lay before Creditors a statement of their Proposals for achieving the purpose of the Administration, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purposes, or in any other context.

These Proposals have not been prepared in contemplation of them being used, and are not suitable to be used, to inform any investment decision in relation to the debt of any financial interest in the Companies or any other Companies in the Group.

Any estimated outcomes for Creditors included in these Proposals are illustrative only and cannot be relied upon as guidance as to the actual outcomes for Creditors.

Any person that chooses to rely on these Proposals for any purpose or in any context other than under Paragraph 49, Schedule B1 of the Insolvency Act 1986 does so at their own risk. To the fullest extent permitted by law, the Joint administrators do not assume any responsibility and will not accept any liability in respect of these Proposals.

Allan Graham and Matthew Ingram are authorised to act as insolvency practitioners by the Insolvency Practitioners Association.

The Joint Administrators are bound by the Insolvency Code of Ethics.

The Joint Administrators act as agent for the Companies and contract without personal liability. The appointments of the Joint Administrators are personal to them and, to the fullest extent permitted by law, Duff & Phelps does not assume any responsibility and will not accept any liability to any person in respect of these Proposals or the conduct of the Administration.