The Insolvency Act 1986

Administrator's progress report

Name of Company	Company number	
VPhase Smart Energy Limited	05244769	
In the	Court case number	
Chancery Division, Manchester District Registry, Manchester District Registry	3900 of 2013	
[full name of court]		

(a) Insert full name(s) and address(es) of administrator(s)

I/We (a) <u>Dermot Justin Power and Patrick Alexander Lannagan of BDO LLP, 3 Hardman Street, Manchester, M3 3AT</u>

administrator(s) of the above company attach a progress report for the period

(b)	Insert	date

From	to
(b)	(b)
4 September 2013	22 August 2014

Signed	Dap	
	Joint administrator(s)	
Dated	919114.	

Contact details:

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

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BDO LLP, 3 Hardman Street, Manchester, M3 3AT			
Our Ref PAL/NP/A6/C15	Tel		
DX Number	DX Exchange		

Vhen you have completed and signed this form please send it to the Registrar of Companies at

ompanies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff



Tel: +44 (0)161 817 7500 Fax: +44 (0)161 817 7683 www bdo.co.uk 3 Hardman Street Spinningfields Manchester M3 3AT

TO ALL KNOWN CREDITORS

26 August 2014

Our Ref DJP/JT/NP/3213/C15

Please ask for Noha Philobbos Direct line 0161 817 7639

Dear Sirs

VPhase Smart Energy Limited - In Administration ("the Company")

I now supply my final report in respect of this Administration

The following schedules are attached to this report

- The Joint Administrators' Abstract of Receipts and Payments for the period of the report;
- An analysis of the time charged;
- Form 2 34B being the move from Administration to Liquidation,
- · Notice to creditors of intention to declare dividend, and
- Proof of debt form

I enclose, for your information, a summary of my receipts and payments to date showing a balance in hand of £243,892 81, together with a copy of my abstract receipts and payments account covering the final period, which includes our trading receipts and payments.

- 1 Receipts
- 1 1 Sale of Business and Assets
- 1.1.1 As previously reported, a sale of the intellectual property and tooling to Southern Fox Investments Limited and Bristol Bluegreen Limited concluded on 24 September 2013 for total consideration of £200,000. All consideration was paid on completion
- 1 2 Book debts
- 1 2 1 Prior to appointment the Company had a confidential invoice discounting agreement with HSBC Invoice Finance (UK) Ltd ("HIF")
- 1 2.2 The book debt ledger totalled circa £113,000, and the indebtedness had been repaid in full
- 1 2 3 Book debt receipts to date total £98,105 and no further realisations are expected



- 1.3 Cash at Bank
- 1 3 1 At the date of our appointment there was £62,731 in the Company's bank accounts held with HSBC Bank plc. This was transferred to the Joint Administrators upon request
- 1 4 Sundry Refund
- 1.4.1 Prior to our appointment, an overpayment of £1,300 was made to the lawyers advising on the patents. This was refunded on 1 November 2013.
- 2 Trading/Realisation of Assets
- 2.1 A detailed trading receipts and payments account to date is attached, showing the sales, cost of sales and trading expenses paid during the trading period. The final trading position is summarised below
- 2 2 The profit and loss account for the Administration period, detailed below, excludes the Joint Administrators' costs and other professional fees associated with trading

4 Sept 2013 - 13 August 2014	£'000
Sales	81
Labour	(43)
Materials	(17)
Gross profit	21
Overhead costs	(12)
Anticipated trading profit	9

3 Payments

- 3.1 In addition to the trading expenses detailed in section 2.2 of this report, certain payments have been made through the Administration account in accordance with statutory requirements and are self explanatory. Such items include statutory advertising, external photocopying and postage.
- 3 2 Agents fees
- Our agents, Winterhill Asset Limited, have been paid a total of £11,707 in respect of professional valuations and advice in relation to the sale of the Company's assets. No further payments are expected
- 3.3 Legal costs
- 3 3 1 Our lawyers, DWF LLP ("DWF"), have been paid £31,168, and accrued work in progress of approximately £5,000 in respect of fees and disbursements. These fees relate to effecting the appointment of the Joint Administrators, including the preparation and issue of all notices and minutes, attendance at court, issuing and services of the Notice of Intention to Appoint and renewal thereof, drafting the sale and purchase agreements and liaising with the lawyers of retention of title creditors.



- 3 4 Consultants costs and Professional fees
- 3.4 1 We instructed a consultant to assist with the sale of stock. An agreement was reached that the consultant would receive 25% of stock realisations that exceeded £50,000
- 3.4.2 Fees of £7,768 were paid in respect of professional fees associated with the sale of stock
- 3.4 3 Professional fees of £425 were paid to the Company's payroll bureau for time spent preparing all necessary payroll documentation for the Company's employees
- 4 Other matters
- 4 1 Leasehold Premises
- 4 1.1 On the 1 November 2013, an informal surrender of the leasehold premises was accepted by the landlord.
- 5 Future of the Company
- 5.1 Future of the Administration
- The Joint Administrators' proposals considered that the objective set out in Paragraph 3(1)(b) of Schedule B1 of the Insolvency Act 1986, namely to achieve 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) should be pursued.
- 5 1.2 The Administration ensured that the Company could continue to trade to allow the business and assets to be realised. The sale of the intellectual property, tooling and stock has achieved a better realisation for the body of creditors than would have been achieved in Liquidation as a result of the increased realisations. The Joint Administrators continue to pursue this objective
- 5 2 Exit from Administration
- 5.1 On 30 August 2014, the Company moved to Creditors Voluntary Liquidation in order to make a distribution to preferential and unsecured creditors. In accordance with the Administrators' proposals, Patrick Alexander Lannagan and Dermot Justin Power were appointed Joint Liquidators ("the Liquidators").
- 5.2 Form 2 34B, being notice of the move from Administration to Creditors' Voluntary Liquidation has been filed at Companies House. A copy of this form is attached to this report
- 6 Prospects for Creditors
- 6 1 Prescribed Part
- 6.1.1 Under the provisions of Section 176A of the Insolvency Act 1986 the Joint Administrators must state the amount of funds available to unsecured creditors in respect of the prescribed part. This provision only applies where the company has granted a floating charge to a creditor after 15 September 2003.



- 6 1 2 There are no unsatisfied charges that are dated after the 15 September 2003 and consequently there will be no prescribed part in this Administration
- 6 2 Secured Creditors
- 6.2.1 There are no secured creditors
- 6 3 Preferential Creditors
- 6 3 1 Preferential creditors, being claims by employees of approximately £13,000 in respect of arrears of wages and holiday pay, are expected to be paid in full
- 6 4 Unsecured Creditors
- 6 4 1 The unsecured creditors' claims are estimated at £6,940,509
- 6 4 2 As there will be sufficient funds to allow a distribution to be paid to unsecured creditors, I attach to this report a Notice of Intention to Declare a Dividend according to Rule 11 2 of the Insolvency Rules 1986. I would request that all creditors wishing to participate in this distribution complete the attached Proof of Debt form and return it by the last day for proving as detailed on the attached Notice
- 6.4.3 We estimate that the dividend payable to the unsecured creditors of the Company will be between 1p and 3p in the £ before the costs of agreeing claims.
- 7 Statutory Information
- 7.1 The Joint Administrators are Patrick Alexander Lannagan and Dermot Justin Power of BDO LLP and they were appointed in respect of the Company on 4 September 2013. Under the provisions of paragraph 100(2) of Schedule B1 of the Insolvency Act 1986, the Administrators carry out their functions jointly and severally and neither Administrator has exclusive power to exercise any function.
- 7.2 The Administrators were appointed by the Directors, pursuant to Paragraph 22 of Schedule B1 of the Insolvency Act 1986. The Administration proceedings are dealt with in the High Court of Justice, Manchester District Registry and the court case number is 3900 of 2013.
- 73 The Company's registered office is situated at 3 Hardman Street, 6th Floor, Spinningfields, Manchester and the registered number is 05244769.



8 Pre Appointment Costs

8 1 The Joint Administrators' proposal included provision for pre appointment costs as set out below

	Costs Incurred £	Payments Received £	Costs Outstanding £
(1)	38,277	38,277	nıl
(11)	349	349	nıl
(111)	nıl	nıl	nıl
TOTAL	38,626	38,626	nıt

8.2 I can report that the pre appointment fees and costs set out above were approved in full and have been drawn.

9 Administrators' Remuneration

9.1 The creditors have already approved the Administrators' remuneration on a time costs basis and to date remuneration of £36,821 has been drawn. Time costs of £47,533.91 have accrued but not been drawn. Attached is a schedule which summarises the time costs to date and indicates the work undertaken in that respect. I can confirm that there is no work that is usually carried out by the administrator which has been sub contracted outside this firm

10 Disbursements

- Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements.
- 10.2 Certain expenses such as postage, stationery, photocopying charges, telephone, fax and other electronic communications, which cannot be economically recorded in respect of each specific case and are therefore based on an apportionment are as classed as Category 2 expenses. As indicated in our policy statement on fees and disbursements the method we use for calculating these expenses is on the basis of £12.50 per creditor in the first year of the Administration and £6 25 per creditor in respect of each subsequent year. The Joint Administrators will not be seeking approval of these expenses at this time
- 10.3 I therefore report that since my last report the sum of £1,138 has been drawn in respect of disbursements as detailed below:

Description of Cost	£
Parking	68 32
Mileage	664 43
Professional fees	305 28
Storage	99 76
TOTAL	1,137.79



10.4 The table below summarises the disbursements that have been incurred in the period since our last report. The Joint Administrators will not be seeking approval of these expenses at this time:

Description of Cost	£
Storage	99 76
TOTAL	99.76

11 Creditors rights

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency practitioners. In the event that you make a complaint to me but are not satisfied with the response from me then you should visit https://www.gov.uk/complain-about-insolvency-practitioner where you will find further information on how you may pursue the complaint.

I provide at the end of this report an extract from the Insolvency Rules 1986 setting out the rights of creditors to request further information and/or challenge the remuneration or fees within the Administration

Yours faithfully for and on behalf of VPhase Smart Energy Limited

Patrick Lannagan Joint Administrator

Authorised by the Institute of Chartered Accountants in England & Wales

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Statement from the Insolvency Rules 1986 (as amended) regarding the rights of creditors in respect of the Joint Administrators' fees and expenses:-

Rule 2.48A Creditors' request for further information

- (1) If-
- (a) within 21 days of receipt of a progress report under Rule 2 47-
 - (1) a secured creditor, or
 - (11) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
- with the permission of the court upon an application made within that period of 21 days, any unsecured creditor, makes a request in writing to the administrator for further information about remuneration or expenses (other than pre-administration costs) set out in a statement required by Rule 2 47(1)(db) or (dc), the administrator must, within 14 days of receipt of the request, comply with paragraph (2)
- (2) The administrator complies with this paragraph by either-
- providing all of the information asked for, or
- (b) so far as the administrator considers that-
 - (1) the time or cost of preparation of the information would be excessive, or
 - (ii) disclosure of the information would be prejudicial to the conduct of the administration or might reasonably be expected to lead to violence against any person, or (iii) the administrator is subject to an obligation of confidentiality in respect of the information,
 - giving reasons for not providing all of the information
- Any creditor, who need not be the same as the creditor who requested further information under paragraph (1), may apply to the court within 21 days of-
- the giving by the administrator of reasons for not providing all of the information asked for, or (a)
- (b) the expiry of the 14 days provided for in paragraph (1),
 - and the court may make such order as it thinks just
- Without prejudice to the generality of paragraph (3), the order of the court under that paragraph may extend the period of 8 weeks provided for in Rule 2 109(1B) by such further period as the court thinks just

Rule 2 109 Creditors' claim that remuneration is or other expenses are excessive

- Any secured creditor, or any unsecured creditor with either the concurrence of at least 10% in value of the unsecured creditors (including that creditor) or the permission of the court, may apply to the court for one or more of the orders in paragraph (4)
- (1A) Application may be made on the grounds that-
- the remuneration charged by the administrator,
- the basis fixed for the administrator's remuneration under Rule 2 106, or (b)
- expenses incurred by the administrator, (c)
 - is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate
- (1B) The application must, subject to any order of the court under Rule 2 48A(4), be made no later than 8 weeks after receipt by the applicant of the progress report which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report")
- The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss it without a hearing but it shall not do so without giving the applicant at least 5 business days' notice, upon receipt of which the applicant may require the court to list the application for a without notice hearing. If the application is not dismissed, the court shall fix a venue for it to be heard, and give notice to the applicant accordingly



Statement from the Insolvency Rules 1986 (as amended) regarding the rights of creditors in respect of the Joint Administrators' fees and expenses (continued):-

Rule 2 109 (continued)

- (3) The applicant shall, at least 14 days before the hearing, send to the administrator a notice stating the venue and accompanied by a copy of the application, and of any evidence which the applicant intends to adduce in support of it
- (4) If the court considers the application to be well-founded, it must make one or more of the following orders—
- (a) an order reducing the amount of remuneration which the administrator was entitled to charge,
- (b) an order fixing the basis of remuneration at a reduced rate or amount,
- (c) an order changing the basis of remuneration,
- (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the administration,
- (e) an order that the administrator or the administrators personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,
 - and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report
- (5) Unless the court orders otherwise, the costs of the application shall be paid by the applicant, and are not payable as an expense of the administration

VPhase Smart Energy Limited (In Administration) Administrators' Trading Account

Statement of Affairs	From 04/09/2013 To 22/08/2014	From 04/09/2013 To 22/08/2014
POST APPOINTMENT SALES		
Sales	81,071.66	81,071.66
	81,071.66	81,071.66
COST OF SALES		
Material Purchases	16,759 00	16,759.00
	(16,759.00)	(16,759.00)
TRADING EXPENSES		
Wages	43,322 72	43,322.72
Carnage	42 80	42 80
Water Rates	34 35	34 35
Rent	1,964 94	1,964.94
Insurance	998.06	998.06
Employee Expenses	757.49	757.49
Storage Costs	6,976 00	6,976 00
Agents Fees & Disbursements	1,000.00	1,000 00
	(55,096 36)	(55,096 36)
TRADING SURPLUS/(DEFICIT)	9,216.30	9,216.30

VPhase Smart Energy Limited (In Administration) Administrators' Abstract of Receipts & Payments

Statement of Affairs		From 04/09/2013 To 22/08/2014	From 04/09/2013 To 22/08/2014
	ASSET REALISATIONS		
	Tooling	1 00	1 00
50,000 00	Stock	NIL	NIL
50,000 00	Book debts	98,105 24	98,105 24
200,000 00	Intellectual Property	199,999 00	199,999.00
60,297 00	Cash at Bank	62,730 97	62,730.97
,	Interest Gross	468 74	468.74
	Sundry Refunds	1,299.75	1,299.75
	Trading Surplus/(Deficit)	9,216.30	9,216 30
	· · · · · · · · · · · · · · · · · · ·	371,821.00	371,821.00
	COST OF REALISATIONS		
	Pre-Appointment costs	38,277.20	38,277 20
	Administrators' Fees	36,821.95	36,821 95
	Administrators' Disbursements	1,038.03	1,038 03
	Professional fees	425.00	425.00
	Consultants	7,991.15	7,991.15
	Agents' Fees & Disbs	10,706.53	10,706.53
	Legal Fees & Disbs	31,167.87	31,167 87
	Stationery & Postage	1,228.51	1,228 51
	Statutory Advertising	241.95	241 95
	Bank Charges	30 00	30 00
	Dank Charges	(127,928.19)	(127,928 19)
	PREFERENTIAL CREDITORS		
(12,905 00)	Preferential Wages	NIL_	NIL
(12,703 00)	Treferential Wages	NIL	NIL
	ANGEGURED COEDITORS		
(400 400 00)	UNSECURED CREDITORS		N.111
(490,109 00)	Trade & Expense Creditors	NIL	NIL
(31,308 00)	Unsecured Employees	NIL	NIL
(6,244,771.00)	Connected Companies	NIL	NIL
(105,000.00)	Unsecured N.I C.	NIL	NIL
		NIL	NIL
	DISTRIBUTIONS		
(133.00)	Ordinary Shareholders	NIL	NIL NIL
		NIL	NIL
(6,523,929.00)		243,892.81	243,892.81
(0,523,929.00)			
	REPRESENTED BY Input VAT		233.03
			243,679 45
	Floating Current Account Output VAT		(16.67)
	Vat Control Account		(3 00)
			243,892.81
			273,072.01

Note:

Summary of Time Charged and Rates Applicable for the Period From 31/08/2013 to 29/08/2014

OTHER STAFF GRAND TOTAL
<u> </u>
Total Hours 25 393.75 32.00
Hours Total E E 6 25 393 75 0 50 31 50
Hours Total
Total Ho.
MANAGER
Z
WA
MANAGER ASSISTANT MANAGER

Net Total	367 45	83,924 70
Secretarial Expense		00 0
Other Disbursements		1,150 33
Billed		-37,541 12
Grand Total		47,533 91

2,787 75

44 25

162 75

1 05

000

000

4,959 30

27 10

61,954 40

264 55

14,060 50

30 50



Tel +44 (0)161 817 7500 Fax: +44 (0)161 817 7683 www bdo co uk

3 Hardman Street Spinningfields Manchester M3 3AT

TO ALL CREDITORS

26 August 2014

Our Ref VPHASE/DJP/PL/JT/NMP

Please ask for Noha Philobbos

Direct Dial 0161 817 7639 Email noha philobbos@bdo co uk

Notice to Creditors of Intention to Declare Dividend (Rule 11.2)

In the Matter of VPhase Smart Energy Limited In Creditors' Voluntary Liquidation

The Company traded as VPhase Smart Energy Limited

and

In the Matter of The Insolvency Act, 1986

A first and final dividend is intended to be declared in the above matter. You are listed as a possible creditor but you have either not proved your debt or the documentation you have supplied is not sufficient.

If you do not prove your debt and submit your claim by 29 September 2014 which should be sent to BDO LLP, 3 Hardman Street, Manchester, M3 3AT, you will be excluded from this dividend which is to be declared within two months from the last date for proving.

A proof of debt is enclosed which should be completed and returned to this office together with supporting documentation to substantiate your claim

Please note that the relevant date is 4 September 2013 up to which date claims will be considered.

Should you require any further information please do not hesitate to contact

Dated: 26 August 2014

Patrick Lannagan Joint Liquidator

Authorised by the Institute of Chartered Accountants in England & Wales

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PROOF OF DEBT

In The High Court of Justice Chancery Division Companies Court

No 3900 of 2013

VPhase Smart Energy Limited - In Administration

Date of Administration 4 September 2013

1a Name of creditor 1b If Company - registered number 2 Address of creditor
2 Address of creditor
Total claim including VAT and interest as at the date of the appointment of administrators (see overleaf
Details of documents by which debt can be substantiated (please attach copy documents)
5 Amount of any interest included in claim £
6 Is the whole or part of the debt preferential? If so, state amount, and details See notes overleaf Yes / No £
7 Particulars of how and when debt incurred
8 Particulars and value of any security held and the date it was given
9 Details of any reservation of title in respect of goods to which the debt refer
Signature of creditor or other authorised person
Name in BLOCK LETTERS
Creditor's reference:
11 Position or Relationship with Creditor
12 Address (If person signing is not the Creditor)

For Use of Administrator Only

Admitted to vote for £	
Date	
Joint Administrator	
Admitted preferentially for £	Admitted non-preferentially for £
Date	Date
Joint Administrator	Joint Administrator
	Date Joint Administrator Admitted preferentially for £ Date

Guidance Notes re Preferential Debts:

The categories of preferential debts under S 386(1) of the Insolvency Act 1986 are as follows:

- pension scheme contributions
- remuneration etc of employees
- Levies on Coal & Steel Productions

VAT Bad Debt Relief

The provisions of the Finance Act, 1990, came into effect on 26 July, 1990, and introduced changes in the way that VAT on Bad Debts is recovered

Your claim overleaf must be quoted inclusive of VAT—You may claim relief on your VAT return when the debt is at least six months old and has been written off—Any dividend you receive in respect of this claim will include payment in respect of the VAT element of your debt and you will be responsible for declaring such VAT to HM Revenue & Customs.

The Insolvency Act 1986

Notice of move from administration to creditors' voluntary liquidation

	Name of Compan	y		Company number	
	VPhase Smart Energy Limited			05244769	
	In the Chancery Division, Manchester District Registry			Court case number 3900 of 2013	
,		[full name of co	urt]		
(a) Insert name(s) and address(es) of administrator(s)	I/We (a) Dermot Justin Power and Patrick Alexander Lannagan both of BDO LLP, 3 Hardman Street, Manchester, M3 3AT				
(b) Insert name and address of registered office of company	having been appointed administrator(s) of (b) <u>VPhase Smart Energy Limited 3 Hardman Street</u> , <u>Spinningfields, Manchester, M3 3AT</u>				
(c) Insert date of appointment (d) Insert name of applicant / appointor	On (c) 4 September 2013 by (d) the Directors				
	hereby give notice that				
(e) Insert name(s) and address(es) of hquidator(s)					
	will be the liquida	tor(s) of the company (IP No(s) 6006	and 959	0	
	Signed Joint administrator(s)				
Dated 18/8/14					
= Contact Details					
You do not have to give any contact information in he box opposite but if you do, it will have Or		BDO LLP, 3 Hardman Street, Mano	hester, N	13 3AT	
louse to contact	yili iz	Our Ref PAL/NP/A6/C15		·ci	
		DX Number	DX Exc		

COMPANIES HOUSE A3FECM2H #336 30/08/2014 COMPANIES HOUSE

's House, Crown Way, Cardiff, CF14 3UZ

upleted and signed this form please send it to the Registrar of Companies at

DX 33050 Cardiff

The Insolvency Act 1986

Administrator's progress report

	1 8	_		
	Name of Company		Company number	
	VPhase Smart Energy Limited		05244769	
	In the		Court case number	
	Chancery Division, Manchester District Registry, Manchester District Registry		3900 of 2013	
	[f	ull name of court]		
(a) Insert full name(s) and address(es) of administrator(s)	I/We (a) Dermot Justin Power and Patrick Al Street, Manchester, M3 3AT administrator(s) of the above company attach			
(b) insen date	from to (b) (t) 4 September 2013			
	Signed Joint/administrator(s) Dated 91914			