

AM03

Notice of administrator's proposals



Companies House

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refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 0 6 8 9 1 7 3 0

Company name in full User Replay Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) Graham

Surname Bushby

3 Administrator's address

Building name/number RSM Restructuring Advisory LLP

Street The Pinnacle

170 Midsummer Boulevard

Post town Milton Keynes

County/Region

Postcode M K 9 1 B P

Country

4 Administrator's name ①

Full forename(s) Nick

Surname Edwards

① Other administrator

Use this section to tell us about
another administrator.

5 Administrator's address ②

Building name/number RSM Restructuring Advisory LLP

Street The Pinnacle

170 Midsummer Boulevard

Post town Milton Keynes

County/Region

Postcode M K 9 1 B P

Country

② Other administrator

Use this section to tell us about
another administrator.

AM03

Notice of Administrator's Proposals

6

Statement of proposals

☒ I attach a copy of the statement of proposals**7**

Qualifying report and administrator's statement ^①

☐ I attach a copy of the qualifying report☐ I attach a statement of disposal

^① As required by regulation 9(5) of The Administration (Restrictions on Disposal etc. to Connected Persons) Regulations 2021)

8

Sign and date

Administrator's
Signature

Signature

X

[Handwritten Signature]

X

Signature date

^d

2

^d

1

^m

0

^m

6

^y

2

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2

^y

1

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

Daniel Evans

Company name

RSM Restructuring Advisory LLP

Address

St Philips Point

Temple Row

Post town

Birmingham

County/Region

Postcode

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A

F

Country

DX

Telephone

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Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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



Important information

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



Where to send

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

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



Further information

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

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

USER REPLAY LIMITED IN ADMINISTRATION ('THE COMPANY')

JOINT ADMINISTRATORS' PROPOSALS

21 JUNE 2021

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING



INTRODUCTION

Contact details

The key contacts at RSM in connection with this report are:

Primary office holder	Case manager
Graham Bushby	Sheryl Goan
RSM Restructuring Advisory LLP	RSM Restructuring Advisory LLP
The Pinnacle	The Pinnacle
170 Midsummer Boulevard	170 Midsummer Boulevard
Milton Keynes, MK9 1BP	Milton Keynes, MK9 1BP
Tel: 01908 687 800	Tel: 01908 687 800

Basis of preparation

This document forms the basis of the Joint Administrators' Proposals ('Proposals').

They have been prepared solely to comply with the statutory requirements of the relevant legislation. They have not been prepared for use in respect of any other purpose, or to inform any investment decision in relation to any debt or financial interest in the Company. Any estimated outcomes for creditors are illustrative and may be subject to revision and additional costs. They should not be used as the basis for any bad debt provision or any other purpose. Neither the Joint Administrators nor RSM Restructuring Advisory LLP accept any liability whatsoever arising as a result of any decision or action taken or refrained from as a result of information contained in these Proposals. The Joint Administrators act as agents of the Company and without personal liability.

Insolvency (Amendment) (EU Exit) Regulations 2019

The proceedings flowing from the appointment will be EU proceedings do not apply.

General guidance on the Administration process

You can find guidance on the different insolvency processes at the R3 website .
R3 is the trade association for the insolvency profession.

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KEY ACTIONS AND DECISIONS REQUIRED FROM CREDITORS

Decisions required from creditors

No decisions are being sought from creditors. This is because the Company has insufficient property to enable a dividend to be paid to unsecured creditors other than by virtue of the Prescribed Part.

Deemed approval of the Joint Administrators' proposals

The Proposals will be automatically approved on 1 July 2021 unless sufficient creditors request approval by a decision procedure as set out below.

Requesting a decision

A request for a decision must be made no later than 1 July 2021, being within 8 business days from the date of delivery of these Proposals. Any request must be supported by creditors whose collective debts represent at least 10% in value of the total debts of the Company.

If creditors request a decision, the Joint Administrators may require creditor(s) to lodge a deposit, at an amount to be determined by the Joint Administrators, as security for expenses.

BACKGROUND AND FINANCIAL INFORMATION

Background and events leading to Administration

The Company was incorporated on 29 April 2009 and developed a bespoke service by providing customers with Digital Customer Experience Analysis ('DCX'), with the aim to help improve decision making, restore performance and improve a website's digital experience. The Company has a wholly owned subsidiary, User Replay Inc ('UR Inc') through which most of the trading was carried out. UR Inc is incorporated in Delaware, US but trading from Atlanta, Georgia, US.

The Company traded from its offices at Asmec Centre, Merlin House, Brunel Road Theale, Reading, RG7 4AB until July 2020, when the Company vacated the premises to work remotely.

Initially the Company delivered a digital compliance solution for financial institutions before entering into the DCX market through the development of its 'legacy code'. The original solution was developed in 2015 through a Software as a service ('SaaS'). However, in 2018 the Company began to struggle competitively as a result of new entrants into the market who had developed a competing products.

Until that point the Company had successfully generated sales and had well over 20 customers during this time, including several high-profile US retail businesses.

As a result of the increased competitive pressure, in April 2019 the Company started to develop a new version of the initial product, known as the 'new tech code' with was cloud native. This product was intended to be a more developed version of the initial product that would improve decision making for its customers. Although the Company did have some cash available to fund the development, the Company sought external funding from Harbert European Speciality Lending S.A.R.L ('Harbert'). As a result Harbert were granted a fixed and floating charge which was registered on 4 April 2019.

Up until the end of 2020/start of 2021, the Company continued to development the new tech code and many of its clients had successfully migrated from its older product. However, the Company had burned through most of its own resources in developing the product and was forced to seek additional funding from Harbert at the end of 2020. Additional funding was provided with the expectation that this would help the Company finalise the development of the product over the next 12 months.

Shortly after the funding was received, the Company lost one of its major customers in the US and this loss of revenue made it difficult for the Company to pay its liabilities and continue to

run both its legacy and new tech code whilst it was in development. The development itself had also exceeded its budget. The Company again sought additional funding from Harbert and other investors however this was not provided and in late March 2021 Harbert introduced the Company to RSM Restructuring Advisory LLP.

Following the initial meeting with RSM Restructuring Advisory LLP, it was considered that an accelerated sales process ('AMA') was applicable with the aim to attempt to sell the Company's business and assets. Whilst a share sale was not completely discounted, it was thought likely at that point that any sale would be completed through a pre-packaged sale from administration.

RSM Restructuring Advisory LLP were engaged on 31 March 2021 and commenced a marketing process in order to find a suitable purchaser for the business and assets. A prolonged sale process had taken place with one party being identified as a suitable purchaser. However following some due diligence, the offer was withdrawn. Further offers were received and negotiations entered into with these parties. Again this interest was withdrawn. The issues appeared to be concerns about ongoing running costs (particularly in relation to data storage), and the practicalities associated with selling the shares in the US company.

Given the worsening cash position as negotiations continued, the Company was forced to consider placing the Company into administration. Additional details of the AMA process that was undertaken can be found within the SIP16 statement at Appendix G.

With the negotiations stalled, the Company engaged with RSM Restructuring Advisory LLP to assist them in placing the Company into administration. An engagement letter dated 25 May 2021 was signed to provide advice leading up to the administration and to prepare the requisite documentation.

Graham Bushby and Nick Edwards were subsequently appointed as Joint Administrators on 3 June 2021.

Company's trading history

Relevant extracts from the Company's financial statements and management accounts are summarised below:

	£		
Period ending	28 February 2021	31 March 2020	31 March 2019
Turnover	233,847	537,939	936,267
Cost of sales	(27,264)	(152,497)	(340,462)
Gross profit	206,583	385,442	595,805
Operating expenses	(1,548,665)	(2,173,632)	(2,770,745)
EBITDA	(1,342,081)	(1,788,190)	(2,174,940)

As explained above, much of the Company's trading is provided by UR Inc, the wholly owned subsidiary. Although UR Inc is a separate company, and falls outside the scope of the administration, for the sake of completeness we have summarised its recent trading results below:-

	£		
Period ending	28 February 2021	31 March 2020	31 March 2019
Turnover	1,585,755	2,231,936	2,061,614
Cost of sales	(736,518)	(717,063)	(712,228)
Gross profit	849,237	1,514,874	1,349,385
Operating expenses	(517,870)	(543,739)	(653,776)
EBITDA	331,367	971,135	695,609

Please note UR Inc remains under the control of its directors who remain solely responsible for its management. Given that this company was reliant on the Company for financial and technical support, we believe UR Inc is likely to enter into insolvency proceedings.

Appointment of Joint Administrators

Graham Bushby and Nick Edwards were appointed as Joint Administrators by the directors on 3 June 2021.

Statement of affairs

The director's estimated Statement of Affairs as at 3 June 2021 is attached and was provided by Ruth Peters. No statement of concurrence has been provided because Ruth Peters was the main director of the Company and therefore the other registered directors would have no additional input.

A court order limiting the disclosure of the Statement of Affairs has not been sought.

PURPOSE, STRATEGY AND CONDUCT OF THE ADMINISTRATION

Purpose of the Administration

Insolvency legislation sets out the statutory purposes of an Administration. The Joint Administrators' must perform their functions with the objective of either:

- a) rescuing the Company as a going concern; or
- b) achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in Administration); or
- c) realising property in order to make a distribution to one or more secured or preferential creditors.

It was not possible to achieve statutory purpose (a) because the quantum of the Company's liabilities made it impossible to rescue the Company, therefore statutory purpose (b) was pursued because through the appointment of Joint Administrators on a timely basis the Joint Administrators were able to secure a sale of the Company's main asset. Had the Company been wound up, the feedback from the interested parties indicated that the resulting delay would have severely damaged any value in the Intellectual Property. This was because the customers would be without service for an extended period (and would find an alternative) and the developers with knowledge of the product (most of whom were contractors rather than employees) would move on to other projects.

It is hoped following the sale of the intellectual property that there will be a small distribution to the fixed charge holder.

Strategy to achieve purpose of the Administration

The Joint Administrators' strategy has been to complete the sale of the Company's main asset which has achieved objectives (b) and (c) of the administration as stated above. Had the Company not been placed into administration then the asset value would have diminished. This has therefore allowed greater returns for creditors. In any event, completing the sale will allow there to be a distribution to the secured creditor under their fixed charge.

It is unlikely that there will be a dividend to any other class of creditor.

This strategy will ensure that the objectives of the Administration are achieved and the returns to creditors are maximised.

SIP 16 statement

A pre-packaged sales of parts of the Company's business and assets were completed on 15 June 2021. The Company's main asset, being its intellectual property (principally the new tech code), database, customers contracts and IT equipment were sold to UR2 Limited (company number 13430099) ('UR2'). Details of the sales and the circumstances surrounding them are attached at Appendix K ('SIP 16 Statement').

The Joint Administrators' role in the pre-administration period, was to advise the Company in connection with the potential sales transaction and not the directors in their personal capacity, or any other parties connected with the purchaser.

No formal offer was received from UR2 until after the Administration took place although there had been some general discussions with one of their advisors as part of the AMA process.

When considering any sale or disposal of the Company, its' business or assets, the Joint Administrators must perform their functions in the interests of the Company's creditors as a whole. However, where the objective is to realise property in order to make a distribution to secured or preferential creditors, the Joint Administrators have a duty to avoid unnecessarily harming the interests of creditors as a whole.

Time costs incurred post appointment are shown on the attached post-appointment time analysis under asset realisations.

Asset realisations

Intellectual Property

As explained in the background information, the Company developed two products since its incorporation, being the legacy code and the new tech code. Almost all of the Company's customers had been migrated from its legacy code to the new tech code prior to the appointment of Administrators, and therefore this was believed to have significantly higher value as any purchaser would be able to re-engage with customers.

As explained in the SIP16 statement at Appendix G, the Joint Administrators re-engaged with interested parties on their appointment in an attempt to sell the product. Following discussions with interested parties, a sale was completed to UR2 on 15 June 2021 for the sum of £38,997. What right title and interest the Company had in the customer contracts, database and goodwill were also included in the sale. The initial consideration was received on 15 June. Some further

consideration will be due in the event the intellectual property is sold at a profit within the next 12 months.

During the period, the Joint Administrators have spent time extracting the coding from its developers to ensure that this main asset was secure, liaising with interested parties and liaising with our solicitors in order to finalise the sale.

IT equipment/office equipment

The Company's IT equipment/office equipment which was held with its former employees and contractors was included in the sale to UR2. John Pye provided an ex-situ valuation of £3,090 with an amount being accepted in the sum of £3,000.

During the period the Joint Administrators have spent time liaising with our agents and solicitors in order to finalise the sale.

Cash at bank

The Company holds £36,161 in its pre-administration bank account. Since appointment the Joint Administrators have spent time corresponding with the Company's bankers in order to place a hold on the account and to receive the balance of funds.

It is expected that these funds will be received in the coming days and will therefore be reported in our next report to creditors.

Goodwill, Customers Contracts and Company Database

As explained in the SIP16 statement, £1 consideration was apportioned to each of the above assets in respect of the sale to UR2. In total £3 was received with the remaining balance allocated to Intellectual Property and IT equipment, as explained above.

The time costs incurred to date in respect of asset realisations are shown on the attached analysis of time costs.

Investigations

The Joint Administrators are required to investigate the Company's business affairs and make a report on the directors' conduct within three months of appointment. If you have any information or concerns regarding the manner in which the Company's business affairs have been conducted, or information regarding the potential recoveries or assets, please contact this office as soon as possible.

Case specific matters

During the period time has been spent by the Joint Administrators and their staff liaising with the Company's directors and advising them of their statutory requirements.

The time costs incurred to date in dealing with these matters is set out in the attached analysis of time costs.

Statutory and case management matters

The following work does not usually result in a financial return to creditors but is required by legislation, best practice and to ensure that the case is managed efficiently and effectively. Key work done in the period includes:

Statutory requirements

- statutory filing, advertising and appointment notifications to prescribed parties;
- preparing, reviewing and issuing the Joint Administrators' SIP 16 statement;
- preparing, reviewing and issuing the Joint Administrator's proposals and all associated formalities for approval of the proposals;
- guidance with preparing, swearing and filling of the Statement of Affairs;
- advising HM Revenue & Customs of the appointment of Administrators; and
- confirming the appointment of Administrators with the Company's pension scheme providers, Pension Protection Fund, Pensions Regulator and Trustees.

Case management matters

- client take on evaluation, engagement, guidance, advice;
- establishing validity of appointment, undertaking a security review;
- case reviews, ongoing case planning and statutory and liaising with joint office holders;
- maintaining and updating computerised case management records;
- liaising with former accountants, solicitors and payroll providers;
- dealing with routine correspondence not attributable to other categories of work; and
- maintenance of cashiering records, bank accounts and receipts and payments.

The time costs incurred to date in dealing with these matters is set out in the attached analysis of time costs.

Receipts and payments

A summary of receipts and payments is attached. Receipts and payments are shown net of VAT, with any amount due to or from HM Revenue and Customs shown separately.

OUTSTANDING MATTERS

Assets remaining to be realised

The following assets remain to be realised. Details of the work still required and the anticipated costs are set out in the 'Conduct of the Administration' section above.

Recovery of book debts – the Company is owed c£3m from User Replay Inc. Based on an initial review of the assets and liabilities of that company, which shows cash (which is a payment in advance by one customer) and debts (which again appear to relate to services not yet provided) there appears little likelihood of anything being recovered. We will continue to monitor the situation.

We are not aware of any other book debts owed to the Company.

Cash at Bank – the Company's pre-administration bankers expect to transfer the balance of funds held to the administration in the coming days. It is expected that the amount identified on the Statement of Affairs will be received, however additional details will be provided in our next report to creditors.

Other outstanding matters

In addition to the outstanding asset realisations identified above and the respective costs associated in realising such assets, it is expected that the below matters will also need to be completed during the course of the administration to ensure the Joint Administrators comply with their statutory requirements:

- distribution of fixed charge realisations to the secured creditor;
- Circulating deemed approved proposals to the relevant parties (assuming there are no objections by creditors);
- Submission of corporation tax returns;
- Submission of VAT returns and deregistering the Company for VAT; and
- Issuing six monthly reports to the relevant parties and a final account in order to close the administration.

End of the Administration

Automatic end

The Administration will automatically end 12 months from the date the Joint Administrators' appointment took effect, unless an extension is sought. An extension can be sought from the creditors for up to 12 months, or by application to the Court for a longer period.

It is proposed that the Company will exit Administration by way of Dissolution, and at present it is not expected that an extension will be required.

However, if any asset is identified as a result of which it is anticipated that a distribution will be made to unsecured creditors, which is not a Prescribed Part distribution, then the Company shall exit Administration by Creditors Voluntary Liquidation.

Exit by dissolution

At any point in the Administration should the Joint Administrators reach a conclusion that the property is insufficient to permit a distribution then they shall (unless the court orders otherwise) file a notice pursuant to paragraph 84 of Schedule B1 to the Insolvency Act 1986 seeking that the Company be dissolved.

Joint Administrators' discharge from liability

As there is unlikely to be any return to unsecured creditors the Joint Administrators will, in accordance with legislation, be seeking a decision from the secured creditors, as appropriate for discharge from liability in respect of any action as Joint Administrators to take effect immediately following our cessation to act as Joint Administrators.

CREDITORS' CLAIMS AND DIVIDEND PROSPECTS

Dividend prospects

	Owed (£)	Estimated future prospects
Harbert Speciality Lending Limited – secured creditor	651,210.71	Shortfall
1 st ranking preferential creditors	21,620.83	None – due to costs of the administration
2 nd Preferential creditors - HMRC	143,231.43	None
Unsecured creditors	1,484,277.61	None
Estimated Net Property	N/A – the secured creditor will not receive any distribution under their floating charge	
Estimated 'Prescribed Part' available for creditors	N/A	

Prescribed Part

The 'Prescribed Part' is a statutory amount set aside for unsecured creditors from funds ('Net Property') available to a Qualifying Floating Charge Holder ('QFCH'). The amount of Net Property is calculated on a sliding scale up to maximum £800,000 depending on when the floating charge was created and whether or not it is a first ranking floating charge.

Whilst there is a QFCH, it is estimated that they will receive no distribution under their floating charge and there is therefore no requirement to calculate the amount of the Prescribed Part.

Agreement of claims

Creditors' claims are usually only agreed if there is a likelihood of a dividend being made to that particular class of creditor.

In this case, as there is no likelihood of a dividend being paid to any class of creditor, other than the secured creditor, no work has been done to agree creditors' claims, other than that necessary for the purposes of admitting claims for voting, where applicable.

In accordance with paragraph 52(1) b there is no prospect of any dividend to unsecured creditors.

Dividend payments

As noted above, there is unfortunately no likelihood of a dividend, based on current information.

Creditor communication

The following work was done in the period to comply with legislation, best practice and to ensure creditors were kept informed:

- dealing with communication and meetings with employees/creditors;
- maintenance of schedules of creditors' claims;
- submitting documentation to, and liaising with, the Redundancy Payments' Service; and
- liaising with, and report to, the secured creditor.

Creditors will only derive an indirect financial return from this work on cases where a dividend has been paid.

The time incurred in dealing with these matters during the period is set out in the attached post appointment analysis of time costs.

JOINT ADMINISTRATORS' FEES, COSTS AND EXPENSES

Guide to **Administrator's fees and expenses**

A Guide to Administrator's Fees, which provides information for creditors in relation to the fees and expenses of an Administrator, can be accessed at [under 'general information for creditors'](#). A hard copy can be requested from this office by telephone, email or in writing. All fees, costs and expenses are subject to VAT.

Relevant Approving Body

The secured creditors will be the Relevant Approving Body responsible for approving the Joint Administrators' post appointment fee basis and, where applicable, 'Category 2' expenses and any outstanding pre-administration costs. However, if a creditors' committee is established, this will be its responsibility and it will be the Relevant Approving Body.

Pre-administration costs

The payment of any unpaid pre-administration costs as an expense of the Administration is subject to specific approval under the relevant legislation. They do not form part of the Joint Administrators' Proposals subject to approval under paragraph 53 of Schedule B1 to the Insolvency Act 1986.

The pre-appointment costs and AMA costs set out below remain unpaid.

AMA fees were incurred in assisting the Company in pursuing an AMA sale of its business and assets. As explained in the attached SIP16 statement and above background information, this was thought to be achievable and would have enhanced returns to creditors as the consideration was expected to be higher. These services were provided under an agreement dated 31 March 2021 between the Company and RSM Restructuring Advisory LLP.

Pre-administration fees were incurred in taking the necessary steps to place the Company into administration. This work further achieved the purpose of the Administration by ensuring that the Administration was implemented in a timely and orderly manner, thereby facilitating the sale of its assets. It was done under an agreement dated 25 May 2021 between RSM Restructuring Advisory LLP and the Company.

An analysis of pre-administration and AMA time costs incurred is attached at Appendix F.

To whom due / paid	Basis	Total incurred (£)	Amount outstanding (£)
Joint Administrators' AMA fees	Time costs	41,007.00	36,007.00 (£5,000 paid by the Company prior to the administration)
Joint Administrators' pre-administration fees	time cost	7,954.00	2,954.00 (£5,000 paid by the Company prior to the administration)
Joint Administrators' costs & 'Category 1' expenses			
Legal fees and disbursements – incurred in placing the Company into administration		3,515.00	3,515.00
Joint Administrators' AMA disbursements – IP Bid (for marketing purposes) and Ansarada dataroom		533.00	533.00
Joint Administrators pre-administration disbursements – train and taxi expense		107.30	107.30
Subtotal costs & 'Category 1' expenses		4,155.30	4,155.30
Total		53,116.30	43,116.30

In respect of those pre-administration costs that have already been paid, best practice requires that the following information is provided.

To whom due / paid	By whom paid	Relationship to company	Date paid	Amount (£)
Joint Administrators' AMA fees	The Company	N/A	19 April 2021	5,000.00
Joint Administrators' pre-Administration fees	The Company	N/A	27 May 2021	5,000.00
Total				10,000.00

Post-appointment costs

Basis of fees

Insolvency legislation allows an Administrator to charge fees on one of, or a combination of, the following bases:

- as a percentage of the value of the property the Administrator has to deal with (percentage basis);
- the time spent by the Administrator or their staff on the administration of the case (time cost basis);
- as a set amount (fixed fee basis); or
- a combination of the above (mixed fee basis).

In this case, approval for post-appointment fees will be sought from the Relevant Approving Body calculated on a time cost basis. A fee estimate is attached which sets out the time expected to be incurred in dealing all aspects of the Administration for a total fee of £57,813. The fee estimate has been prepared for the life of the appointment. If fees are approved on the basis set out above, the total sum that the Joint Administrators can draw, without further approval, will be similar.

You will note that fixed charge time costs are included separately. Although both fixed and floating charge costs will be approved by the secured creditor, £18,092 of fixed charge time costs expected to be incurred will be drawn from fixed charge realisations (if approved).

Fee scope and assumptions

The Joint Administrators' estimated fees are based on the attached scope and assumptions and reflects the work that is anticipated will be required. Should these prove to be inaccurate, additional costs may be incurred and the Joint Administrators may seek approval for additional fees.

Remuneration charged

Legislation requires that 'remuneration charged' is reported. Remuneration is charged when the work to which it relates is done.

As the fee basis has not yet been approved, remuneration charged cannot be calculated. No fees have been drawn to date.

However, as it is proposed that all fees will be calculated on a time cost basis, an analysis of time incurred in the period is attached. Time costs incurred since appointment total £22,973.

As the Joint Administrators' remuneration will be agreed with the secured creditor, it is expected that the remuneration will be paid from fixed and some from floating charge realisations. However, this will be agreed with the secured creditor and subsequently reported in our next report to creditors.

Further fee approval

The amount of fee that can be drawn, whether calculated on the basis of time in accordance with a fee estimate, or for a fixed amount or a percentage rate will be limited to that approved by the Relevant Approving Body. It cannot be either increased or the percentage rate changed, without the further approval of the Relevant Approving Body.

Expenses and professional costs

The total costs and expenses estimated to be incurred by the Joint Administrators are set out below together with details of those incurred in the period. Amounts incurred in the period may include estimates where actual invoices have not been received. Amounts paid to date are shown in the attached receipts and payments account.

Category 1 expenses

These comprise external supplies of incidental services specifically identifiable to the insolvency estate. They do not require approval of the Relevant Approving Body prior to being paid.

Type of expense	Total estimated (£)	Incurred in period (£)
Bond	85.00	-
Statutory advertising	94.50	94.50
Website fee	13.00	-
Books & records collection & storage	500.00	-

Postage	150.00	-
IT costs – for the purposes of holding the Company's Intellectual Property	250.00	-
Total	1,092.50	94.50

Category 2 expenses

These are costs which are not capable of precise identification or calculation, or that may include an element of shared or allocated costs. Payments to outside parties that the Office Holder, firm, or any associate has an interest, are also treated as 'Category 2' expenses. These expenses require the specific approval of the Relevant Approving Body before being paid from the insolvency estate.

Approval for the payment of the 'Category 2' expenses, at the rates prevailing at the date they are incurred will be sought from the Relevant Approving Body prior to their payment. Details of the current rates are set out below.

Type of expense	Total estimated (£)	Incurred in period (£)
Room hire (£25/80 per room)	-	-
Mileage (42.5p per mile)	-	-
Tracker reports (£10 per report)	-	-
Subsistence (£25 per night)	-	-
Total	Nil	Nil

Other professional costs

The office holders retained the following advisers based on their experience and expertise. These costs are not subject to approval by the Relevant Approving Body. However, they are subject to review and approval by the Joint Administrators.

Party	Nature of advice	Total estimated (£)	Incurred in period (£)
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Brecher LLP	Legal fees – advice provided to the Joint Administrators in respect of the sale and drafting/finalising sales contracts	5,715.00	5,715.00
PEM	Professional fees - completion of the P45's for employees	184.06	184.06
Total		5,899.06	5,899.06


Creditors' right to information and ability to challenge fees, costs and expenses

Creditors have a right to request further information about fees or expenses (other than pre-Administration costs) and to challenge such fees or expenses. Any such challenge must be made no later than eight weeks after receipt of the report which first discloses the charging of fees or incurring of the expenses in question.

If you wish to make a request for further information it must be made in writing within 21 days of receipt of this report either by (i) any secured creditor or (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question).

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 court that the fees charged, the basis fixed or expenses incurred by the Administrator are in all the circumstances excessive.

If you have any queries please contact Daniel Evans of my office.


 Nick Edwards
 RSM Restructuring Advisory LLP
 Joint Administrator

Graham Bushby and Nick Edwards are licensed to act as Insolvency Practitioners in the UK by the Institute of Chartered Accountants in England and Wales
 Insolvency Practitioners are bound by the Insolvency Code of Ethics when carrying out all professional work relating to an insolvency appointment
 The affairs, business and property of the Company are being managed by the Joint Administrators who act as agents of the Company and without personal liability

APPENDICES

A. STATUTORY INFORMATION

Company information		Administration information	
Company name:	User Replay Limited	Court reference:	In the High Court of Justice, Business and Property Courts, Insolvency and Companies List No 955 of 2021
Company number:	06891730	Joint Administrators:	Graham Bushby and Nick Edwards
Date of incorporation:	29 April 2009	Date of appointment:	3 June 2021
Trading name:	User Replay	Appointor:	The directors
Trading address:	Merlin House, Commerce Park Brunel Road Theale, Reading, Berkshire, RG7 4AB	Functions of the Joint Administrators:	The Joint Administrators' have exercised, and will continue to exercise, all of their functions jointly and severally as stated in the notice of appointment.
Principal activity:	Business and domestic software development	Joint Administrators:	Primary office holder Graham Bushby RSM Restructuring Advisory LLP The Pinnacle 170 Midsummer Boulevard Milton Keynes, MK9 1BP 01908 687 800 IP Number: 8736
Registered office:	c/o RSM Restructuring Advisory LLP, The Pinnacle, 170 Midsummer Boulevard, Milton Keynes, MK9 1BP Previously: 7 Wey Court, Mary Road, Guildford, GU1 4QU		Joint office holder Nick Edwards RSM Restructuring Advisory LLP The Pinnacle 170 Midsummer Boulevard Milton Keynes, MK9 1BP 01908 687 800 IP Number: 9005
Previous company names:	I-KMP Limited - from 12 July 2011 to 16 April 2013 Cloud Testing Limited – from incorporation to 11 July 2011		
Directors:	Mr Adrian Lloyd, Ms Ruth Peters, Mr Michael Penington and Mr Simon Murdoch		
Secretary:	N/A		
Authorised share capital:	12,809,976 Ordinary shares 32,388 Ordinary B shares		
Nominal & issued share capital:	Ordinary shares at a par value of £0.01 Ordinary B shares at a par value of £0.01		
Shareholders:	See the Company's shareholders at Appendix B		

B. STATEMENT OF AFFAIRS

Rule 3.30, 4.7, 6.3 of the Insolvency (England and Wales) Rules 2016

Statement of affairs

Company Name: User Replay Limited in Administration

Company Number: 06891730

In the In the High Court of Justice, Business and Property Courts, Insolvency and Companies List No
955 of 2021

Statement as to affairs of User Replay Limited

on 3 June 2021 being the date that the company went into administration

Statement of Truth

I believe that the facts stated in this Statement of Affairs are true.

Full Name

Signed Ruth Peters

Dated 17/06/21

Statement of affairs – User Replay Limited

A Summary of Assets

	Book Value	Estimated to Realise
	£	£
Assets Subject to Fixed Charge:		
Intellectual Property	Nil	40,000
Less:		
Harbert Speciality Lending Company	(651,210.71)	(651,210.71)
Amount carried forward to floating charge		(611,210.71)
Assets Subject to Floating Charge:		
Cash at Bank	36,161	36,161
IT Equipment/office equipment	1,000	3,000
Rent deposit	750	Nil
Available to preferential creditors		39,161

Statement of affairs – User Replay Limited

B Summary of Liabilities

		Estimated to Realise
	£	£
Estimated total assets available for preferential creditors		39,161
Liabilities		
Wages	(7,200)	
Holiday Pay	(14,420.83)	
		(21,620.83)
Estimated Surplus (Deficiency) as regards preferential creditors		17,540.17
2nd preferential creditors		
HM Revenue & Customs	(143,231.43)	
		(143,231.43)
Estimated Surplus (Deficiency) as regards 2 nd preferential creditors		(125,691.26)
Estimated prescribed part of net property (to c/f)		Nil
Estimated total assets available for floating charge holders		(125,691.26)
Debts secured by floating charge		
Harbert Speciality Lending Company	(611,210.71)	
		(611,210.71)
Total assets available to unsecured creditors		(736,901.97)
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)		
Employees – Wages, redundancy and notice pay	(137,701.74)	
Trade and Expense Creditors	(359,002.50)	
HM Revenue & Customs	(67,057.37)	
British Bank plc – Future Fund	(920,516)	
		(1,484,277.61)
Estimated Surplus (Deficiency) as regards non preferential creditors (excluding any shortfall to floating charge holders)		(2,221,179.58)
Share Capital:		
Ordinary	(128,099.76)	
Ordinary B	(323.88)	
		(128,423.64)
Estimated Surplus (Deficiency) as regards members		(2,349,603.22)
The total number of employees included in the above summary is 9 and the total of their claims is £159,322.57		

B1 COMPANY CREDITORS EXCLUDING EMPLOYEES AND CONSUMERS – User Replay Limited

NOTE: Includes all creditors (except employees, former employees and consumers who have paid in advance). Creditors under hire-purchase, chattel leasing or conditional sale agreements and creditors claiming retention of title over property in the company's possession are identified under 'Details of any security held'.

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held	Date security given	Value of security £
Yusuf Ayinla	1 Mustapha Ayinia Street Alagbado Lagos, Nigeria 234031	4,200.00			
Rpaid Switch	3 rd Floor 11-21 Paul Street, London EC2A 4JU	3,469.30			
Revolution Technology Ltd	26 Hildenbrook Farm, Hildenborough Tonbridge, Kent TN11 9JN	10,176.00			
Reslav Hollas	Ulica Ante Starcevic 1, Zapresic, Croatia 10290	3,750.00			
Quinlan Morake	1/2 63 Croftside Avenue, Flat 4, Glasgow G44 5LA	6,667.00			
Olha Yevtushenko	Ukraine, Kyiv 02232 Mayakovskogo av. 69A 20 apt.	6,113.12			
Natwest	250 Bishopgate, Spitalfields, London EC2M 4AA	50,000.00			
Morgan Lewis and Bockius UK LLP	Condor House 5-10, St Pauls Churchyard, London EC4M 8A	897.62			
Mobon Apps Limited	5 Merchant Square, London W2 1AY	1,920.00			
Kiddivouchers	11-16 Chestnut Court, Jill Lane, Sambourne B96 6EW	133.91			
Iyad Saba	Israel, Majd El Kurom, 20190 P.O. Box 1390	7,150.00			
Imagicloud Ltd	Melin Llan House, Penlergaer, Swansea, West Glamorgan SA4 9GU	74,236.00			
HM Revenue & Customs	PAYE Direct, BX9 1AS	210,288.80			
Health Digital	32 Creedwell House, 32 Creedwell Orchard, Milverton, Taunton, Somerset TA4 1JY	1,197.00			
Harbert Speciality Lending Company	3 rd Floor Kilmore House, Park Lane, Spencer Dock, Dublin 1 662880	651,210.71	Fixed and floating charge	3 April 2019	
Grigori Eleskin	Orlova 7, Ulyanovsk, Russia 432002	2,534.00			
Google Ireland Limited	Gordon House, Barrow Street, Dublin 4 D0-4E5W5 Ireland	1,491.23			

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held	Date security given	Value of security £
Gartner U.K. Limited	Tamesis, The Gantry, Egham, Surrey TW20 9AW	18,300.00			
Forrester Research Ltd	The Broadgate Tower, Third Floor, 20 Primrose Street, London EC2A 2R	4,896.00			
Cosmin Buduleci	GH Doja Nr 26, Calimanesti, Valcea, Romania 245600	3,947.00			
BSI Assurance UK Limited	389 Chiswick High Road, London W4 4AL	508.80			
British Business Bank plc	Steel City House, West Street, Sheffield S1 2GQ	920,516.00			
Bizspace Limited	3 rd Floor, Winston House, 2 Dollis Park, London N3 1HF	3,008.99			
Amazon Web Services	410 Terry Avenue North, Seattle, WA, USA	154,406.53			
Total		2,141,018.01			

C SHAREHOLDERS – User Replay Limited

No.	Name of shareholder	Address (with postcode)	Type of shares held	Nominal amount of share £	Number of shares held	Amount per share called up £	Total amount called up £
2	Kirsten Harriet Osa	22 Springhill, Elstead, Surrey, GU8 6EL	Ordinary	0.01	74,663	0.01	746.63
3	Roy Alex Mackenzie	Lime Cottage, St. Johns Hill Road, Woking, Surrey, GU21 7RE	Ordinary	0.01	4,300	0.01	43.00
4	Helen Kirsten Sinclair	100 Dorking Road, Chilworth, Guildford, Surrey, GU4 8NS	Ordinary	0.01	14,146	0.01	141.46
5	Matthew Brian Rees	Baryleigh, Whealers Lane, Brockham, Surrey, RH3 7HJ	Ordinary B	0.01	32,388	0.01	323.88
6	Robert Winder	46 Leicester Road, Barnet, EN5 5DB	Ordinary	0.01	95,755	0.01	957.55
7	William Reeve	The Rook, Sandy Road, London, NW3 7EY	Ordinary	0.01	186,924	0.01	1,869.24
8	Simon Murdoch	Bramshott Chase House, Bramshott Chase, Hindhead, Surrey, GU26 6DG	Ordinary	0.01	522,087	0.01	5,220.87
9	Christopher Barling	Newlands, Higher Woodway Road, Teignmouth, Devon TQ14 8RB	Ordinary	0.01	278,410	0.01	2,784.10
10	Robin Klein	5 Upper Terrace, London NW3 6RH	Ordinary	0.01	771,110	0.01	7,711.10
11	Cribb Beteiligungsgesellschaft mbH	Schlüterstr. 77a, 20146 Hamburg, Germany	Ordinary	0.01	72,052	0.01	720.52
12	Stafford Alexander Saint	Low Wood, Ridge Common Lane,	Ordinary	0.01	52,308	0.01	523.08

No.	Name of shareholder	Address (with postcode)	Type of shares held	Nominal amount of share £	Number of shares held	Amount per share called up £	Total amount called up £
		Petersfield, Hants GU32 1AX					
13	Damien Lane	56 Wildwood Road, London NW11 6UP	Ordinary	0.01	198,616	0.01	1,986.16
14	Sarupa Lane	56 Wildwood Road, London NW11 6UP	Ordinary	0.01	134,937	0.01	1,349.37
15	Richard Dudley	Honeysuckle Barn, Sotwell St, Brightwell-cum-Sotwell, Wallingford OX10 0RG	Ordinary	0.01	107,547	0.01	1,075.47
16	Peter Marshall	88 Hill Road, Watlington, Oxon OX495AF	Ordinary	0.01	61,204	0.01	612.04
17	John Thompson	27 Lovelace Close, Abingdon, OX14 1XW	Ordinary	0.01	353,318	0.01	3,533.18
18	Jonathan Morris	24 Hodford Road, London, NW11 8NP	Ordinary	0.01	41,783	0.01	417.83
20	Peter Western	100 Dorking Road, Chilworth, Guildford, Surrey, GU4 8NS	Ordinary	0.01	32,675	0.01	326.75
21	Trevor Jones	5 Clement Court, Chawton, Hants GU34 1EE	Ordinary	0.01	17,063	0.01	170.63
22	Thierry Kotton	3 Boulevard Julien Potin, 92200 Neuilly-sur-Seine, France	Ordinary	0.01	26,006	0.01	260.06

23	EC1 Capital Ltd	Belmont House, Station Way, Crawley, West Sussex, RH10 1JA	Ordinary	0.01	955,264	0.01	9,552.64
24	Conduit Mead Ventures Limited	68 Elsenham Street, Southfields, London SW18 5NT	Ordinary	0.01	319,745	0.01	3,197.45
25	The South East Seed Fund LP acting by its General Partner, SEFM General Partner Limited	Riverside House, 4 Meadows Business Park, Station Approach, Blackwater,	Ordinary	0.01	308,660	0.01	3,086.60
26	Darren Ward	17 Badgers Copse, Radley, Oxford OX14 3BQ	Ordinary	0.01	25,118	0.01	251.18
27	Malcolm Rogers	Jelna, Station Approach, Four Marks, Hants GU34 5HN	Ordinary	0.01	39,281	0.01	392.81
28	Episode1 Investments LP acting through its manager Episode (GP) Ltd	4th floor, 112-116 New Oxford St, London WC1A 1HH	Ordinary	0.01	2,974,512	0.01	29,745.12
29	TVB Loan Management Limited	Riverside House, 4 Meadows Business Park, Station Approach, Blackwater, Camberley, Surrey GU17 9AB	Ordinary	0.01	306,802	0.01	3,068.02
30	Philip Smith	Beresford House, 20 Pound Hill, Alresford, Hampshire, SO24 9BW	Ordinary	0.01	286,479	0.01	2,864.79

31	Longwall Venture Partners LLP, acting as Manager of Longwall Ventures ECF LP	Quad One, Becquerel Avenue, Harwell Campus, Oxfordshire, OX11 0RA	Ordinary	0.01	3,420,955	0.01	34,209.55
32	John Todd	92 Stevenon Road, Drayton, Abingdon, OXON, OX14 4LD	Ordinary	0.01	32,293	0.01	322.93
33	Elaine Winchester	49 Hedgemead Avenue, Abingdon, OXON, OX14 2NW	Ordinary	0.01	8,262	0.01	82.62
34	Andrew MaKay	7 King Henry's Road, London NW3 3QP	Ordinary	0.01	208,857	0.01	2,088.57
35	Harbert European Growth Fund II, SCSP	26 Boulevard Royal, 2449 Luxembourg	Ordinary	0.01	545,510	0.01	5,455.10
36	Samantha Gleave	Flat 6, 49 Drayton Gardens, London, SW10 9RX	Ordinary	0.01	277,778	0.01	2,777.78
37	Ruth Peters	Woodlands Manor Farm, Woodford, Bude, EX23 9HT	Ordinary	0.01	27,778	0.01	277.78
38	Remmart Thomas	208 Hillfield Road, London, NW6 1PZ	Ordinary	0.01	27,778	0.01	277.78
						Total:	128,423.64

C. RECEIPTS AND PAYMENTS SUMMARY

User Replay Limited in Administration Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £		From 03/06/2021 To 21/06/2021 £
	SECURED ASSETS	
40,000.00	Intellectual Property	38,997.00
	Goodwill	1.00
	Database	1.00
	Customer Contracts	1.00
		<u>39,000.00</u>
	COST OF REALISATION	
	Legal Fees	5,715.00
		<u>(5,715.00)</u>
	SECURED CREDITORS	
(651,210.71)	Harbert Speciality	<u>NIL</u>
		NIL
	ASSET REALISATIONS	
1,000.00	IT Equipment/office equipment	3,000.00
		<u>3,000.00</u>
	PREFERENTIAL CREDITORS	
(21,620.83)	Wages/Holiday pay	<u>NIL</u>
		NIL
	UNSECURED CREDITORS	
(1,484,277.61)	Trade and expense creditors	<u>NIL</u>
		NIL
	SHAREHOLDING	
(128,099.76)	Ordinary A	<u>NIL</u>
(323.88)	Ordinary B	<u>NIL</u>
		NIL
<u>(2,349,603.22)</u>		
		36,285.00
	REPRESENTED BY	
	Cash at Bank	43,542.00
	VAT Payable	<u>(7,257.00)</u>
		<u>36,285.00</u>

D. FEE ESTIMATE, SCOPE AND ASSUMPTIONS

	Staff Grade							
	Partners	Directors / Associate Directors	Managers	Administrators	Assistants / Support Staff			
	£625	£460	£175-£250	£175	£100			
	Budgeted hours							
	Partners	Directors / Associate Directors	Managers	Administrators	Assistants / Support Staff	Total Hours	Total Cost (£)	Average Hourly Rate (£)
STATUTORY REQUIREMENTS								
Appointment & SoA	-	-	0.2	10.0	-	10.2	1,793	176
Case Management	-	0.5	-	2.3	-	2.8	633	226
Creditors/shareholders decisions, meetings & reports	-	5.5	4.0	15.0	-	24.5	6,005	245
Pension scheme	-	0.5	-	2.2	-	2.7	615	228
Pre-appointment and background	-	-	-	-	-	-	-	-
Taxation	-	1.0	1.5	4.0	-	6.5	1,479	228
Statutory Requirements Total	-	7.5	5.7	33.5	-	46.7	10,524	225
REALISATION OF ASSETS								
- FIXED CHARGE ASSETS	see appendix (ii) for breakdown							
Sale of Intellectual Property/Sale of business	4.0	28.4	4.4	9.1	-	45.9	18,141.5	395
- FLOATING CHARGE ASSETS								
Assets general - other	-	1.0	1.5	5.1	-	7.6	1,671	220
Realisation of Assets Total	4.0	29.4	5.9	14.2	-	53.5	19,813	370
INVESTIGATIONS								
DTVDBEIS/Official Receiver	-	-	-	-	-	-	-	-
Investigations / CDDA	1.0	1.0	4.0	7.7	-	13.7	3,308	241
Investigations Total	1.0	1.0	4.0	7.7	-	13.7	3,308	241
CASE SPECIFIC MATTERS								
Director(s)/debtor/bankrupt	0.5	1.0	-	2.4	-	3.9	1,205	309
Shareholders / Members	-	1.0	-	2.5	-	3.5	898	256
Case Specific Matters total	0.5	2.0	-	4.9	-	7.4	2,103	284
CREDITORS								
Employees	-	1.0	9.5	3.9	-	14.4	3,161	220
Preferential creditors	-	-	-	-	-	-	-	-
Secured creditors	2.5	2.5	-	3.0	-	8.0	3,300	413
Unsecured creditors	-	1.0	-	9.7	-	10.7	2,158	202
Creditors Total	2.5	4.5	9.5	16.6	-	33.1	8,619	260
ADMINISTRATION AND PLANNING								
Appointment & SoA	-	1.0	-	0.9	-	1.9	618	325
Billing	0.5	-	1.5	2.5	-	4.5	1,081	240
Case review / KPI reports	1.0	0.5	1.0	3.0	-	5.5	1,618	294
Diary updates / checklists	-	-	0.5	1.0	-	1.5	281	188
Filing	-	-	-	1.0	1.0	2.0	275	138
Ongoing case planning/strategy	1.0	3.0	4.0	10.0	-	18.0	4,630	257
Case Management	2.5	5.8	7.0	22.5	2.9	40.7	10,008	246
Cashiering	0.5	0.5	8.2	3.0	-	12.2	2,823	231
Administration & Planning Total	3.0	7.3	15.2	26.4	2.9	54.8	13,448	245
Total Hours	11.0	51.7	40.3	103.3	2.9	209.2		
Total time costs	£7,100	£23,782	£8,564	£18,078	£290	£57,813		
Average hourly rate	£645	£460	£213	£175	£100	£276		

Fee budget (appendix ii)	Staff Grade								
	Partners	Directors / Associate Directors	Managers	Administrators	Assistants / Support Staff	Other			
	£625	£460	£175-£250	£175	£100	£0			
FIXED CHARGED ASSETS ONLY									
	Budgeted hours						Total Hours	Total Cost	Average Hourly Rate
	Partners	Directors / Associate Directors	Managers	Administrators	Assistants / Support Staff	Other			
Agent liaison	-	-	-	-	-	-	-	-	-
Completion meetings	-	-	-	-	-	-	-	-	-
Contract negotiations (inc. TUPE / Employee issues)	-	3.0	-	-	-	-	3.0	1,380	460
Legal / Risk Board clearance	2.5	2.5	-	2.0	-	-	7.0	3,063	438
Meetings/corres/tel with directors/debtor	-	-	-	-	-	-	-	-	-
Meetings/corres/tel with interested parties	1.0	5.9	-	3.6	-	-	10.5	3,969	378
Meetings/corres/tel with purchasers	-	1.0	-	1.2	-	-	2.2	670	305
Other major sale of business issues	0.5	5.7	4.4	-	-	-	10.6	3,870	365
Pre-pack negotiations / Risk Board Approval	-	10.3	-	2.3	-	-	12.6	5,141	408
Sales pack	-	-	-	-	-	-	-	-	-
Sale of Business	4.0	28.4	4.4	9.1	-	-	45.9	18,092	394
Total c/f	4.0	28.4	4.4	9.1	-	-	45.9	18,092	394

Activity	Scope and assumptions for work proposed to be done
Statutory Requirements	<p>Work that must be carried out in order to comply with statutory requirements imposed by the insolvency legislation.</p> <p>This includes filing and advertising of appointment documents, assisting the directors with the production of Statement of Affairs, filing of the Statement of Affairs, submission of VAT and pre and post appointment corporation tax returns, pension queries, preparation of progress reports and dealing with any committee appointed.</p> <p>The budget assumes that the Company's records are up to date, that no creditors' committee is appointed and that the case can be concluded in 12 months.</p>
Realisation of assets	<p>Fixed Charge Assets</p> <p>All aspects of the realisation of assets including identifying, securing and insuring the Company's intellectual property.</p> <p>Sale of the business including circulating marketing information, dealing with interested parties, contract negotiations, seeking risk board approval/advice and liaising with our solicitors in order to conclude the sale.</p> <p>See fee estimate attached for expected fixed charge time costs to be incurred. As advised in the body of the Proposals, the amount charged to 'fixed charge matters' will be drawn from fixed charge realisations. All other matters will be subject to floating charge realisations.</p> <p>Floating Charge Assets</p> <p>All aspects of the realisation of assets including, where applicable, identifying securing and insuring assets such as equipment and cash at bank. This does not include costs for any taxation claims and assumes that there are no antecedent transactions uncovered from the Joint Administrators' investigations.</p> <p>See fee estimate attached.</p>
Investigations	<p>Collection and review of the Company's records in order to identify any potential or actual asset recoveries, antecedent transactions, transactions at under value or voidable dispositions.</p> <p>Reporting to the Department of Business Energy and Industrial Strategy on the conduct of the directors.</p>
Case specific matters	This includes liaising with the Company directors and shareholders on the status of the administration.
Creditors	<p>Includes dealing with creditor queries, reporting to the secured creditor, distributions to secured creditors, liaising with employees and the Redundancy Payments Services ('RPS') and assisting employees to make claims for any monies owing to the RPS.</p> <p>See fee estimate attached.</p>
Administration and planning	<p>Work that must be carried out in order to deal with the administration of the case.</p> <p>This includes handling of receipts and payments, case planning and strategy, reviews against strategy, liaising with the Company's directors and case closure formalities.</p> <p>The budget assumes that the case can be concluded in 12 months.</p>

E. POST-APPOINTMENT TIME ANALYSIS

Joint Administrators' post appointment time cost analysis for the period 3 June 2021 to 21 June 2021

Hours Spent	Partners	Directors / Associate Directors	Managers	Assistant Managers	Administrators	Assistants & Support Staff	Total Hours	Total Time Costs	Average Rates
Statutory Requirements									
Appointment & SoA	0.0	0.0	0.2	0.0	7.7	0.0	7.9	£ 1,348.50	170.70
Case Management	0.0	0.0	0.0	0.0	1.1	0.0	1.1	£ 192.50	175.00
Creditors/shareholders decisions, meetings & reports	0.0	0.0	1.4	0.0	6.0	0.0	7.4	£ 1,442.00	194.86
Pension Scheme	0.0	0.0	0.0	0.0	0.2	0.0	0.2	£ 35.00	175.00
Taxation	0.0	0.0	1.0	0.0	0.0	0.0	1.0	£ 550.00	550.00
Total	0.0	0.0	2.6	0.0	15.0	0.0	17.6	£ 3,568.00	202.73
Realisation of Assets									
Assets - general/other	0.0	0.0	0.0	0.0	2.2	0.0	2.2	£ 385.00	175.00
Land and Property	0.0	0.0	0.0	0.0	0.1	0.0	0.1	£ 17.50	175.00
Sale of business	2.0	20.9	4.4	0.0	3.1	0.0	30.4	£ 13,138.50	432.19
Total	2.0	20.9	4.4	0.0	5.4	0.0	32.7	£ 13,541.00	414.10
Investigations									
Investigations/CDDA	0.0	0.0	0.0	0.0	0.2	0.0	0.2	£ 35.00	175.00
Total	0.0	0.0	0.0	0.0	0.2	0.0	0.2	£ 35.00	175.00
Case Specific Matters									
Director(s)/Debtor/Bankrupt	0.0	0.0	0.0	0.0	0.9	0.0	0.9	£ 157.50	175.00
Shareholders / Members	0.0	0.0	0.0	0.0	0.5	0.0	0.5	£ 87.50	175.00
Total	0.0	0.0	0.0	0.0	1.4	0.0	1.4	£ 245.00	175.00
Creditors									
Employees	0.0	0.0	2.0	0.0	1.9	0.0	3.9	£ 832.50	213.46
Unsecured Creditors	0.0	0.0	0.0	0.0	2.5	0.0	2.5	£ 437.50	175.00
Total	0.0	0.0	2.0	0.0	4.4	0.0	6.4	£ 1,270.00	198.44
Administration and Planning									
Appointment & SoA	0.0	1.0	0.0	0.0	0.4	0.0	1.4	£ 530.00	378.57
Case Management	0.0	3.9	0.0	0.0	5.4	1.9	11.2	£ 2,909.00	259.73
Cashiering	0.0	0.0	5.0	0.0	0.0	0.0	5.0	£ 875.00	175.00
Total	0.0	4.9	5.0	0.0	5.8	1.9	17.6	£ 4,314.00	245.11
Total Hours	2.0	25.8	14.0	0.0	32.2	1.9	75.9	£ 22,973.00	302.67
Total Time Cost	£ 1,300.00	£ 11,785.00	£ 4,133.00	£ 0.00	£ 5,565.00	£ 190.00	£ 22,973.00		
Total Hours	2.0	25.8	14.0	0.0	32.2	1.9	75.9	£ 22,973.00	302.67
Total Time Cost	£ 1,300.00	£ 11,785.00	£ 4,133.00	£ 0.00	£ 5,565.00	£ 190.00	£ 22,973.00		
Average Rates	650.00	456.78	295.21	0.00	172.83	100.00	302.67		

F. PRE-ADMINISTRATION TIME ANALYSIS

Joint Administrators' pre-administration time costs incurred

Hours Spent	Partners	Directors / Associate Directors	Managers	Assistant Managers	Administrators	Assistants & Support Staff	Total Hours	Total Time Costs	Average Rates
Statutory Requirements									
Appointment & SoA	1.3	2.0	0.0	0.0	0.0	0.0	3.3	£ 1,765.00	534.85
Total	1.3	2.0	0.0	0.0	0.0	0.0	3.3	£ 1,765.00	534.85
Realisation of Assets									
Assets - general/other	0.0	0.0	0.0	0.0	0.5	0.0	0.5	£ 87.50	175.00
Total	0.0	0.0	0.0	0.0	0.5	0.0	0.5	£ 87.50	175.00
Creditors									
Employees	0.0	0.0	0.8	0.0	3.6	0.2	4.6	£ 868.00	188.70
Unsecured Creditors	0.0	0.0	0.0	0.0	0.6	0.0	0.6	£ 105.00	175.00
Total	0.0	0.0	0.8	0.0	4.2	0.2	5.2	£ 973.00	187.12
Administration and Planning									
Appointment & SoA	0.0	4.7	0.0	0.0	0.0	0.0	4.7	£ 2,162.00	460.00
Case Management	0.0	1.0	0.0	0.0	1.9	0.0	2.9	£ 792.50	273.28
Pre-appointment & background	0.0	2.2	2.4	0.0	3.7	0.0	8.3	£ 2,174.00	261.93
Total	0.0	7.9	2.4	0.0	5.6	0.0	15.9	£ 5,128.50	322.55
Total Hours	1.3	9.9	3.2	0.0	10.3	0.2	24.9	£ 7,954.00	319.44
Total Time Cost	£ 845.00	£ 4,554.00	£ 714.50	£ 0.00	£ 1,802.50	£ 38.00	£ 7,954.00		
Total Hours	1.3	9.9	3.2	0.0	10.3	0.2	24.9	£ 7,954.00	319.44
Total Time Cost	£ 845.00	£ 4,554.00	£ 714.50	£ 0.00	£ 1,802.50	£ 38.00	£ 7,954.00		
Average Rates	650.00	460.00	223.28	0.00	175.00	190.00	319.44		

F1. PRE-ADMINISTRATION TIME ANALYSIS

Joint Administrators' AMA time costs incurred

Hours Spent	Partners	Directors / Associate Directors	Managers	Assistant Managers	Administrators	Assistants & Support Staff	Total Hours	Total Time Costs	Average Rates
Statutory Requirements									
IPS / PASO case set up & data entry	0.0	0.0	0.5	0.0	0.0	0.0	0.5	£ 87.50	175.00
Total	0.0	0.0	0.5	0.0	0.0	0.0	0.5	£ 87.50	175.00
Realisation of Assets									
Meetings/corres/tel with directors/debtor	3.0	0.0	0.0	0.0	0.0	0.0	3.0	£ 1,950.00	650.00
Meetings/corres/tel with interested parties	0.8	0.0	0.0	0.0	15.4	0.0	16.2	£ 3,215.00	198.46
Meetings/corres/tel with purchaser	1.2	0.0	0.0	0.0	0.0	0.0	1.2	£ 780.00	650.00
Other major sale of business issues	6.9	0.5	0.0	0.0	4.7	0.0	12.1	£ 5,505.00	454.96
'Pre-pack' negotiations / Risk Board	5.8	42.3	0.0	0.0	1.6	0.0	49.7	£ 23,470.50	472.24
Approval									
Sales pack	0.0	0.7	0.0	0.0	0.0	1.7	2.4	£ 531.50	221.46
Total	17.7	43.5	0.0	0.0	21.7	1.7	84.6	£ 35,452.00	419.05
Creditors									
Meetings/corres/tel	0.5	0.0	0.0	0.0	0.0	0.0	0.5	£ 325.00	650.00
Total	0.5	0.0	0.0	0.0	0.0	0.0	0.5	£ 325.00	650.00
Administration and Planning									
Billing	0.0	0.0	0.0	0.0	0.3	0.0	0.3	£ 52.50	175.00
Filing	0.0	0.0	0.0	0.0	1.6	0.0	1.6	£ 280.00	175.00
Ongoing case planning/strategy	0.8	1.4	0.0	0.0	2.1	0.2	4.5	£ 1,556.50	345.89
Client take on evaluation, ethical, conflict & money laundering checks	0.0	0.0	2.6	0.0	0.0	0.0	2.6	£ 728.00	280.00
Engagement letters/advice/guidance/board meetings	0.0	0.0	0.5	0.0	0.0	0.0	0.5	£ 87.50	175.00
Meetings/corres/tel - directors / company officers / debtors / bankrupts	0.0	5.3	0.0	0.0	0.0	0.0	5.3	£ 2,438.00	460.00
Total	0.8	6.7	3.1	0.0	4.0	0.2	14.8	£ 5,142.50	387.32
Total Hours	19.0	50.2	3.6	0.0	25.7	1.9	100.4	£ 41,007.00	408.44
Total Time Cost	£ 12,350.00	£ 22,963.50	£ 903.00	£ 0.00	£ 4,497.50	£ 293.00	£ 41,007.00		
Total Hours	19.0	50.2	3.6	0.0	25.7	1.9	100.4	£ 41,007.00	408.44
Total Time Cost	£ 12,350.00	£ 22,963.50	£ 903.00	£ 0.00	£ 4,497.50	£ 293.00	£ 41,007.00		
Average Rates	650.00	457.44	250.83	0.00	175.00	154.21	408.44		

G. SIP 16 STATEMENT

User Replay Limited In Administration

SIP 16 STATEMENT

Rationale for a Pre-Pack Sale

In accordance with Paragraph 2 to Schedule B1 of the Insolvency Act 1986, the Joint Administrators intend to pursue the statutory objective of achieving a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in administration). It is the view of the Joint Administrators that the transaction enables the statutory purpose to be achieved and that the sale price achieved as the best reasonably obtainable in all the circumstances as explained below.

The objective of realising property in order to make a distribution to one or more secured or preferential creditors will also be achieved.

Background

The Company was incorporated on 29 April 2009 and developed a bespoke service by providing customers with Digital Customer Experience Analysis ('DCX'), with the aim to help improve decision making, restore performance and improve a website's digital experience. The Company has a wholly owned subsidiary, User Replay Inc ('UR Inc') where most of the trading is centred through. UR Inc is incorporated in Delaware, US but trading from Atlanta, Georgia, US.

Due to increased entrants into the market, in April 2019 the Company started to develop a new version of the initial product, known as the 'new tech code' which was cloud native. This product was intended to be a more developed version of the initial product in order to increase revenues. However the costs to develop the code coincided with the need to maintain its legacy code which caused increased costs to the Company. Therefore, additional funding was obtained at the end of 2020 in order to assist the Company in migrating its clients to the new platform.

Shortly after the funding was received, the Company lost one of its major customers in the US and this loss of revenue made it difficult for the Company to continue to run both its legacy and new tech code. The development itself had also exceeded its budget, and along with the loss of revenue, the Company was finding it difficult to pay its liabilities as and when they fell due. The Company again sought additional funding however this could not be obtained. The secured creditor, Harbert Speciality Lending Company S.A.R.L ('Harbert') introduced the Company to RSM Restructuring Advisory LLP in March 2021.

The following charges, with an estimate of amounts due, are registered against the company

Name	Date Created	Date Registered	Type of Charge	Amount Due (est.)
Harbert	3 April 2019	4 April 2019	Fixed and floating	£651,210

Financial Position

The Company's most recent management accounts for the periods ended 28 February 2021 and 31 March 2020 are below. Please be advised that these relate to User Replay Limited only. Much of the trading went through UR Inc therefore, operating loss is significant in the Company when looking at its accounts individually.

	28 February 2021	31 March 2020
	£	£
Turnover	233,847	537,939
Cost of sales	(27,264)	(152,497)
Gross profit	206,583	385,442
Operating expenses	(1,548,665)	(2,173,632)
EBITDA	(1,342,081)	(1,788,190)

As explained above, most of the trading was completed through UR Inc as most clients are based in the United States. Historically the Company had been less reliant on its US clients however as you can see from the profit and loss extract above, during the period up to February 2021, revenues are significantly less than the period prior.

Initial Introduction

The Joint Administrators were introduced to the Company directors in late March 2021 by Harbert, the secured creditor. Since that date the Joint Administrators involvement included pursuing an accelerated sale process ('AMA') and providing advice prior to the Company entering administration. Details of the work completed, and the associated costs are stated below.

As Harbert were unwilling to provide the Company with additional funding, the principal option was to attempt to sell the Company's business and assets as this would be the most likely way to realise value from the Company's assets.

As the Company was unable to pay its debts as and when they fell due and that the preferred option was for an accelerated sale process ('AMA') to be pursued for the Company's business and assets. It was anticipated that any sale would be completed through a pre-packaged sale from administration. These services were confirmed under an engagement letter signed on 31 March 2021. As part of this engagement, RSM engaged with numerous interested parties in an attempt to sell the Company as a going concern.

RSM were not engaged to provide advice to the secured lender or to the directors personally.

A fee of £5,000 (plus VAT) was paid to RSM in respect of this engagement with time costs of £41,007 being incurred. Costs of £533 were also incurred from advertising on IPBid and placing the Company's details onto the Ansarada data room.

As part of the work completed by RSM, a number of interested parties were identified who were subsequently placed in contact with Company's directors in order to understand the services the Company offers. A number of offers were received (more of which is explained below) with one offer being accepted subject to contract.

However, shortly before the deal was expected to be finalised, the interested party decided to withdraw its offer and as a result there were no remaining viable offers for the business and assets.

As there was no possibility at that time of selling the business and assets via an AMA process, the Company re-engaged RSM on 25 May 2021 to provide advice in placing the Company into administration. A fee of £5,000 (plus VAT) was paid for these services with time costs of £7,954 being incurred.

Following various discussions with the Company's directors and employees, the Company was formally placed into Administration on 3 June 2021.

Please note that the Joint Administrators' role in the pre-appointment period, in relation to the pre-packaged sale, was to advise the Company and not the directors in their personal capacity, or any parties connected with the purchaser, in connection with the transaction. When considering any sale or disposal of the Company, its' business or assets, the Joint Administrators must perform their

functions in the interests of the Company's creditors as a whole. However, where the objective is to realise property in order to make a distribution to secured or preferential creditors, the Administrators have a duty to avoid unnecessarily harming the interests of creditors as a whole.

As mentioned above, RSM had no prior relationship with the Company prior to its initial engagement on 31 March 2021. Prior to the appointment on 3 June 2021, RSM had been engaged to assist the Company in seeking a pre-packaged sale of the Company's business and assets and subsequently engaged to assist in placing the Company into Administration on 25 May 2021. Details of the remuneration received and time costs incurred are detailed above.

Options Considered

A number of alternative options were considered, and these are as follows:

- Sale of the Company
- Continue to trade outside a formal insolvency process
- Liquidation
- Company Voluntary Arrangement ('CVA')
- Administration

Sale of the Company - the Company was facing costs in excess of its revenue and was approaching a situation where it was unable to pay its employees and trade and expense creditors. The Company's liabilities were in excess of any value in its assets and the relatively large number of shareholders (over 30) meant it would be difficult to agree a value of the shares.

Interested parties were given the option to buy the shares but for the reasons outlined above there was no interest.

Continue to trade outside a formal insolvency process - this was not possible as the cashflow forecasts showed the company running out of cash by the end of May 2021 and being unable to pay salaries for the previous month.

Trading would have also been difficult given that most income was received into the sister company User Replay Inc (which was outside the scope of any Administration) and would come to an immediate stop as and when the data storage company decided to terminate the service. This was very likely as there were several months on arrears due to that supplier.

Liquidation - This was possible but we were advised by several interested parties and management that interest in the intellectual property would quickly fall away during any hiatus period prior to the formal appointment of Liquidators. Short notice consent would be difficult to obtain given the large number of shareholders. Any closure of the business would quickly undermine value as the Company's clients would have no ongoing service and therefore quickly find alternatives.

CVA - This was not appropriate as the Company was not profitable going forward and lacked the investment required to become so. It could not continue to trade or plausibly make future payments into a CVA

Administration - It had been agreed by the directors, with the consent of Harbert, that an orderly wind-down of the Company would be best achieved through an AMA sale process, followed by an early sale of the Company's business and assets, through administration.

Consideration was also given to whether it would be more appropriate to trade the business and offer it for sale as a going concern during the administration. However, this was not feasible because of the following reasons:

- It would not be possible for an Administrator to trade the Company given the inevitable ongoing losses and lack of funds available. In any event we had no direct relationship with the customers whose contracts are with the US subsidiary Company User Replay Inc.
- As well as this, the services it provides to its customers are reliant on access to remote storage via AWS. This supplier is owed a considerable sum of money (over £200k) and it was anticipated that the supplier would de-activate the service should they not be paid.

-
- The Administrators would be facing the intrinsic risks of trading the business in administration such as potentially losing clients and income due to the inherent uncertainty.

During the period leading up to the Joint Administrators' initial involvement in March 2021 funding was provided by Harbert. Given the losses being incurred by the Company and the fact that Harbert had invested considerable funds previously and were owed in excess of £650k at that time, they were not willing to provide additional funding. Therefore, no requests for funding were made.

We are not aware of any personal guarantees provided by the directors.

Consultation with Creditors

The Company's largest creditors are Harbert (owed £651,210) and Future Fund (owed £920,516) who provided funds to the business. It's main trade and expense creditor is Amazon Web Services who provide the platform for the Company to be able to operate. Their costs range between £65k - £80k per month with no payments made since March 2021.

Discussions have been held with Harbert given their interest as the sole secured creditor with numerous updates provided during the proposed AMA process. Harbert are and have been supportive of the strategy and also consented to Graham Bushby and Nick Edwards being appointed as Joint Administrators.

Harbert consented to the sale by providing a deed of release of its charges.

Marketing of the Business and Assets

An overview teaser, providing brief details on the business, but without identifying the Company's name, was provided to parties identified from the following sources:

- online through IP-Bid.com, which markets financially distressed businesses to a national audience of distressed business investors.
- Interested parties on the RSM database of known interested parties. This included businesses who are known to be interested in the IT and software industry. This included several overseas buyers.
- Via an email to the partners in RSM to assess if there are any further parties known internally within RSM that may be interested.
- Parties identified by the directors of the Company who operate in the same sector.
- Parties identified by RSM's National Information Services who were known to be acquisitive within the internet monitoring software, user experience analysis, digital customer experience and customer analysis industry. Applications such as Zephyr, Capital IQ and Mergemarket were used to identify potential interested parties
- Parties identified by RSM Corporate Finance from their internal database of known companies who had been acquisitive in the industry

The use of online and direct marketing ensured that the opportunity came to the attention of many businesses who operate in the same sector, as well as many businesses that were known to be acquisitive over the last 12 months within the IT/software industry. This included competitors and VC/PE backed businesses. This method of marketing was used as it was distributed to large quantities of potential interested parties who had been acquisitive in similar service lines. It was hoped that from those identified businesses and those identified by the Company, a suitable buyer would be located.

The overview teaser was sent on 9 April 2021 and the listing on IP-Bid.com on 12 April 2021. An information memorandum and a PowerPoint document showcasing the business and assets were made available to those parties that had signed a non-disclosure agreement ('NDA'). Due to the interest the teaser had generated and the subsequent information that was being provided by the Company to interested parties, a data room was set up via Ansarada in order for interested parties to have immediate access to Company information. This was created on 19 April 2021 with information such as management accounts, product information and redacted payroll costs being included.

If a party was still interested after viewing the Company's information, they were then given details for the directors of the Company in order to fully understand the product.

From placing the advert on IPBid.com and despatching the overview teaser, parties were given until 19 April 2021 in order to register their interest. However this deadline was subsequently extended until 26 April 2021. This was considered to be an appropriate length of time given the urgency to find a suitable buyer to ensure a sale could be secured and the services maintained. Given the amount of parties that received the overview teaser, it was agreed that two weeks would be a suitable timeframe for interested parties to request an NDA and receive the relevant information.

A total of 195 overview teaser documents were sent out to parties identified by the Company, RSM's internal information services and RSM Corporate Finance with a total of 7 NDA's being signed. A total of 34 NDA's were signed by parties identified via IP-Bid. From the NDA's returned, 37 parties were given access to the Ansarada data room with 5 parties given the directors details in order to discuss the opportunity further.

A total of three proposals were received from potential purchasers. These proposals were assessed by the directors and the proposed Joint Administrators. A preferred bidder was selected and allowed to undertake detailed due diligence. Their offer was withdrawn following a period of due diligence, following concerns raised about the storage costs and tax situation in the US.

The AMA process continued as there were still several interested parties. These parties were in extended discussions with the directors however little progress was being made. When two of the three purchasers withdrew from negotiations, and the third appeared unable to progress, the directors decided that further action was required to protect creditors.

As a result of this situation, the Company engaged RSM to assist in placing the Company into administration which subsequently occurred on 3 June 2021 with all the Company's employees being made redundant and the Company ceasing to trade.

The post administration strategy was to re-engage with parties that received the initial teaser in order to see if they were interested in the intellectual property without the burdens on the ongoing trading business. This was considered the most suitable marketing strategy as the sale of the assets was time sensitive and a prolonged marketing process would continue to diminish the asset value and ultimately reduce returns to creditors.

A number of parties responded with some interest however only two formal offers were received, one of whom the Company had made a series of offers pre appointment, which they had been unable to progress.

Valuation of the Business and Assets

Charles Loake (FNAVA) of John Pye & Sons Ltd undertook the valuation of the Company's physical assets, being its IT and office equipment. The valuer used holds the FNAVA and is experienced in valuing business within a pre-pack and insolvency processes. RSM Restructuring Advisory LLP operates an 'agent's panel', which requires agents to confirm they have considered their independence prior to accepting any instruction, and that they hold adequate Professional Indemnity Insurance.

Valuations are commonly undertaken on 'ongoing, in-situ or ex-situ' bases. These terms are explained below.

Going-Concern	assets remain in existing location and are valued on a 'continuing use' basis
In-situ	assets remain in existing location, but 'continuing basis' not taken into account
Ex-situ	assets valued as individual items for removal, also known as 'break up' basis e.g. the assets will not be used to continue the business in existing location.
Profit / Revenue Based	'enterprise' valuation based on a multiple of future turnover, earnings or profit

The IT and office equipment were valued on an in-situ, ex-situ and ex-situ with special assumptions bases on an orderly sale. This provided the Joint Administrators with a benchmark against which offers could be compared. A valuation was provided as follows:

In-situ – £5,000

Ex-situ – £3,800

Ex-situ on special assumptions - £3,090

The values shown above are gross of the costs of realisation, It was doubtful whether these assets would have any value at all taking into account the costs of collection. The items are held by the Company's former employees and contractors all of whom work remotely, and some of whom are overseas.

The intellectual property was not formally valued. It was highly specialist in nature and had been developed by the Company itself. In assessing its value, reliance was placed on the fact that the intellectual property had been extensively marketed. It is also worth bearing in mind that without the co-operation of the key staff (most of whom were not employees of the company) it would be hard for any other party to operate or exploit.

Offers Received

Above are details of the interest shown in the business and assets as part of the AMA process. As explained above, 3 offers were received with one offer being pursued which was subsequently withdrawn.

During the sale process pursued in the administration, two principal offers have been received, and these are set out as follows:

- Unnamed party - An offer of £40,001 was received for all of the Company's assets and the shares in UR Inc (which are worthless given it is an insolvent entity).
- UR2 Limited ('UR2') - An offer of £42,000 for the intellectual property, goodwill and the remaining physical assets of the Company.

A decision was taken to accept an offer from UR2 in the sum of £42,000 (plus VAT). The reason for accepting this offer, rather than the other was the higher price, the simpler nature of the transaction, and because this offer appeared more likely to proceed as they had already been in contact with the developers and had carried out a significant amount of due diligence (much more than the other party).

The apportionment of sale consideration is set out below. The IT and office equipment achieved slightly less than the valuation before costs. It would have been doubtful whether the assets would have been worth collecting, as most of the equipment was held remotely by employees/developers.

These people were geographically very widely spread including a number operating overseas.

The Transaction

The business and assets (cash at bank and shares in UR Inc), as set out below, of the Company were sold to UR2 on 15 June 2021.

It has been confirmed in the sale contract that none of the directors or their associates will be involved in the management or ownership of the purchasing entity.

	Apportionment of Consideration (£)
Fixed Assets	
Intellectual property (new tech code)	38,997
Goodwill	1
Database	1
Customers Contracts	1
Floating Charge Assets	
IT/Office equipment	3,000
Total	£42,000

The initial sale consideration was received in full on completion, although a further sum may be payable if the buyer sells the assets at a profit within the next 12 months.

No security has been taken over the assets of the company because the funds were received into our solicitors client account on completion. Proof of funds had previously been provided and no such security was relevant.

H. PROOF OF DEBT

In the High Court of Justice, Business and Property Courts, Insolvency and Companies List No 955 of 2021
User Replay Limited In Administration
Company No: 06891730
Graham Bushby and Nick Edwards appointed as Joint Administrators to the above company on 3 June 2021

Relevant date for creditors' claims: 3 June 2021

1	Name of creditor If a company please also give company registration number	
2	Address of creditor for correspondence.	
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the relevant date. Less any payments made after that date in relation to the claim, any deduction in respect of discounts and any adjustment by way of mutual dealings and set off in accordance with relevant legislation	£
4	Details of any documents by reference to which the debt can be substantiated. There is no need to attach them now, but you should retain them safely as the may ask you at a future date to produce any document or other evidence which is considered necessary to substantiate the whole or any part of the claim, as may the chairman or convenor of any qualifying decision procedure.	
5	If amount in 3 above includes outstanding uncapitalised interest please state amount.	£
6	Particulars of how and when debt incurred If you need more space append a continuation sheet to this form	
7	Particulars of any security held, the value of the security, and the date it was given.	£ Date
8	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates.	
	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Date	
	Position with or in relation to creditor	
	Address of person signing (if different from 2 above)	

1. This form can be authenticated for submission by email, to restructuring.birmingham@rsmuk.com, by entering your name in block capitals and sending the form as an attachment from an email address which clearly identifies you or has been previously notified to the office holder. If completing on behalf of a company, please state your relationship to the company.