

The Insolvency Act 1986


**Statement of administrators' proposals**

Name of Company Unii Limited	Company number 08073366
In the High Court of Justice, Chancery Division [full name of court]	Court case number 4844 of 2016

We (a) Simon Harris, Mark Supperstone and Ben Woodthorpe of ReSolve Partners Limited, 48 Warwick Street, London, W1B 5NL

attach a copy of our proposals in respect of the administration of the above company

A copy of these proposals was sent to all known creditors on 7 September 2016

Signed   
Joint Administrator

Dated 07/09/16

**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.

ReSolve Partners Limited	
48 Warwick Street, London, W1B 5NL	
	Tel 02077029775
DX Number	DX Exchange

Companies House receipt date



A28 10/09/2016 #135  
COMPANIES HOUSE

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

Companies House, Crown Way, Cardiff, CF14 3UZ  
150 Cardiff

DX

SATURDAY

**Unit Limited  
in Administration (the Company)**

**Joint Administrators' proposals**

**ADM – Proposals BWv2**

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## 1 INTRODUCTION

Simon Harris, Mark Supperstone and Ben Woodthorpe, all of ReSolve Partners Limited (ReSolve), were appointed as Joint Administrators of Unii Limited (the Company) on 26 August 2016

Statutory information relating to the Company is attached at **Appendix 1**

## 2. CIRCUMSTANCES LEADING TO THE APPOINTMENT OF THE ADMINISTRATORS

### Company Background

The Company was incorporated on 17 May 2012 as Tradingpoll Ltd

Operating from its leasehold premises in London and employing 11 full-time staff the Company developed and maintained a worldwide photo and video sharing application available to download on IOS and Android

In 2013 Mr Remo Nardone and Mr Guy Fisher were appointed directors after having been founding investors in the business with Marco Nardone. Mr R Nardone and Mr Fisher would assist the Company with raising funds for its ongoing working capital requirements. At this time the Company changed its name to Unii Limited

The application, named Fling, was launched in July 2014 and currently has approximately 130,000 monthly active users. The Company never generated any revenue and was solely reliant on private investment.

According to management, the business actively invested in the development of the application, equipment and staff to ensure it was kept up to date with the technology required to compete in the mobile application market.

The Company experienced difficulty in raising further investment to enable continued trade due to low retention of users after Fling was removed by Apple from the App Store in 2015. Despite surface level statistics improving thereafter with each monthly product update, the Company was unable to raise capital due to the Company's legacy issues. The legacy issues included, but were not limited to, senior management who left the company after Apple App Store removal, high overhead costs as the Company owned and had developed 10 other products (not solely the Fling application), as well as low product growth and retention.

A summary of the Company's recent trading performance is shown below

Financial statements						
Profit and loss account	12 months to 31-Dec-15 Draft £	9 months to 31-Dec-14 Statutory £	Balance sheet as at	12 months to 31-Dec-15 Draft £	9 months to 31-Dec-14 Statutory £	9 months to 31-Mar-14 Statutory £
Turnover	-	-	Fixed Assets	86,681	76,952	44,427
Cost of Sales	(853,109)	(348,144)	Current Assets	690,550	532,092	596,075
Gross profit/(loss)	(853,109)	(348,144)	Creditors due < 1 year	(1,736,388)	(353,460)	(168,965)
Gross profit margin %	N/A	N/A	Creditors due > 1 year	-	-	-
Administrative Expenses	(8,096,778)	(3,158,739)	Net Assets/(Liabilities)	(959,157)	255,584	471,537
Operating loss	(8,949,887)	(3,506,883)	Capital and reserves			
Non-operating costs	(702)	-	Called up share capital	931,126	703,098	514,649
Profit/(loss) before tax	(8,950,589)	(3,506,883)	Share premium	13,243,322	5,786,661.00	2,731,400.00
Tax on loss on ordinary activities	(51,159)	(47,220)	Retained earnings	(15,133,605)	(8,234,175)	(2,774,512)
Net profit/(loss)	(8,899,430)	(3,459,663)	Total Equity	(959,157)	255,584	471,537

Source: Draft and Statutory Annual accounts

It should be noted the management accounts have not been verified for accuracy and therefore may not reflect the Company's true trading position

Due to the lack of funding available, the Company has been pursued by a number of creditors in the last six months

On 28 June 2016 the Company instructed ReSolve Partners Limited (ReSolve) to provide advice in relation to the Company's current financial position. It was agreed that ReSolve be engaged to conduct an accelerated marketing campaign prior to placing the Company into Administration

On 1 July 2016, Mr Nadone, in his capacity as a director of the Company, filed a Notice of Intention to Appoint Administrators (NOI) at Court. Following the filing of the NOI, ReSolve immediately initiated a marketing campaign to determine whether a purchaser could be found

The details regarding the marketing undertaken by ReSolve are referred to later in this report

Given there was credible interest in the business from the Company's management and additional time was required to raise the necessary funds, it was deemed by Mr Nadone that it was in the creditors' best interests to file a further three NOIs in order to progress the interest shown in the business. In addition, due to pressure from the Company's landlord the director arranged for the Company to move to a smaller premises. The second, third and fourth NOIs were filed on 18 July 2016, 1 August 2016 and 15 August 2016 respectively

On 4 August 2016 the Company received an offer for its business and assets from DSCVR Limited (DSCVR). A draft sale contract was issued to DSCVR's solicitors on 9 August 2016

On 26 August 2016 Mark Supperstone, Ben Woodthorpe and I were appointed by Remo Nardone, the Qualifying Floating Charge Holder as Joint Administrators of the Company. The appointment permitted the Joint Administrators to take any actions required either jointly or alone, and I have been the Administrator primarily involved in dealing with the Company's affairs

### **3. OBJECTIVES OF THE ADMINISTRATION AND THE ADMINISTRATORS' STRATEGY FOR ACHIEVING THEM**

The purpose of an Administration is to achieve one of the three objectives set out in the insolvency legislation, which are to

- (a) rescue the Company as a going concern, or
- (b) 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), or
- (c) realise property in order to make a distribution to one or more secured or preferential creditors

Objective (a) could not be achieved as no purchaser could be found for the shares of the Company and the nature of the Company's trading and its financial circumstances meant that a Company Voluntary Arrangement was not appropriate

The second objective could not be achieved as the amount due to the Company's chargeholder compared to the value of its assets means that there are only sufficient assets to make a distribution to the chargeholders. As a result, I am seeking to achieve objective (c) for the Company, and will do this by completion of a sale of the Company's business and certain assets

The sale of the business and certain assets resulted in a distribution to the secured creditor, Remo Nardone, by way of a "debt rollover", thereby achieving objective (c) of the Administration. Further details of the distribution are provided later in this report

The insolvency legislation has set a 12 month maximum duration for Administrations, unless the duration is extended by the Court or the creditors. If I am unable to complete the Administration of the Company within 12 months then I will either apply to the Court, or hold a meeting of the appropriate classes of creditors, in order to seek approval to extending the duration of the Administration.

#### 4 ACTIONS OF THE ADMINISTRATORS FOLLOWING APPOINTMENT

The Administrators decided that it was not possible to continue to trade the business of the Company without funding being in place and that an immediate sale of the Company's business and certain assets was the best way to achieve the objective of the Administration. As a result, on 31 August 2016, the Administrators concluded a sale of the Company's business and certain assets to DSCVR Limited (DSCVR). Further details are provided at section five and **Appendix II** of this report.

A summary of the matters dealt with since the Administrators' appointment is outlined below.

- Completed a sale of the Company's business and certain assets to DSCVR
- Liaised with the Company's pre-appointment accountants, Shipleys LLP (Shipleys)
- Corresponded with the Company's pre-appointment solicitors, Seddons
- Liaised with DSCVR and the secured creditor regarding the distribution to the secured creditor
- Liaised with creditors regarding claims and enquiries
- Drafted my Statement of Insolvency Practice 16 (SIP 16) report to creditors (please see section five and **Appendix II** of this report)
- Written to the Company's pre-appointment bank
- Drafted these proposals and report, and
- Addressed statutory duties associated with this Administration

#### 5. PRE-PACK DISCLOSURE IN ACCORDANCE WITH STATEMENT OF INSOLVENCY PRACTICE 16 (SIP 16)

As detailed earlier in this report, on 31 August 2016 a sale of the Company's business and certain assets was completed to DSCVR.

Given the close proximity in time to the date of Administration and the above mentioned sale of the Company's business and certain assets, the Administrators considered it appropriate to provide the disclosure required under SIP 16, which deals with sales either immediately on or shortly after appointment of Administrators. Further details of this transaction are disclosed in **Appendix II**.

#### 6 FINANCIAL POSITION OF THE COMPANY

The Administrators have asked the director to prepare a summary of the Company's estimated financial position as at 26 August 2016, which is known as a Statement of Affairs, but it has not yet been prepared due to the short timeframe between the request for same and issuing of this report, which I am required to issue within seven days of the completion of the sale.

In the absence of a Statement of Affairs the Administrators have prepared an estimate of the financial position of the Company as at 26 August 2016 from the records of the Company in their possession, and that is attached at **Appendix III**, together with a list of names and addresses of all known creditors, and the amounts of their debts. Please note the amounts detailed at **Appendix III** may not be an accurate reflection of the amounts owing to you as they have been taken from the latest information provided to the Administrators. Any discrepancy will not affect your claim against the Company.

## Comments on the Administrators' estimate of the financial position of the Company

### Sale of business

On 31 August 2016, shortly following Administration, a sale of the Company's business and certain assets was completed to DSCVR (company number 10312116), for £250,000 (the Consideration). The Consideration was received in full on completion.

A summary of the assets sold and the consideration received is detailed below.

Asset category	Consideration received (£)
Office equipment	15,100
Rent deposit	20,858
Goodwill	1
Intellectual property	213,639
Contracts	1
Sellers records	1
<b>Total</b>	<b>250,000</b>

Of the Consideration, £200,000, relating to the intellectual property, has been paid by way of a fixed charge "debt rollover" by DSCVR. This means that £200,000 was recoverable in respect of the fixed charge assets and an immediate fixed charge distribution to Remo Nardone of £200,000 was payable following the sale of the Company's business and certain assets on 31 August 2016. It is in essence a circular movement of funds. Legal advice was sought on the validity of security for such a purpose before completion took effect. DSCVR also took an assignment of the debt due to Remo Nardone as part of the consideration.

The £50,000 was paid in cash and has been apportioned to the remaining unencumbered assets.

In addition to the Consideration, the purchaser agreed to an anti-embarrassment clause. It is agreed that should DSCVR sell all or a substantial part of its business within 9 months of the transaction then the Company is entitled to 50% of the proceeds after the deduction of the Consideration.

### HM Revenue and Customs (HMRC) tax relief claim

The Company's former accountants, Shipleys, advised the Company submitted a claim to HMRC for Research and Development Tax Relief (R&D). The approximate value of the claim was £350,000.

Tax relief is available should a research and development project seek to achieve an advance in overall knowledge or capability in a field of science or technology through the resolution of scientific or technological uncertainty.

HMRC had raised a number of queries regarding the claim and the Company along with its accountant did not have sufficient time to resolve all of the queries.

Unfortunately R&D claims are not available to companies that are not continuing to trade, so the Company in Administration is not entitled to receive any refund. As such, it is expected HMRC will issue formal closure notices to the Company in due course. It should be noted that R&D claims are non-transferable.

### Cash at bank

I am currently awaiting confirmation from the Company's pre-appointment bankers, HSBC Bank plc (HSBC) regarding the balance of the Company's bank account. Should a balance remain on the account I have requested for it to be transferred to the Administration. Further update will be provided in any subsequent report to creditors.

### Other assets

Based on current information it does not appear the Company holds any further assets. Should it become apparent that there are further assets to realise notice will be provided to creditors accordingly.

### Secured creditors

The Company has granted the following charge

Charge holder	Date created	Date registered	Description
Remo Nardone	27 June 2016	29 June 2016	Debenture

It is understood Remo Nardone's indebtedness in respect of his debenture is £200,000.

As outlined earlier in this report, the sale of the Company's business and certain assets to DSCVR has resulted in an immediate fixed charge distribution to Remo Nardone of £200,000, and an assignment of his debt to DSCVR.

### Preferential creditors

As a result of the sale to DSCVR all employees were transferred under Transfer of Undertakings Protection of Employment (TUPE) legislation. Therefore, there are no known preferential creditors.

### Prescribed part

There are provisions of the insolvency legislation that require the Administrators to set aside a percentage of a Company's assets for the benefit of the unsecured creditors in cases where the Company gave a floating charge over its assets to a lender on or after 15 September 2003. This is known as the prescribed part of the Company's net property. A Company's net property is that amount left after paying the preferential creditors, but before paying the lender who holds a floating charge. The Administrators have to set aside

- 50% of the first £10,000 of the net property, and
- 20% of the remaining net property up to a maximum of £600,000

The funds provided by Remo Nardone have been repaid from the fixed charge he holds over the Company's assets. As a result, I will not have to pay Mr R Nardone any money under his floating charge, and the prescribed part provisions will not apply.

### Unsecured creditors

The Company's records indicate unsecured creditor claims total approximately £680,900.

Based on present information it is not anticipated that any funds will be available to unsecured creditors of the Company. Should this situation change the Administrators will update creditors in their subsequent report.

## 7 ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT

I attach a summary of the receipts and payments relating to the Company for the period from when it entered Administration, 26 August 2016, to the date of these proposals, at **Appendix IV**.

Details regarding the sale of the Company's business and certain assets are provided in this report and at **Appendix II**.



## 8 PROPOSED FUTURE ACTIONS OF THE ADMINISTRATORS TO ACHIEVE THE OBJECTIVE OF THE ADMINISTRATION

In order to achieve the objective of the Administration, the Administrators have completed a sale of the Company's business and certain assets

As outlined earlier in this report, part of the Consideration (£200,000) was distributed immediately to Remo Nardone on the sale of the Company's business and certain assets as a fixed charge distribution by way of debt rollover, thereby, achieving objective (c) of Administration

Please note it is not anticipated that the Company will have any preferential creditors as a result of the transfer of employees to DSCVR

The Company's financial position means there are insufficient assets to enable me to pay a dividend to non-preferential unsecured creditors

## 9 ADMINISTRATORS' REMUNERATION AND EXPENSES

I propose that our fees will be charged by reference to the time properly spent by us and our staff in dealing with matters relating to the Administration of the Company. This time will be charged at the hourly charge out rate of the grade of staff undertaking the work at the time the work is undertaken. Information about current charge out rates and the units of time in which work done is recorded is set out in **Appendix V**. When I seek time cost approval I have to set out a fees estimate, which acts as a cap on time costs so we cannot draw fees of more than the estimate without further approval. The fees estimate can be found at **Appendix V**. This shows the estimated time costs, hours charged and average hourly rates split into various categories and split by grade. I estimate the total time costs I will incur in undertaking these tasks in the Administration will be £55,373.

I anticipate needing to seek approval to exceed the estimate if this work leads to further areas of investigation, potential further asset recoveries and any associated action, such as arbitration or legal proceedings.

To the date this report is prepared, my time costs amount to £8,669, representing 30 hours work, at an average charge out rate of £285. A schedule of the time costs incurred to date is attached as **Appendix VI**.

A description of the work undertaken in the Administration to date is set out in **Appendix V**.

An initial meeting of creditors is not being held as the purpose of the Administration of the Company is to achieve objective (c), that is to realise property in order to make a distribution to one or more secured or preferential creditors of the Company.

As a result, the Administrators will be convening a general meeting of creditors with a view to obtaining a resolution approving their remuneration, and also separately seeking the approval of the Company's charge holder.

The relevant creditor's guide to Administrators' Fees can be found under the heading Creditor Guides on my website at <http://www.resolvegroupuk.com/resources/>. Please note there are different versions of the guides, and in this case you should refer to the version for insolvencies after 1 October 2015. A hard copy can be obtained on request, free of charge, from this office.

### Category 2 disbursements and expenses

I also propose that I am permitted to charge what are known as category two disbursements. Information about category two disbursements is set out in **Appendix V**.

There have been no expenses incurred to date.

## Professional advisors

The use of agents or professional advisors also comprise Administration expenses

It is anticipated it will not be necessary to instruct agents or professional advisors during the Administration

Whilst not requiring approval, when reporting to creditors during the course of the Administration the actual expenses incurred will be compared with the original estimate provided and I will explain any material differences

## 10 PRE-APPOINTMENT FEES AND EXPENSES

The Board of the Company instructed me to assist them in placing the Company in Administration on 28 June 2016. They agreed that I should be paid my pre-appointment fees and expenses as a fixed fee of £10,000 plus VAT. For sake of transparency the Administrators' pre-appointment time costs are detailed at **Appendix VII** and total £36,156

The following matters were undertaken prior to Administration

- Conducted an accelerated marketing campaign
- Liaised with the Company's director to make information available
- Liaised with interested parties and significant creditors
- Liaised with LSH regarding a letter of recommendation of acceptance for the offer received
- Negotiated the terms of the sale with DSCVR
- Corresponded with the Company's director regarding appointment documentation
- Attended to ongoing correspondence with the Board in respect of the marketing campaign
- Planned internally for the appointment
- Liaised with DSCVR regarding the appointment and sale contract, and
- Reviewed and amended the sale contract

Completion of the above matters facilitated the sale of the Company's business and certain assets following an accelerated marketing and sale campaign. This was in the best interests of all creditors in order to preserve the realisable value of the business as discussed earlier in these proposals. Had this work not been undertaken the business may not have transferred and employees may not have retained employment thereby increasing claims against the Company.

The following table sets out the Administrators' pre-appointment fees and expenses incurred. The table also shows those fees and expenses that were paid prior to the Administration and those where approval is being sought to pay them from Administration funds.

Professional Advisor	Description	Amount (£)	Paid pre-appointment (£)	To be paid (£)
ReSolve Partners Limited	Pre-appointment Administrators' remuneration	10,000	10,000	-
Lambert Smith Hampton Limited	Valuation agent	2,000	-	2,000
Druces LLP	Legal fees	8,500	-	8,500
IP-Bid.com	Advertising	175	-	175

The above does not include disbursements or VAT

A brief summary of the work completed by each advisor is below

*ReSolve Partners Limited*

ReSolve was instructed by the Board to conduct a marketing campaign. ReSolve liaised and negotiated with interested parties, attended to ongoing correspondence with the Board, prepared internally for the Administration, liaised with all parties concerned throughout and reviewed and amended the sale contract.

*Lambert Smith Hampton*

LSH was instructed to provide a valuation of the Company's office furniture and equipment. Further details of the work carried out by LSH can be found in **Appendix II**.

*Druces LLP*

Druces were instructed to draft the sale contract documentation and provide advice in relation to the validity of the security held by Remo Nardone.

Druces also advised the Administrators in respect of various legal matters concerning the sale of the Company's business and assets together with appointment formalities.

The choice of professionals is based on the Administrators' perception of their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of my fee arrangement with them. The fees charged have been reviewed and the Administrators are satisfied they are reasonable in the circumstances of this case.

## **11. ADMINISTRATORS' INVESTIGATIONS**

I have a duty to consider the conduct of those who have been directors of the Company at any time in the three years preceding the Administration. I am also required to investigate the affairs of the Company in general in order to consider whether any civil proceedings should be taken on its behalf. I should be pleased to receive from you any information you have that you consider will assist me in this duty. I would stress this request for information forms part of my normal investigation procedure.

## **12. EC REGULATION ON INSOLVENCY PROCEEDINGS**

I consider the EC regulation on insolvency proceedings apply to the Administration of the Company. I also consider that they are main proceedings since the Company's registered office and its trading address are in the United Kingdom.

### 13. ADMINISTRATORS' PROPOSALS

In order to achieve the objective set out at section 3 above, I formally propose to creditors

- (a) The Joint Administrators continue to manage the business, affairs and property of the Company in order to achieve the purpose of the Administration by
  - (i) Realising the Company's assets and distributing the same as deemed appropriate
  - (ii) Selling the Company's assets at such time(s) on such terms as is considered appropriate
  - (iii) Investigating and, if appropriate, pursuing any claims the Company may have against any person, firm or Company whether in contract or otherwise, including any officer or former officer of the Company or any person, firm or Company which supplies or has supplied goods or services to the Company, and
  - (iv) Doing all such things and generally exercising all powers as Administrators as is considered desirable or expedient at our discretion in order to achieve the purpose of the Administration or protect and preserve the assets of the Company or maximise the realisations of those assets, or of any purpose incidental to these proposals
- (b) The Administration of the Company will end by filing notice of dissolution with the Registrar of companies. The Company will then automatically be dissolved by the registrar of companies three months after the notice is registered, or
- (c) The Administration will end by the presentation of a winding up petition to the Court for the compulsory liquidation of the Company, and propose that Simon Harris and Ben Woodthorpe are appointed Joint Liquidator of the Company by the Court, or
- (d) The Administration of the Company will end by giving notice to the Court, creditors and Registrar of Companies the objective of the Administration has been achieved
- (e) The Administrators be remunerated by reference to time properly spent by the Administrators and their staff in dealing with matters relating to the Administration of the Company, such time to be charged at the hourly charge out rate of the grade of staff undertaking the work at the time it was undertaken. Details of the current charge out rates are outlined in **Appendix V** of these proposals
- (f) The Administrators be authorised to draw category 2 expenses as outlined in **Appendix V** of these proposals
- (g) The Administrators be discharged from liability in respect of any act of theirs 14 days after they cease to be Administrators of the Company

#### 14. APPROVAL OF PROPOSALS

Since the purpose of the Administration of the Company is to achieve objective (c), that is to realise property in order to make a distribution to one or more secured or preferential creditors of the Company, the Administrators are not required to hold an initial meeting of creditors to consider these proposals. However, a separate meeting of creditors will be convened in due course to consider the basis of the Administrators' remuneration and certain costs of the Administration.

Whilst the Administrators are not required to convene an initial meeting to consider these proposals, creditors whose debts amount to at least ten per cent of the total debts of the Company can require that a meeting of creditors is convened. Such a request must be made on Form 2.21B within eight business days from the date of these proposals. If creditors do not require me to convene a meeting of creditors within that time period, then these proposals will be deemed to have been approved.

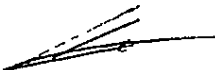
#### 15. FURTHER INFORMATION AND COMPLAINTS

If creditors or members have any queries regarding the proposals or the conduct of the Administration in general, they should contact James Reeves on 020 3372 2804.

Should you have any comments or complaints regarding this Administration, please contact Ben Woodthorpe in the first instance. If you consider that we have not dealt with your comment or complaint appropriately, you may request we perform an internal independent review of your complaint. This review would be undertaken by a person within ReSolve not involved in the Administration. A request for a review can be made in writing to the Compliance Manager, ReSolve Partners Limited, One America Square, Crosswall, London, EC3N 2LB or by email to [ben.woodthorpe@resolvegroupuk.com](mailto:ben.woodthorpe@resolvegroupuk.com).

If you still feel that you have not received a satisfactory response then you may be able to make a complaint to the Complaints Gateway operated by the Insolvency Service. Any such complaints should be addressed to The Insolvency Service, IP Complaints, 3rd Floor, 1 City Walk, Leeds, LS11 9DA, or you may email [ip.complaints@insolvency.gov.uk](mailto:ip.complaints@insolvency.gov.uk), or you may phone 0845 602 9848. The Complaints Gateway will in turn determine if such complaint should be addressed by Mr Supperstone's, Mr Harris' and Mr Woodthorpe's regulatory body.

Yours faithfully  
For and on behalf of  
Unii Limited



Simon Harris  
Joint Administrator

*For enquiries regarding this correspondence please contact*

Contact name: James Reeves  
Phone number: 020 3372 2804  
Email: [james.reeves@resolvegroupuk.com](mailto:james.reeves@resolvegroupuk.com)

The affairs, business and property of the Company are being managed by the joint administrators. Partners and staff acting as administrators, administrative receivers or supervisors act as agents of the company over which they are appointed at all times, and without personal liability. Cameron Gunn, Mark Supperstone, Simon Harris and Ben Woodthorpe are licensed in the United Kingdom by the Institute of Chartered Accountants in England and Wales.

**APPENDIX I**

**STATUTORY INFORMATION**

**Company information**

Company name	Unii Limited
Previous name	Tradingpoll Ltd (changed 14 Aug 2013)
Company number	08073366
Date of incorporation	17 May 2012
Trading address	26-28 Hammersmith Grove, London, W6 7BA
Current registered office	10 Orange Street, Haymarket, London, WC2H 7DQ
Principal trading activity	82990 - Other business support service activities not elsewhere classified

**Appointment details**

Date of appointment	26 August 2016
Appointment made by	Qualifying Floating Charge Holder
Court name and reference	High Court, Chancery Division, Companies Court 4844 of 2016
Administrators appointed	Mark Supperstone      Insolvency Practitioner Number 9734 Simon Harris          Insolvency Practitioner Number 11372 Ben Woodthorpe        Insolvency Practitioner Number 18370
Paragraph 100(2) statement	Any act required or authorised under any enactment to be done by an administrator may be done by any or all of the Administrators acting jointly or alone

**Officers of the Company**

<b>Directors.</b>	<b>Appointed.</b>	<b>Resigned.</b>
Marco Nardone	17 May 2012	-
Guy Fisher	18 July 2013	3 March 2016
Remo Nardone	18 July 2013	3 March 2016
Emerson John Osmond	23 September 2014	16 December 2015

**Share capital**

123,569,138 shares at 1p per share

**Charges**

<b>Chargeholder:</b>	<b>Charge:</b>	<b>Created:</b>	<b>Registered:</b>
Remo Nardone	Fixed and floating	27 June 2016	29 June 2016

**APPENDIX II**

**STATEMENT OF INSOLVENCY PRACTICE 16 (SIP 16) – PRE-PACKAGED SALES IN  
ADMINISTRATION**

## APPENDIX II

### STATEMENT OF INSOLVENCY PRACTICE 16 (SIP 16) – PRE-PACKAGED SALES IN ADMINISTRATIONS

#### Initial Introduction

ReSolve was introduced to the Company by Seddons Solicitors LLP, the Company's solicitors on 20 June 2016. I first met with Mr Nadone, a Director of the Company, on 20 June 2016 to discuss the financial affairs of the Company.

Prior to the commencement of the Administration I advised Mr Nadone, acting on behalf of the Company, about the options available to the Company to help determine an appropriate course of action to take. No advice was given to Mr Nadone regarding the impact of the insolvency of the Company or his personal financial affairs. Whilst not formally in office at that time, I was still required to act in my dealings with the Company in accordance with the Insolvency Code of Ethics.

Ultimately the Company was placed into Administration and Mark Supperstone, Ben Woodthorpe and I were appointed as Joint Administrators. As Administrator I am an officer of the Court and I have taken over the management of the Company. The purpose of the Administration is to achieve one of the hierarchy of statutory objectives, namely to -

- (a) rescue the Company as a going concern, or
- (b) 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), or
- (c) realise property in order to make a distribution to one or more secured or preferential creditors

More information about the objective I am seeking to achieve in respect of the Company is set out below.

In order to help me achieve the objective I have a wide range of powers, as set out in the insolvency legislation, and I must perform my functions as quickly and efficiently as is reasonably practicable. I must also act in the interests of the creditors of the Company as a whole other than where objective c) is being pursued. I need only ensure that I do not unnecessarily harm the interests of the creditors of the Company as a whole.

ReSolve had no previous relationship with the Company, the Director or the Secured creditor prior to the introduction on 20 June 2016.

#### Pre-appointment considerations

Prior to the Administration of the Company, and following engagement, ReSolve liaised with the Board and its advisers. The Board advised that the Company had been wholly financially dependent on its investors, which were understood to be unwilling to continue funding the Company's losses while legacy issues still existed.

ReSolve advised the Board, in light of the current investors' unwillingness to fund indefinite losses, consideration ought to be given to the Company's projected financial position and whether the Company would be able to meet its obligations as they fell due, both immediately and over the longer term.

The Board concluded the Company would be unable to meet its obligations moving forward without ongoing support, and therefore advice was sought from ReSolve on the options available. The Company would be unable to meet its obligations, as investors were no longer willing to provide further funding until legacy issues were resolved.



The following matters were considered prior to achieving the pre-packaged sale outlined in this statement

#### *Requests to funders for continued financial support*

The Company's institutional and personal backers had been approached to provide further funding, but had declined due to the legacy debts and the historic high cash burn. The director's family has invested in excess of £5 million since it commenced trading, but were unwilling to provide further funds to the Company.

#### *Consulting with creditors*

Shortly prior to Administration, and prior to conclusion of the sale of the Company's business and certain assets, the Administrators' staff notified and attempted to consult with the Company's largest known non-associated unsecured creditors on 12 August 2016 regarding the impending proposed sale (detailed later in this statement).

Two of the creditors responded, but did not raise any concerns regarding the transaction. Their concerns related to the status of their claims and whether they would get paid.

One of the former employees also has a significant claim recorded, but it was agreed that he would not be contacted to ensure there was no disruption to the current team employed by the Company.

The Company's secured creditor, Remo Nardone (RN) was served with notices of the Company's intention to appoint an Administrator as he held a qualifying floating charge allowing him to appoint an Administrator. RN is a former director and the father of the current director and accordingly, was aware of the Company's pending Administration and the proposed sale of the business and certain assets.

#### *Consideration to trade in Administration*

The Administrators considered trading the Company whilst in administration in order to market the business for a longer period, in anticipation that this may achieve better realisations. However, given the paucity of interest in the opportunity from the pre-administration marketing (detailed later), there was no guarantee further interest would be received.

In addition, the only foreseeable way for an Administration trading period to be feasible would be with the ongoing financial support of investors, all of which had declined to provide further funding to the Company.

Furthermore, it was evident the Company would not be able to trade profitably during Administration as evidenced by its historic losses.

In light of the above, trading in Administration was not deemed appropriate.

#### *Previous Sales*

To the best of the Administrators' knowledge, the Company's business and/or assets have not been acquired from an insolvency practitioner within the last 24 months.

#### *Other considerations*

The Company has granted the following charge:

Charge holder	Date created	Date registered	Description
Remo Nardone	27 June 2016	29 June 2016	Debenture

It is understood RN's indebtedness in respect of his debenture is £200,000.

The pre-pack sale of the business enables the Administrators to achieve objective (c) set out above as the realisations made will enable the Administrators to make a distribution to the secured creditor by way of a debt roll-over as explained in more detail later. It is not anticipated the Company will have any preferential creditors as a result of the transfer of employees to DSCVR.

The Administrators also confirm that the outcome achieved as a result of the pre-pack sale was the best available outcome for creditors of the Company as a whole in all the circumstances of the case and that it did not unnecessarily harm the interests of the creditors of the Company as a whole.

#### **Comparison of outcomes and other procedures**

The various courses of action that ReSolve considered were as follows:

##### *Do nothing*

It was not feasible for the Company to do nothing and continue to trade. The Company had a cash flow shortfall and was suffering from increasing creditor pressure, particularly from a former employee and its landlord. The director, secured creditor and historic investors were not willing to provide further funding to trade on.

By doing nothing, the Company's director could have been at risk from potential wrongful trading actions, by continuing without being able to support ongoing trading.

##### *Company Voluntary Arrangement (CVA)*

The option of a CVA was dismissed. Since the secured creditor would sit outside the arrangement a CVA would not have adequately addressed the current liability. In addition, since the Company was loss making it would not have served any purpose based on the structure of the Company and any Nominee would struggle to recommend the proposal to the creditors on this basis.

It is also unlikely the Company would have had time to consider and implement a CVA outside of Administration before enforcement action was taken by creditors.

##### *Scheme of Arrangement*

A Scheme of Arrangement requires the input of the members of the Company and is a complicated and expensive procedure. The Company would have ended up with the same issues with a formal arrangement as above.

##### *Creditors' Voluntary Liquidation (CVL)*

A CVL was considered to be a procedure which could damage the prospect of maximising realisations from the sale of the assets, which based on the information available appeared to be primarily the software it had developed and the intellectual property. It was necessary to ensure network providers did not cancel and customers continued to use or download the application. Retaining customers was key to a successful outcome.

Liquidation is considered a terminal event and there was great risk that the business would fail had the Company entered liquidation.

##### *Pre-packaged Administration*

In light of the above, I considered that a pre-packaged Administration sale of assets of the Company would result in the best overall outcome and therefore satisfy the third hierarchical objective of Administration, to realise property in order to make a distribution to one or more secured or preferential creditors, as I have indicated above.

A pre-packaged Administration would preserve the maximum value in the software and intellectual property and provide the best opportunity to facilitate a speedy repayment to the secured creditor and increase the likelihood of funds being available to unsecured creditors. I can also confirm that the outcome achieved as a result of the pre-pack sale was the best available outcome at the time for creditors of the Company as a whole in all the circumstances of the case and that it did not unnecessarily harm the interests of the creditors of the Company as a whole.

Below is an estimated comparison between Administration and Liquidation as at the date of appointment. You will note that the Administration scenario is estimated to have a better return to creditors as a whole.

<b>Estimated comparison between Administration and Liquidation as at 26 August 2016</b>				
	<b>Notes</b>	<b>NBV £</b>	<b>Administration £</b>	<b>Liquidation £</b>
<b>Assets subject to fixed charge</b>				
Goodwill	1	n/a	1	-
Contracts	1	n/a	1	-
Sellers records	1	n/a	1	-
Intellectual property	1	n/a	213,639	-
		-	213,642	-
Amount due to Remo Nardone under fixed charge		(200,000)	(200,000)	(200,000)
<b>Surplus/(deficit) as regards fixed charge creditor (c/d)</b>		<b>(200,000)</b>	<b>13,642</b>	<b>(200,000)</b>
<b>Assets subject to floating charge</b>				
Cash at bank	2	-	-	-
Office Equipment	3	-	15,500	7,000
Rent deposit	4	-	20,858	-
<b>Available for preferential creditors</b>		<b>-</b>	<b>36,358</b>	<b>7,000</b>
Estimated preferential creditors	5	-	-	(11,000)
<b>Estimated funds available to floating charge creditors</b>		<b>-</b>	<b>36,358</b>	<b>(4,000)</b>
<b>Surplus/(deficit) as regards fixed charge creditor (b/f)</b>		<b>(200,000)</b>	<b>13,642</b>	<b>(200,000)</b>
<b>Shortfall to secured creditor</b>		<b>(200,000)</b>	<b>-</b>	<b>(200,000)</b>
<b>Estimated funds available for unsecured creditors</b>			<b>50,000</b>	<b>-</b>
Estimated unsecured creditors		(681,665)	(681,665)	(681,665)
<b>Shortfall to unsecured creditors</b>		<b>(681,665)</b>	<b>(631,665)</b>	<b>(681,665)</b>

**Notes.**

- 1 Goodwill is estimated to realise nil in a liquidation scenario and taken from the apportionment in an Administration scenario
- 2 Represents the known cash at bank as at the date of appointment
- 3 The Administration and Liquidation figures have been taken from my agents in-situ and ex-situ valuation
- 4 The rent deposit was paid at the start of August 2016, as the Company was forced to move at short notice. The sum held by the Landlord has been applied to the consideration paid. It is unlikely the deposit would have been recovered in Liquidation.
- 5 It has been assumed that all employees would have been made redundant in Liquidation. It has been assumed the preferential claim will be £1,000 per employee for 11 employees.
- 6 Administrators'/Liquidators' costs have been excluded for the purpose of this comparison as have the costs of realisations.

### Marketing of the business and assets

On 27 July 2016 a 'teaser' document and non-disclosure agreement (NDA) were circulated to a selection of ReSolve's database of financial investors, venture capitalists and private equity investors known to have an interest in the distressed technology sector. In all 81 parties were contacted. The parties were selected based on the likelihood of investing in this sector and may consider acquiring a non-revenue generating business. While ReSolve has a larger database, this opportunity would not have appealed to all as many are not interested in this sector.

In addition an advert was placed on IPbid.com (an online website for selling distressed businesses). However, despite one interested party making contact, no NDA was returned.

The director was requested to provide details of competitors operating in the same area of application development, but none were provided.

Having marketed the business to a range of distressed investors, private equity investors and companies operating in a similar industry, the Administrators felt that they had performed a sufficiently extensive campaign in order to achieve the best price in the timeframe available.

On 4 August 2016, an offer for the Company's business and assets was received from DSCVR. It should be noted that DSCVR is an associated company by way of common directorship and we are advised, certain shareholders. As the only interested party, details of DSCVR's offer were passed to our agent, Lambert Smith Hampton (LSH) for its comments. LSH recommended acceptance of the offer and contracts were issued.

A sale was completed to DSCVR, a connected party on Wednesday 31 August 2016. The sale represented the best available outcome for all creditors as a whole as it would result in a return to the Company's secured creditor and see mitigation of preferential claims due to the transfer of staff to DSCVR. In a liquidation scenario it is considered none of the above would have been possible as outlined on the EOS above.

Further details of the Purchaser, offer and sale are detailed later in this statement.

### Valuation of the business and assets

LSH is a firm of chartered surveyors regulated by the Royal Institution of Chartered Surveyors. It confirmed it had no conflict of interest in acting in this matter and it was determined it held adequate professional indemnity insurance.

LSH was provided with details of the Company's leasehold premises, together with the Company's asset register.

LSH has provided a valuation of the furniture and equipment on two bases, in-situ and ex-situ. The former represents the value placed on the assets if sold as part of a going concern sale. The latter represents the values if the assets were removed for sale. Both valuation bases are exclusive of the costs of the sale. For ease of comparison, the consideration paid for each asset category has also been disclosed next to each valuation.

Asset category	Valuation (£)		Consideration Received (£)
	In-situ	Ex-situ	
Office equipment	15,500	7,000	15,500
Rent deposit			20,858
Goodwill			1
Intellectual property			213,639
Contracts			1
Sellers records			1
<b>TOTAL</b>			<b>250,000</b>

The rent deposit is not valued, as it was a sum provided by the Company to its landlord

Whilst LSH did not provide a value specifically attributable to goodwill and other intangible assets sold, LSH and the Administrators were satisfied that the price paid represented the demand in each asset class. In this case only one party made an offer so demand would be deemed to be minimal, especially in respect of the goodwill, contracts and sellers records

I have not been advised of or received any information to indicate the Company has any other assets

#### **The transaction**

On 31 August 2016, shortly following Administration, a sale of the Company's business and certain assets was completed to DSCVR (company number 10312116), for £250,000 (the Consideration). The Consideration was received in full on completion. The sale apportionment was outlined earlier in this statement.

Of the Consideration, £200,000, relating to the intellectual property, has been paid by way of a fixed charge "debt rollover" by DSCVR. This means that £200,000 was recoverable in respect of the fixed charge assets and an immediate fixed charge distribution to RN of £200,000 was payable following the sale of the Company's business and certain assets on 31 August 2016. It is in essence a circular movement of funds. Legal advice was sought on the validity of security for such a purpose before completion took effect. On completion the Company novated the loan provided by RN to DSCVR effectively transferring the debt to the new company.

The £50,000 was paid in cash and has been apportioned to goodwill and the remaining unencumbered assets.

In addition to the Consideration, the purchaser agreed to an anti-embarrassment clause. It is agreed that should DSCVR sell all or a substantial part of its business within 9 months of the transaction then the Company is entitled to 50% of the proceeds after the deduction of the Consideration.

It was considered that the overall creditor liability position would be improved as DSCVR had taken on 11 members of staff thereby minimising preferential and unsecured claims.

The Purchaser is an associated company by way of common directorship, the ultimate shareholding and RN's position as a secured creditor of the Company. Further details are provided later in this statement.

#### ***Statement of Insolvency Practice 13 (SIP 13)***

In accordance with the guidance given in SIP 13, details of any acquisition of the Company's assets by a director in the two years prior to the Administration must be reported.

- The Administrators have not been made aware of any connected party transactions in the course of their investigations that took place in the two years prior to the Administration.
- If during the Administrators' further investigations we are made aware of any transactions these will be brought to the attention of the creditors in any subsequent reports, and
- The sale of the Company's business and certain assets is considered a connected party transaction as DSCVR is associated by way of Mr Marco Nardone's directorship and shareholding in the Company and DSCVR. The Purchaser had legal representation in respect of the transaction.

A schedule of the parties who are associated between the Company and the Purchaser, and the basis of that association, is detailed below.

Name	Director of Unli Limited	Director of DSCVR Limited	Shareholder of Unli Limited	Shareholder of DSCVR Limited	Secured creditor
Marco Nardone	Yes	Yes	Yes	Yes	-
Remo Nardone	-	-	Yes	Yes	Yes
Guy Fisher	-	-	Yes	Yes	-
Magic Ventures Limited	-	-	Yes	Yes	-
Churchill Investments Ltd	-	-	Yes	Yes	-
Universe srl	-	-	Yes	Yes	-
Alessandro Barnaba	-	-	Yes	Yes	-
Hanover Media Limited	-	-	Yes	Yes	-
STP Fund	-	-	Yes	Yes	-
Guido Banila	-	-	Yes	Yes	-
Elena Bartoli	-	-	Yes	Yes	-
Daniele Boffelli	-	-	Yes	Yes	-
Angelo Ceccato	-	-	Yes	Yes	-
Michael Christner	-	-	Yes	Yes	-
Matteo Colafrancesco	-	-	Yes	Yes	-
Ciro Correggi	-	-	Yes	Yes	-
Claudio Correggi	-	-	Yes	Yes	-
Halil Emecen	-	-	Yes	Yes	-
Ronald Feijen	-	-	Yes	Yes	-
Fenera Equity Investments	-	-	Yes	Yes	-
Ferdani S R L (Daniele Ferrero)	-	-	Yes	Yes	-
Fidor spa-Fiduciaria Orefici	-	-	Yes	Yes	-
Alessandro Gandini	-	-	Yes	Yes	-
Luca Giammetti	-	-	Yes	Yes	-
Gianluca La Calce	-	-	Yes	Yes	-
Efrem Locamo	-	-	Yes	Yes	-
Lodina Limited	-	-	Yes	Yes	-
Antonio Lombardi	-	-	Yes	Yes	-
Alberto Manzonetto	-	-	Yes	Yes	-
Massimo Massimilla	-	-	Yes	Yes	-
Morena Marketing Ltd	-	-	Yes	Yes	-
Ilana Moni	-	-	Yes	Yes	-
Isotta Moni	-	-	Yes	Yes	-
Andrea Negrì	-	-	Yes	Yes	-
Stella Nicola	-	-	Yes	Yes	-
Pactum Global Diversified Fund (Pactum)	-	-	Yes	Yes	-
Domenico Romeo	-	-	Yes	Yes	-
Sterling Advisors International Ltd	-	-	Yes	Yes	-
Roberto Travella	-	-	Yes	Yes	-
Guido Tugnoli	-	-	Yes	Yes	-
UBS Fiduciaria S p A - M TO 03356	-	-	Yes	Yes	-
UBS Fiduciaria S p A - M TO 03357	-	-	Yes	Yes	-
Uniti SS	-	-	Yes	Yes	-
Vegalux Investments S a r l	-	-	Yes	Yes	-
Wetspring srl	-	-	Yes	Yes	-
Simon White	-	-	Yes	Yes	-
Antonello Monna	-	-	Yes	Yes	-

Further details of the transactions with the purchaser are disclosed earlier in this report in accordance with the guidance given in SIP 13

To the Administrators' knowledge there are no known personal guarantees granted by the Company's directors that have been released as a result of the transaction with the Purchaser. Furthermore, the Administrators are unaware of any options, buy-back arrangements or similar conditions attached to the contract of sale with the previous ownership or management.

#### Connected Party Transactions

As indicated above, the Purchaser of the business and certain assets of the Company is a connected party. A connected party purchaser is encouraged to, but is not required to, approach what is known as the Pre-Pack Pool, an independent group of suitably qualified and experienced individuals, in order to obtain their opinion on the pre-pack transaction. The connected party purchaser has to pay £800 plus VAT to the Pre-Pack Pool for them to provide this opinion.

In this instance the Administrators advised the purchaser of the Pre-Pack Pool's existence in writing but understand that the connected purchaser has not approached the Pre-Pack Pool for their opinion on the pre-pack sale.

A connected party purchaser is also encouraged to, but is not required to, prepare a viability statement indicating how the business will survive for at least 12 months from the date of the purchase, and detailing what it will do differently from the Company in Administration in order that the business will not fail. The Administrators advised the purchaser of this in writing, but at the time of reporting no viability statement has been prepared.

#### Conclusion

The sale of the Company's business and certain assets after an accelerated marketing and sale campaign was in the best interests of all creditors in order to preserve the realisable value of the business, extinguishing the secured liability in full.

The sale has allowed for

- The mitigation of the overall creditor position by preservation of all of the employees jobs, and
- A fixed charge distribution to a secured creditor of the Company

Neither of the above would have been likely in a liquidation scenario. As outlined in the EOS above the estimated return to each creditor class is greater in Administration as a result of the sale of the business and certain assets.

Creditor class	Liquidation	Administration
Secured	-	100%
Preferential *	63.63%	N/A
Unsecured	-	7.33%

*\*No preferential claims are anticipated in the Administration as a result of the transfer of staff to the purchaser.*

LSH has recommended the sale and the Consideration received is in line with the in-situ valuation of the Company's office equipment.

I confirm that the sale price achieved, and also the outcome, was the best available outcome for creditors of the Company as a whole in all the circumstances of the case and that the pre-pack sale achieves the statutory purpose of the Administration that I am seeking to achieve in respect of the Company.

APPENDIX III

ESTIMATED FINANCIAL POSITION

Unii Limited - in Administration

*Estimated Financial Position as at 26 August 2016*

		Book value	Estimated to realise
	Notes	£	£
<b>As at 26 August 2016</b>			
<b>Assets specifically pledged</b>			
Goodwill	1	-	1
Intellectual property	1	-	213,639
Contracts	1	-	1
Sellers records	1	-	1
		<u>-</u>	<u>213,642</u>
Less, Secured creditor, Remo Nardone		<u>(200,000)</u>	<u>(200,000)</u>
<b>Surplus/ (Deficiency)</b>		<u>(200,000)</u>	<u>13,642</u>
<b>Assets not specifically pledged</b>			
Rent deposit	1	20,858	20,858
Office equipment	1	86,681	15,500
Cash at bank	2	-	Uncertain
		<u>-</u>	<u>36,358</u>
<b>Amount available to preferential creditors</b>		<u><u>-</u></u>	<u><u>50,000</u></u>
Preferential creditors' claims (estimated)			-
<b>Net Property</b>			<u><u>50,000</u></u>
Funds available to unsecured creditors			50,000
Unsecured creditors' claims			(680,997)
<b>Shortfall to the unsecured creditors</b>			<u><u>(630,997)</u></u>

*The above excludes costs of the Administration*

Notes

- 1 Funds received in respect of the sale consideration
- 2 We await confirmation from HSBC Bank plc (HSBC) of funds held, if any



Uni Limited  
Administrators' proposals  
7 September 2016

Creditor Name	Address 1	Address 2	City	County	Postcode	Country	Amount (£)
<b>Secured creditor</b>							
Remo Nardone	7 St Peters Square		London		W6 9AB		85 654
							<u>200,000</u>
<b>Unsecured creditors</b>							
ADP - State of Massachusetts	Syard Place	Pycroft Road	Chertsey	Surrey	KT16 9JT		10,900
Electronics Marketing Ltd (Wildfire)	The Albany Boathouse	Lower Ham Road	Kingston Upon Thames	Surrey	KT2 5BB		21,284
Emerson Osmond	Witheld						98 634
Erlang	New Loom House 101	Back Church Lane	London		E1 1LU		21,000
Gleam Futures Ltd 'Influencer	6th Floor	60 Charlotte Street	London		W1T 2NU		7,800
Global App Testing	7 Camden High Street		London		NW1 7JE		4 644
Google	1-13 St Giles High Street		London		WC2H 8AG		45 068
Gregsons Solicitors	St Christopher's House	19 Tabor Grove	Wimbledon	London	SW19 4EX		1 800
Henfield Storage Chiswick	Unit 4 Shield Drive	Brentford	London		TW8 9EX		650 06
HM Revenue and Customs	Durrington Bridge House	Barnington Road	Worthing	West Sussex	BN12 4SE		94 988
Instacustr	By email only						19,893
Jess Philimore - FLING FILMING	Fiat 18	Terry House	Upper Tulse Hill		SW2 2NT		4,112
Lorus Consulting (Re Dylan) - Retainer	3000 Cathedral Hill	Guildford		Surrey	GU2 7YB		14 400
Marco Nardone	7 St Peters Square		London		W6 9AB		85 654
Michael Page	Witheld						7 745
Penscope Data	1405 Minnesota St	San Francisco			CA 94107	United States	-
Seddons	5 Portman Square		London		W1H 6NT		31,707
Shareables	123 William Street	19th Floor	New York		NY 10038	United States	10 738
Shipleys LLP	10 Orange St		London		WC2H 7DQ		27 702
TaskUs	3233 Donald Douglas Loop South Suite C	Santa Monica			CA 90405	United States	51 762
Twitter	20 Air St		London		W1B 5DL		120,268
US Storage - US Fling Tour	Witheld						250
							<u>680,997</u>
<b>TOTAL</b>							<u><b>880,997</b></u>

Note

Remo Nardone's charge was created on 27 June 2016 and registered at Companies House on 29 June 2016

APPENDIX IV

RECEIPTS AND PAYMENTS ACCOUNT

ADMINISTRATORS' RECEIPTS AND PAYMENTS  
FROM 26 AUGUST 2016 (DATE OF APPOINTMENT) TO 7 SEPTEMBER 2016

	Estimated Financial Position £	For the period 26-Aug-16 to 7-Sept-2016 £	Total Receipts/ Payments to date £
<b>FIXED CHARGE RECEIPTS</b>			
Goodwill	1	1	1
Intellectual property	213,639	213,639	213,639
Contracts	1	1	1
Sellers records	1	1	1
	<u>213,642</u>	<u>213,642</u>	<u>213,642</u>
<b>FIXED CHARGE PAYMENTS</b>			
None		-	-
		<u>-</u>	<u>-</u>
<b>FIXED CHARGE DISTRIBUTIONS</b>			
Distribution to fixed charge creditor - Remo Nardone		200,000	200,000
		<u>200,000</u>	<u>200,000</u>
<b>Balance (receipts less payments)</b>		<u>13,642</u>	<u>13,642</u>
<b>FLOATING CHARGE RECEIPTS</b>			
Office equipment	15,500	15,500	15,500
Rent deposit	20,858	20,858	20,858
	<u>36,358</u>	<u>36,358</u>	<u>36,358</u>
<b>FLOATING CHARGE PAYMENTS</b>			
None		-	-
		<u>-</u>	<u>-</u>
<b>Balance (receipts less payments)</b>		<u>36,358</u>	<u>36,358</u>
<b>BALANCE SUMMARY</b>			
Fixed charge balance (receipts less payments)			13,642
Floating charge balance (receipts less payments)			36,358
<b>Total</b>			<u>50,000</u>
<b>REPRESENTED BY</b>			
Current account (fixed) - non interest bearing			-
Current account (floating) - non interest bearing			50,000
<b>Total</b>			<u>50,000</u>

Simon Harris  
Joint Administrator  
7 September 2016

Note

The £13,642 balance relating to fixed charge receipts is currently held in the floating charge Administration bank account whilst we await the opening of a fixed charge Administration bank account

## APPENDIX V

### ADMINISTRATORS' CHARGE OUT RATES, FEES ESTIMATE, DISBURSEMENT POLICY AND NARRATIVE

#### Joint Administrators' charge out rates

The Joint Administrators are seeking to be remunerated on a time cost basis. Charge-out rates used are appropriate to the skills and experience of a member of staff and the work that they perform. Time is recorded in 6 minute units. Narrative is recorded to explain the work undertaken and the time spent is analysed into different categories of work.

This document provides an estimate as to how much time the Administrators and their staff will spend undertaking specific tasks, and the costs of undertaking such work. The estimated time that will be spent undertaking the work in each category of work has been multiplied by the applicable charge out rate for each member of staff that it is anticipated will undertake work in that category to arrive at the estimated total time costs attributable to that category of work.

The estimated costs have been divided by the estimated hours required to arrive at an average hourly charge out rate for that category of work. The hourly charge-out rates used on this case are as follows:

Staff grade	Rate per hour (£)
Principal	510
Director	415
Senior Manager	395
Manager	340
Assistant Manager	305
Senior Administrator	255
Administrator	195
Junior Administrator	145

Secretarial and support staff are not charged to the cases concerned, being accounted for as an overhead of ReSolve Partners Limited.

## Fees estimate

	Partner	Director	Manager	Administrator	Total hours	Total time costs
Charge out rates £	£510 00	£415 00	£340 00	£195 00		
<b>ADMINISTRATION AND PLANNING</b>						
Description of the tasks to be undertaken in this category of work						
<b>Case planning and monitoring</b>						
Case planning - devising an appropriate strategy for dealing with the case and giving instructions to the staff to undertake the work on the case	0 50	3 00	6 50	3 00	13 00	£4 295 00
Setting up physical/electronic case files (as applicable)				2 00	2 00	£390 00
Setting up the case on the practice's electronic case management system and entering data				1 50	1 50	£292 50
Undertaking periodic reviews of the progress of the case		1 00	1 00	3 00	5 00	£1 340 00
Overseeing and controlling the work done on the case by case administrators	1 00	1 00	8 00		10 00	£3 645 00
<b>Reporting to creditors</b>						
Preparation of SIP16	1 00	2 50	15 00	5 00	23 50	£7 622 50
Issuing the statutory notifications to creditors and other required on appointment as office holder including gazetting the office holder's appointment	0 50	0 50	2 50	5 00	8 50	£2 287 50
Preparation of proposals	1 00	3 00	5 00	10 00	19 00	£5 405 00
Convening and holding general meetings of creditors and members (as applicable)		0 50	2 00	3 00	5 50	£1 472 50
Preparing reviewing and issuing annual progress reports to creditors and members (as applicable)	0 50	1 00	2 00	8 00	11 50	£2 910 00
Preparing reviewing and issuing final reports to creditors and members (as applicable)	0 50	0 50	2 00	5 00	8 00	£2 117 50
<b>Compliance matters</b>						
Obtaining a specific penalty bond			0 50	1 00	1 50	£365 00
Reviewing the adequacy of the specific penalty bond on a quarterly basis			1 00	3 00	4 00	£925 00
<b>Correspondence with creditors</b>						
Dealing with all routine correspondence and emails relating to the case	0 50	1 00	5 00	10 00	16 50	£4 320 00
						£0 00
						£0 00
<b>Cashiering</b>						
Opening maintaining and managing the office holder's estate bank account		1 00		2 00	3 00	£805 00
Creating maintaining and managing the office holder's cashbook	0 50	0 50	1 00	5 00	7 00	£1 777 50
Undertaking regular bank reconciliations of the bank account containing estate funds		0 50	1 00	2 00	3 50	£937 50
<b>Filing documents with Companies House / Court</b>						
Filing returns at Companies House and Court	0 50	0 50	1 50	4 00	6 50	£1 752 50
Filing final returns at Companies House and Court	0 50	0 50	1 00	3 00	5 00	£1 387 50
<b>General administration</b>						
Arranging suitable insurance over assets					-	£0 00
Regularly monitoring the suitability and appropriateness of the insurance cover in place			1 00	1 50	2 50	£632 50
Seeking closure clearance from HMRC and other relevant parties				0 50	0 50	£97 50
<b>INVESTIGATIONS</b>						
Description of the tasks to be undertaken in this category of work						
<b>D return preparation</b>						
Preparing a report or return on the conduct of the directors as required by the Company Directors Disqualification Act	0 50	1 00	5 00	5 00	11 50	£3 345 00

**Uni Limited**  
**Administrators' proposals**  
**7 September 2016**

<b>General investigation</b>						
Recovering the books and records for the case			1 00	1 00		£195 00
Listing the books and records recovered			1 00	1 00		£195 00
Conducting an initial investigation with a view to identifying potential asset recoveries by seeking and obtaining information from relevant third parties such as the bank accountants solicitors etc						
			3 00	0 50	3 50	£1 117 50
<b>Other investigation</b>						
Reviewing books and records to identify any transactions or actions the office holder may take against a third party in order to recover funds for the benefit of creditors			1 00	5 00	6 00	£1 315 00
<b>REALISATION OF ASSETS</b>						
Description of the tasks to be undertaken in this category of work						
<b>Sale of business and certain assets</b>						
General sale administration	0 50	0 50	4 00	2 00	7 00	£2 212 50
<b>CREDITORS</b>						
Description of the tasks to be undertaken in this category of work						
<b>Unsecured creditors</b>						
Dealing with creditor correspondence emails and telephone conversations regarding their claims			2 00	6 00	8 00	£1 850 00
Maintaining up to date creditor information on the case management system			0 50	1 00	1 50	£365 00
<b>TOTAL</b>						<u>£55,372 50</u>

### Disbursement policy

Separate charges are made in respect of directly attributable expenses (Category 1 disbursements) such as travelling (non-mileage), postage, photocopying, statutory advertising and other expenses made on behalf of the assignment

Indirect charges (Category 2 disbursements) require separate approval and the basis of charging these is as follows

- Photocopying                      20 pence per sheet
- Mileage                              45 pence per mile

**Narrative of work carried out.**

Administration and Planning

*Case planning*

- Preparing the documentation and dealing with the formalities of appointment
- Case planning and administration

*General administration*

- Statutory notifications and advertising
- Preparing documentation required
- Dealing with all routine correspondence
- Liaising with insurers regarding initial cover
- Maintaining physical case files and electronic case details on Insolv
- Preparing reports to members and creditors

Creditors

*Unsecured*

- Dealing with creditor correspondence and telephone conversations
- Preparing reports to creditors
- Maintaining creditor information on Insolv

Realisation of Assets

*Sale of business / assets*

- Liaising with Lambert Smith Hampton Limited regarding the Company's assets and sale of same
- Liaising with Druces regarding the sale of assets generally

*Other assets*

- Liaising with Shipleys regarding the Company's R&D tax claim
- Liaising with HSBC Bank plc regarding the Company's pre-appointment bank account

Statutory

*Statutory paperwork / form preparation*

- Statutory form preparation
- Liaising with solicitors regarding appointment documentation
- Dealing with statutory issues required under the Insolvency Act 1986, the Insolvency Rules 1986 and the Statements of Insolvency Practice

*Filing documents with CH / Court*

- Filing documents with the Registrar of Companies and Court

*Reporting to creditors*

- Reporting to members, creditors, employees and other stakeholders
- Drafting proposals and report to creditors
- Drafting disclosure in accordance with Statement of Insolvency Practice 16

APPENDIX VI

SCHEDULE OF POST-APPOINTMENT TIME COSTS

	PARTNER / DIRECTOR		MANAGER		OTHER SENIOR PROFESSIONAL		TOTAL		AVERAGE RATE
	Hours	Cost (£)	Hours	Cost (£)	Hours	Cost (£)	Hours	Cost (£)	
Administration & Planning									
Case planning / monitoring					0.60	117.00	0.60	117.00	195.00
Cashiering					0.20	39.00	0.20	39.00	195.00
Reporting					-				
Compliance / technical		-	3.80	1,292.00	2.20	429.00	6.00	1,721.00	286.83
General administration	-		0.30	102.00	2.90	565.50	3.20	667.50	208.59
	-		4.10	1,394.00	5.90	1,150.50	10.00	2,544.50	254.45
Creditors									
Unsecured					0.80	156.00	0.80	156.00	195.00
					0.80	156.00	0.80	156.00	195.00
Realisation of Assets									
Sale of business / assets			2.00	680.00	-		2.00	680.00	340.00
			2.00	680.00			2.00	680.00	340.00
Statutory									
Statutory paperwork / form completion					4.80	936.00	4.80	936.00	195.00
Reporting to creditors	-		12.80	4,352.00			12.80	4,352.00	340.00
			12.80	4,352.00	4.80	936.00	17.60	5,288.00	300.45
Total hours and cost	-		18.90	6,426.00	11.50	2,242.50	30.40	8,668.50	285.15

APPENDIX VII

SCHEDULE OF PRE-APPOINTMENT TIME COSTS

	PARTNER / DIRECTOR		MANAGER		OTHER SENIOR PROFESSIONAL		TOTAL		AVERAGE RATE
	Hours	Cost (£)	Hours	Cost (£)	Hours	Cost (£)	Hours	Cost (£)	Cost (£)
Pre Appointment	23.40	11,060.00	64.90	22,066.00	16.00	3,030.00	104.30	36,156.00	346.65
	23.40	11,060.00	64.90	22,066.00	16.00	3,030.00	104.30	36,156.00	346.65



APPENDIX VIII

PROOF OF DEBT – GENERAL FORM

UNII LIMITED - IN ADMINISTRATION	
Date of administration 26 August 2016	
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 un-capitalised interest as at the date the company went into administration
4	Details of any documents by reference to which the debt can be substantiated (Note There is no need to attach them now but the administrators may call for any document or evidence to substantiate the claim at his discretion as may the chairman or convenor of any meeting)
5	If amount in 3 above includes outstanding un-capitalised 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
8	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates
9	Signature of creditor or person authorised to act on his behalf
	Name in BLOCK LETTERS
	Position with or in relation to creditor
	Address of person signing (if different from 2 above)
<b>For Administrators' Use only</b>	
Admitted to vote for	Admitted for dividend for
£	£
Date	Date
Joint Administrator	Joint Administrator