

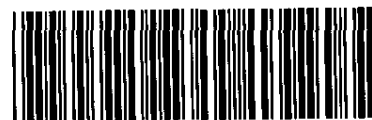
AM03

Notice of administrator's proposals



Companies House

WEDNESDAY



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28/03/2018
COMPANIES HOUSE

base
use

1 Company details

Company number 09019506

Company name in full Cella Energy Limited

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

2 Administrator's name

Full forename(s) Chris

Surname Newell

3 Administrator's address

Building name/number 81 Station Road

Street Marlow

Post town Bucks

County/Region

Postcode SL7 1NS

Country

4 Administrator's name ①

Full forename(s) Frank

Surname Wessely

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

5 Administrator's address ②

Building name/number 81 Station Road

Street Marlow

Post town Bucks

County/Region

Postcode SL7 1NS

Country


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

AM03
Notice of Administrator's Proposals

6 Statement of proposals

<input checked="" type="checkbox"/>	I attach a copy of the statement of proposals
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7 Sign and date

Administrator's Signature	Signature ✕ 	✕								
Signature date	<table><tr><td>^d 2</td><td>^d 7</td><td>^m 0</td><td>^m 3</td><td>^y 2</td><td>^y 0</td><td>^y 1</td><td>^y 8</td></tr></table>	^d 2	^d 7	^m 0	^m 3	^y 2	^y 0	^y 1	^y 8	
^d 2	^d 7	^m 0	^m 3	^y 2	^y 0	^y 1	^y 8			

High Court of Justice Court

No. 8036 of 2018

**Cella Energy Limited
In Administration**

THE JOINT ADMINISTRATORS' PROPOSAL

**Chris Newell and Frank Wessely
Joint Administrators**

Quantuma LLP

81 Station Road, Marlow, Bucks, SL7 1NS

01628 478100

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1. Executive Summary

- 1.1 This Proposal incorporates the Statement of the Joint Administrators' Proposals prepared pursuant to Paragraph 49(1) of Schedule B1 of the Act attached at Appendix I
- 1.2 The Company was established in April 2014 and the principal activity of the Company was the development of hydrogen storage technology and power systems, and traded from leasehold premises at 148 Sixth Street, Thompson Avenue, Harwell Campus, Didcot, OX11 0TR. On 1 February 2018, Chris Newell and Frank Wessely of Quantuma LLP were appointed Joint Administrators of the Company by the Directors
- 1.3 As explained in more detail in the Statement of Proposals, the Joint Administrators are currently pursuing the second 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)
- 1.4 A summary of the current and anticipated future positions are detailed below

Assets

Asset	Realisations to date	Anticipated future realisations	Total anticipated realisations
Cash at bank	76,000.00	Nil	76,000.00
Plant & Equipment	Nil	100,000	100,000.00
Tax Refund	5,455.93	Nil	5,455.93
Intellectual Property	Uncertain	Uncertain	Uncertain

Expenses

Expense	Expense incurred to date	Anticipated further expense	Total anticipated expense
Joint Administrators' fees	18,512.00	61,488	80,000
Solicitors' fees	8,128.50	371.50	8,500
Agents' fees	3,000	22,000	25,000

Dividend prospects

Creditor class	Distribution / dividend paid to date	Anticipated distribution / dividend
Preferential creditors	Nil	100p in the £
Unsecured creditors	Nil	Uncertain

- 1.5 The Statement of Proposals at Appendix I provides explanations of the events leading to the Administration and the progress of the Administration to date, as well as other statutory information.
- 1.6 This Proposal provides more detailed information on the work that the Joint Administrators anticipate they will undertake to complete the Administration together with their proposed basis of fees. To put this request into context, this Proposal provides further information on the Joint Administrators' costs to date, including the costs incurred prior to Administration. It also explains other matters for creditors' consideration, such as the proposed timing of the Joint Administrators' discharge on conclusion of the Administration.

- 1.7 Definitions of the terms used in this Proposal are provided in Appendix I together with all statutory information pertaining to the Company

2. Statement of Pre-Administration Costs

- 2.1 Pre-administration costs are defined in the Insolvency Rules as fees charged and expenses incurred by the Administrators or their firm, or another person qualified to act as an insolvency practitioner, before the company entered Administration but with a view to its doing so.

This statement outlines those fees and expenses that were paid prior to the Administration and those where approval is being sought to pay them from Administration funds.

- 2.2 On 15 January 2018, the directors of the Company agreed with the proposed Joint Administrators that Quantuma LLP be paid fees for work done prior to the Administration on the basis of time costs incurred by the insolvency practitioners and their staff at their standard charge-out rates plus VAT and related expenses for the following tasks and matters that were considered to be necessary to placing Cella Energy Limited into Administration.

- 2.3 Prior to Administration, the proposed Joint Administrators gathered information on the Company to ensure that they were in a position to consent to act as Joint Administrators and to formulate an initial strategy for pursuing achievement of an Administration objective. Agents, Hilco Global, and Harrison Clark Rickerbys solicitors were engaged to assist as detailed below. This work was carried out prior to Administration so that there would be no delay in the Joint Administrators implementing the strategy immediately on appointment. In this way, the business could be maintained as a trading entity on Administration, which improved the likelihood that significantly enhanced realisations could be achieved for the business and assets, thus furthering the second objective of achieving a better result for creditors as a whole than would be likely if the Company were wound up. This work was expected to have a financial benefit for creditors, as the strategy of pursuing the second Administration objective would improve the prospects of recovery, even avoiding some claims arising, e.g. those of the employees

- 2.4 The pre appointment costs of the Joint Administrators in the sum of £16,798 50 were incurred in relation to activities outlined above.

Attached at Appendix II is a breakdown of the time costs of the Joint Administrators and their staff incurred prior to Administration and included within Appendix III are Quantuma LLP's charge-out rates and bases of disbursements.

- 2.5 The pre appointment disbursements of the Joint Administrators are outlined below.

	£
Category 1	
Postage	79.49
Total	£79.49
Category 2	
Stationary	32.50
Photocopying	71.50
Total	£104.00

2.6 As confirmed above, Harrison Clark Rickerbys were instructed on 15 January 2018 to provide legal advice to the Company and the proposed Administrators. It was agreed that their services would be provided on a time costs basis and consequently costs of £5,246.50 were incurred in the pre administration period in connection with the following activities.

- Preparation of board minutes, Notice of Appointment and consent to act documentation
- Filing Notice of Appointment at Court and serving sealed document.

Harrison Clark Rickerbys have incurred expenses of £50 in relation to court fees

Hilco Global were instructed on 19 January 2018 to carry out an inventory and valuation of the Company's assets on going concern (in situ and ex situ) bases and a forced sale basis, and to provide advice and support in respect of any offers received for the Company's assets.

It was agreed that their services would be provided on the basis of an upfront fixed fee of £5,000 together with a contingent fee of 20% of aggregate gross proceeds under £150,000 and 10% for proceeds above £150,000. A 10% buyers premium has also been agreed. A Machinery and Equipment was conducted by Hilco pre-appointment. Consequently costs of £3,000 were incurred in the pre administration period

2.7 We are unaware of any additional costs incurred by any other professionals qualified to act as an insolvency practitioner in respect of the Company. Should any claims subsequently come to light, they will be dealt with in the manner provided for by the Insolvency Rules.

2.8 A summary of the total costs incurred together with details of those which were paid pre-Administration and the amounts remaining outstanding, follows below:

	Total cost incurred	Amount already Paid	Identity of party who made payment	Amount Outstanding
	£	£		£
Administrators' pre-administration Remuneration	16,798.50	10,000.00	Company	6,798.50
Administrators' pre-administration Expenses:				
Legal costs	5,246.50	Nil		5,246.50
Valuation Agent's costs	3,000.00	Nil		3,000.00
Administrators' Pre-administration Disbursements				
Category 1	79.49	Nil		79.49
Category 2	104.00	Nil		104.00
Total Amount Outstanding				£15,228.49

2.9 Consequently the unpaid pre-Administration costs are as follows:

	£
Quantuma LLP's time costs (see Appendix II)	6,798.50
Quantuma LLP's disbursements	183.49
Agents' costs	3,000.00
Solicitors' costs	<u>5,246.50</u>
Total	15,228.49

2.10 I am seeking to recover all the unpaid pre-Administration costs and expenses scheduled in paragraph 2.9 above as an expense of the Administration.

2.11 The payment of the unpaid pre-Administration costs as an expense of the Administration is subject to approval under Rule 3.52 of the Rules and is not part of the Statement of Proposals subject to approval under Paragraph 53 of Schedule B1 of the Act. Further explanation of the approval process is provided in Section 9.

3. The Joint Administrators' Fees

3.1 The Joint Administrators propose to fix their fees on the following basis:

- (i) A set amount of £40,000 for the Administration and a set amount of £25,000 for the Liquidation in the event that the Company exits into Creditors' Voluntary Liquidation or Compulsory Liquidation and the Joint Administrators become the Joint Liquidators
- (ii) As 20% of the value of asset realisations from the date of the administration

3.2 Attached at Appendix IV is a breakdown of the time costs incurred in the Administration to 21 March 2018. The Statement of Proposals provides an account of the work undertaken to date and Appendix V provides a detailed list of work undertaken and proposed to be undertaken by the Joint Administrators and their staff.

3.3 The charge-out rates of the Joint Administrators and their staff are detailed in Appendix III. The appropriate staff have been assigned to work on each aspect of the case based upon their seniority and experience, having regard to the complexity of the relevant work, the financial value of the assets being realised and claims being agreed. The grades of staff instructed to assist in this matter and their key responsibilities include

- Administrators: maintenance of the creditors' contacts database, assisting with creditors' queries and routine correspondence, assisting in the realisation of assets, employee matters, liaising with creditors and debtors, preparing reports to creditors and other statutory matters, and managing the cashing function
- Managers: on-site attendance, reviewing the Company's position and affairs, handling asset realisations, reviewing draft statutory reports to creditors and overseeing the tax and VAT aspects of the case

3.4 Creditors may access a Guide to Administrators' Fees effective from 6 April 2017 at <http://www.quantuma.com/guide/creditors-guide-fees/> or a hard copy will be provided on request free of charge.

3.5 Further information is set out below and in the appendices to explain the future time costs that the Joint Administrators anticipate incurring in this Administration.

4. The Joint Administrators' Expenses

- 4.1** Expenses are amounts properly payable by the office holder from the estate which are not otherwise categorised as the office holder's remuneration or as a distribution to a creditor or creditors. These may include, but are not limited to, legal and agents' fees, trading expenses and tax liabilities.

Disbursements are expenses initially met by, and later reimbursed to, an office holder in connection with an insolvency appointment and will fall into two categories: Category 1 and Category 2.

- Category 1 disbursements are payments to independent third parties where there is specific expenditure directly referable to the appointment in question. These are charged to the estate at cost with no uplift. These include, but are not limited to, such items as advertising, bonding and other insurance premiums. Legislation provides that administrators may discharge Category 1 disbursements from the funds held in the insolvent estate without further recourse to creditors.
 - Category 2 disbursements are also directly referable to the appointment in question but not to a payment to an independent third party. Payments may only be made in relation to Category 2 disbursements after the relevant creditors have approved the bases of their calculation.
- 4.2** Appendix III provides details of the bases of Category 2 disbursements that the Joint Administrators propose to recover from the insolvent estate and also provides details of the Category 1 and 2 disbursements as well as the other expenses that the Joint Administrators expect to incur in the Administration.

5. Proposed Work to be Undertaken

- 5.1** Set out in Appendix V is a detailed list of tasks that the Joint Administrators propose that they and their staff will undertake. The most material tasks are summarised below. The Estimated Outcome Statement attached to the Statement of Proposals provides an overview of the financial benefit that this work is expected to bring to creditors.

Administration (including Statutory Reporting)

- 5.2** The Joint Administrators are required to meet a considerable number of statutory and regulatory obligations. Whilst many of these tasks do not have a direct benefit in enhancing realisations for the insolvent estate, they assist in the efficient and compliant progressing of the administration, which ensures that the Joint Administrators and their staff carry out their work to high professional standards.

- 5.3** Primarily, these tasks include.

- Meeting all statutory reporting and filing requirements, including 6-monthly reports, seeking an extension where necessary, and issuing a final report and notices,
- Consulting with and instructing staff and independent advisers as regards practical, technical and legal aspects of the case to ensure efficient progress,
- Maintaining case files, which must include records to show and explain the administration and any decisions made by the Joint Administrators that materially affect the administration,

- Conducting periodic case reviews to ensure that the administration is progressing efficiently, effectively and in line with the statutory requirements; and
- Maintaining and updating the estate cash book and bank accounts, including regular bank reconciliations and processing receipts and payments

Investigations

5.4 The Joint Administrators examine the conduct of the Company and its directors prior to the Administration with two main objectives:

- To identify what assets are available for realising for the benefit of creditors, including any potential actions against directors or other parties, such as challenging transactions at an undervalue or preferences; and
- To enable the Joint Administrators to report to the Insolvency Service on the conduct of the directors so that the Insolvency Service may consider whether disqualification proceedings are appropriate ("CDDA" work)

5.5 In the early stages of the Administration, this work involves examining the Company's books and records, considering information received from creditors and the Company's accountants and seeking information from the Company's directors and other senior staff by means of questionnaires and/or interviews.

5.6 In the event that questionable transactions are identified, it may be necessary to conduct further investigations and instruct solicitors to assist in deciding the Joint Administrators' next steps in pursuing a recovery. If a potential recovery action is identified, it may be necessary to instruct professional agents in gathering evidence and in exploring further the existence and value of assets to target. If the Joint Administrators encounter resistance in making a recovery, formal legal action may be appropriate.

5.7 In addition, if the Insolvency Service decides to proceed with a disqualification, the Joint Administrators will be required to assist the Insolvency Service's investigators in their work, which may include providing the investigators with access to the Company's books and records and agreeing statements to be given in evidence of those proceedings.

5.8 At this early stage, it is difficult to estimate the likely expenses that may be incurred in this work.

Realisation of assets

5.9 The Statement of Proposals summarises the work carried out by the Joint Administrators to date in realising the Company's assets. The principal matters that require further work are:

- Progressing a sale of the Company's freehold/leasehold property,
- Continuing to pursue the Company's outstanding book debts;
- Continuing to pursue the pre-appointment VAT/corporation tax refund,
- Pursuing settlement of the Company's insurance claims,
- Establishing the sums due in respect of the directors' loans/inter-company balances and pursuing settlement of these;
- Concluding a sale of the Company's chattel assets, intellectual property and stock, which will involve determining any claims of retention of title, and

- Maintaining appropriate insurance cover on the Company's assets until they have been disposed of.

Trading

5.10 Although the Company is no longer trading, there remain some matters to resolve, such as:

- Providing undertakings for continued suppliers for premises; and
- Settling all post-appointment accounts with suppliers.

Creditors (claims and distributions)

5.11 As the Statement of Proposals explains, there a number of different classes of creditor involved in the Administration that require the Joint Administrators' attention. In particular, the Joint Administrators anticipate conducting the following key tasks:

- Assisting the employees to receive payments from the RPO and liaising with the RPO to agree its claim,
- Reviewing claims submitted by the tax departments and, where it is appropriate, examining the Company's records to appeal assessments or adjudicate on the Crown's claims,
- Responding to creditors' queries and logging their claims and supporting information;
- Maintaining the database as regards creditors' contact details and claims,
- Dealing with a creditors' committee, if one is appointed; and
- Agreeing employee claims, calculating and paying a distribution to preferential creditors, if there are sufficient funds, and paying the subsequent PAYE/NI deductions to HMRC.

Proposed work to be undertaken by the Joint Liquidators

5.12 At present, it appears possible that there will be sufficient funds to pay a dividend to unsecured creditors (other than by way of the prescribed part) As this will be carried out once the Company has moved from Administration to CVL, a separate Expense Estimates for the Liquidation have been provided at Appendix V.

5.13 Creditors will appreciate that it is difficult to estimate the time and expenses likely to be incurred by the Joint Liquidators at this time, not least because it is difficult to know when the Company will move from Administration to CVL and consequently what work will have been done by the Joint Administrators by the time that the move takes place.

5.14 In any event, the Joint Liquidators will be required to carry out the following activities in addition to continuing to realise the Company's assets and conduct investigations, where these have not been completed in the Administration.

- Meeting statutory requirements including: issuing notices on appointment, issuing annual progress reports and a final account to creditors, and completing periodic tax returns,
- Maintaining case files, which must include records to show and explain the administration of the liquidation and any decisions made by the Joint Liquidators that materially affect the administration;

- Conducting periodic case reviews to ensure that the liquidation is progressing efficiently, effectively and in line with the statutory requirements;
- Maintaining and updating the estate cash book and bank accounts, including regular bank reconciliations and processing receipts and payments,
- Adjudicating on all creditors' claims with the assistance of solicitors where necessary;
- Giving notice of the intention to declare a dividend; and
- Calculating, declaring and paying dividends to creditors and dealing with unclaimed dividends.

6. Other Information to Support the Proposed Fees

- 6.1** Appendix V provides the Joint Administrators' estimate of the expenses that have been or are likely to be incurred
- 6.2** Please note that the estimate has been provided on the assumptions given below. In the event that it proves necessary for the Joint Administrators to incur additional expenses in performing their duties, they will provide further details in their progress reports, but there is no statutory obligation to ask creditors to approve any adjusted Expenses Estimate.
- 6.3** In summary, the Joint Administrators propose that their fees be fixed in the sum of £40,000 together with 20% of gross asset realisations from the date of the administration commencing

The fixed fee of £40,000 will cover the following categories of work:

1. Administration (including statutory reporting)
2. Investigations
3. Creditors (claims and distribution)

A full narrative breakdown of this work is provided at Appendix V

The table below provides a summary of the proposed % basis realisation fees per asset. On the basis of the estimated to realise figures provided in the Estimated Outcome Statement, if recoveries are made as anticipated, the fee that is likely to be charged per asset is shown in last column of the table. This estimated figure is to provide assistance to creditors and is for illustration purposes only. It cannot be guaranteed.

<u>Asset</u>	<u>% Basis Proposed</u>	<u>Estimated to Realise Value</u> <u>£</u>	<u>Estimated Fee</u> <u>£</u>
Plant and machinery	20% of gross realisations achieved	100,000	20,000
Intellectual Property	20% of gross realisations achieved	Uncertain	Uncertain

A full narrative breakdown of this work is provided at Appendix V

Further, they propose that their fees for the subsequent liquidation be fixed in the sum of £25,000 together with 20% of gross asset realisations from the date of the administration commencing

- 6.4** Fixing the Joint Administrators' fees in this way provides creditors with certainty as regards the fees irrespective of developments in the Administration (although the

Joint Administrators have a statutory right to seek creditors' approval to adjust the fee in the event that circumstances change materially) and, if the Joint Administrators were to charge their fees on the alternative basis of time costs incurred by them and their staff, it is very likely that this would result in a fee at least equal to, and likely in excess of, that proposed. On this basis, the Joint Administrators consider the proposed fee basis to be a fair and reasonable reflection of the work that they propose to undertake.

6.5 The proposed fees and the Expenses Estimate have been compiled on the assumptions set out below. Please note that these are assumptions only for the purposes of preparing the proposed fees and Expenses Estimate in accordance with the statutory provisions. It has been assumed that:

- investigations to the extent described in section 5 above will be carried out;
- no exceptional work will need to be conducted in order to realise the remaining assets;
- there will be no requirement to hold a physical creditors' meeting or additional decision procedure to consider the matters covered by this Proposal; and
- there will be no need to extend the Administration.

7. The Joint Administrators' Discharge

7.1 The Act requires that in the absence of a Committee the timing of the Joint Administrators' discharge from liability will be decided by the unsecured creditors. The Joint Administrators propose that this discharge will take effect when their appointment ceases to have effect, unless the court specifies a time.

8. Invitation to Form a Creditors' Committee

8.1 Attached at Appendix VIII is a Notice of Invitation to Form a Creditors' Committee. The purpose of the Committee is to assist the Joint Administrators in discharging their functions. In particular, a Creditors' Committee takes on the responsibility for approving the basis of the Joint Administrators' fees and other costs described above.

8.2 In the absence of a Committee, this responsibility falls to the unsecured creditors. The Joint Administrators do not see a need for a Committee to be formed in this case.

8.3 Notwithstanding this, creditors are entitled to seek the formation of Committee, provided that there are sufficient nominations to form a Committee. At least three nominations would be required and the requisite majority of creditors would also need to object to the proposed decision not to form a Committee. Appendices VII and VIII provide further information on these steps.

9. Approval Process

9.1 The Joint Administrators are proposing the decisions set out below by means of the process set out in Rule 15.7 (Deemed Consent) of the Rules. Creditors are not required to vote on these proposed decisions, but they may object to their approval. Please see the Notice Seeking Deemed Consent attached at Appendix VII for further information.

- That the Joint Administrators' Proposals (i.e. the statutory Statement of Proposals at Appendix I), be approved,
- That a Creditors' Committee will not be established, and

- That the Joint Administrators be discharged from liability in respect of any action undertaken by them pursuant to Paragraph 98 of Schedule B1 of the Act, such discharge to take effect when the appointment of Joint Administrators ceases to have effect, as defined by the Act, unless the court specifies a time

9.2 the Joint Administrators are seeking creditors' approval of the proposed decisions set out below by means of a vote by correspondence. Creditors are invited to vote on these proposed decisions by completing and returning the enclosed voting form together with a proof of debt form, if one has not already been submitted. These forms are attached at Appendix VII together with a Notice of Decision Procedure setting out the following proposed decisions:

- That the Joint Administrators' fees be fixed by a set amount of £40,000 for the Administration and a set amount of £25,000 for the Liquidation in the event that the Company exits into Creditors' Voluntary Liquidation or Compulsory Liquidation and the Joint Administrators become the Joint Liquidators; and 20% of the value of gross asset realisations from the date of the administration;
- That the Joint Administrators be authorised to recover all Category 2 disbursements, calculated on the bases detailed in Quantuma LLP's Summary; and
- That the unpaid pre-Administration costs set out in the Joint Administrators' Proposal be approved.

9.3 The Joint Administrators must receive completed forms by no later than 23.59 on 11 April 2018 to enable your vote to be counted.

9.4 Whilst a vote by correspondence is being sought, creditors who meet a statutory threshold as set out in the Notice attached at Appendix VII can require that a physical meeting of creditors be convened. Such a request must be made to the Joint Administrators within 5 business days of the date on which this Proposal was delivered. If you wish to request a physical meeting, please set out in writing which of the decision(s) above you wish the meeting to consider.

Should you have any queries in regard to any of the above please do not hesitate to contact Gareth Rees on 01628 478 100 or by e-mail at gareth.rees@quantuma.com

Dated this 27 March 2018



Christopher Newell
Joint Administrator

Licensed in the United Kingdom to act as an insolvency practitioner by the Insolvency Practitioners Association

The affairs, business and property of Cella Energy Limited (In Administration) are managed by the Joint Administrators, who act as agents of the Company and contract without personal liability

Cella Energy Limited (In Administration)

**STATEMENT OF THE JOINT ADMINISTRATORS' PROPOSALS
PURSUANT TO SCHEDULE B1 OF THE INSOLVENCY ACT 1986**

High Court of Justice Court

No. 8036 of 2018

**Cella Energy Limited
In Administration**

**STATEMENT OF THE JOINT ADMINISTRATORS' PROPOSALS
PURSUANT TO SCHEDULE B1 OF THE INSOLVENCY ACT 1986**

**Chris Newell and Frank Wessely
Joint Administrators**

Quantuma LLP

81 Station Road, Marlow, Bucks, SL7 1NS

01628 478100

Disclaimer Notice

- This Statement of Proposals has been prepared by Chris Newell and Frank Wessely, the Joint Administrators of Cella Energy Limited, solely to comply with their statutory duty under Paragraph 49, Schedule B1 of the Insolvency Act 1986 to lay before creditors a statement of their proposals for achieving the purposes of the Administration and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.
- Any estimated outcomes for creditors included in this Statement of Proposals are illustrative only and cannot be relied upon as guidance as to the actual outcomes for creditors
- Any person that chooses to rely on this document for any purpose or in any context other than under Paragraph 49, Schedule B1 of the Insolvency Act 1986 does so at their own risk. To the fullest extent permitted by law, the Joint Administrators do not assume any responsibility and will not accept any liability in respect of this Statement of Proposals
- The Joint Administrators act as agent for Cella Energy Limited and contract without personal liability. The appointment of the Joint Administrators is personal to them and, to the fullest extent permitted by law, Quantuma LLP does not assume any responsibility and will not accept any liability to any person in respect of this Statement of Proposals or the conduct of the Administration
- All licensed Insolvency Practitioners of Quantuma LLP are licensed in the UK to act as Insolvency Practitioners.

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- 2.** Background to the Company
- 3.** Events Leading to the Administration
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- 9.** Summary of the Joint Administrators' Statement of Proposals

Attachments

- A** Definitions
- B** Statutory Information
- C** Director's Statement of Affairs as at 1 February 2018 and Creditors' Details
- D** Estimated Outcome Statement
- E** The Joint Administrators' Receipts and Payments Account to 21 March 2018

1. Introduction

- 1.1** This Statement of Proposals is prepared pursuant to Schedule B1 of the Act in relation to the Company, the purposes of which are to provide creditors with a full update as to the present position and to set out the Joint Administrators' proposals for achieving an Administration objective.
- 1.2** The Statement of Proposals also includes information required to be provided to creditors pursuant to the Rules. Definitions of the terms used in the Statement of Proposals are provided in Attachment A and statutory information pertaining to the Company is set out in Attachment B.
- 1.3** This Statement of Proposals is being delivered to creditors on 28 March 2018

Creditors are invited to decide whether to approve the Joint Administrators' proposals. Section 8 provides further details on this decision process.

2. Background to the Company

- 2.1** The business was established in April 2014 and the principal activity of the Company was the development of hydrogen storage technology and power systems. The Company operated from leasehold premises at Harwell Campus, Didcot
- 2.2** The Company's directors are all based in the USA with UK operations managed by Chris Hobbs.
- 2.3** In 2017, it was highlighted that Company required further funding in order to continue trading. The Company's main funder, Persephone, which had already invested circa \$3m advised that it would not be willing to provide any further funding.
- 2.4** In October 2017, Chris Hobbs contacted Quantuma LLP to discuss the options available to the Company as a result of its uncertain position. The possibility of the Administration of the Company to market and process a sale of the assets was an option considered by the Company.
- 2.5** Whilst seeking advice from Quantuma LLP, the Company began marketing the business to potential interested parties. A material offer and deal in principle was agreed with a third party for the sale of the business therefore the directors did not instruct Quantuma LLP on the basis that the deal would go through.

Overview of Financial Information

- 2.6** Extracts from the unaudited accounts for the 12 months to 31 March 2016, 12 months to 31 March 2017, and unaudited management accounts to July 2017 are shown below
- 2.7** Please note that this information has not been verified by the Joint Administrators or by Quantuma LLP.

Cella Energy Limited (In Administration)

Statement of Joint Administrators' Proposals

Pursuant to Schedule B1 of the Insolvency Act 1986

Summary Balance Sheet

	Draft Management Accounts for year to July 2017 £	Unaudited Statutory Accounts for year to 31 March 2017 £	Unaudited Statutory Accounts for year to 31 March 2016 £
Tangible assets	167,863	196,873	303,395
Intangible assets	9,196	32,087	29,495
	<hr/>	<hr/>	<hr/>
Fixed assets	177,060	228,960	332,890
Current Assets			
Debtors	208,694	730,142	360,542
Cash at bank	95,465	76,462	55,157
VAT recoverable	43,013	-	-
Accrued income	43,974	-	-
	<hr/>	<hr/>	<hr/>
	391,147	806,604	415,699
Liabilities			
Trade creditors	(167,430)	(131,684)	(129,767)
Other	(195,444)	(99,122)	(106,497)
Convertible Loans	(253,088)	(182,117)	-
	<hr/>	<hr/>	<hr/>
Total Liabilities	(615,963)	(412,923)	(236,264)
	<hr/>	<hr/>	<hr/>
Net Assets/(Liabilities)	(47,755)	622,641	512,325
	<hr/>	<hr/>	<hr/>

Source. Management/Unaudited Accounts

Management and Employees

- 2.8** As at 1 February 2018, the Company employed approximately 9 staff involved in the research and technology department of the Company
- 2.9** Statutory information on the Company, including details of the Directors, Company Secretary, and Shareholders is provided at Attachment B.

3. Events leading to the Administration

- 3.1** The agreed deal for the sale of the business and assets of the Company could not be finalised and fell through.
- 3.2** Additionally, other interest in the Company did not materialise and on 15 January 2018, the board of directors agreed that due to a limited cash balance, it would proceed with placing the Company into Administration.
- 3.3** The employees of the Company subsequently were made redundant on 19 January 2018 and were paid their salaries up to that date.
- 3.4** On 1 February 2018, Chris Newell, and Frank Wessely of Quantuma LLP were appointed Joint Administrators of the Company following the filing of a Notice of Appointment of Administrators by the Directors

3.5 The Joint Administrators confirm that they are authorised to carry out all functions, duties and powers by either one or both of them.

3.6 For creditors' general information, the EC Regulation on insolvency proceedings applies in this case, and these proceedings are the main proceedings.

4. The Purpose of the Administration

4.1 The purpose of an Administration is set out in Schedule B1, Paragraph 3(1) of the Act. In short, this provides that an Administrator of a company must perform his functions with the objective of:

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

4.2 These objectives form a hierarchy. The rescue of a company is the priority. If this is not possible, the Administrator seeks to achieve a better result for the creditors as a whole. In the event that this cannot be achieved, then the Administrator is permitted to realise assets for the benefit of the preferential or secured creditors.

4.3 The Joint Administrators would comment that due to a lack of funding available to support the continued trade of the business, the Joint Administrators did not consider it possible to restructure the existing business or propose a Company Voluntary Arrangement

4.4 The second objective is normally achieved by means of a sale of the business and assets as a going concern (or a more orderly sales process than in liquidation). The Joint Administrators would comment that the Administration should enable a more secure and controlled sale of plant and machinery and provided a moratorium against creditor action.

4.5 A detailed account of how the Joint Administrators have sought to achieve the objective of the Administration is set out below.

5. Management of the Company's Affairs since the Joint Administrators' Appointment

5.1 Immediately upon appointment the Joint Administrators undertook a review of the Company's affairs with particular regard to its financial and resource requirements. This assessment was carried out in liaison with the remaining management of the Company.

The sale of the Company's business and assets

Sales to connected parties

5.2 There have been no sales of any of the Company's assets to connected parties since the Joint Administrators' appointment

Cash at bank

- 5.3 To date, funds totalling £76,000 has been received from the Company's bank account. It is currently being reviewed whether there are any additional funds to be received in this respect.

Assets remaining to be realised

Plant and Machinery and Intellectual Property

- 5.4 Chattel agents, Hilco Global, have been instructed to conduct a marketing process for the sale of the Company's plant and machinery and intellectual property.
- 5.5 Negotiations are currently ongoing with a number of interested parties with a deadline of 27 March 2018 set for offers.
- 5.6 A further update will be provided on the sale of these assets in the next report

Post appointment strategy

- 5.7 The Joint Administrators' staff are in the process of collating creditors' claims and have handled creditors' queries as they have arisen which include telephone calls and correspondence.
- 5.8 To advise on appropriate legal matters and to prepare required legal documentation, the Joint Administrators instructed Harrison Clark Rickerbys, a firm of lawyers with the appropriate expertise and experience in dealing with these types of Administrations.
- 5.9 In addition, Hilco Global, a firm of chattel agents, was instructed by the Joint Administrators to undertake inventories and valuations of stock, plant and equipment, fixtures and fittings and other chattel assets where appropriate. The agents also advised on the best method of disposal of those assets and assisted in their disposal, as well as assisted with claims of retention of title and security
- 5.10 All professional fees are based upon the parties' recorded time costs incurred at their standard charge out rates and will be reviewed by the Joint Administrators' staff before being approved for payment. Hilco have been instructed on the basis of an upfront fixed fee of £5,000 together with a contingent fee of 20% of aggregate gross proceeds under £150,000 and 10% for proceeds above £150,000. A 10% buyers premium has also been agreed.

Investigation into the Company's Affairs Prior to the Administration

- 5.11 The Joint Administrators are undertaking a review of the Company's trading activities in order to establish whether or not there are actions that may be taken for the benefit of the Administration and consequently to enable a conduct report to be submitted in respect of Company directors in office at the commencement of the Administration and any who resigned in the three years prior to the Administration.
- 5.12 Should any creditor have any concerns about the way in which the Company's business has been conducted or information on any potential recoveries for the estate,

they are invited to bring them to the attention of the Joint Administrators as soon as they are able

6. The Statement of Affairs and the Outcome for Creditors

- 6.1** A Statement of Affairs as at 1 February 2018 has been submitted by the Directors of the Company, a copy of which is attached at Attachment C.
- 6.2** In accordance with the standard format of a Statement of Affairs, no provision has been made in the Statement for the costs of the Administration (including agents, legal and other professional fees).
- 6.3** An uncertain value has been attributed to the estimated to realise value of the assets on the Statement of Affairs. This is due to the director being unable to confirm these amounts.
- 6.4** The Joint Administrators have not carried out any work of the nature of an audit on the information.

Preferential claims

- 6.5** A claim for unpaid pension contributions is anticipated, although it is yet to be quantified.
- 6.6** Preferential claims relating to employee deductions are expected to be paid by the RPO who will have a corresponding preferential claim against the Company. These are likely to be in the region of £2,290. There are no other known preferential claims outstanding
- 6.7** Section 176A of the Act requires Administrators to make a prescribed part of the company's net property, which is the balance remaining after discharging the preferential claims but before paying any floating charge-holder, available for the satisfaction of unsecured debts.
- 6.8** There is no floating charge holder in this case and therefore the prescribed part provision does not apply as debenture was created before 15 September 2003.
- 6.9** As demonstrated in the Estimated Outcome Statement attached at Attachment D, on the basis of the costs incurred to date and the estimated further costs to be incurred in bringing the Administration to a conclusion, it is anticipated that there may be sufficient funds to pay a dividend to preferential and ordinary unsecured creditors. Due to the possible distribution to unsecured creditors, you are requested to submit claims to the address on the front of this report. A Proof of Debt form is provided in the document to which this forms an appendix.
- 6.10** Attached at Attachment D is the Joint Administrators' receipts and payments account for the period from 1 February 2018 to 21 March 2018.

7. The Joint Administrators' Fees

- 7.1** The Joint Administrators' fees be fixed by a set amount of £40,000 for the Administration and a set amount of £25,000 for the Liquidation in the event that the Company exits into Creditors' Voluntary Liquidation or Compulsory Liquidation and the Joint Administrators become the Joint Liquidators, and 20% of the value of gross asset realisations from the date of the proposals.

- 7.2 The Joint Administrators will seek approval for the basis of their fees from the unsecured creditors, unless a Creditors' Committee is established
- 7.3 Information to support the proposed basis of the Joint Administrators' fees, together with the Statement of pre-Administration costs, is provided in the Joint Administrators' Proposal, to which this Statement of Proposals forms an appendix

8. Approval of the Statement of Proposals

- 8.1 The Joint Administrators are seeking creditors' approval of the Statement of Proposals, which are summarised in Section 9, by means of the process set out in Rule 15.7 (Deemed Consent) of the Rules.
- 8.2 Attached to the Joint Administrators' Proposal, to which this Statement of Proposals forms an appendix, is a Notice Seeking Deemed Consent, which describes how creditors may object to the acceptance of the Statement of Proposals or to the other proposed decisions.
- 8.3 Creditors who meet a statutory threshold as set out in the Notice can require that a physical meeting of creditors be convened. Such a request must be made to the Joint Administrators within 5 business days of the date on which the Statement of Proposals was delivered.
- 8.4 Unless the Joint Administrators receive the requisite number of objections to the proposed decision to approve the Statement of Proposals or of requests to convene a physical meeting as set out in the Notice, creditors will have deemed to have consented to approve the Statement of Proposals.

9. Summary of the Joint Administrators' Proposals

- 9.1 The Statement of Proposals which creditors are invited to consider, is summarised below.
- 9.2 In order to achieve the purpose of the Administration, the Joint Administrators formally propose to creditors that:
- the Joint Administrators continue to manage the business, affairs and property of the Company in order to achieve the purpose of the Administration, in particular that:
 - (i) they sell the Company's assets at such time(s) and on such terms as they consider appropriate;
 - (ii) they investigate and, if appropriate, pursue any claims that 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 that supplies or has supplied goods or services to the Company; and
 - (iii) they do all such things and generally exercise all their powers as Joint Administrators as they consider desirable or expedient at their 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 activities.

- the Joint Administrators make distributions to any secured or preferential creditors in accordance with Paragraph 65 of Schedule B1 of the Act. Further, they may make a distribution to unsecured creditors, having first sought the court's permission in accordance with Paragraph 65(3) of Schedule B1 of the Act where necessary.
- the Joint Administrators end the Administration in one of the following ways, appropriate to the circumstances of the case at the time:
 - (i) in the event that the Joint Administrators think that a distribution will be made to unsecured creditors (and they have not sought the court's permission, and are otherwise unable, to pay the distribution whilst the Company is in Administration), they shall send to the registrar of companies notice to move the Company from Administration to Creditors' Voluntary Liquidation. In such circumstances, Chris Newell and Frank Wessely will be appointed Joint Liquidators and will be authorised to act either jointly or separately in undertaking their duties as Liquidator. Creditors may nominate a different person or persons as the proposed liquidator or liquidators in accordance with Paragraph 83(7)(a) of Schedule B1 of the Act and Rule 3.60(6)(b) of the Rules, but they must make the nomination or nominations at any time after they receive the Statement of Proposals, but before it is approved. Information about the process of approval of the Statement of Proposals is set out at Section 8, or
 - (ii) alternatively, and should there be no likely funds to distribute to unsecured creditors, the Joint Administrators may seek to place the Company into Compulsory Liquidation in order to bring proceedings that only a Liquidator may commence for the benefit of the estate. In such circumstances, Chris Newell and Frank Wessely may ask the court that they be appointed Joint Liquidators, to act either jointly or separately in undertaking their duties as Liquidator, or
 - (iii) however, in the unlikely event that there is no remaining property that might permit a distribution to the Company's creditors, they shall file a notice of dissolution of the Company pursuant to Paragraph 84 of Schedule B1 of the Act.

Dated this 27 March 2018



Christopher Newell
Joint Administrator

The affairs, business and property of Cella Energy Limited (in Administration) are managed by the Joint Administrators, who act as agents of the Company and contract without personal liability

DEFINITIONS

The Act	The Insolvency Act 1986
The Rules	The Insolvency Rules 1986 or the Insolvency (England & Wales) Rules 2016 (whichever applied at the time of the event described)
The Statement of Proposals	The Statement of the Joint Administrators' Proposals prepared pursuant to Paragraph 49(1) of Schedule B1 of the Act
The Joint Administrators	Chris Newell and Frank Wessely
The Company	Cella Energy Limited (in Administration)
The Court	High Court of Justice
EBIT	Earnings before interest and tax
FY17	Financial year ended 31 March 2017
SPA	Sale & Purchase Agreement
RPO	The Redundancy Payments Office
HMRC	HM Revenue & Customs
ROT	Retention of Title
EOS	Estimated Outcome Statement
PP or Prescribed Part	The Prescribed Part of the Company's net property subject to Section 176A of the Insolvency Act 1986
QFCH	Qualifying Floating Charge Holder
SIP	Statement of Insolvency Practice (England & Wales)
TUPE	Transfer of Undertakings (Protection of Employment) Regulations

Cella Energy Limited (IN ADMINISTRATION)**STATUTORY INFORMATION**

Company Name	Cella Energy Limited
Previous Name(s)	Cella Acquisition Limited
Trading Name(s)	N/A
Proceedings	In Administration
Court	High Court of Justice
Court Reference	8036 of 2018
Date of Appointment	1 February 2018
Joint Administrators	Chris Newell and Frank Wessely Quantuma LLP 81 Station Road, Marlow, Bucks, SL7 1NS
Registered office Address	c/o Quantuma LLP, 81 Station Road, Marlow, Bucks, SL7 1NS
Company Number	09019506
Incorporation Date	30 April 2014
Company Secretary	N/A
Appointment by	Jay Lifton, Building 148, Sixth Street, Thomson Avenue, Harwell Campus, Didcot, OX11 0TR
Directors at date of Appointment	Nicholas Brunero Jay Lifton David Moard Alexander Sorokin
Directors' Shareholdings	Nicholas Brunero – 188,536 Alexander Sorokin – 36,804

Cella Energy Limited (IN ADMINISTRATION)

DIRECTORS' STATEMENT OF AFFAIRS AS AT 1 FEBRUARY 2018 AND CREDITORS' DETAILS

STATEMENT OF AFFAIRS

Company Name: Cella Energy Limited (In Administration) ("the Company")
Company Number: 09019506
In the High Court of Justice No. 8036 of 2018

Statement as to the affairs of (a) Cella Energy Limited of 81 Station Road, Marlow, Buckinghamshire,
SL7 1NS

on 01 February 2018, the date that the Company entered Administration.

Statement of Truth

I believe that the facts stated in this Statement of Affairs are a full, true and complete statement of the affairs of the above named Company as at 01 February 2018, the date that the Company entered Administration.

Full name Jaime Lifton _____

Signed  _____

Dated 3/03/18 _____

A – Summary of Assets

Assets

Assets subject to fixed charge:

Assets subject to floating charge:

Uncharged assets (Estimated without reference to books and Records)

Fixed Assets

Other Debtors and Prepayments

Cash at Bank

Corporation Tax Repayable

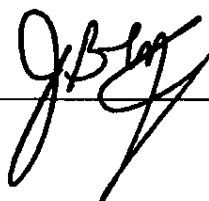
Intellectual Property

Intercompany Account

Book value	Estimated to Realise
£	£
None	None
None	None
150,000	Uncertain
25,000	Uncertain
35,000	Uncertain
120,000	Uncertain
1,000,000	Uncertain
300,000	Nil
TOTAL	Nil

Estimated total assets available for preferential creditors

Signature



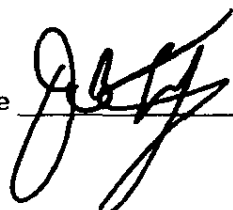
Date

3/3/18

A1 – Summary of Liabilities –

	£
Estimated total assets available for preferential creditors (carried from page A)	Nil
Liabilities	
Preferential creditors:-	
Employees (number: 9)	2,290
	(2,290)
Estimated deficiency/surplus as regards preferential creditors	(2,290)
Estimated prescribed part of net property where applicable (to carry forward)	Nil
Estimated total assets available for floating charge holders	(2,290)
Debts secured by floating charges	Nil
Estimated deficiency/surplus of assets after floating charges	(2,290)
Estimated prescribed part of net property where applicable (brought down)	£ Nil
Total assets available to unsecured creditors	(2,290)
Unsecured non-preferential claims:-	
Employees (number: 9)	17,467
Other unsecured creditors	568,471
Estimated deficiency after floating charge where applicable (brought down)	Nil
Estimated deficiency/surplus as regards creditors	(585,938)
	(588,228)
Issued and called up capital	57,203
Estimated total deficiency/surplus as regards members	(57,203)
	(645,431)

Signature



Date

3/13/18

Note: You must include all creditors (excluding employees and certain consumers (see relevant page for definition of a consumer)) and indicate any creditors under hire-purchase, chattel leasing or conditional sale agreements and any creditors claiming retention of title over property in the company's possession.

[illegible]

Date 3/03/18

Quantuma LLP
Cella Energy Limited
B - Company Creditors

Key	Name	Address	£
C0000	Air Liquide UK Ltd	Station Road, Coleshill, Birmingham, B46 1JY	129.66
C0001	Air Products PLC	2 Millennium Gate, Westmere Drive, Crewe, Cheshire, CW1 6AP	809.47
C0002	Alex Sorokin	21 Surf Road, Westport, Connecticut 06880	24,933.86
C0003	Aquila	Wildwood, Old Green Lane, Camberley, Surrey, GU15 4LG	252.00
C0004	As New Property Cleaning Services		225.27
C0005	Bidwells	PO Box 231, Trumpinton Road, Cambridge, CB1 0XU	52,000.00
C0006	Bidwells	PO Box 232, Trumpinton Road, Cambridge, CB1 0XU	2,376.00
C0007	Bidwells	PO Box 233, Trumpinton Road, Cambridge, CB1 0XU	30.60
C0008	Bout Wade Tennant	Verulam Gardens, 70 Gray's Inn Road, London, WC1X 8BT	6,240.00
C0009	Castle Water Limited	Craighall Castle, Blairgowrie, PH10 7JB	464.95
C000A	Crown Oil Ltd T/A Crown Gas & Power	Bury New Road, Heap Brige, Bury, BL9 7HY	1,312.92
C000B	EDF Energy Customers Plc		(810.00)
C000C	European Freeze Dry	45 Roman Way, Preston, PR2 5BD	9,000.00
C000D	First Line IT Ltd	Hamilton House, 7 Isis Business Centre, Pony Road, Oxford, OX4 2RD	5,400.00
C000E	First Line Telecoms Ltd	Hamilton House, 7 Isis Business Centre, Pony Road, Oxford, OX4 2RD	5,526.55
C000F	Framework Innovation Ltd	6 Andrea Drive, Muxton, Telford, Shropshire, TF2 8SF	2,499.00
C000G	Grundon Waste Management Ltd	PO Box 132, Wallingford, OX10 6BY	127.26
C000H	Hays	Hays House, 40-44 Coombe Road, New Malden, Surrey, KT3 4QF	2,000.92
C000I	Huxley Associates, Trading Div of SThree Partn	Central Accounts, 8th Floor City Place, 55 Basinghall Stree, London, EC2V 5DX	3,158.40
C000J	Intelligent Energy Limited	Charmwood Building, Holywell Park, Ashby Road, Loughborough, LE11 3GB	115,200.00
C000K	Jay Lifton		1,980.30
C000L	Johnsons Apparelmaster Ltd		81.00
C000M	Macrae Consulting Ltd	West Ham Industrial Estate, Morse Road, Basingstoke, RG22 6NE	1,500.00
C000N	Meetingzone Ltd	Couching House, Couching Street, Watlington, Oxfordshire, OX49 5PX	104.60
C000O	Nitrogen Services Ltd	Unit 10 Juliette Way, Purfleet Industrial Park, London Road, South Ockendon, Essex, RM15 4YD	36.00
C000P	Specialist Welding & Fabrication Ltd	Mere Ditch Barn, Hanney Road, Stevenon, Oxfordshire, OX13 6AW	438.00
C000Q	Staubli UK Ltd	Staubli House, Hadley Park East, Telford, TF1 6QJ	297.18
C000R	STR Limited	1 Quay Point, Northarbour Road, Portsmouth, Hampshire, PO6 3TD	13,384.80
C000S	UKHFEA	**UNKNOWN ADDRESS**, 180 Lexden Road, West Bergholt, Colchester, Essex, CO6 3EB	200.00

Quantuma LLP
Cella Energy Limited
B - Company Creditors

Key	Name	Address	£
C000T	University College London	Credit Control, Finance and Business Affairs, Gower Street, London, WC1E 6BT	24,000.00
C000U	GE Capital C000V	GE capital Equipment Finance Ltd, 2630 The Quadrant, Aztec West Bristol, BS32 4GQ	390.61
	Tax Innovations	London Office, 180 Piccadilly, London Road, South Ockendon, W1J 9HF	258.00
CR00	Royds Withy King	North Bailey House, New Inn Hall Street, Oxford, OX1 2EA	192.50
33 Entries Totalling			273,739.85

ADD PERSEPHONE CAPITAL NOTE	27 Stadium Blvd, Setauket, NY USA	294,731 GBP
Total including Persephone Capital	34 Entries	568,470.85

COMMENTS: To the best of my knowledge without access to company books and records, the following amounts on this schedule appear to be incorrect:

1. Boulton Wade – As of December do not recall any amount owing. Not aware of any services performed.
2. Intelligent Energy – As of October 2017 the Company informed Intelligent Energy that the work to be performed was to be suspended immediately in accordance with the terms of the contract. The amount owed to Intelligent Energy was £76,800 through October 31, 2017. Intelligent Energy withheld delivery of product that it invoiced through October 31, 2017 pending payment, so this amount is further subject to off-set.
3. University College London – Cella disputes any amount due on account of no value or services received from this organization.
4. Sorokin, Lifton as Directors – the amount may need to be reconciled to personal records. It appears that Sorokin amount may be understated by approx. £7,000 to \$10,000.
5. Persephone Note is denominated USD \$413,500 principal plus \$6,345 accrued interest. Converted to GBP at 0.702 as of Feb 1, 2018

Cella Energy Limited
(In Administration)

Estimated outcome statement as at 21 March 2018

	Statement of Affairs (£)	Estimated to Realise / Cost (In-Situ)	Estimated to Realise / Cost (Ex-Situ)	
				£
Assets				
Plant and Machinery	Uncertain	100,000	40,000	
Intellectual Property	Uncertain	Uncertain	Uncertain	
Tax Refund	Nil	5,456	5,456	
Cash at bank	Uncertain	76,000	76,000	
Balance available to preferential creditors before costs		181,456	121,456	
Less Administrators' fees		(40,000)	(40,000)	
Less Administrators' disbursements		(6,000)	(6,000)	
Less Legal costs		(8,500)	(8,500)	
Less Agents costs		(25,000)	(13,000)	
Less Rent		(30,000)	(30,000)	
Less Consultancy fees		(8,000)	(8,000)	
Less IT services		(6,185)	(6,185)	
Surplus available to preferential creditors		57,771	9,771	
Less Preferential creditors		(2,290)	(2,290)	
Net Property		55,481	12,061	
Net available to unsecured creditors		55,481	12,061	
Unsecured Creditors				
Trade & Expense Creditors		448,058	448,058	
Shareholder's Loan		294,731	294,731	
Directors		29,614	29,614	
Employees		17,467	17,467	
HM Revenue & Customs		18,623	18,623	
		808,493	808,493	
Estimated Unsecured Creditor Distribution		0.07	0.01	p in the £

Cella Energy Limited (IN ADMINISTRATION)

THE JOINT ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT TO 21 MARCH 2018

Cella Energy Limited
(In Administration)

JOINT ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT

	Statement of affairs £	From 01/02/2018 To 21/03/2018 £	From 01/02/2018 To 21/03/2018 £
RECEIPTS			
Plant & Machinery	100,000 00	0.00	0.00
Tax Refund		5,455.93	5,455.93
Cash at Bank	76,000 00	76,000.00	76,000.00
Bank Interest Gross		3.09	3.09
		<u>81,459.02</u>	<u>81,459.02</u>
PAYMENTS			
Office Holders Expenses		5,000.00	5,000.00
Consultancy Fees		7,620.70	7,620.70
Vat Receivable		1,000.00	1,000.00
		<u>13,620.70</u>	<u>13,620.70</u>
BALANCE - 21 March 2018		-	<u>67,838.32</u>


Chris Newell
Joint Administrator

Cella Energy Limited (In Administration)

BREAKDOWN OF PRE-ADMINISTRATION TIME COSTS FOR QUANTUMA LLP

Time Entry - Detailed SIP9 Time & Cost Summary

6002264 - Cella Energy Limited
To 01/02/2018
Project Code PRE

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
100 Administration & Planning	17.80	0.90	0.00	0.20	18.90	6,474.00	342.54
103 IPS Case / File set up / Filing	0.00	0.00	1.40	0.00	1.40	245.00	175.00
104 General Administration	0.00	0.40	11.80	0.10	12.30	2,175.00	176.83
105 Case strategy / Review	0.00	0.00	26.40	0.00	26.40	4,849.00	183.67
Admin & Planning	17.80	1.30	39.60	0.30	59.00	13,743.00	232.93
600 Cashiering	0.00	0.00	0.00	0.50	0.50	62.50	125.00
Cashiering	0.00	0.00	0.00	0.50	0.50	62.50	125.00
201 Creditors	0.00	0.00	0.00	0.10	0.10	10.00	100.00
202A Employees	3.50	0.00	0.00	0.40	3.90	1,285.00	324.36
Creditors	3.50	0.00	0.00	0.50	4.00	1,275.00	318.75
670 Completing initial pre appt checks	0.00	0.00	0.10	4.60	4.70	454.50	96.70
Pre Appointment	0.00	0.00	0.10	4.60	4.70	454.50	96.70
400 Realisation of Assets	0.30	0.00	5.90	0.00	6.20	1,193.50	192.50
406 Sale of Business	0.00	0.00	0.40	0.00	0.40	70.00	175.00
Realisation of Assets	0.30	0.00	6.30	0.00	6.60	1,263.50	191.44
Total Hours	21.60	1.30	46.00	5.90	74.80	16,798.50	224.58
Total Fees Claimed						10,000.00	

Cella Energy Limited (In Administration)

**CHARGE-OUT RATES AND BASES OF DISBURSEMENTS ("Quantuma LLP'S
SUMMARY")**



Schedule of Current Charge Out Rates and Chargeable Disbursements

Staff Allocation & Support Staff

An objective and practical approach is taken to each case which includes active Partner involvement from the outset. Other members of staff will be assigned on the basis of experience and specific skills to match the needs of the case. In accordance with the provisions of Statement of Insolvency Practice 9 (SIP 9), set out below are the current charge out rates per hour for the grades of staff employed within Quantuma LLP, exclusive of VAT.

Grade of Staff	Rate from 1 June 2016
Partner	£295.00 - £495.00
Director	£250.00 - £450.00
Senior Manager	£225.00 - £375.00
Manager	£200.00 - £250.00
Assistant Manager	£185.00 - £265.00
Senior Administrator	£175.00 - £215.00
Administrator	£150.00 - £175.00
Assistant Administrator	£100.00
Case Accountant	£125.00
Junior Administrator	£75.00 - £100.00
Support Staff/Executive Assistant	£95.00 - £125.00

Work undertaken is recorded in 6 minute units in an electronic time recording system. Time properly incurred on cases is charged at the hourly rate of the grade of staff undertaking the work that applies at the time the work is done. There has been no allocation of any general or overhead costs.

Time spent on casework is recorded directly to the relevant case and the nature of the work undertaken is recorded at that time. The work is recorded under the following categories:

- Administration & Planning
- Creditors
- Investigations
- Realisation of Assets
- Trading
- Cashiering
- Closing Procedures

On occasion it may be necessary to change the rates applicable to the work undertaken and if this occurs during the period of the assignment any material changes will be notified to creditors as part of the normal fee reporting procedures. Rates are likely to be subject to periodic increase.

The time of support staff and executive assistants is not charged to a case except when the initial set up is being performed or when a sizeable administrative task or appropriate ad hoc duty is being undertaken.

Details of historic charge out rates are provided at the end of this guide. Should any creditor wish to receive details of the charge out rates in force prior to those shown, these can be provided upon request.

Subcontractors

Details and the cost of any work which has been or is intended to be sub-contracted out that could otherwise be carried out by the office holder or his staff will be provided in any report which incorporates a request for approval of the basis upon which remuneration may be charged.



Direct Expenses (Category 1 Disbursements)

Category 1 disbursements, as defined by SIP 9, are expenses which are directly referable both to the appointment in question and a payment to an independent third party at cost and without uplift

These expenses, which do not require the prior approval of creditors, include but are not limited to the following examples:

Category 1 Disbursement	Basis of Charge
Indemnity Bond	At cost of mandatory cover required in accordance with the Insolvency Act 1986 for each appointment
Insurance of assets	At cost in relation to asset coverage requirements
Travel	All forms other than mileage at actual cost
Room Hire	All external venues at actual cost
Storage Retrieval	At cost incurred
Postage	At cost incurred
Virtual Meeting Platform (from 6/4/17)	At cost incurred

Indirect Expenses (Category 2 Disbursements)

These are expenses that are directly referable to the appointment in question but which are not to an independent third party and may include shared or allocated costs that can be apportioned to the appointment on a proper and reasonable basis

They may also include payment to an individual with whom a practice or individual within a practice has a business or personal relationship. Included within the list below is the cost per hour of Mr Mick Brunning, who is the husband of an individual within the practice. It is considered that the services of Mr Brunning represent best value.

Other payments made to individuals of businesses with whom the practice or individual within the practice has a business or personal relationship will be disclosed to creditors and an appropriate resolution for approval will be proposed.

Specific approval for Category 2 Disbursements is required from creditors before they can be paid

The following indirect disbursements (Category 2 Disbursements, as defined by SIP 9) are charged to cases where appropriate on the following basis:

Category 2 Disbursement	Cost £
Photocopying, scanning and faxes (per side)	0.10
Company Search	10.00
Stationery (per Report/Letter per member/creditor)	0.50
Mileage incurred as a result of necessary travel as per HMRC's approved rate (per mile)	0.45
Internal Meeting Room Hire (outside London)	65.00



Category 2 Disbursement	Cost £
Internal Meeting Room Hire (in London)	95 00
Mick Brunning – collection and listing of books and records (per hour)	10 00
Box Storage (per box for life of case)	50 00
Electronic Anti-Money Laundering Identification Search (per case) (from 1/9/16)	12 00

Category 2 disbursements may be subject to periodic increase and this schedule will be updated accordingly. The schedule is available for creditors to review at <http://www.quantuma.com/guide/creditors-guide-fees/>. Details of historic disbursement charges can be found at the end of this schedule.

Professional Advisors

Details of any professional advisor(s) used will be given in reports to creditors. The fee arrangement for each will be disclosed in reports to creditors and these will be reviewed on a regular basis, together with the recovery or relevant disbursements. The choice of professional advisors is based around a number of factors including, but not restricted to, their expertise in a particular field, the complexity or otherwise of the assignment and their geographic location.

VAT

With the exception of Individual Voluntary Arrangements and Company Voluntary Arrangements which are VAT exempt, the office holders' remuneration and disbursements invoiced to the insolvency estate will be subject to VAT at the prevailing rate.

Creditors' Rights

Information about Creditors' rights can be obtained by visiting the creditors' information micro-site published by the Association of Business Recovery Professionals (R3) at <http://www.creditorinsolvencyguide.co.uk/>. Details about how an office holder's fees may be approved for each case type and challenged are available in a series of guides issued with SIP 9 and can be accessed at <https://www.quantuma.com/guide/creditors-guide-fees/>. Alternatively hard copies of these documents may be requested free of charge from Quantuma LLP's registered office.



Historic Charge Out Rates

	Rates from 1 April 2016	Rates from 15 July 2015	Rates from 1 April 2015
Partner	£295 00 - £475 00	£295.00 - £475.00	£295.00 - £475.00
Director	£250 00 - £325.00	£250 00 - £325 00	£250.00 - £325 00
Senior Manager	£225.00 - £350.00	£225.00 - £350.00	£225.00 - £275.00
Manager	£200.00 - £250.00	£200.00 - £250 00	£200.00 - £250 00
Assistant Manager	£185.00 - £265 00	£185 00	£185 00
Senior Administrator	£175 00 - £215.00	£175.00 - £215.00	£175.00 - £215 00
Administrator	£150.00 - £175 00	£150 00 - £175.00	£150.00 - £175.00
Assistant Administrator	£100.00	£100 00	£100.00
Case Accountant	£125.00	£125.00	£125.00
Junior Administrator	£75.00 - £100 00	£75 00 - £100.00	£75.00 - £100 00
Support Assistant Staff/Executive	£95 00 - £100 00	£95.00 - £100 00	£95 00 - £100.00

	Rates from 1 February 2015	Rates from 5 January 2015	Rates from 1 November 2014
Partner	£295 00 - £445.00	£295.00 - £425.00	£295.00 - £425 00
Director	£250.00 - £325.00	£250 00 - £325 00	£250 00 - £325 00
Senior Manager	£225.00 - £275.00	£225.00 - £275.00	£225.00 - £275 00
Manager	£200.00 - £250 00	£200.00 - £250.00	£200.00
Assistant Manager	£185 00	£185 00	£185.00
Senior Administrator	£175.00	£175.00	£175 00
Administrator	£150.00 - £175.00	£150.00 - £175.00	£150.00 - £175.00
Assistant Administrator	£100 00	£100.00	£100 00
Case Accountant	£125.00	£125 00	£125.00
Junior Administrator	£75.00 - £100.00	£75 00 - £100.00	£75.00 - £100.00
Support Assistant Staff/Executive	£95.00 - £100.00	£95.00 - £100.00	£95.00 - £100.00



Historic Disbursement Charging Rates

With effect from 6 April 2017, the following charges will no longer be applied to existing or new cases.

Category 1 Disbursement	Basis of Charge
Stationery	At cost incurred
Postage	At cost incurred (other than for reports to creditors scheduled below *)

Category 2 Disbursement	Cost £
File Set Up (per file)	7 00
Postage per Report to Creditors and Members (per report)	0 50
Reports to Members and Creditors (published on line – per report per member/creditor)	0 25

*to ensure consistent charging of postage across our cases, all postage will be charged at the cost incurred and therefore reports will not be subject to the Category 2 charge shown above.

Cella Energy Limited (In Administration)

**BREAKDOWN OF THE JOINT ADMINISTRATORS' TIME COSTS FROM 1 FEBRUARY
2018 TO 21 MARCH 2018**

Time Entry - Detailed SIP9 Time & Cost Summary

6002264 - Cella Energy Limited
From 01/02/2018 To 21/03/2018
Project Code POST

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
100 Administration & Planning	4.50	0.00	0.60	2.40	7.50	1,914.00	255.20
100A Initial Statutory & General Notifications & Filing	0.00	0.00	0.30	0.00	0.30	52.50	175.00
101 Insurance / Bonding	0.00	0.00	2.20	0.00	2.20	365.00	175.00
103 IPS Case / File set up/ Filing	0.00	0.00	1.10	0.90	2.00	282.50	141.25
104 General Administration	0.30	0.40	6.30	5.40	12.40	1,811.50	146.09
105 Case strategy / Review	0.40	0.30	2.30	0.10	3.10	646.50	208.55
106 VAT & CT matters and returns	0.00	0.00	0.20	0.00	0.20	35.00	175.00
Admin & Planning	5.20	0.70	13.00	8.80	27.70	5,127.00	185.99
600 Cashiering	0.00	0.00	2.20	2.80	5.00	735.00	147.00
Cashiering	0.00	0.00	2.20	2.80	5.00	735.00	147.00
201 Creditors	0.40	0.00	0.30	2.10	2.80	402.50	143.75
202 ERA	0.20	0.00	0.00	0.00	0.20	70.00	350.00
202A Employees	0.00	0.00	10.50	0.10	10.60	1,870.50	176.46
203 Creditor correspondence / Call	0.00	0.00	1.70	0.00	1.70	297.50	175.00
204 Unsecured Creditors claims	0.00	0.00	0.30	0.60	0.90	112.50	125.00
204A Dealing with Pension Schemes	0.00	0.00	0.60	0.90	1.50	195.00	130.00
212 Initial Appointment Notifications to Creditors	0.00	0.00	0.00	0.60	0.60	60.00	100.00
215 Para 49 Administrators Proposals	0.00	0.00	2.60	0.00	2.60	455.00	175.00
Creditors	0.60	0.00	16.00	4.30	20.90	3,463.00	165.89
300 Investigations	0.00	0.00	0.30	0.00	0.30	52.50	175.00
Investigations	0.00	0.00	0.30	0.00	0.30	52.50	175.00
400 Realisation of Assets	12.70	0.00	10.60	0.00	23.30	6,379.00	273.78
401 Freehold / Leasehold Property	1.80	0.00	0.00	0.00	1.80	630.00	350.00
406 Sale of Business	0.00	0.40	2.00	0.00	2.40	468.00	195.00
409 Intellectual Property	0.00	0.00	2.10	0.00	2.10	383.50	182.62
410 Sale of Shares	0.00	0.00	1.40	0.00	1.40	259.00	185.00
412 Arranging & Monitoring Insurance	0.00	0.00	2.20	0.00	2.20	385.00	175.00
Realisation of Assets	14.50	0.40	18.30	0.00	33.20	8,504.50	256.16
503 Employee issues / payroll	0.60	0.00	0.00	0.00	0.60	210.00	350.00
505 Negotiating with suppliers	0.00	0.00	2.40	0.00	2.40	420.00	175.00
Trading	0.60	0.00	2.40	0.00	3.00	630.00	210.00
Total Hours	20.90	1.10	52.20	15.90	90.10	18,512.00	205.46
Total Fees Claimed						0.00	

Time Entry - Detailed SIP9 Time & Cost Summary

6002264 - Cella Energy Limited
From 01/02/2018 To 21/03/2018
Project Code POST

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
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Cella Energy Limited (In Administration)

INFORMATION TO SUPPORT THE JOINT ADMINISTRATORS' FEE PROPOSAL

a) The Joint Administrators' Fees

Please note that this table reflects the work undertaken and anticipated to be conducted for the full period of the Administration and thus it includes the time already incurred, details of which are provided in Appendix IV.

General Description	Includes
Administration (including statutory requirements)	
Statutory advertising	Filing of documents to meet statutory requirements Advertising in accordance with statutory requirements
Document maintenance/file review checklist	Filing of documents Periodic file reviews Periodic reviews of the application of ethical, anti-money laundering and anti-bribery safeguards Maintenance of statutory and case progression task lists/diaries Updating checklists
Bank account administration	Preparing correspondence opening and closing accounts Requesting bank statements Bank account reconciliations Correspondence with bank regarding specific transfers Maintenance of the estate cash book Banking remittances and issuing cheques/BACS payments
Planning / review	Discussions regarding strategies to be pursued Meetings with team members and independent advisers to consider practical, technical and legal aspects of the case
Books and records strategy	Dealing with records in storage Sending case files to storage
Creditor reports	Preparing proposal, six monthly progress reports, fee authority report to preferential creditors (where appropriate), conversion to CVL (where appropriate) and final report Seeking extension via creditors (where appropriate) Proposing further fee approval (where the fees estimate is not for the administration of the case to conclusion)
Creditors' decisions	Preparation of decision notices, proxies/voting forms Collate and examine proofs and proxies/votes to establish decisions Consider objections received and requests for physical meeting or other decision procedure (For virtual meeting) Preparation of meeting file, including agenda, certificate of postage, attendance register, list of creditors, reports to creditors, advertisement of meeting and draft minutes of meeting Responding to queries and questions following decisions Issuing notice of result of decision process
Investigations	
SIP 2 Review	Collection, and making an inventory, of company books and records Correspondence to request information on the company's dealings, making further enquiries of third parties Reviewing questionnaires submitted by creditors and directors Reconstruction of financial affairs of the company Reviewing company's books and records

General Description	Includes
	<ul style="list-style-type: none"> Preparation of deficiency statement Review of specific transactions and liaising with directors regarding certain transactions Liaising with the committee/creditors or major creditors about further action to be taken
Statutory reporting on conduct of director(s)	<ul style="list-style-type: none"> Preparing statutory investigation reports Liaising with the Insolvency Service Submission of report to the Insolvency Service Preparation and submission of supplementary report (if required) Assisting the Insolvency Service with its investigations
Examinations	<ul style="list-style-type: none"> Preparing brief to solicitor Liaising with solicitor(s) regarding examinations Attendance at examination Reviewing examination transcripts Liaising with solicitor(s) regarding outcome of examinations and further actions available
Litigation/Recovery	<ul style="list-style-type: none"> Strategy meeting regarding litigation Seeking funding from creditors Reviewing terms of solicitors' conditional fee agreements Preparing brief to solicitors/Counsel Liaising with solicitors regarding recovery actions Dealing with ATE insurers Attending to negotiations Attending to settlement matters
Realisation of Assets	
Plant and machinery, office furniture and equipment	<ul style="list-style-type: none"> Liaising with valuers, auctioneers and interested parties Reviewing asset listings Liaising with secured creditors and landlords
Realisation of Leasehold Property	<ul style="list-style-type: none"> Liaising with valuers and agents on marketing strategy and offers received Dealing with tenant issues (if any) Liaising with landlords Agreeing assignment or surrender
Debtors and Creditors	<ul style="list-style-type: none"> Collecting supporting documentation Correspondence with debtors Reviewing and assessing debtors' ledgers Receiving updates from factoring companies and liaising reassignment of ledger Liaising with debt collectors and solicitors Agreeing debt collection agency agreements Dealing with disputes, including communicating with directors/former staff Pursuing credit insurance claims Submitting VAT bad debt relief claims
Leasing	<ul style="list-style-type: none"> Reviewing leasing documents Liaising with agents and owners/lessors
Stock and work in progress ('WIP')	<ul style="list-style-type: none"> Conducting stock takes Reviewing stock values Liaising with agents and potential purchasers Analysing the value in WIP Contracting with service-providers/suppliers to complete WIP

General Description	Includes
Other assets: motor vehicles, intangibles, intellectual property, VAT/corporation tax refunds, insurance claims	<ul style="list-style-type: none"> Liaising with agents to agree disposal strategy Dealing with potential purchasers Negotiating sales Liaising with solicitors to agree sales Collecting sales consideration Liaising with insurance companies and directors to pursue claims Examining company records to support tax refunds Exchanges with government departments
Retention of Title Claims ("ROT")	<ul style="list-style-type: none"> Receive initial notification of creditor's intention to claim Provision of retention of title claim form to creditor Meeting claimant on site to identify goods Adjudicate retention of title claim Forward correspondence to claimant notifying outcome of adjudication Preparation of payment vouchers and correspondence to claimant to accompany payment of claim (if valid) Exchanges with solicitors in deciding claims and dealing with disputes
Insurance	<ul style="list-style-type: none"> Identification of potential issues requiring attention of insurance specialists Correspondence with insurer regarding initial and ongoing insurance requirements Reviewing insurance policies Correspondence with previous brokers
Creditors (claims and distribution)	
Creditor communication	<ul style="list-style-type: none"> Receive and follow up creditor enquiries via telephone Review and prepare correspondence to creditors and their representatives via facsimile, email and post Assisting employees to pursue claims via the RPO Corresponding with the PPF and the Pensions Regulator
Dealing with proofs of debt (POD)	<ul style="list-style-type: none"> Receipting and filing POD when not related to a dividend Corresponding with RPO regarding POD when not related to a dividend
Processing proofs of debt	<ul style="list-style-type: none"> Preparation of correspondence to potential creditors inviting submission of POD Receipt of POD Adjudicating POD Request further information from claimants regarding POD Preparation of correspondence to claimant advising outcome of adjudication Seeking solicitors' advice on the validity of secured creditors' claims and other complex claims
Distribution procedures	<ul style="list-style-type: none"> Agreeing allocation of realisations and costs between fixed and floating charges Paying distribution to secured creditors and seeking confirmation of discharged claims Preparation of correspondence to creditors advising of intention to declare distribution Advertisement of notice of intended distribution Preparation of distribution calculation Preparation of correspondence to creditors announcing declaration of distribution Preparation of cheques/BACS to pay distribution Preparation of correspondence to creditors enclosing payment of distribution

General Description	Includes
	Seeking unique tax reference from HMRC, submitting information on PAYE/Nl deductions from employee distributions and paying over to HMRC Dealing with unclaimed dividends
Creditors' Committee	Holding an initial meeting of the Committee Reporting to committee members Seeking the committee's approval on case strategy Calling and holding meetings of the committee as required and the circumstances of the case dictate

b) The Joint Administrators' Expenses Estimate

Below is the expenses estimate in respect of category 1 direct expenses and category 2 expenses, which will have an element of shared or allocated costs.

Please note that this estimate has been provided on the assumptions given in Section 6. In the event that it proves necessary for the Joint Administrators to incur additional expenses in performing their duties, they will provide further details in their progress reports, but there is no statutory obligation to ask creditors to approve any adjusted estimate.

c) The Joint Liquidators' Expenses

Below is the estimate of expenses that will be incurred by the Joint Liquidators once the Company has moved from Administration to CVL.

CELLA ENERGY LIMITED**Estimate of expenses to be incurred for administration**

Category of work	Nature of expense to be incurred	Estimated amount of expense to be incurred £
Administration & Planning		
	Specific penalty bond	135 00
	Accounting fees	400 00
	Court fees	50 00
	Gazette notice of appointment	81.45
	Legal fees	8,500 00
	Collection of books and records	60 00
	Storage of books and records	200 00
Sub total for administration		9,426 45
Creditors		
	Postage	300 00
	Copying*	300.00
	Stationary*	150 00
Sub total for reporting to creditors		750 00
Investigations		
Sub total for investigations		-
Realisation of assets		
	Insurance	2,000 00
	IT services	6,185 00
	Gas and electric costs	400 00
	Rent	30,000 00
	Demonstration costs	2,000 00
	Consultancy fees	8,000.00
	Agent fees	25,000 00
Sub total for realisation of assets		73,585 00
Closing		
Sub total for closing		-
Total:		83,761 45

Note Category 2 Disbursements are marked with an asterisk *

Note This estimate has been provided to creditors at an early stage of the case. Whilst all possible steps have been taken to make this estimate as accurate as possible, it is based on the office holders' current knowledge of the case and so does not take into account any unknown complexities or difficulties. If this estimate is exceeded, or is likely to be exceeded, the office holders will provide an explanation to the creditors in the first report to creditors and provide a revised estimate.

Note The level of rent shown above is based upon the successful completion of the sale of the company's assets. If no sale is completed, rent will only be £10,000.

Note Consultancy fees relate to assistance received from the former managing director with the sale of the assets of the company. Other costs associated with the sale include reactivating and continuing the Company's IT services, costs for a demonstration for the benefit of interested parties and rent and rates for the occupation of the Company's premises.

CELLA ENERGY LIMITED**Estimate of expenses to be incurred for Liquidation**

Category of work	Nature of expense to be incurred	Estimated amount of expense to be incurred £
Administration & Planning		
	Specific penalty bond	135.00
	Storage of books and records	100.00
Sub total for administration		<hr/> 235.00
Creditors		
	Copying *	150.00
	Postage	200.00
	Stationary *	50.00
	Gazette notice of intended dividend	81.45
Sub total for reporting to creditors		<hr/> 481.45
Investigations		
		-
Sub total for investigations		<hr/> -
Realisation of assets		
	Insurance	500.00
	Solicitors' fees	-
Sub total for realisation of assets		<hr/> 500.00
Closing		
	Gazette notice of final meeting	81.45
Sub total for closing		<hr/> 81.45
Total:		<hr/> <hr/> 1,297.90

Note: Category 2 Disbursements are marked with an asterisk *

Note: This estimate has been provided to creditors at an early stage of the case. Whilst all possible steps have been taken to make this estimate as accurate as possible, it is based on the office holders' current knowledge of the case and so does not take into account any unknown complexities or difficulties. If this estimate is exceeded, or is likely to be exceeded, the office holders will provide an explanation to the creditors in the first report to creditors and provide a revised estimate

Cella Energy Limited (In Administration)

NOTICE OF DECISION PROCEDURE / VOTING FORM / PROXY FORM / PROOF OF DEBT

NOTICE OF DECISION PROCEDURE

Company Name: Cella Energy Limited (In Administration) ("the Company")

Company Number: 09019506

In the High Court of Justice no. 8036 of 2018

This Notice is given under Rule 15.8 of the Insolvency (England & Wales) Rules 2016 ("the Rules"). It is delivered by the Joint Administrator of the Company, Chris Newell and Frank Wessely, of 81 Station Road, Marlow, Bucks, SL7 1NS, (telephone number 01628 478 100), who was appointed by the directors of the Company.

Creditors are invited to vote by correspondence on the following (for the full wording of proposed decisions, see overleaf).

- 1 The basis of the Joint Administrators' fees
- 2 The approval of the Joint Administrators' Category 2 disbursements
- 3 The approval of the pre-Administration costs

Overleaf is a voting form on which creditors may signify their decisions on the above matters. All voting forms, together with a proof of debt if one has not already been submitted, must be completed and returned to the Joint Administrator by one of the methods set out below:

By post to Quantuma LLP, 81 Station Road, Marlow, Bucks, SL7 1NS
By email to marlowvoting@quantuma.com

Please note that, if you are sending votes by post, you must ensure that you have allowed sufficient time for the forms to be delivered to the address above by the time set out below. Unless the contrary is shown, an email is treated as delivered at 9am on the next business day after it was sent.


All voting forms and proofs of debt must be delivered by 23.59 on the Decision Date, 11 April 2018.

If the Joint Administrator has not received a proof of debt by the time specified above (whether submitted previously or as a result of this Notice), that creditor's vote will be disregarded. Any creditor whose debt is treated as a small debt in accordance with Rule 14.31(1) of the Rules must still deliver a proof if the creditor wishes to vote. A creditor who has opted out from receiving notices may nevertheless vote if the creditor also provides a proof by the time specified above.

Creditors who meet one or more of the statutory thresholds listed below may, within 5 business days from the date of the delivery of this Notice, require a physical meeting to be held to consider the matter.

Statutory thresholds to request a meeting: 10% in value of the creditors
 10% in number of the creditors
 10 creditors

A creditor may appeal a decision by application to the Court in accordance with Rule 15.35 of the Rules. Any such appeal must be made not later than 21 days after the Decision Date.

Signed.  _____ Dated. 27 March 2018 _____
Christopher Newell
Joint Administrator

VOTE BY CORRESPONDENCE

Cella Energy Limited (in Administration)

Name of Creditor: _____

Address: _____

Decisions: _____

1	That the Joint Administrators' fees be fixed by a set amount of £40,000 for the Administration and a set amount of £25,000 for the Liquidation in the event that the Company exits into Creditors' Voluntary Liquidation or Compulsory Liquidation and the Joint Administrators become the Joint Liquidators; and 20% of the value of gross asset realisations from the date of the administration.	*For / Against
2	That the Joint Administrators be authorised to recover all Category 2 disbursements, calculated on the bases detailed in Quantuma LLP's summary.	*For / Against
3	That the unpaid pre-Administration costs set out in the Joint Administrators' Proposal be approved	*For / Against

*** Please delete as applicable to indicate your voting instructions**

Signed: _____ Dated: _____

Name in capitals: _____

Position with, or relationship to, creditor or other authority for signature: _____

Are you the sole member/shareholder of the creditor (where it is a company)? Yes / No

NOTE: Once a vote has been cast, it cannot be changed.

Please complete this form and return it, along with a completed proof of debt if you have not submitted one previously, so that it is delivered by 23.59 on 11 April 2018, by:

Post: Quantuma LLP, 81 Station Road, Marlow, Bucks, SL7 1NS

Email: please scan in a signed copy of this form and attach it as a pdf to marlowvoting@quantuma.com

NOTICE SEEKING DEEMED CONSENT

Company Name: Cella Energy Limited (In Administration) ("the Company")

Company Number: 09019506

In the High Court of Justice no. 8036 of 2018

This Notice is given under Rule 15.7 of the Insolvency Rules (England & Wales) 2016 ("the Rules"). It is delivered by the Joint Administrator of the Company, Chris Newell and Frank Wessely, of Quantuma LLP, 81 Station Road, Marlow, Bucks, SL7 1NS (telephone number 01628 478 100), who was appointed by the directors of the Company.

The Joint Administrator proposes that the following decisions be made.

1. That the Joint Administrators' Proposals be approved]
2. That a Creditors' Committee will not be established¹
3. That the Joint Administrators be discharged from liability in respect of any action undertaken by them pursuant to Paragraph 98 of Schedule B1 of the Act, such discharge to take effect when the appointment of Joint Administrators ceases to have effect, as defined by the Act, unless the court specifies a time

In respect of each of the decisions proposed above, if less than 10% in value of creditors (who would be entitled to vote if a vote were taken) ("the Threshold") object to it accordance with the procedure set out below, the creditors are to be treated as having made the proposed decision. Otherwise, the creditors are to be treated as not having made such decision and if a decision about that matter is again sought from the creditors, it must be sought using a qualifying decision procedure as defined by the Insolvency Act 1986.

In order to object to one or more of the proposed decisions, you must deliver a notice stating that you so object (and specifying to which one or more of the proposed decisions your objection relates) to the Joint Administrator not later than the time set out below. In addition, you must have also delivered a proof of debt (unless one has already been submitted) by the time set out below, failing which your objection will be disregarded.

It is the Joint Administrators' responsibility to aggregate any objections to see if the Threshold is met for the decision to be taken as not having been made.

If the Threshold is met, the deemed consent procedure will terminate without a decision being made and if a decision is sought again on the same matter it will be sought by a decision procedure.

All objections and proofs of debt must be submitted in writing to the Joint Administrator by one of the methods set out below:

By post to: Quantuma LLP, 81 Station Road, Marlow, Bucks, SL7 1NS

By email to: marlowvoting@quantuma.com

Please note that, if you are sending documents by post, you must ensure that you have allowed sufficient time for them to be delivered to the address above by the time set out below. Unless the contrary is shown, an email is treated as delivered at 9am on the next business day after it was sent.

All objections and proofs of debt must be delivered by the Decision Date: 23.59 on 11 April 2018


Any creditor whose debt is treated as a small debt in accordance with Rule 14.31(1) of the Rules must still deliver a proof if the creditor wishes to object. A creditor who has opted out from receiving notices may nevertheless object if the creditor also provides a proof by the Decision Date.

¹ Please see the Notice Inviting Creditors to Form a Committee for further instructions.

In addition, creditors who meet one or more of the statutory thresholds listed below may, within 5 business days from the date of the delivery of this Notice, require a physical meeting to be held to consider any matter

Statutory thresholds to request a meeting: 10% in value of the creditors
 10% in number of the creditors
 10 creditors

A creditor may appeal a decision by application to the court in accordance with Rule 15.35 of the Rules. Any such appeal must be made not later than 21 days after the Decision Date.

Signed:  _____ Dated. _____ 27 March 2018 _____
Christopher Newell
Joint Administrator

NOTICE OF OBJECTIONS
Cella Energy Limited (In Administration)

On behalf of (name of Creditor): _____

at (address of Creditor): _____

I object to the following proposed decision(s):

Proposed Decision	Objected to?
That the Joint Administrators' Proposals be approved	Yes / No
That a Creditors' Committee will <u>not</u> be established	Yes / No
That the Joint Administrators be discharged from liability in respect of any action undertaken by them pursuant to Paragraph 98 of Schedule B1 of the Act, such discharge to take effect when the appointment of Joint Administrators ceases to have effect, as defined by the Act, unless the court specifies a time	Yes / No

Are you also asking the Joint Administrator to convene a physical meeting of creditors?² Yes / No

Signed: _____

Dated: _____

Name in capitals. _____

Position with, or relationship to, Creditor or other authority for signature: _____

Are you the sole member/shareholder of the Creditor (where it is a company)? Yes / No

If you wish to lodge an objection, you must have delivered it, along with a completed proof of debt, by 23.59 on the Decision Date –11 April 2018– by one of the following methods:

Post: Quantuma LLP, 81 Station Road, Marlow, Bucks, SL7 1NS

Email: please scan in a signed copy of this form and attach it as a pdf to marlowvoting@quantuma.com

NOTE: if you agree with the proposed decisions set out above, you do not need to do anything

² Requests for a meeting must be delivered within 5 business days of the date of delivery of the Notice Seeking Deemed Consent.

Cella Energy Limited (In Administration)

NOTICE OF INVITATION TO FORM A CREDITORS' COMMITTEE

NOTICE OF INVITATION TO FORM A CREDITORS' COMMITTEE

Company Name: Cella Energy Limited (In Administration) ("the Company")

Company Number: 09019506

In the High Court of Justice no. 8036 of 2018

This Notice is given under Rule 3.39 of the Insolvency Rules (England & Wales) 2016 ("the Rules"). It is delivered by the Joint Administrator of the Company, Chris Newell, of Quantuma LLP, 81 Station Road, Marlow, Bucks, SL7 1NS, telephone number 01628 478 100, who was appointed by the directors of the Company.

Creditors are invited to nominate creditors (which may include themselves) by completing the section below and returning this Notice to the Joint Administrator by one of the following methods:

By post to: Quantuma LLP, 81 Station Road, Marlow, Bucks, SL7 1NS

By email to: marlowvoting@quantuma.com

Please note that, if you are sending nominations by post, you must ensure that you have allowed sufficient time for the Notice to be delivered to the address above by the time set out below. Unless the contrary is shown, an email is treated as delivered at 9am on the next business day after it was sent.

All nominations must be delivered by: 4pm on 11 April 2018

Nominations can only be accepted if the Joint Administrator is satisfied as to the nominated creditor's eligibility under Rule 17.4 of the Rules.

For further information on the role of Creditors' Committees, go to:
<http://www.quantuma.com/guide/guide-creditors-committee/>

Signed: _____



Christopher Newell
Joint Administrator

Dated: _____ 27 March 2018 _____

NOMINATIONS FOR MEMBERS OF A CREDITORS' COMMITTEE

Cella Energy Limited (In Administration)

On behalf of (name of Creditor). _____

at (address of Creditor) _____

I nominate the following creditor(s) to be member(s) of a Creditors' Committee (provide name(s) and address(es)).

1. _____

2. _____

3. _____

Signed: _____

Dated: _____

Name in capitals _____

Position with, or relationship to, Creditor or other authority for signature _____

Are you the sole member/shareholder of the Creditor (where it is a company)? Yes / No

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	Gareth Rees
Company name	Quantuma LLP
Address	81 Station Road
	Marlow
Post town	Bucks
County/Region	
Postcode	S L 7 1 N S
Country	
DX	
Telephone	01628 478100

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