

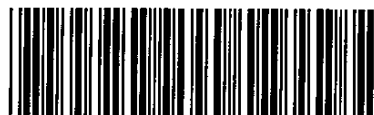
AM06

Notice of approval of administrator's proposals



Companies House

THURSDAY



A05 *A7ZS54AZ* 21/02/2019 #138
COMPANIES HOUSE

1 Company details

Company number 0 9 6 8 9 0 8 5

Company name in full OneSelect Limited

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

2 Court details

Court name High Court of Justice, Business and Property Courts of
England and Wales, Insolvency and Companies List (ChD)

Court case number 0 1 0 8 2 2 2 0 1 8

3 Administrator's name

Full forename(s) Danny

Surname Dartnaill

4 Administrator's address

Building name/number Thames Tower, Level 12

Street Station Road

Post town Reading

County/Region

Postcode R G 1 1 L X

Country

AM06

Notice of approval of administrator's proposals

5 Administrator's name ●		● Other administrator Use this section to tell us about another administrator.
Full forename(s)	Antony	
Surname	Nygate	
6 Administrator's address ●		● Other administrator Use this section to tell us about another administrator.
Building name/number	55 Baker Street	
Street		
Post town	London	
County/Region		
Postcode	W 1 U 7 E U	
Country		
7 Date administrator(s) appointed		
Date	d 1 7 m 1 2 y 2 0 y 1 8	
8 Date statement of proposals delivered to creditors		
Date	d 3 1 m 0 1 y 2 0 y 1 9	
9 Date proposals were deemed to be approved		
Date	d 1 8 m 0 2 y 2 0 y 1 9	
10 Sign and date		
Administrator's signature	Signature X  X	
Signature date	d 2 0 m 0 2 y 2 0 y 1 9	

AM06

Notice of approval 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 **Martin Woodhall**

Company name **BDO LLP**

Address **Thames Tower, Level 12**

Station Road

Post town **Reading**

County/Region

Postcode

R	G	1		I	L	X
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Country

DX

Telephone

0118 925 4436



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 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

**OneSelect Limited
In Administration
Registration Number: 09689085**

Statement to Creditors pursuant to Rule 3.35 of
the Insolvency (England and Wales) Rules 2016
and Statement of Proposals under Paragraph 49 of
Schedule B1 to the Insolvency Act 1986



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ONESELECT LIMITED - IN ADMINISTRATION

Registered No: 09689085

Registered office situated at Thames Tower, Level 12, Station Road, Reading, RG1 1LX

In the High Court of Justice, Business and Property Courts of England and Wales Insolvency and Companies List

Court reference: 010822 of 2018

1. Introduction

Danny Dartnaill (officeholder number: 10110) of BDO LLP, Thames Tower, Level 12, Station Road, Reading, RG1 1LX and Antony Nygate (officeholder number: 9237) of BDO LLP, 55 Baker Street, London, W1U 7EU, both authorised by the Institute of Chartered Accountants in England & Wales in the UK were appointed Joint Administrators of OneSelect Limited ('OSL') on 17 December 2018.

This report is addressed to the creditors of OSL and incorporates the Joint Administrators' proposals. These proposals are to be considered by the creditors through a decision procedure which may be by deemed consent, correspondence or a physical meeting called pursuant to Paragraph 51 of Schedule B1 to the Insolvency Act 1986 ('Sch. B1 to the Act') and the initial decision date is on 18 February 2019.

Where a decision procedure is arranged creditors may approve the proposals with or without modifications subject to the Joint Administrators' agreement to any such modifications. If the creditors reject the Joint Administrators' proposals a report will be sent to the High Court of Justice, Business and Property Courts of England and Wales in London Insolvency and Companies List (ChD) confirming that the creditors have rejected the proposals. The Court may then discharge the Administration and make consequential directions. Alternatively, it may adjourn the hearing or make some other Order as it thinks fit.

If the Joint Administrators' proposals are agreed by the creditors, the Joint Administrators will continue to control the business of OSL to the extent that it has not ceased or been transferred. The Joint Administrators would at some later date arrange for OSL to exit from the Administration, as agreed by the creditors. Based on the information presently available and the current situation the Joint Administrators' proposal is that OSL will move from Administration to Creditors' Voluntary Liquidation once the Administration is complete.

The Joint Administrators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code is at <http://www.icaew.com/en/members/regulations-standards-and-guidance/ethics/code-of-ethics-d>.

Creditors may access information setting out creditors' rights in respect of the approval of the Joint Administrators' remuneration at <https://www.r3.org.uk/what-we-do/publications/professional/fees>.

2. Events leading up to the Appointment of the Joint Administrators

OSL was incorporated on 16 July 2015. It was originally incorporated as Cornflower Energy Supply Limited but changed its name to OneSelect Limited on 16 October 2016. The sole director of OSL is Sathees Sampar.

Until 14 December 2018, OSL was licensed under the provisions of the Energy Act 2004 by the Gas and Electricity Markets Authority (Ofgem) to supply gas and electricity to domestic and non-domestic premises.

Since entering the gas and electricity supply market in 2016, OSL had managed to secure approximately 33,000 domestic customer accounts, generating an annual turnover in excess of £30m.

One Select Energy Limited ('OSEL') was incorporated on 22 July 2016, a connected company with a common director and shareholders. As recorded at Companies House, the principal trading activity of OSEL was the production, transmission and distribution of energy supply.

OSL and OSEL operated from leasehold premises situated at Reading Bridge House, George Street, Reading, RG1 8LS.

Historically, OSEL operated as the entity that entered into wholesale agreements with energy providers and booked the costs in its accounts, together with the operational costs such as rent, rates, salaries, insurance etc. OSEL then on-sold the gas and electricity to OSL resulting in a significant intercompany balance accruing between OSL to OSEL.

It transpires, however, that certain of the agreements with the wholesale energy providers and distribution network are in fact in the name of OSL and the associated costs should have been booked in the accounts of OSL, rather than OSEL.

OSEL did not provide services to any other company operating in the industry and was exclusively and wholly reliant upon OSL for its income via payment of monthly management charges and repayment of the inter-company balance. As a result, the operations of both OSL and OSEL were inextricably linked.

In early 2018, OSL began to experience cash flow pressure and financial difficulties as a result of the volatility in the wholesale energy market and over-hedging the energy supply during the winter months. This was compounded by the fact that OSL was not collecting sufficient cash from its customers via direct debit due to operational inefficiencies in relation to the billing system and being unable to secure sufficient new customers to grow the business.

OSL's shareholders were not able to provide any additional working capital support, however, new senior management was recruited in an attempt to improve operational efficiencies and to reduce overheads, with a particular focus on improving the customer billing system and the collection of cash from customers.

Senior Management also sought to identify third party investment, including a working capital solution with two wholesale trade partners, a sale of OSL's shares and a sale of the customer book. Management contacted 16 parties in total, of which 11 expressed an interest and signed non-disclosure agreements ('NDA').

The cash flow pressure continued into the third quarter of 2018, and the process of identifying third party investment took longer than anticipated. In addition, due to the volatility of the wholesale energy market and over-hedging future contracts in respect of the 2018/2019 winter period, OSL was required to lodge additional collateral with the energy suppliers in amounts larger than originally anticipated.

On 8 November 2018, the director sought advice from BDO LLP concerning the financial position of OSL and the forecast cash shortfalls, which would result in OSL being unable to pay its creditors to agreed terms. Prior to being contacted by the director to provide this advice BDO LLP had not been engaged by either OSL or OSEL in any capacity.

During November 2018, two alternative energy suppliers expressed an interest in acquiring the customer book and also signed NDAs. Both parties undertook varying amounts of due diligence, however, subsequently withdrew their interest due to the level of credit balances due to customers.

On 29 November 2018 new interest came forward from an another alternative energy supplier. This party was a credible bidder and submitted an indicative offer to acquire the shares of OSL. It commenced detailed due diligence at OSL's premises on 3 December 2018, however, it subsequently withdrew its interest resulting in OSL being unable to identify any viable investment, share sale or business and asset sale.

Supplier of Last Resort ('SoLR')

The supply of gas and electricity supply are regarded as essential services that must be preserved in all circumstances. Therefore, regulatory intervention can be necessary in instances where an energy supplier is likely to fail to ensure continuity of supply and to protect the interests of the consumer. Ofgem, the regulatory body, therefore has the power to appoint a SoLR to protect the ongoing supply of services to customers of a failing energy supplier.

On 5 December 2018, the director informed Ofgem, who had been in detailed discussions with OSL and BDO LLP, of the withdrawal of the interested parties and of the decision that OSL could no longer trade. The director therefore invited Ofgem to take appropriate steps to protect the interests of OSL's customers by initiating the process to appoint a SoLR.

Ofgem has the power to revoke a supplier's licenses with 24 hours' notice in certain circumstances. These circumstances include the supplier being unable to pay its debts within the meaning of Section 123(1) or (2) of the Insolvency Act 1986.

On 10 December 2018, at the invitation of the director of OSL, Ofgem instigated the SoLR process to identify and appoint an alternative supplier to ensure the continuity of supply for the OSL's customers. OSL effectively ceased to trade with effect from this date.

Consequently, on 13 December 2018 Ofgem appointed Together Energy Limited ('TEL') as the SoLR. TEL were one of the parties contacted by OSL in the period leading up to the SoLR process and who had signed a NDA. TEL had been provided with financial information as part of the due diligence process.

In accordance with the SoLR process, all of OSL's electricity and gas customers were transferred to TEL, which commenced supplying electricity and gas to the transferred customers on 14 December 2018 at 00:01hrs and 05:01hrs, respectively.

Administration Appointment

Following the conclusion of the SoLR process, the director considered the options available to OSL and sought insolvency advice from BDO LLP and its retained legal advisers, BDB Pitmans LLP.

On 13 December 2018, HM Revenue & Customs ('HMRC') filed a winding-up petition against OSEL for VAT liabilities of c£2.1m. The filing of the winding-up petition prevented the director placing OSEL into Administration using the out-of-Court procedure, pursuant to Paragraph 22 of Sch. B1 to the Act.

Therefore, based on the legal advice received, the director made an application to Court for the appointment of Joint Administrators of both OSL and OSEL pursuant to Paragraph 12 of Sch. B1 to the Act.

On 17 December 2018, Danny Dartnaill and Antony Nygate of BDO LLP were appointed Joint Administrators of OSL and OSEL. Under the provisions of paragraph 100(2) of Sch. B1 to the Act the Joint Administrators carry out their functions jointly and severally and neither Administrator has exclusive power to exercise any function.

3. Statutory Information and Statement of Affairs

At Appendix 1 is a record of the names of OSL's director and company secretary together with details of OSL's shareholders.

The director has not submitted a Statement of Affairs in the prescribed form to us at the time of this report. We have therefore produced an Estimated Financial Statement of OSL, attached at Appendix 2.

The information used to produce the Estimated Financial Statement was obtained from the OSL's books and records and therefore we can provide no guarantee or warranty as to its accuracy.

Please note that the list of creditors' claims is not intended to be definitive, and does not prevent creditors from proving their claims to the Joint Administrators at any other amount. Creditors are invited to submit their claims using the Proof of Debt form, enclosed at Appendix 9.

If you believe your claim relates to OSEL, please notify the Joint Administrators of OSEL by writing to BRCMT@bdo.co.uk, and they will arrange for a copy of the Joint Administrators' proposals relating to OSEL to be issued.

4. Joint Administrators' Receipts and Payments

A summary of our receipts and payments account to date is enclosed at Appendix 3.

5. Achieving the purpose of the Administration

The statutory purpose of an Administration consists of three objectives, and we now address the progress that has been made in this respect.

- (a) The first objective is rescuing the company as a going concern (i.e. restructuring the company's business, resulting in the survival of the company). As a consequence of Ofgem invoking the SoLR process and OSL's customers transferring to TEL, OSL effectively ceased to trade on 10 December 2018. As such, it was not possible to rescue OSL as a going concern.
- (b) The second objective is 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). The SoLR process did not give or pass title to any of OSL's assets to TEL. We are therefore of the view that this objective will be achieved as the Administration facilitated immediate control of OSL's assets thereby preserving and enhancing asset realisations, specifically in relation to the customer debt collection process.
- (c) The final objective is realising property in order to make a distribution to one or more secured or preferential creditors. This objective will be pursued if it is not possible to achieve objective (b).

6. Management of OSL's affairs since the Joint Administrators' appointment

Initial Actions

Prior to our appointment, we undertook a review of OSL's affairs with particular regard to its financial and resource requirements. This assessment was carried out in liaison with the remaining management of OSL having regard to OSL's ongoing business commitments and the anticipated cash flows. As OSL had effectively ceased to trade on 10 December 2018 at

the commencement of the SoLR process it was ascertained that it would not be possible to trade the business during the Administration.

OSL did not have any employees at the date of the Administration as all staff were employed by OSEL. Therefore, there have been no redundancies made in this matter.

In order to maximise the return to creditors, by keeping holding costs to a minimum and also minimising the disruption to customers, we sought to reach an agreement with TEL regarding realisation of certain of OSL's remaining assets.

Customer Debit Balances

Customer debit balances relate to the debts due from customers of OSL as at 14 December 2018, being the date of transfer of supplies from OSL to TEL, by virtue of the SoLR process.

On 14 December 2018, we entered into discussions with representatives of TEL regarding the provision of services by OSL and OSEL (including billing system, information, software, IT infrastructure, premises and employees) and the realisation of customer debts.

Various options from an outright sale of the customer debts, to TEL collecting the same as agent for OSL were considered as methods to maximise realisations from the debtor book for the benefit of creditors.

Throughout the discussions with TEL it was apparent that reconciling the customer debts due to OSL as at 14 December 2018 would not be as straightforward as anticipated due to the way that customers are billed and cash is collected by energy companies in the normal course of business.

Unlike other sectors, the energy sector does not collect payments in respect of specific bills raised. Instead, direct debit payments are set based on the forecast consumption for the next 12 months, together with any outstanding debt on the account.

Therefore, in order to ensure a seamless transfer of OSL's customers to TEL and in an attempt to maximise realisations in the Administration, an agreement was subsequently reached with TEL on 18 December 2018 whereby OSL and OSEL appointed TEL as agent to collect the customer debts on behalf of OSL. In return, TEL will be paid 60% percent of the customer debts realised during the Administration. Furthermore, TEL agreed to reimburse OSL and OSEL for the provision of services supplied during the Administration to assist in the transition of the customers to TEL and collection of the debit balances.

Following commencement of the agreement, TEL has been working with OSL to ensure the seamless switch over of the customers, including accurately billing approximately 30,000 customers for energy supply up to 14 December 2018, the effective date of the switch. This will enable a full reconciliation of the customer debts as at that date to be completed.

Although the reconciliation process has yet to be finalised, it is anticipated that OSL was owed approximately £1.88m by 11,905 customers at an average account balance of £158 per account.

To assess the proposal made by TEL to act as agent to collect the customer debts, we considered the likely return to creditors under a scenario where OSL in Administration undertook a collection process.

In order to realise the customer debts during the Administration, OSL's and OSEL's existing infrastructure and services would have to be maintained. OSEL had 26 employees and all key services were either run in house (customer service, billing process) or outsourced to third parties (billing system, data hosting, IT support).

We calculated that the costs associated with a three-month collection process would have been in the region of £500k based on maintaining OSL's and OSEL's existing infrastructure and services. The main drivers of the costs were as follows:

- Customer service support and associated telephone costs;
- Maintenance of IT platforms and system support;
- Employment costs; and
- Operational expenses such as rent, rates, utilities etc.

Maintenance of OSL's and OSEL's infrastructure would have been critical to recovering the customer debts including but not limited to:

- Raising final bills for approximately 30,000 customers (based on actual meter readings, if available, or through estimated readings);
- Maintenance of customer service operations to deal with estimated bills, final readings, and customer queries generally; and
- Additional billing queries raised by customers as a result of final bills being issued and sent to customers.

Prior to the SoLR process OSL had collected payments from customers by direct debit through a facility with Worldpay Merchant Services, however, National Westminster Bank Plc ('NatWest') sponsored the direct debit guarantee mandate. In an attempt to mitigate any loss to NatWest, and in accordance with the legal advice provided by BDB Pitmans LLP, the director had cancelled the direct debit instructions on 10 December 2018 with the final payments being received on 14 December 2018.

Absent the ability to collect the outstanding balances from customers by direct debt, we would have had to write to customers individually requesting payment by cheque or bank transfer. This process would prove to be extremely costly and time consuming with the outcome uncertain.

In order to achieve a return to creditors in line with the proposal from TEL, assuming costs were minimised where possible over a three-month period, recoveries in respect of the customer debts would need to be 60%. This calculation excludes our time costs for monitoring a collection process, which would have been significant.

In a sector where there is no direct correlation between bills raised and payments received, OSL no longer supplying energy to customers that could be disconnected in the event of non-payment and the volume of customers owing money to OSL we concluded, based on our experience, that realisations at the level required would not have been achievable.

The agreement reached with TEL should therefore provide the following:

- A seamless transfer of customers;
- A simpler and more cost effective process for billing customers and dealing with associated queries;
- Enhanced collections with greater certainty of outcome; and
- A lower level of professional costs that would have been incurred in monitoring a period of continued operation to undertake the collection process.

As a result, it was concluded that the agreement reached with TEL provided the best outcome for OSL's creditors generally.

Customer Credit Balances

The process of accurately billing customers for supply up to 14 December 2018 has yet to be finalised. However, based on the reconciliation process being undertaken by OSL and TEL,

it is anticipated that OSL held credit balances on customer accounts in the region of £4.7m as at the date of switch.

The credit balances are in respect of payments received from customers over the Summer period when customer consumption is historically lower than the level of payments received.

We understand that TEL, as the appointed SoLR, has agreed to honour (but not underwrite) the customer credit balances, including those customers who had already switched supplier but have credit balances owed. We also understand that subject to obtaining the consent of Ofgem, TEL will be entitled to make a claim in respect of the credit balances, in full, via the Last Resort Supply Payment Mechanism.

Based upon our current understanding of the situation the cost of the credit balances is passed on by the Distribution Networks to energy suppliers. It therefore appears that neither Ofgem nor TEL would be entitled to prove in the Administration for the credit balances as neither will suffer, in principle, any loss.

Any queries regarding credit balances may be answered by visiting the FAQs webpage of TEL at: <https://togetherenergy.co.uk/oneselect-faqs/>. If this does not answer your query, please contact TEL on 0333 150 1699 for assistance.

Cash at Bank

At the date of appointment, OSL held cash at bank of c2.22m.

Immediately following appointment, we contacted the relevant banks and requested that the balances be transferred to the Administration estate.

To date, the sum of c£2.12m has been transferred to the Administration estate. NatWest has retained approximately £100k in relation to deductions for money owed to them in respect of direct debit clawback claims.

This position is currently being reviewed and it is anticipated that further cash at bank of c£90k will be received from NatWest in due course.

Wholesale Electricity Correction

Prior to appointment, OSL identified a discrepancy between the volume of electricity purchased from the wholesale supplier and the amount distributed and billed to consumers.

Based on industry data presently available, the value of the discrepancy is estimated to be between £1m and £2m in favour of OSL.

TEL has agreed to submit industry information on behalf of OSL and to provide any and all settlement information flows to enable the wholesale electricity correction to be realised.

Based on the way the industry operates and the process for submitting data, it may take in excess of 12 months to realise the electricity correction amount due to OSL.

Security Deposits

OSL had provided various industry suppliers with security deposits of c£1.4m.

Of this balance, in excess of £1.1m relates to deposits placed with wholesale energy suppliers and Elexon (who administers the Balancing & Settlement Code), which may be subject to set-off against amounts owed to them by OSL.

We will write to the respective suppliers requesting repayment of the deposit amounts, however, the expected recoveries are currently unquantifiable.

VAT Refund

OSL's books and records detailed a VAT refund due from HMRC of £746k. This is, however, an accounting entry based on sales invoiced and not cash receipts from customers, and therefore does not reflect the actual VAT refund due from HMRC.

The VAT return submitted for the month ended 30 November 2018 detailed a VAT refund of £429k. This amount has been received during the Administration.

There may be a further VAT refund due to OSL for the period from 1 December 2018 to 17 December 2018, however this has yet to be quantified.

Licence Fee

OSL's energy supply licenses were revoked by Ofgem during the SoLR process. Therefore, it will not be possible to realise this asset.

Trading during the Administration

OSL had effectively ceased to trade immediately following the commencement of the SoLR process. There has therefore been no trading undertaken during the Administration.

7. Creditors' Claims

Secured Creditor

NatWest has a fixed charge dated 22 May 2018 in relation to funds totalling £10k held in a deposit account to secure against potential direct debit clawback claims from customers.

We are currently obtaining legal advice in relation to this matter but it is likely that NatWest will have an unsecured claim for any clawback claims in excess of £10k.

Preferential Creditors

Preferential creditor claims represent monies due to former employees in respect of arrears of wages (capped at £800 per employee), any accrued holiday pay and certain pension arrears.

OSL did not employ any staff. Therefore, we do not anticipate receiving any preferential creditor claims in this matter.

Unsecured Creditors

The Estimated Financial Statement details unsecured creditor claims of c£4.6m. To date, we have received claims from 11 creditors totalling £863k.

We currently believe that neither TEL nor Ofgem will be entitled to prove in the Administration in respect of amounts paid by them to customers with credit balances, which are anticipated to be in the region of £4.7m. If, however, any valid claim was received this could materially negatively impact the return to unsecured creditors.

Creditors who have yet to submit their claims should do so by completing the Proof of Debt form enclosed at Appendix 9 and returning it to us at BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH or to BRCMT@bdo.co.uk.

Please note that it is not our duty to adjudicate on the claims of unsecured creditors; this is the responsibility of any subsequently appointed Liquidator. On present information, there will be sufficient funds available to enable any subsequently appointed Liquidator to make a dividend payment to unsecured creditor.

Although the exact timing and quantum of any return is inherently uncertain, based upon present information (including the current cash balance, expected realisations from debit balances and the wholesale correction) it is anticipated that there will be a significant return to unsecured creditors in this matter.

8. Prescribed Part

Under the provisions of Section 176A of the Insolvency Act 1986 we must state the amount of funds available to unsecured creditors in respect of the prescribed part. This provision only applies where a company has granted a floating charge to a creditor after 15 September 2003.

OSL has not granted a floating charge to any creditor after 15 September 2003 and consequently there will be no prescribed part in this Administration.

9. Investigation

We have a duty to investigate the affairs of OSL to establish if there are any actions that can be pursued for the benefit of the creditors as a whole and also the conduct of the directors. In this latter respect the Joint Administrators must submit a confidential report to the Secretary of State regarding the conduct of all directors and shadow directors during the three years before OSL entered Administration.

If creditors wish to bring to our attention any matters that merit investigation they should contact the Joint Administrators c/o of BDO LLP 5 Temple Square, Temple Street, Liverpool, L2 5RH quoting reference 00289796. A questionnaire for creditors use in this regard is enclosed at Appendix 10.

10. Other matters

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

11. EC Regulations on Insolvency Proceedings

We are required under the Insolvency (England and Wales) Rules 2016 ('the Rules') to state whether and if so the extent the European Regulation on Insolvency Proceedings (No.1346/2000) applies to OSL in Administration. We confirm the Regulations apply OSL and these are the main proceedings as defined in Article 3(1) of that Regulation.

12. Pre-Administration Costs

Certain costs were incurred in preparing and planning for the Administration. The creditors may under Rule 3.52 of the Rules approve those costs to be paid from the Administration estate, as an expense of the Administration. These costs do not form part of our proposals, but are subject to a separate resolution. Allowable costs fall into the following categories:

- (i) the fees charged by the Joint Administrators;
- (ii) the expenses incurred by the Joint Administrators;

- (iii) the fees charged (to the Joint Administrators' knowledge) by any other person qualified to act as an insolvency practitioner.

Under Rule 3.35(10) of the Rules, the table below summarises the outstanding costs for which approval is sought and also, where relevant, records payments received.

	Costs Incurred (£)	Payments Received (£)	Costs Outstanding (£)
(i)	98,726	70,000	28,726
(ii)	Nil	n/a	Nil
	(Legal) 26,516	26,516	Nil
(iii)	Nil	n/a	Nil
TOTAL	125,242	96,516	28,726

We now explain in more detail the facts behind the above. In respect of the fees incurred by us prior to the Administration appointment, these were subject to a formal engagement letter with OSL and OSEL dated 8 November 2018, which set out that our fees would be based on time costs, using the same rates as are recorded in the BDO Policy document attached to this proposal.

(i) The fees charged by the Joint Administrators

The work undertaken in respect of the Engagement Letter dated 8 November 2018 included reviewing OSL's short term cashflow forecast with a view to understanding the ongoing cash requirement, and preparation of a contingency plan to be implemented in the event that a solvent solution was not capable of being executed.

We would advise creditors that the pre-Administration phase of work was extended in this instance due to the commencement of the SoLR process. A summary of the additional work undertaken by the Joint Administrators is as follows:

- Attending daily update calls between OSL and Ofgem;
- Providing OSL's senior management team with advice around stakeholder management, including Ofgem, throughout the SoLR process;
- Attending meetings with OSL's senior management team to establish a detailed understanding of the IT infrastructure, systems and procedures in relation the customer billing process;
- Considering the various options for realising the customer debts, and estimating the likely costs associated with the various collection strategies, to inform negotiations with the appointed SoLR;
- Various meetings held with TEL to consider the options available and negotiating the proposal to act as agent for the collection of the customer debts;
- Preparing detailed plans for the Administration appointment, including: system and software requirements, third party support, staff requirements and reactive press statements and media strategy; and
- Reviewing the Court application and Administration appointment documentation.

The above work was undertaken prior to the Administration in order to preserve value in OSL's assets and to minimise the potential disruption to OSL's customers as a result of the SoLR process.

Fees totalling £70,000 plus VAT were paid by OSL prior to the Administration appointment. We are seeking approval from creditors to draw the outstanding costs of £28,726 plus VAT.

(ii) The expenses incurred by the Joint Administrators

In preparation for the Administration, we have incurred the following expenses.

Our disbursements are a reimbursement of precise costs we have had to meet. The expenses in respect of other professional fees are reasonable and have been necessary in preparation for the Administration.

We did not incur any disbursements prior to the Administration.

Legal fees totalling £26,516 plus VAT were incurred by BDB Pitmans LLP in relation to advising OSL during the SoLR process, drafting the application to Court to place OSL and OSEL into Administration, advising the Joint Administrators and effecting the Administration appointment. Fees totalling £28,516 plus VAT were paid to BDB Pitmans LLP by OSL prior to the Administration.

(iii) the fees charged (to the Joint Administrators' knowledge) by any other person qualified to act as an insolvency practitioner (and, if more than one, by each separately)

We are not aware of any other person qualified to act as an insolvency practitioner having acted in relation to OSL immediately preceding the appointment of the Joint Administrators.

At the end of the formal proposals below, we include resolutions in respect of these Pre-Administration costs. If a creditors' committee is appointed it will be responsible for considering and approving these costs, otherwise it will be a matter for the general body of creditors.

In the absence of a creditors' decision procedure or requisitioned meeting the secured creditor(s) or, if preferential creditors will receive a distribution, the secured and preferential creditors will be responsible for approval of the pre-administration costs.

13. Joint Administrators' Remuneration

Rule 18.16 of the 'the Rules' provides how Administrators may be remunerated. This permits remuneration to be fixed either as a percentage of the value of the property with which the Joint Administrators have to deal, by reference to the time the Joint Administrators and their staff spend in attending to matters in this Administration in accordance with the Fees Estimate or a set amount. Remuneration may be fixed on one or a combination of any of the foregoing bases.

In respect of this Administration, we wish to ask creditors to approve our remuneration on a time cost basis as set out in the Fees Estimate enclosed at Appendix 4.

Attached at Appendix 5 is a schedule that summarises the time that has been spent in dealing with this Administration up to the date of this report. This records time costs of £55,733, which represents 149 hours spent at an average charge out rate of £374 per hour.

For your guidance a 'Creditors' Guide to Administrators' Fees' together with a document that outlines the policy of BDO LLP in respect of fees and disbursements is attached at Appendix 6.

14. Joint Administrators' Disbursements

Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised; these are known as category 1 disbursements.

Some Administrators often charge expenses for example printing, stationery, photocopying, telephone and other electronic communications, which cannot be economically recorded in respect of each specific case. Such expenses, which are apportioned to cases, require the approval of the creditors before they can be drawn and these are known as category 2

disbursements. The policy of BDO LLP in respect of this appointment is not to charge disbursements that are not specific to the case.

A further disbursement under this heading is the cost of travel where staff use their own vehicles or company cars travelling in connection with the insolvency. In these cases, a charge of 45p per mile is raised which is in line with HM Revenue and Customs approved mileage scale, which is the amount the firm pays to its staff. This category 2 disbursement will be subject to the approval of creditors.

Since the commencement of the Administration, disbursements totalling £196 have been incurred in relation to staff travel.

15. Possible outcomes for OSL and Creditors

The Insolvency Act 1986 and the Rules provide a variety of options regarding the possible exit routes for OSL from the Administration, being primarily a Company Voluntary Arrangement, Liquidation or dissolution of OSL.

It is our recommendation and proposal, as detailed below, that once realisations are sufficiently completed OSL should move from Administration to Liquidation and that Danny Dartnaill and Antony Nygate of BDO LLP be appointed Joint Liquidators. The choice of Liquidators is a matter for the creditors to consider.

16. Statement of proposals under Paragraph 49 of 'Sch. B1 to the Act'

Formal Proposals - the Joint Administrators propose that:

- (a) we continue to manage OSL's business and realise assets in accordance with objective (b) of the statutory purpose of the Administration, i.e. 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); and,
- (b) we exit the Administration by way of a Creditors' Voluntary Liquidation and that Danny Dartnaill and Antony Nygate of BDO LLP will be the Joint Liquidators and will act jointly and severally.

NB. Under Paragraph 83(7) of 'Sch. B1 to the Act' and Rule 3.60(6)(b) creditors may nominate different Liquidators, but in the absence of such nomination the above named would become the Joint Liquidators.

- (c) Creditors consider and if thought fit appoint a creditors' committee to assist the Joint Administrators (such committee must comprise of between 3 and 5 creditors)

In the absence of a creditors' committee being appointed, the following resolutions are to be considered by the general body of creditors;

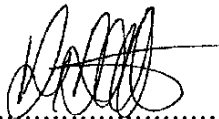
- (d) we be authorised to draw the outstanding Pre-Administration time costs of £28,726 plus VAT as an expense of the Administration.
- (e) that our remuneration be approved on a time cost basis as set out in the enclosed Fees Estimate.
- (f) that our category 2 disbursements in respect of mileage be approved on the basis of the mileage scale approved by HMRC, being 45 pence per mile.

17. Notices of decision procedures

Resolutions (a) and (b) will be dealt with using the deemed consent procedure. Creditors having 10% or more of the total unsecured debts of OSL may object to these resolutions and request a physical meeting if we receive their objections by 8 February 2019 otherwise the decision will be treated as having been made on the decision date. Creditors including creditors claiming a small debt (£1,000 or less) who wish to object must send us a proof of debt form with a written notice of their objection. Creditors who have small debt of £1,000 or less must send us a proof of debt in order to object, even though they may receive dividends without sending a proof of debt.

Resolutions (c) to (f) will be dealt with using the postal resolution procedure. Creditors are requested to use the attached postal resolution form to vote on these resolutions. The decision date for postal resolutions in this case is 18 February 2019 - you should return the postal resolution form to us by 4pm on the business day before this date. If you have not already done so, you will need to send me a proof of debt for your postal resolutions to be included in the decision. Creditors with a 'small debt' of £1,000 or less must send a proof of debt for their postal resolution to count, even though they may receive dividends without sending a proof of debt.

Dated: 31 January 2019



.....
Danny Dartnaill
Joint Administrator

OneSelect Limited - In Administration

Statutory Information

Registered Number:	09689085
Date of Incorporation:	16 July 2015
Address of Registered Office:	Level 12, Thames Tower Station Road Reading RG1 1LX Formerly: 7th Floor Reading Bridge House George Street Reading RG1 8LS
Director:	Sathees Kumar Sampar
Company Secretary:	Heather Griesse
Nominal Share Capital:	£100 - divided into 100 ordinary shares of £1 each
Registered Shareholders:	No of £1 ordinary shares held

Priyatharsini Arumainayagam	47
AJ Invest Limited	33
Spaa Holdings Limited	20
	<hr/>
	100
	<hr/>

Trading Results:

Y/E	Turnover	Gross Profit/(Loss)	Net Profit/(Loss) (after tax)	Directors' remuneration	Balance on P & L A/c
	£'000	£'000	£'000	£'000	£'000
Management Accounts					
30 November 2018	30,005	(1,057)	(1,508)	Nil	(1,266)
Financial Statements					
31 December 2017	8,911	299	242	Nil	242

OneSelect Limited - In Administration

A - Summary Of Assets

Assets

Assets subject to a Fixed Charge:

Deposit Account

Less: Due to National Westminster Bank Plc

Assets free from security

Cash at Bank

Debtors - Customer Debit Balances

Deposits

HMRC VAT Refund

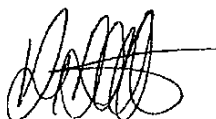
Licence Fee

Electricity Wholesale Adjustment

Book Value £'000	Estimated To Realise £'000
10	10
(10)	(10)
NIL	NIL
2,220	2,220
1,880	1,500
1,413	NIL
746	429
90	NIL
NIL	1,000
6,349	5,149

Estimated total assets available for preferential creditors

Signature



Date

31/01/2019

OneSelect Limited - In Administration

A1 - Summary of Liabilities

		Estimated To Realise £'000
Estimated total assets available for preferential creditors (carried from page A)	£	5,149
Liabilities		
Preferential creditors:	£	
Employees - Arrears of Pay, Holiday Pay and Unpaid Pension Contributions		NIL
Estimated surplus as regards preferential creditors	£	5,149
Estimated Prescribed Part	£	N/A
Estimated total assets available for floating charge holders	£	5,149
N/A	£	NIL
Estimated surplus as regard floating charges	£	5,149
Estimated Prescribed Part		N/A
Unsecured non-preferential claims:	£	
Trade Creditors	3,344	
Intercompany Creditor (One Select Energy Limited)	1,295	(4,639)
Estimated surplus as regards creditors (Before Costs*)	£	510
Issued and called up capital:		
Ordinary (100 shares each of £1)		(0)
Estimated total surplus as regards members (Before Costs*)	£	510

* The anticipated surplus is before accounting for the costs and expenses of the Administration

Signature



Date 31/01/2019

BDO LLP
OneSelect Limited
B - Company Creditors

Key	Name	Address	£
CC00	Cadent Gas Limited		391.36
CC01	Capital Meters Limited		9,283.27
CC02	Cleara Consulting Limited T/A Clear Direct Debi		600.00
CC03	Contract Natural Gas Ltd		2,570,778.27
CC04	CGF Marketing Services Ltd T/A DDC Outsourcin		12,699.34
CE00	Eastern Power Networks PLC		1,368.29
CE01	ElectraLink Ltd		351.59
CE02	Electricity North West Limited		28,358.25
CE03	Elexon		10,610.99
CE04	The Electricity Network Company Ltd		2,145.31
CE07	ESP Electricity Limited		1,085.09
CF00	Foresight Metering Ltd		1,456.52
CF01	Fundraising Innovations		5,999.99
CG00	Go Cardless Limited		8,341.30
CH00	Harlaxton Energy Networks Ltd		12.23
CI00	Independent Power Networks Ltd		893.98
CL00	London Power Networks PLC		715.97
CL01	Low Carbon Contracts Company Ltd		2,219.37
CL02	Lowri Beck Services Ltd		9,250.06
CM00	Macquarie Meters 3 (UK) Limited		28,980.73
CM01	Macquarie Leasing Limited		1,351.85
CM02	Macquarie Meters 5 Limited		4.16
CM03	MapleCo1 Ltd		1,613.20
CM04	Meter Corp		1,085.35
CM05	MRA Service Company Limited		2,277.91
CN02	National Grid Gas		48,847.96
CN03	Northern Powergrid (Northeast) Limited		10,878.76
CN04	Northern Powergrid (Yorkshire) Plc		4,547.15
CN05	Northern Powergrid (Metering) Limited		8,816.18
CO01	Ofgem e-Serve		258,784.38

Signature



BDO LLP
OneSelect Limited
B - Company Creditors

Key	Name	Address	£
C002	The Ombudsman		23,524.80
CQ00	Quest Software International		647.89
CS00	Scottish and Southern Energy Power Distribution		84.67
CS01	Scottish Power		1,768.07
CS02	SGN Metering		287.31
CS03	Southern Gas Networks PLC		282.21
CS04	Smart Meter Asset 1 Ltd		8,979.49
CS05	SMS Meter Assets Ltd		23,123.06
CS06	South Eastern Power Networks PLC		915.40
CS08	SP Manweb PLC		26,004.29
CS09	SSE Metering Limited		4,977.13
CT00	Total Support Services Limited		1,357.20
CU00	Utility Metering Services Limited		27,672.55
CW00	Wales & West Utilities		403.92
CW01	Western Power Distribution (S. West) Plc		190,173.55
CW03	Worldpay (UK) Limited		8.88
CX00	Xoserve Ltd		523.40
47 Entries Totalling			3,344,482.63



Signature

BDO LLP
OneSelect Limited
B1 - Company Creditors - Employees & Directors

Key	Name	Address	Pref £	Unsec £	Total £
0 Entries Totalling			0.00	0.00	0.00



Signature

BDO LLP
OneSelect Limited
B2 - Company Creditors - Consumer Creditors

Key	Name	Address	£
0 Entries Totalling			0.00



Signature

BDO LLP
OneSelect Limited
C - Shareholders

Key	Name	Address	Type	Nominal Value	No. Of Shares	Called Up per share	Total Amt. Called Up
HA00	AJ Invest Limited		Ordinary	1.00	33	1.00	33.00
HP00	Priyatharsini Arumainayagam		Ordinary	1.00	47	1.00	47.00
HS00	Spaa Holding Limited		Ordinary	1.00	20	1.00	20.00
3 Ordinary Entries Totalling				1.00	100		



Signature

OneSelect Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £	From 17/12/2018 To 23/01/2019 £	From 17/12/2018 To 23/01/2019 £
ASSET REALISATIONS		
Book debts	4,719.40	4,719.40
Cash at Bank	2,127,604.45	2,127,604.45
Pre-appointment VAT refund	429,261.90	429,261.90
	2,561,585.75	2,561,585.75
	2,561,585.75	2,561,585.75
REPRESENTED BY		
Floating Current Account		2,561,585.75
		2,561,585.75



OneSelect Limited - In Administration

Danny Dartnaill (officeholder number: 10110) of BDO LLP, Thames Tower, Level 12, Station Road, Reading, RG1 1LX and Antony Nygate (officeholder number: 9237) of BDO LLP, 55 Baker Street, London, W1U 7EU were appointed Joint Administrators on 17 December 2018

Fees Estimate as at 23 January 2019

Appointment title's Fees	Total Hours	Blended Rate £	Estimated Fee £	
Summary Activity			£	
A. Pre Appointment Matters	Nil	Nil	Nil	
Total			Nil	
B. Steps on Appointment	40	373	15,000	
C. Planning and Strategy	11	442	5,000	
D. General Administration	145	311	45,000	
E. Assets Realisation/Dealing	440	342	150,000	
F. Trading Related Matters	Nil	Nil	Nil	
G. Employee Matters	Nil	Nil	Nil	
H. Creditor Claims	70	213	15,000	
I. Reporting	44	338	15,000	
J. Distribution & Closure	27	189	5,000	
TOTAL			250,000	
Expenses Estimate				
Officeholder CAT 1 Disbursements			1,000	2.1
Officeholder CAT 2 Disbursements			250	2.2
Other Expenses				
Agents Costs			Nil	2.3
Valuers Costs			Nil	2.4
Solicitors costs			35,000	2.5

The table above is our estimate of the Joint Administrators' fees on a time costs basis for this appointment and the anticipated expenses. This estimate and the expenses are prepared on the basis of the information available to us at the date of this estimate. Assuming that there are no major unanticipated factors, we would expect that our fees may be lower than the estimate. In the following pages we provide a summary of the work we believe is necessary. Where applicable, all fees and disbursements will be subject to VAT at the prevailing rate.

In any work of this nature we may have recourse to engage specialists to assist us for example in ensuring that we obtain best value for the estate assets and also to protect the legal interests of the estate including where necessary taking action to recover sums due to the estate. The specialists we engage will invoice us and that will be an expense of the estate. Such expenses are

not subject to creditor approval but nevertheless have an effect on the funds available for creditors in the estate.

1. Joint Administrators' Fees

Fees (remuneration) may be sought on four different bases and a guide for creditors is attached. The four bases are, a time costs basis; a percentage of the assets realised; fixed amount; or a combination of the first three bases. In this insolvency case we are seeking fees on a time cost basis and have estimated a fee of £250,000 plus VAT.

Where possible we will delegate work to my staff and by this expedient the work is conducted by suitably qualified and experienced members of staff at different hourly costs. The current charge out rates per hour of staff within my firm's Reading office is below:

GRADE	£
Partner	646-760
Manager	285-499
Assistant Manager	257
Senior Administrator	240-257
Administrator	83-230
Other Staff	90

These rates are confirmed in an attached document which sets out my firm's policy on time costs and expenses. My firm's hourly time costs rate are normally reviewed in December and July each year and adjusted to take account of inflation and the firm's overheads. We have estimated the time we will spend in respect of the following areas of work in respect of this insolvency. Below we provide the primary work that will be undertaken by us.

A Pre Appointment

We have attended meetings with key stakeholders, reviewed initial information, provided advice regarding any options available and considered the ethical, technical, practical and legal requirements and relevant to the appointment. We also undertook a review of the company's short term cash flow forecasts, assisted in the discussions with Ofgem, provided contingency planning in the event that a solvent solution was not viable, and entered negotiations with TEL regarding realisation of certain assets.

This work led by me as the partner together with a director or senior manager, as appropriate, with occasional support from staff at manager and executive level.

B Steps upon Appointment

Attended the company's premises in Reading. Reviewing appointment and statutory documents, preliminary organisation review, initial interviews and meetings with key stakeholders including third parties, taking steps to gather in and protect all assets, establishing internal responsibilities regarding staffing of elements of the work and steps to protect assets. Collated and secured information from the company's books and records, set-up the Administrators' working papers and files. Worked closely with TEL to understand the infrastructure, systems and software and performed a reconciliation of the customer debit and credit balances as at the date of switch of supply to TEL.

This work is primarily led by a director or senior manager with the majority of work delegated to staff below manager.

C Planning and Strategy

Reviewing historic records and business performance, establishing the current financial position and reviewing the business processes and systems, liaising with key stakeholders and any committee

and engaging with specialists and planning overarching strategy. Planning and implementing processes with TEL for the collection of the customer debts.

This area of work is led by me as partner in conjunction with a director or senior manager, with some support below manager level in documenting and recording proposed strategy. Although this work does not directly benefit creditors it does contribute to the efficient management of this insolvency appointment and contributes to reducing costs.

D General Administration

Reviewing and regularising affairs regarding Insurance, VAT, and Taxation, undertaking investigation regarding the conduct of the directors and reporting thereon*, investigations into the affairs and transactions of the entity. The work contemplated does not at this time include forensic examination of records and transactions. It will also include recovery and storage of entities books and records, and may include engaging and liaising with solicitors and obtaining security review documentation.

Day to day management of the company's assets will include managing accounting and investment of realisations, suitable banking investment and preparing reports on receipts & Payments, ensuring appropriate approval of all costs including approval of remuneration and matching costs of specialists against their expense estimates, dealing with statutory, regulatory and licensing matters, managing formal contractual matters regarding the entity, including equipment hire and property leases, and licences, dealing with court hearings regarding the insolvency (excluding third party litigation), dealing with Press enquiries and PR matters and managing general administrative matters, basic enquiries and meetings.

The majority of this work requires a range of insolvency knowledge and experience, balanced with good accounting and administrative skills and is delegated largely to executives with suitable levels of experience, supervised by directors or managers.

E Asset Realisation/Management

Executing the agreement with TEL for the collection of the customer debts, reconciling the debt position and monitoring the collection process throughout the Administration. Obtaining and submitting industry flow data in relation to the wholesale electricity correction and realisation of the same.

Identifying and controlling recorded assets, evaluating strategy on realising assets and reconciling recoveries, including engaging and liaising with agents and valuers, agreeing strategies and monitoring implementation, preparation, review and approval of sales material, asset tracing of assets revealed through investigation or third party information.

Dealing with the leasehold premises and liaising with the landlord, dealing with any property, including securing the same, and where appropriate engaging and monitoring specialist agents, dealing with IT equipment and office, furniture and equipment and intangible assets including intellectual property and consulting/liasing with and engaging specialist agents and solicitors and monitoring the same.

Managing third party, HP and leased assets. No provision has been made for handling contentious Retention of Title claims or any other third party rights to property not disclosed in the entities records. Managing environmental & HSE matters including consultation with specialists, site inspections, meetings. Disposal of business and assets.

This area of work requires a greater level of commercial experience and insolvency knowledge, than the general administration category of work, together decision making skills. The work is led at director or senior manager level supported by executives with suitable competencies and almost equal numbers of hours are spent by the two groups. My managers liaise with me as the partner and escalate major decisions to me.

F Trading Related Matters

No trading is planned.

G Employee Matters

The company does not have any employees.

H Creditor Claims

Reconciling and agreeing the intercompany creditor position with One Select Energy Limited.

Receiving and recording all creditor claims and where a dividend is likely, identifying whether additional supporting evidence is necessary from the creditor, reviewing the validity of all claims submitted by creditors alleging they have security rights which would afford them a higher priority when funds are distributed, considering and checking and recording all preferential claims, considering and checking and recording all unsecured creditor claims and identifying any claims which might be categorised as deferred claims.

It may be necessary to take legal advice where a creditor maintains a secured claim which is not supported by unequivocal evidence or where an unsecured claim is made which is significantly in excess of any value recorded by the insolvent entity and the claim is inadequately evidenced. No provision has been made for dealing with any creditor's claims where the matter is referred to Court.

To estimate costs in respect of administering creditor claims we consider the volume of known creditors and the nature of the insolvent entities business. We understand from available records that there are 66 creditors.

I Reporting

Preparing periodic progress reports to creditors regarding the progress achieved, including preparation of Receipts & Payments Accounts, a suitable analysis of time costs accrued and a review of actual costs and accrued costs as against this fees and expense estimate. At the time this estimate was prepared no information was available regarding whether creditors were going to appoint a committee, if a committee is appointed there will be additional reports, which have not currently been budgeted for. The Director or Senior Manager is responsible for leading the reporting and delegating the production of the accounts, fee analysis and comparison with estimates to suitably experienced executives.

The ratio of time spent on reporting is generally that executive hours are twice as many as those of the Director or Senior Manager. Much of the basic accounting and analysis is conducted by various grades of Executives. In estimating costs in respect of reporting we have formed a view of the duration of the insolvency and estimated how many reports will be required. These activities do not contribute to the financial outcome for creditors - they are statutory duties imposed by the relevant legislation. However they do contribute to the creditors' understanding of the work being undertaken on their behalf.

J Distribution and Closure

It is anticipated that the Administration will be exited by way of a Creditors' Voluntary Liquidation. It is not the duty of the Joint Administrators to adjudicate on the claims of unsecured creditors, this is the responsibility of any subsequently appointed Liquidator.

Preparing a final report to creditors together with a Receipts & Payments Accounts, analysis of time costs accrued and a review of actual costs compared to the fee and expense estimate, completing all administrative arrangements including storage of any records for statutory periods and filing final statutory documentation.

The work is supervised by directors and Senior Managers and final decisions and release of funds is authorised by the partner. The majority of these activities do not contribute to the financial outcome for the creditors (although the matters relating to payment of dividends will do so). The formalities of bringing an insolvency to a close are statutory requirements.

The foregoing estimate does not include any fees estimate provision for the company moving into liquidation which would be the subject of a further submission, if necessary, before the end of the Administration.

2. Expense Estimate

2.1 Category 1 Disbursements

Our estimate in respect of this heading covers expenses where the officeholders firm has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, couriers, travel (by public transport), land registry searches, fees in respect of swearing legal documents, storage of original records of the insolvent estate. In each case the recharge will be reimbursement of a specific expense incurred.

2.2 Category 2 Disbursements

We propose to recover from the estate the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency. In these cases a charge of 45p per mile is raised which is in line with the HM Revenue & Customs Approved Mileage Rates (median - less than 10,000 miles per annum) which is the amount the firm pays to staff. Where costs are incurred in respect of mileage, approval will be sought in accordance with the Insolvency (England and Wales) Rules 2016 to recover this disbursement.

2.3 Agents' Costs

The company does not own any tangible chattel assets and any intangible assets are unlikely to realise any value. It is unlikely that chattel agents will be instructed in this matter.

2.4 Valuers' Costs

The leasehold premises is in the name of a connected company. It is therefore unlikely that valuers will be instructed in this matter.

2.5 Solicitors' costs

Legal fees include Court filings, appointment formalities, security review, advising on legal proceedings against the company, concluding matters in relation to the agreement with TEL, and assisting the Joint Administrators' generally in discharging their duties. Fees are anticipated to be in the region of £35,000 plus VAT.

Detail of Time Charged and Rates Applicable for the Period From 17/12/2018 to 23/01/2019

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL	
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £
B. Steps on Appointment														
01. Review Appointment Validity			1.50	670.50			0.15	19.05					1.50	670.50
02. Statutory Documentation			17.65	5,881.00									17.80	5,900.05
04. Meet Directors/Debtors etc.	21.00	13,566.00	2.50	950.00	1.50	190.50							25.00	14,706.50
07. Attendance at Premises			6.00	2,280.00									6.00	2,280.00
09. Preparation of Proposals			10.75	4,085.00					6.15	424.35			16.90	4,509.35
sub total -	21.00	13,566.00	38.40	13,866.50	1.50	190.50	0.15	19.05	6.15	424.35			67.20	28,066.40
B. Steps on Appointment														
D. General Administration														
02. VAT			5.25	2,095.50									5.25	2,095.50
03. Taxation			5.75	3,737.50									5.75	3,737.50
04. Instruct Liase Solicitors			4.25	1,782.50									4.25	1,782.50
07. Receipts/Payments Accounts			1.25	508.50					0.20	18.30	6.65	591.85	8.10	1,118.65
09. Statutory Matters			1.50	670.50	3.90	495.30	0.10	12.70					5.40	1,165.80
15. Gen. Admin/Correspondence			0.45	108.00					3.60	248.40	2.80	249.20	6.95	618.30
sub total -			18.45	8,902.50	3.90	495.30	0.10	12.70	3.80	246.70	9.45	841.05	35.70	10,518.25
D. General Administration														

Detail of Time Charged and Rates Applicable for the Period From 17/12/2018 to 23/01/2019

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL	
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £
E. Assets Realisation/Dealing														
07. Debt Collection			8.25	3,252.25									8.25	3,252.25
08. Dealing with Chattel Assets			0.50	223.50									0.50	223.50
09. Dealing with other Assets			4.35	1,756.25									4.35	1,756.25
sub total -			13.10	5,232.00									13.10	5,232.00
E. Assets Realisation/Dealing														
F. Trading Related Matters														
02. Trading/other Projections			1.00	860.00									1.00	860.00
08. Trading Accounts			1.00	447.00									1.00	447.00
sub total -			2.00	1,307.00									2.00	1,307.00
F. Trading Related Matters														
H. Creditor Claims														
02. Secured Creditors			0.75	285.00									0.75	285.00
04. Non-Preferential Creditors			17.60	6,704.50	1.50	190.50		2.90	200.10	0.20	17.80		22.20	7,112.90
sub total -			18.35	6,989.50	1.50	190.50		2.90	200.10	0.20	17.80		22.95	7,397.90
H. Creditor Claims														
I. Reporting														
01. Statutory Reporting								1.20	82.80				1.20	82.80
04. Reporting to Creditors			7.00	3,129.00									7.00	3,129.00

Name of Assignment

OneSelect Limited - In Administration

00289796

Detail of Time Charged and Rates Applicable for the Period From 17/12/2018 to 23/01/2019

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL																																																																												
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £																																																																											
sub total -																																																																																									
I. Reporting			7.00	3,129.00					1.20	82.80			8.20	3,211.80																																																																											
<table><tr><td>Net Total</td><td colspan="14">55,733.35</td></tr><tr><td>Secretarial Expense</td><td colspan="14">0.00</td></tr><tr><td>Other Disbursements</td><td colspan="14">0.00</td></tr><tr><td>Billed</td><td colspan="14">0.00</td></tr><tr><td>Grand Total</td><td colspan="14">55,733.35</td></tr></table>															Net Total	55,733.35														Secretarial Expense	0.00														Other Disbursements	0.00														Billed	0.00														Grand Total	55,733.35													
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Creditors' Guide to Administrators' Fees and policy of BDO LLP in respect of fees and disbursements

1 Introduction

- 1.1** When a company goes into administration the costs of the proceedings are paid out of its assets. The creditors, who hope eventually to recover some of their debts out of the assets, therefore have a direct interest in the level of costs, and in particular the remuneration of the insolvency practitioner appointed to act as administrator. The insolvency legislation recognises this interest by providing mechanisms for creditors to determine the basis of the administrator's fees. This guide is intended to help creditors be aware of their rights under the legislation to approve and monitor fees, explains the basis on which fees are fixed and how creditors can seek information about expenses incurred by the administrator and challenge those they consider to be excessive.

2 The nature of administration

- 2.1** Administration is a procedure which places a company under the control of an insolvency practitioner and the protection of the court with the following objective:
- rescuing the company as a going concern, or
 - achieving a better result for the creditors as a whole than would be likely if the company were wound up without first being in administration, or, if the administrator thinks neither of these objectives is reasonably practicable
 - realising property in order to make a distribution to secured or preferential creditors.

3 The creditors' committee

- 3.1** The creditors have the right to appoint a committee with a minimum of 3 and a maximum of 5 members. One of the functions of the committee is to determine the basis of the administrator's remuneration. The committee is normally established by the creditors through a Qualifying Decision Procedure (Correspondence [written resolution]; electronic voting; Virtual meeting; and if requested by the creditors, a Physical meeting) which the administrator is required to convene within a maximum of 10 weeks from the beginning of the administration to consider his proposals. The administrator must call the first meeting of the committee within 6 weeks of its establishment, and subsequent meetings must be held either at specified dates agreed by the committee, or when a member of the committee asks for one, or when the administrator decides he needs to hold one. The committee has power to summon the administrator to attend before it and provide information about the exercise of his functions.

4 Fixing the administrator's remuneration

4.1 Basis

The basis for fixing the administrator's remuneration is set out in Rule 18.16 Insolvency (England and Wales) Rules 2016, which states that it shall be fixed:

- as a percentage of the value of the property which the administrator has to deal with,
- by reference to the time properly given by the administrator and his staff in attending to matters arising in the administration, or
- as a set amount.

Any combination of these bases may be used to fix the remuneration, and different bases may be used for different things done by the administrator. Where the remuneration is fixed as a percentage, different percentages may be used for different things done by the administrator.

4.2 Advance information where remuneration not based on time costs

Prior to the determination of the basis of remuneration, the administrator must give the creditors details of the work the administrator proposes to undertake, and the expenses he considers will be, or are likely to be, incurred. However, where the administrator proposes to take any part or all of his remuneration on a time cost basis, he must provide more detailed information in the form of a 'fees estimate', as explained below.

4.3 Fees estimates where remuneration to be based on time costs

Where the administrator proposes to take remuneration based on time costs, he must first provide the creditors with detailed information in the form of a 'fees estimate'. A fees estimate is a written estimate that specifies -

- details of the work the administrator and his staff propose to undertake;
- the hourly rate or rates the administrator and his staff propose to charge for each part of that work;
- the time the administrator anticipates each part of that work will take;
- whether the administrator anticipates it will be necessary to seek approval or further approval under the Rules; and
- the reasons it will be necessary to seek such approval.

In addition, the administrator must give the creditors details of the expenses he considers will be, or are likely to be, incurred.

The fees estimate and details of expenses may include remuneration anticipated to be charged and expenses anticipated to be incurred if the administrator becomes the liquidator where the administration moves into winding up.

4.4 Who fixes the remuneration

It is for the creditors' committee (if there is one) to determine on which bases, or combination of bases, the remuneration is to be fixed. Where it is fixed as a percentage, it is for the committee to determine the percentage or percentages to be applied, and where it is a set amount, to determine that amount. Rule 18.16 says that in arriving at its decision the committee shall have regard to the following matters:

- the complexity (or otherwise) of the case;
- any responsibility of an exceptional kind or degree which falls on the administrator;
- the effectiveness with which the administrator appears to be carrying out, or to have carried out, his duties;
- the value and nature of the property which the administrator has to deal with.

- 4.5 If there is no creditors' committee, or the committee does not make the requisite determination (and provided the circumstances described in paragraph 4.3 do not apply), the administrator's remuneration may be fixed by the creditors, via a decision procedure, having regard to the same matters as apply in the case of the committee. If the remuneration is not fixed in any of these ways, it will be fixed by the court on application by the administrator, but the administrator may not make such an application unless he has first tried to get his remuneration fixed by the committee or creditors as described above, and in any case not later than 18 months after his appointment.

- 4.6 There are special rules about creditors' resolutions in cases where the administrator has stated in his proposals that the company has insufficient property to enable a distribution to be made to unsecured creditors except out of the reserved fund which may have to be set aside out of floating charge assets.

In this case, if there is no creditors' committee, or the committee does not make the requisite determination, the remuneration may be fixed by the approval of -

- each secured creditor of the company; or
- if the administrator has made or intends to make a distribution to preferential creditors -
 - each secured creditor of the company; and
 - preferential creditors whose debts amount to more than 50% of the preferential debts of the company, disregarding debts of any creditor who does not respond to an invitation to give or withhold approval, having regard to the same matters as the committee would.

Note that there is no requirement to convene a decision procedure for creditors in such cases unless it is requisitioned by creditors whose debts amount to at least 10 per cent of the total debts of the company (Paragraph 52(2) (a) of Schedule B1 to the Insolvency Act 1986).

- 4.7 Creditors approval in respect of an Administrator's remuneration is obtained by Qualifying Decision Procedure (Correspondence [written resolution]; electronic voting; Virtual meeting; Physical meeting.).
5. **Review of remuneration**
- 5.1 Where there has been a material and substantial change in circumstances since the basis of the administrator's remuneration was fixed, the administrator may request that it be changed. The request must be made to the same body as initially approved the remuneration, and the same rules apply as to the original approval.
6. **Approval of pre-administration costs**
- 6.1 Sometimes the administrator may need to seek approval for the payment of costs in connection with preparatory work incurred before the company went into administration but which remain unpaid. Such costs may relate to work done either by the administrator or by another insolvency practitioner. Disclosure of such costs must be included in the administrator's proposals and should follow the principles and standards set out in section 7.
- 6.2 Where there is a creditors' committee, it is for the committee to determine whether, and to what extent, such costs should be approved for payment. If there is no committee or the committee does not make the necessary determination, or if it does but the administrator, or other insolvency practitioner who has incurred pre administration costs, considers the amount agreed to be insufficient, approval may be given by convening a qualifying decision procedure for creditors. Where the circumstances described in paragraph 4.3 apply, the determination may be made by the same creditors as approve the administrator's remuneration.
- 6.3 The administrator must convene a meeting of the committee or a Qualifying Decision Procedure for the creditors for the purposes of approving the payment of pre-administration costs if requested to do so by another insolvency practitioner who has incurred such costs. If there is no determination under these provisions, or if there is but the administrator or other insolvency practitioner considers the amount agreed to be insufficient, the administrator may apply to the court for a determination.
- 7 **What information should be provided by the administrator?**
- 7.1 **General principles**
- 7.1.1 The administrator should provide those responsible for approving his remuneration with sufficient information to enable them to make an informed judgement about the reasonableness of the administrator's request. The information should be presented in a manner which is transparent, consistent throughout the life of the case and useful to creditors, while being proportionate to the circumstances of the case.
- 7.1.2 The administrator should disclose:
- payments, remuneration and expenses arising from the administration paid to the administrator or his or her associates;
 - any business or personal relationships with parties responsible for approving the administrator's remuneration or who provide services to the administrator in respect of the insolvency appointment where the relationship could give rise to a conflict of interest.

The administrator should inform creditors of their rights under insolvency legislation, and should advise them how they may access suitable information setting out their rights within the first communication with them and in each subsequent report.

- 7.1.3 Where the administrator sub-contracts out work that could otherwise be carried out by the administrator or his or her staff, this should be drawn to the attention of creditors with an explanation of why it is being done.

7.2 Key issues

- 7.2.1 The key issues of concern to those with a financial interest in the level of payments from the insolvency estate will commonly be:

- the work the administrator anticipates will be done, and why that work is necessary;
- the anticipated cost of that work, including any expenses expected to be incurred in connection with it;
- whether it is anticipated that the work will provide a financial benefit to creditors, and if so what benefit (or if the work provided no direct financial benefit, but was required by statute);
- the work actually done and why that work was necessary;
- the actual costs of the work, including any expenses incurred in connection with it, as against any estimate provided;
- whether the work has provided a financial benefit to creditors, and if so what benefit (or if the work provided no direct financial benefit, but was required by statute).

When providing information about payments, fees and expenses, the administrator should do so in a way which facilitates clarity of understanding of these key issues. Narrative explanations should be provided to support any numerical information supplied. Where it is practical to do so, the administrator should provide an indication of the likely return to creditors when seeking approval for the basis of his remuneration.

- 7.2.2 When approval for a fixed amount or a percentage basis is sought, the administrator should explain why the basis requested is expected to produce a fair and reasonable reflection of the work that the administrator anticipates will be undertaken.

7.3 Fee estimates and subsequent reports

- 7.3.1 When providing a fee estimate, the administrator should supply that information in sufficient time to facilitate that body making an informed judgement about the reasonableness of the administrator's requests. The estimate should clearly describe what activities are anticipated to be conducted in respect of the estimated fee. When subsequently reporting to creditors, the actual hours and average rate (or rates) of the costs charged for each activity should be provided for comparison.

7.4 Disbursements

- 7.4.1 Costs met by and reimbursed to the administrator in connection with the administration will fall into two categories:

- **Category 1 disbursements:** These are payments to independent third parties where there is specific expenditure directly referable to the administration. Category 1 disbursements can be drawn without prior approval, although the administrator should be prepared to disclose information about them in the same way as any other expenses.
- **Category 2 disbursements:** These are costs that are directly referable to the administration but not to a payment to an independent third party. They may include shared or allocated costs that may be incurred by the administrator or their firm, and that can be allocated to the administration on a proper and reasonable basis.

When seeking approval, the administrator should explain, for each category of cost, the basis on which the charge is being made. If the administrator has obtained approval for the basis of Category 2 disbursements, that basis may continue to be used in a sequential appointment where further approval of the basis of remuneration is not required, or where the administrator is replaced.

- 7.4.2 The following are not permissible as disbursements:

- a charge calculated as a percentage of remuneration;
- an administration fee or charge additional to the administrator's remuneration;

- recovery of basic overhead costs such as office and equipment rental, depreciation and finance charges.

8. Exceeding the amount set out in the fees estimate

Remuneration must not exceed the fees estimate without approval by the body which fixed the original basis of the remuneration. The request for approval must specify -

- the reason why the administrator has exceeded, or is likely to exceed, the fees estimate;
- the additional work the administrator has undertaken or proposes to undertake;
- the hourly rate or rates the administrator proposes to charge for each part of that additional work;
- the time that additional work has taken or the administrator anticipates that work will take;
- whether the administrator anticipates that it will be necessary to seek further approval; and
- the reasons it will be necessary to seek further approval.

9 Progress reports and requests for further information

9.1 The administrator is required to send a progress report to creditors at 6-monthly intervals. The report must include:

- details of the basis fixed for the remuneration of the administrator (or if not fixed at the date of the report, the steps taken during the period of the report to fix it);
- if the basis has been fixed, the remuneration charged during the period of the report, irrespective of whether it was actually paid during that period (except where it is fixed as a set amount, in which case it may be shown as that amount
- without any apportionment for the period of the report);
- if the report is the first to be made after the basis has been fixed, the remuneration charged during the periods covered by the previous reports, together with a description of the work done during those periods, irrespective of whether payment was actually made during the period of the report;
- a statement of the expenses incurred by the administrator during the period of the report, irrespective of whether payment was actually made during that period;
- where appropriate, a statement -
 - that the remuneration anticipated to be charged is likely to exceed the fees estimate or any approval given for remuneration exceeding the estimate;
 - that expenses incurred or anticipated to be incurred are likely to exceed, or have exceeded, the details given to the creditors prior to the determination of the basis of remuneration; and
 - the reason for that excess.
- the remuneration anticipated to be charged is likely to exceed the fees estimate or any approval given for remuneration exceeding the estimate;
- the expenses incurred or anticipated to be incurred are likely to exceed, or have exceeded, the details given to the creditors prior to the determination of the basis of remuneration; and
- the reasons for that excess;
- the date of approval of any pre-administration costs and the amount approved;
- a statement of the creditors' rights to request further information, as explained in paragraph 8.2, and their right to challenge the administrator's remuneration and expenses.

9.2 Within 21 days of receipt of a progress report a creditor may request the administrator to provide further information about the remuneration and expenses (other than pre administration costs) set out in the report. A request must be in writing, and may be made either by a secured creditor, or by an unsecured creditor with the concurrence of

at least 5% in value of unsecured creditors (including himself) or the permission of the court.

9.3 The administrator must provide the requested information within 14 days, unless he considers that:

- the time and cost involved in preparing the information would be excessive, or
- disclosure would be prejudicial to the conduct of the administration or might be expected to lead to violence against any person, or
- the administrator is subject to an obligation of confidentiality in relation to the information requested, in which case he must give the reasons for not providing the information.

Any creditor may apply to the court within 21 days of the administrator's refusal to provide the requested information, or the expiry of the 14 days time limit for the provision of the information.

10. Provision of information - additional requirements

The administrator must provide certain information about time spent on a case, free of charge, upon request by any creditor, director or shareholder of the company. The information which must be provided is -

- the total number of hours spent on the case by the administrator or staff assigned to the case;
- for each grade of staff, the average hourly rate at which they are charged out;
- the number of hours spent by each grade of staff in the relevant period.

The period for which the information must be provided is the period from appointment to the end of the most recent period of six months reckoned from the date of the administrator's appointment, or where he has vacated office, the date that he vacated office.

The information must be provided within 28 days of receipt of the request by the administrator, and requests must be made within two years from vacation of office.

11 What if a creditor is dissatisfied?

11.1 If a creditor believes that the administrator's remuneration is too high, the basis is inappropriate, or the expenses incurred by the administrator are in all the circumstances excessive he may, provided certain conditions are met, apply to the court.

11.2 Application may be made to the court by any secured creditor, or by any unsecured creditor provided at least 10 per cent in value of unsecured creditors (including himself) agree, or he has the permission of the court. Any such application must be made within 8 weeks of the applicant receiving the administrator's progress report in which the charging of the remuneration or incurring of the expenses in question is first reported (see paragraph 8.1 above). If the court does not dismiss the application (which it may if it considers that insufficient cause is shown) the applicant must give the administrator a copy of the application and supporting evidence at least 14 days before the hearing.

11.3 If the court considers the application well founded, it may order that the remuneration be reduced, the basis be changed, or the expenses be disallowed or repaid. Unless the court orders otherwise, the costs of the application must be paid by the applicant and not as an expense of the administration.

12 What if the administrator is dissatisfied?

12.1 If the administrator considers that the remuneration fixed by the creditors' committee is insufficient or that the basis used to fix it is inappropriate he may request that the amount or rate be increased, or the basis changed, by resolution of the creditors. If he considers that the remuneration fixed by the committee or the creditors is insufficient or that the basis used to fix it is inappropriate, he may apply to the court for the amount or rate to be increased or the basis changed. If he decides to apply to the court he must give at least 14 days' notice to the members of the creditors' committee and the

committee may nominate one or more of its members to appear or be represented on the application. If there is no committee, the administrator's notice of his application must be sent to such of the company's creditors as the court may direct, and they may nominate one or more of their number to appear or be represented. The court may order the costs to be paid as an expense of the administration.

13 Other matters relating to remuneration

13.1 Where there are joint administrators it is for them to agree between themselves how the remuneration payable should be apportioned. Any dispute arising between them may be referred to the court, the creditors' committee or convene a decision procedure meeting for creditors.

13.2 If the administrator is a solicitor and employs his own firm to act on behalf of the company, profit costs may not be paid unless authorised by the creditors' committee, the creditors or the court.

13.3 If a new administrator is appointed in place of another, any determination, resolution or court order which was in effect immediately before the replacement continues to have effect in relation to the remuneration of the new administrator until a further determination, resolution or court order is made.

13.4 Where the basis of the remuneration is a set amount, and the administrator ceases to act before the time has elapsed or the work has been completed for which the amount was set, application may be made for a determination of the amount that should be paid to the outgoing administrator. The application must be made to the same body as approved the remuneration. Where the outgoing administrator and the incoming administrator are from the same firm, they will usually agree the apportionment between them.

14. Effective date

This guide applies where a company enters administration on or after 1 October 2015 (Rev 03/2017).

Appendix

Suggested format for the provision of information

Professional guidance issued to insolvency practitioners sets out the following suggested format for the provision of information when seeking approval of remuneration. However, the level of disclosure suggested below may not be appropriate in all cases, and will be subject to considerations of proportionality. In larger or more complex cases the circumstances of each case may dictate the information provided and its format.

Narrative overview of the case

In all cases, reports on remuneration should provide a narrative overview of the case. Matters relevant to an overview are:

- the complexity of the case;
- any exceptional responsibility falling on the administrator;
- the administrator's effectiveness;
- the value and nature of the property in question.

The information provided will depend upon the basis or bases being sought or reported upon, and the stage at which it is being provided. An overview might include:

- an explanation of the nature, and the administrator's own initial assessment, of the assignment (including the anticipated return to creditors) and the outcome (if known);
- initial views on how the assignment was to be handled, including decisions on staffing or subcontracting and the appointment of advisers;
- any significant aspects of the case, particularly those that affect the remuneration and cost expended;
- the reasons for subsequent changes in strategy;

- the steps taken to establish the views of creditors, particularly in relation to agreeing the strategy for the assignment, budgeting, and fee drawing;
- any existing agreement about remuneration;
- details of how other professionals, including subcontractors, were chosen, how they were contracted to be paid, and what steps have been taken to review their fees;
- in a larger case, particularly if it involved trading, considerations about staffing and managing the assignment and how strategy was set and reviewed;
- details of work undertaken during the period;
- any additional value brought to the estate during the period, for which the administrator wishes to claim increased remuneration.

Time cost basis

Where any part of the remuneration is or is proposed to be calculated on a time costs basis, requests for and reports on remuneration should provide:

- An explanation of the administrator's time charging policy, clearly stating the units of time that have been used, the grades of staff and rates that have been charged to the assignment, and the policy for recovering the cost of support staff. There is an expectation that time will be recorded in units of not greater than 6 minutes.
- A description of work carried out, which might include:
 - details of work undertaken during the period, related to the table of time spent for the period;
 - an explanation of the grades of staff used to undertake the different tasks carried out and the reasons why it was appropriate for those grades to be used;
 - any comments on any figures in the summary of time spent accompanying the request the administrator wishes to make.
- Time spent and charge-out summaries, in an appropriate format. It is useful to provide time spent and charge-out value information in a tabular form for each of the time periods reported upon, with work classified (and sub-divided) in a way relevant to the *circumstances of the case*

The following areas of activity are suggested as a basis for the analysis of time spent:

- Administration and planning
- Investigations
- Realisation of assets
- Trading
- Creditors
- Any other case-specific matters

The following categories are suggested as a basis for analysis by grade of staff:

- Partner
- Manager
- Other senior professionals
- Assistants and support staff

The level of disclosure suggested above will not be appropriate in all cases, and considerations of proportionality will apply:

- where cumulative time costs are, and are expected to be, less than £10,000 the administrator should, as a minimum, state the number of hours and average rate per hour and explain any unusual features of the case;
- where cumulative time costs are, or are expected to be, between £10,000 and £50,000, a time and charge-out summary similar to that shown above will usually provide the appropriate level of detail (subject to the explanation of any unusual features);
- where cumulative time costs exceed, or are expected to exceed, £50,000, further and more detailed analysis or explanation will be warranted.

OneSelect Limited - In Administration

In accordance with best practice I provide below details of policies of BDO LLP in respect of fees and expenses for work in relation to the above insolvency.

The current charge out rates per hour of staff within my firm who may be involved in working on the insolvency, follows:

GRADE	£
Partner	646-760
Manager	285-499
Assistant Manager	257
Senior Administrator	240-257
Administrator	83-230
Other Staff	90

This in no way implies that staff at all such grades will work on the case. The rates charged by BDO LL are reviewed in December and July each year and are adjusted to take account of inflation and the firm's overheads.

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Units of time can be as small as 3 minutes. BDO LLP records work in respect of insolvency work under the following categories:-

Pre Appointment
Steps upon Appointment
Planning and Strategy
General Administration
Asset Realisation/Management
Trading Related Matters
Employee Matters
Creditor Claims
Reporting
Distribution and Closure
Other Issues.

Under each of the above categories the work is recorded in greater detail in sub categories. Please note that the 11 categories provide greater detail than the six categories recommended by the Recognised Professional Bodies who are responsible for licensing and monitoring insolvency practitioners.

Where an officeholder's remuneration is approved on a time cost basis the time invoiced to the case will be subject to VAT at the prevailing rate.

Where remuneration has been approved on a time costs basis a periodic report will be provided to any committee appointed by the creditors or in the absence of a committee to the creditors. The report will provide a breakdown of the remuneration drawn and will enable the recipients to see the average rates of such costs.

Other Costs

Where expenses are incurred in respect of the insolvent estate they will be recharged. Such expenses can be divided into two categories.

1) Category 1

This heading covers expenses where BDO LLP has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, couriers, travel (by public transport), land registry searches, fees in respect of swearing legal documents etc. In each case the recharge will be reimbursement of a specific expense incurred.

2) Category 2

We propose to recover from the estate the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency. In these cases a charge of 45p per mile is raised which is in line with the HM Revenue & Customs Approved Mileage Rates (median - less than 10,000 miles per annum) which is the amount the firm pays to staff. Where costs are incurred in respect of mileage, approval will be sought in accordance with the Insolvency (England and Wales) Rules 2016 to recover this disbursement.

Where applicable, all disbursements will be subject to VAT at the prevailing rate.

BDO LLP



Rule 15.7
Insolvency
(England and
Wales) Rules
2016

The Insolvency Act 1986 - NOTICE OF DEEMED CONSENT PROCEDURE

To consider approving the Joint Administrators' proposals dated 31 January 2019

Name of Company OneSelect Limited	Company number 09689085
In the High Court of Justice, Business and Property Courts of England and Wales in London Insolvency and Companies List (ChD) [full name of court]	Court case number 010822 of 2018

The Joint Administrators are Danny Dartnaill (Officeholder No: 10110) of BDO LLP, Level 12, Thames Tower, Station Road, Reading, RG1 1LX and Antony Nygate (officeholder No: 9237) of BDO LLP, 55 Baker Street, London, W1U 7EU, who were appointed on 17 December 2018. The Joint Administrators may also be contacted by via Alice Denmark at BRCMT@bdo.co.uk.

NOTICE IS GIVEN, pursuant to Paragraph 51 of Schedule B1 to the Insolvency Act 1986 that the Joint Administrators' proposals will be dealt with by deemed consent by the Decision date: 18 February 2019. The proposals are:

- (a) they continue to manage the Company's business and realise assets in accordance with objective (b) of the statutory purpose of the Administration; and
- (b) they exit the Administration by way of a Creditors' Voluntary Liquidation and that Danny Dartnaill and Antony Nygate of BDO LLP will be the Joint Liquidators and will act jointly and severally.

For the avoidance of doubt: Other resolutions within the Joint Administrators' report accompanying the proposals will be approved by postal resolution.

In order to object to the joint Administrators' proposals a creditor must deliver, to me at the address below, by no later than 8 February 2019 a written notice stating that the creditor objects to the nomination. The objection must be accompanied by a proof of debt (form attached) otherwise the creditor's objection will be disregarded. A creditor with a 'small debt' £1,000 or less must still submit a proof of debt if submitting a notice of objection. The threshold is 10% in value of the creditors who are entitled to vote.

It is the convenor's responsibility to aggregate the objections to see if the threshold is met. If the threshold is met the deemed consent procedure will terminate. It will then be necessary for the convenor to arrange for a meeting of creditors to decide on the resolutions put to creditors. If less than 10% in value of creditors object, the creditors are treated as having approved the nominated joint liquidators, above.

Appeals against decisions (Rule.15.35): Creditors may appeal to the court in respect of the convenor's decision. Any appeal must be made within 21 days of the Decision date stated above.

Date: 31 January 2019

Danny Dartnaill
Joint Administrator and Convenor of the decision process

Objections to the Joint Administrators' proposals, together with proof of claim must be forwarded to Danny Dartnaill c/o Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH, by no later than 8 February 2019.

Creditors request for a decision in respect of the Administration

Name of Company OneSelect Limited	Company number 09689085
In the High Court of Justice, Business and Property Courts of England and Wales in London Insolvency and Companies List (ChD) [full name of court]	Court case number 010822 of 2018

Creditor's name & address

I (a) _____

purpose of decision process
Rule 15.18(3)

Request a decision procedure for the creditors of OneSelect Limited, Registered office is situated at: Thames Tower, Level 12, Station Road, Reading (the Company) for the purpose of:

Confirm creditor's claim
Rule 15.18(3)(a)

My claim in the Administration is £_____ (A proof of debt form is attached/has already been delivered)*(delete as necessary)

Insert full name(s) and
address(es) of creditors
concurring with the
request (if any) and their
claims in the
administration if the
requesting creditor's claim
is below the required 10%
continue on reverse if
necessary
Rule 15.18(3)(a)(ii) & (b)

Continue overleaf if necessary

The creditors listed above concur with the above request, and I attach copies of their written confirmation of concurrence.

Signature of creditor or person authorised to act on his behalf

Dated

Name in BLOCK LETTERS

If signing on behalf of the creditor, confirm relation to creditor and address

This form is to be delivered to Danny Dartnaill c/o Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH,

Proof of Debt/Claim Form
OneSelect Limited - In Administration
Company No: 09689085

Debt as at the date of the appointment of Administrators: 17 December 2018

1	Name of creditor (If a company please also give company registration number and where registered).	
2	Address of creditor including email address for correspondence.	
3	Total amount of claim, including any Value Added Tax at the above date.	
4	If amount in 3 above includes outstanding un-capitalised interest please state amount.	£
5	Particulars of how and when debt incurred. (If you need more space append a continuation sheet to this form).	
6	Particulars of any security held, the value of the security, and the date it was given.	
7	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates.	
8	Provide details of any documents by reference to which the debt can be substantiated. (Note: There is no need to attach them now but the Administrator may call for any document or evidence to substantiate the claim at his discretion as may the chairman or convener of any meeting).	
9	Signature of creditor or person authorised to act on his behalf _____	Dated _____
Name in BLOCK LETTERS _____		
Position with or in relation to creditor _____		
Address of person signing (if different from 2 above) _____		

Deliver to the Joint Administrator, Danny Dartnaill, Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH.

Questionnaire

Ref: DND/AD/00289796/C4

Re: OneSelect Limited - in Administration
Registered Number: 09689085

Creditor's name:	
Address:	
Estimated claim:	£
What was the authorised Credit limit?:	£
Was any security, guarantee or assurance given to you in respect of ongoing trade?:	
When did you first encounter delays in obtaining payment of your account, and do you have any evidence?:	
Please provide details of any legal proceedings you took to recover your debts:	
Please supply details of any cheques which were not honoured, including amounts and dates:	
If there is any other information you wish to supply, or issues you consider should be reviewed, please provide brief details on the reverse of this form.	
Date:	
Signature/ Authentication:	
Name:	
Position:	
Please return the completed form to BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH	



Rule 15.8
Insolvency
(England and
Wales) Rules
2016

The Insolvency Act 1986 - NOTICE OF ARRANGING A DECISION PROCEDURE FOR CREDITORS BY CORRESPONDENCE

To consider establishing a Creditors' Committee and approving the resolutions set out below

Name of Company OneSelect Limited	Company number 09689085
In the High Court of Justice, Business and Property Courts of England and Wales in London Insolvency and Companies List (ChD) [full name of court]	Court case number 010822 of 2018

The Joint Administrators are Danny Dartnaill (Officeholder No: 10110) of BDO LLP, Level 12, Thames Tower, Station Road, Reading, RG1 1LX and Antony Nygate (officeholder No: 9237) of BDO LLP, 55 Baker Street, London, W1U 7EU, who were appointed on 17 December 2018. The Joint Administrators may also be contacted via Alice Denmark on BRCMT@bdo.co.uk.

NOTICE that the creditors of the above-named company are invited to make decisions as to whether to approve or reject the resolutions below.

Decision Procedure: The creditors are invited to indicate by correspondence whether they approve or reject the resolutions. A Decision by Correspondence form is attached for recording your vote. The completed form, together with details of your claim, if not already provided, must be sent to the Joint Administrators, whose details are below and on the attached form. Your response must be delivered to before the Decision date below otherwise it cannot be counted.

Decision date: 18 February 2019

Creditors may within five business days of this notice require a physical meeting be held to consider the matter. This is explained in more detail overleaf.

Any response may be sent by correspondence, using the attached form. To be valid your response must be received by the Administrator by no later than the Decision date which is 18 February 2019.

RESOLUTION

- (c) Creditors consider and if thought fit appoint a creditors' committee to assist the Joint Administrators (such committee must comprise of between 3 and 5 creditors)

In the event that a Creditors' Committee is not established to **RESOLVE THAT;**

- (d) the Joint Administrators be authorised to draw the outstanding Pre-Administration time costs of £28,726 plus VAT as an expense of the Administration.
- (e) the Joint Administrators' remuneration be approved on a time cost basis as set out in the enclosed Fees Estimate.
- (f) The Joint Administrators' category 2 disbursements in respect of mileage be approved on the basis of the mileage scale approved by HMRC, being 45 pence per mile.



Date: 31 January 2019

Danny Dartnaill
Joint Administrator and Convenor of the decision process

Certain Rules apply to decision procedures. The full text of the Rules is attached but the effect of those Rules is summarised below:

Creditor Voting rights (R.15.28): Every creditor who has this notice is entitled to vote in respect of the debt due to the creditor. Where there is a physical meeting the creditor must submit a proxy form (not relevant at this stage). Creditors, including creditors whose debt is treated as a 'small debt' (£1,000 or less) must still deliver a proof for voting purposes, they have not already done so.

Calculation of creditors voting rights (R.15.31): In respect of this Administration creditors' claims will be calculated as at the date the company entered Administration being: 17 December 2018. Claims that have an uncertain value will be subject to £1, or a higher value if the chairman allows.

Requisite majority of creditors for making a decision (15.34): An Administration decision is approved if a majority of creditors, by value vote, in favour by the Decision date.

Appeals against decisions (R.15.35): Decisions of the Joint Administrator in convening the Decision Procedure and dealing with voting is subject to appeal to the court by a creditor. Any appeal must be made within 21 days of the Decision date.

Physical Meeting: If creditors want to consider the resolutions at a physical meeting they must notify in writing the Joint Administrator, whose details are above, within five business days of delivery of this notice. A meeting will be convened if sufficient creditors notify the Administrators within the timeframe. Section 246ZE The insolvency Act sets the "minimum number" of creditors for requisitioning a meeting at any of the following:

- (a) 10% in value of the creditors or contributories;
- (b) 10% in number of the creditors or contributories;
- (c) 10 creditors or contributories.

Extract from the Insolvency (England and Wales) Rules 2016

Creditors' voting rights

15.28.—(1) In an administration, an administrative receivership, a creditors' voluntary winding up, a winding up by the court and a bankruptcy, a creditor is entitled to vote in a decision procedure or to object to a decision proposed using the deemed consent procedure only if—

- (a) the creditor has, subject to 15.29, delivered to the convener a proof of the debt claimed in accordance with paragraph (3), including any calculation for the purposes of rule 15.31 or 15.32, and
 - (b) the proof was received by the convener—
 - (i) not later than the decision date, or in the case of a meeting, 4pm on the business day before the meeting, or
 - (ii) in the case of a meeting, later than the time given in sub-paragraph (i) where the chair is content to accept the proof; and
 - (c) the proof has been admitted for the purposes of entitlement to vote.
- (2) In the case of a meeting, a proxy-holder is not entitled to vote on behalf of a creditor unless the convener or chair has received the proxy intended to be used on behalf of that creditor.
- (3) A debt is claimed in accordance with this paragraph if it is—
- (a) claimed as due from the company or bankrupt to the person seeking to be entitled to vote; or



(b) in relation to a member State liquidator, claimed to be due to creditors in proceedings in relation to which that liquidator holds office.

(4) The convener or chair may call for any document or other evidence to be produced if the convener or chair thinks it necessary for the purpose of substantiating the whole or any part of a claim.

(5) In a decision relating to a proposed CVA or IVA every creditor, secured or unsecured, who has notice of the decision procedure is entitled to vote in respect of that creditor's debt.

(6) Where a decision is sought in an administration under sub-paragraph 3.52(3)(b) (pre administration costs), paragraph 18.18(4) (remuneration: procedure for initial determination in an administration) or paragraph 18.26(2) (first exception: administrator has made statement under paragraph 52(1)(b) of Schedule B1), creditors are entitled to participate to the extent stated in those paragraphs.

Calculation of voting rights

15.31.—(1) Votes are calculated according to the amount of each creditor's claim—

(a) in an administration, as at the date on which the company entered administration, less—

- (i) any payments that have been made to the creditor after that date in respect of the claim, and
- (ii) any adjustment by way of set-off which has been made in accordance with rule 14.24 or would have been made if that rule were applied on the date on which the votes are counted;

(b) in an administrative receivership, as at the date of the appointment of the receiver, less any payments that have been made to the creditor after that date in respect of the claim;

(c) in a creditors' voluntary winding up, a winding up by the court or a bankruptcy, as set out in the creditor's proof to the extent that it has been admitted;

(d) in a proposed CVA—

- (i) at the date the company went into liquidation where the company is being wound up,
- (ii) at the date the company entered into administration (less any payments made to the creditor after that date in respect of the claim) where it is in administration,
- (iii) at the beginning of the moratorium where a moratorium has been obtained (less any payments made to the creditor after that date in respect of the claim), or
- (iv) where (i) to (iii) do not apply, at the decision date;

(e) in a proposed IVA—

(i) where the debtor is not an undischarged bankrupt—

- (aa) at the date of the interim order, where there is an interim order in force,
- (bb) otherwise, at the decision date,

(ii) where the debtor is an undischarged bankrupt, at the date of the bankruptcy order.

(2) A creditor may vote in respect of a debt of an unliquidated or unascertained amount if the convener or chair decides to put upon it an estimated minimum value for the purpose of entitlement to vote and admits the claim for that purpose.

(3) But in relation to a proposed CVA or IVA, a debt of an unliquidated or unascertained amount is to be valued at £1 for the purposes of voting unless the convener or chair or an appointed person decides to put a higher value on it.

(4) Where a debt is wholly secured its value for voting purposes is nil.

(5) Where a debt is partly secured its value for voting purposes is the value of the unsecured part.

(6) However, the value of the debt for voting purposes is its full value without deduction of the value of the security in the following cases—

(a) where the administrator has made a statement under paragraph 52(1)(b) of Schedule B1 and the administrator has been requested to seek a decision under paragraph 52(2); and

(b) where, in a proposed CVA, there is a decision on whether to extend or further extend a moratorium or to bring a moratorium to an end before the end of the period of any extension.

(7) No vote may be cast in respect of a claim more than once on any resolution put to the meeting; and for this purpose (where relevant), the claim of a creditor and of any member State liquidator in relation to the same debt are a single claim.

(8) A vote cast in a decision procedure which is not a meeting may not be changed.

(9) Paragraph (7) does not prevent a creditor or member State liquidator from—

- (a) voting in respect of less than the full value of an entitlement to vote; or
- (b) casting a vote one way in respect of part of the value of an entitlement and another way in respect of some or all of the balance of that value.

Requisite majorities

15.34.—(1) A decision is made by creditors when a majority (in value) of those voting have voted in favour of the proposed decision, except where this rule provides otherwise.

(2) In the case of an administration, a decision is not made if those voting against it—

- (a) include more than half in value of the creditors to whom notice of the decision procedure was delivered; and
- (b) are not, to the best of the convener or chair's belief, persons connected with the company.



(3) Each of the following decisions in a proposed CVA is made when three-quarters or more (in value) of those responding vote in favour of it—

- (a) a decision approving a proposal or a modification;
- (b) a decision extending or further extending a moratorium; or
- (c) a decision bringing a moratorium to an end before the end of the period of any extension.

(4) In a proposed CVA a decision is not made if more than half of the total value of the unconnected creditors vote against it.

(5) For the purposes of paragraph (4)—

- (a) a creditor is unconnected unless the convener or chair decides that the creditor is connected with the company;
- (b) in deciding whether a creditor is connected reliance may be placed on the information provided by the company's statement of affairs or otherwise in accordance with these Rules; and
- (c) the total value of the unconnected creditors is the total value of those unconnected creditors whose claims have been admitted for voting.

(6) In a case relating to a proposed IVA—

- (a) a decision approving a proposal or a modification is made when three-quarters or more (in value) of those responding vote in favour of it;
- (b) a decision is not made if more than half of the total value of creditors who are not associates of the debtor vote against it.

(7) For the purposes of paragraph (6)—

- (a) a creditor is not an associate of the debtor unless the convener or chair decides that the creditor is an associate of the debtor;
- (b) in deciding whether a creditor is an associate of the debtor, reliance may be placed on the information provided by the debtor's statement of affairs or otherwise in accordance with these Rules; and
- (c) the total value of the creditors who are not associates of the debtor is the total value of the creditors who are not associates of the debtor whose claims have been admitted for voting.

Appeals against decisions under this Chapter

15.35.—(1) A decision of the convener or chair under this Chapter is subject to appeal to the court by a creditor, by a contributory, or by the bankrupt or debtor (as applicable).

(2) In a proposed CVA, an appeal against a decision under this Chapter may also be made by a member of the company.

(3) If the decision is reversed or varied, or votes are declared invalid, the court may order another decision procedure to be initiated or make such order as it thinks just but, in a CVA or IVA, the court may only make an order if it considers that the circumstances which led to the appeal give rise to unfair prejudice or material irregularity.

(4) An appeal under this rule may not be made later than 21 days after the decision date.

(5) However, the previous paragraph does not apply in a proposed CVA or IVA, where an appeal may not be made after the end of the period of 28 days beginning with the day—

- (a) in a proposed CVA, on which the first of the reports required by section 4(6) or paragraph 30(3) of Schedule A1 was filed with the court;(a); or
- (b) in a proposed IVA—
 - (i) where an interim order has not been obtained, on which the notice of the result of the consideration of the proposal required by section 259(1)(a) has been given, or
 - (ii) otherwise, on which the report required by section 259(1)(b)(b) is made to the court.

(6) The person who made the decision is not personally liable for costs incurred by any person in relation to an appeal under this rule unless the court makes an order to that effect.

(7) The court may not make an order under paragraph (6) if the person who made the decision in a winding up by the court or a bankruptcy is the official receiver or a person nominated by the official receiver.

Extract from the Insolvency Act 1986 (as amended)

Section 246ZE Decisions by creditors and contributories: general

(1) This section applies where, for the purposes of this Group of Parts, a person ("P") seeks a decision about any matter from a company's creditors or contributories.

(2) The decision may be made by any qualifying decision procedure P thinks fit, except that it may not be made by a creditors' meeting or (as the case may be) a contributories' meeting unless subsection (3) applies.

(3) This subsection applies if at least the minimum number of creditors or (as the case may be) contributories make a request to P in writing that the decision be made by a creditors' meeting or (as the case may be) a contributories' meeting.

(4) If subsection (3) applies P must summon a creditors' meeting or (as the case may be) a contributories' meeting.

(5) Subsection (2) is subject to any provision of this Act, the rules or any other legislation, or any order of the court—

- (a) requiring a decision to be made, or prohibiting a decision from being made, by a particular qualifying decision procedure (other than a creditors' meeting or a contributories' meeting);



- (b) permitting or requiring a decision to be made by a creditors' meeting or a contributories' meeting.
- (6) Section 246ZF provides that in certain cases the deemed consent procedure may be used instead of a qualifying decision procedure.
- (7) For the purposes of subsection (3) the "minimum number" of creditors or contributories is any of the following—
 - (a) 10% in value of the creditors or contributories;
 - (b) 10% in number of the creditors or contributories;
 - (c) 10 creditors or contributories.
- (8) The references in subsection (7) to creditors are to creditors of any class, even where a decision is sought only from creditors of a particular class.
- (9) In this section references to a meeting are to a meeting where the creditors or (as the case may be) contributories are invited to be present together at the same place (whether or not it is possible to attend the meeting without being present at that place).
- (10) Except as provided by subsection (8), references in this section to creditors include creditors of a particular class.
- (11) In this Group of Parts "qualifying decision procedure" means a procedure prescribed or authorised under paragraph 8A of Schedule 8.

The Insolvency Act 1986 - NOTICE OF CONVENING A DECISION PROCEDURE FOR CREDITORS BY CORRESPONDENCE

To consider approving the Joint Administrator's proposals dated 31 January 2019 and other resolutions set out below

OneSelect Limited - In Administration
Registered Number: 09689085

RESOLUTION

(* Please indicate voting preference)

- (c) Creditors consider and if thought fit appoint a creditors' committee to assist the Joint Administrators (such committee must comprise of between 3 and 5 creditors)

***Approved/Rejected**

Do you consent to be a member of the creditors' committee?

***Yes/No**

In the event that a Creditors' Committee is not established to RESOLVE THAT;

- (d) the Joint Administrators be authorised to draw the outstanding Pre-Administration time costs of £28,726 plus VAT as an expense of the Administration.

***Approved/Rejected**

- (e) the Joint Administrators' remuneration be approved on a time cost basis as set out in the enclosed Fees Estimate.

***Approved/Rejected**

- (f) The Joint Administrators' category 2 disbursements in respect of mileage be approved on the basis of the mileage scale approved by HMRC, being 45 pence per mile.

***Approved/Rejected**

TO BE COMPLETED BY THE CREDITOR WHEN RETURNING FORM

Name of Creditor

Signature of Creditor

(If signing on behalf of creditor, state capacity eg director/solicitor etc)

NOTE: This form must be accompanied by a proof of the amount due to the creditor unless a proof of debt/claim form has already been delivered. Creditors whose debt is treated as a 'small debt' (£1,000 or less) must still deliver a proof for voting purposes otherwise their vote will be disregarded.

This form must be returned to Danny Dartnaill (Officeholder IP No: 10110) of BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH, by no later than the Decision date 18 February 2019.

The Joint Administrator may also be contacted via Alice Denmark on BRCMT@bdo.co.uk.

Danny Dartnaill
Joint Administrator
31 January 2019