In accordance with Rule 3.35 of the Insolvency (England & Wales) Rules 2016 & Paragraph 49(4) of Schedule B1 to the Insolvency Act 1986

AM03 Notice of administrator's proposals



SATURDAY



A36

21/12/2019 #4 COMPANIES HOUSE

1	Company details	<u> </u>
Company number	0 0 5 3 3 0 8 7	→ Filling in this form Please complete in typescript or in
Company name in full	Mothercare UK Limited	bold black capitals.
2	Administrator's name	
Full forename(s)	Zelf	
Surname	Hussain	
3	Administrator's address	
Building name/number	PricewaterhouseCoopers LLP	
Street	7 More London	
	Riverside	
Post town	London	
County/Region		
Postcode	SE12RT	
Country		
4	Administrator's name o	 .
Full forename(s)	Mark James Tobias	Other administrator Use this section to tell us about
Surname	Banfield	another administrator.
5	Administrator's address o	
Building name/number	PricewaterhouseCoopers LLP	Other administrator Use this section to tell us about
Street	7 More London	another administrator.
	Riverside	
Post town	London	
County/Region		
Postcode	SE12RT	
Country		

AM03 Notice of Administrator's Proposals

6	Statement of proposals		
	I attach a copy of the statement of proposals		
7	Sign and date		
Administrator's Signature	Signature	×	
Signature date	$\begin{bmatrix} d & 2 & & d & 0 & & & m & 1 & & m & 2 & & & y & 2 & & y & 0 & & y & 1 & & y & 9 & \end{bmatrix}$		

AM03 Notice of Administrator's Proposals

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record. Matt Duckworth PricewaterhouseCoopers LLP Central Square 29 Wellington Street Post town Leeds County/Region Postcode S Country DX 0113 289 4916 Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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

Important information

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

Where to send

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

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

Further information

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

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

Continuation page Name and address of insolvency practitioner

- ✓ What this form is for
 Use this continuation page to
 tell us about another insolvency
 practitioner where more than
 2 are already jointly appointed.
 Attach this to the relevant form.
 Use extra copies to tell us of
 additional insolvency practitioners.
- What this form is NOT for You can't use this continuation page to tell us about an appointment, resignation, removal or vacation of office.
- → Filling in this form
 Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

1	Appointment type	
	Tick to show the nature of the appointment: ☐ Administrator ☐ Administrative receiver ☐ Receiver ☐ Manager ☐ Nominee ☐ Supervisor ☐ Liquidator ☐ Provisional liquidator	 ◆ You can use this continuation page with the following forms: VAM1, VAM2, VAM3, VAM4, VAM6, VAM7 CVA1, CVA3, CVA4 AM02, AM03, AM04, AM05, AM06, AM07, AM08, AM09, AM10, AM12, AM13, AM14, AM19, AM20, AM21, AM22, AM23, AM24, AM25 REC1, REC2, REC3 LIQ02, LIQ03, LIQ05, LIQ13, LIQ14, WU07, WU15 COM1, COM2, COM3, COM4 NDISC
2	Insolvency practitioner's name	
Full forename(s)	David Robert	
Surname	Baxendale	
3	Insolvency practitioner's address	,
Building name/numbe	PricewaterhouseCoopers LLP	
Street	7 More London	_
	Riverside	
Post town	London	_
County/Region		_
Postcode	SE12RT	
Country		

Mothercare UK Limited and Mothercare Business Services Limited – both in administration

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

Case No. CR-2019-007351 and CR-2019-007353

Joint administrators' proposals for achieving the purpose of administrations

IR16M568

Date 20 December 2019

Anticipated to be delivered on 24 December 2019



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Abbreviations and definitions

The following table shows the abbreviations and insolvency terms that may be used in this document:

Abbreviation or definition	Meaning		
Administrators/we/us/our	Zelf Hussain, Mark James Tobias Banfield and David Baxendale		
Bank or Secured Creditors	HSBC Bank plc and Gordon Brothers International LLC, the secured creditors		
BEIS	Department for Business, Energy & Industrial Strategy		
Companies	Mothercare UK Limited and Mothercare Business Services Limited - both in administration		
CVA	Company voluntary arrangement under Part 1 IA86		
CVL	Creditors' voluntary liquidation		
The Mothercare Group/Group	Mothercare plc and its subsidiaries		
FCA	Financial Conduct Authority		
HMRC	HM Revenue & Customs		
IA86	Insolvency Act 1986		
IR16	Insolvency (England and Wales) Rules 2016		
MBSL	Mothercare Business Services Limited		
MUKL	Mothercare UK Limited		
Mini Club	Mini Club UK Limited, a separate legal entity within the Mothercare Group		
preferential creditors	Primarily employee claims for unpaid wages earned in the four months before the insolvency up to £800, holiday pay and unpaid pension contributions in certain circumstances		
prescribed part	The amount set aside for unsecured creditors from floating charge funds in accordance with section 176A IA86 and the Insolvency Act 1986 (Prescribed Part) Order 2003		
MGBL, Purchaser or NewCo	Mothercare Global Brand Ltd		
PwC	PricewaterhouseCoopers LLP		
RPS	Redundancy Payments Service, part of the Insolvency Service, which is an executive agency sponsored by BEIS, and which authorises and pays the statutory claims of employees of insolvent companies under the Employment Rights Act 1996		
Sch B1 IA86	Schedule B1 to the Insolvency Act 1986		
secured creditor	A creditor with security in respect of their debt, in accordance with section 248 IA86		
SIP	Statement of Insolvency Practice. SIPs are issued to insolvency practitioners under procedures agreed between the insolvency regulatory authorities. SIPs set out principles and key compliance standards with which insolvency practitioners are required to comply.		

SIP 9	Statement of Insolvency Practice 9: Payments to insolvency office holders and their associates	
SIP 13	Statement of Insolvency Practice 13: Disposal of assets to connected parties in an insolvency process	
SIP 16	Statement of Insolvency Practice 16: Pre-packaged sales in administrations	
SPA	The agreement for the sale and purchase of the business and assets of the Company dated 5 November 2019and made between Mothercare Global Brand Limited	
TUPE	Transfer of Undertakings (Protection of Employment) Regulations 2006	
unsecured creditors	Creditors who are neither secured nor preferential	

Why we've prepared this document

As we've explained previously, on 5 November 2019 MBSL went into administration and Toby Banfield, David Baxendale and I were appointed as joint administrators. The directors of MUKL filed a notice of appointment on 5 November 2019. The FCA consent was subsequently obtained and filed on 15 November 2019. All acts of the Administrators between 5 November 2019 and 15 November 2019 are validated pursuant to the provisions of IA86.

We tell you in this document why the Companies were put into administration. We give you a brief history and set out our proposals for achieving the purpose of administration. We include details of the Companies' assets and liabilities, and say how likely we are to be able to pay each class of creditor.

According to IA86, the purpose of an administration is to achieve one of these objectives:

- a. rescuing the company as a going concern, or if that is not possible or if (b) would achieve a better result for the creditors than (a)
- b. achieving a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in administration), or finally, if that is not possible
- c. realising the company's assets to pay a dividend to secured or preferential creditors.

In this case, we're following (b) as it was not reasonably practical to rescue the Companies as a going concern.

Our job is to manage the Companies until creditors agree our proposals for achieving the purpose of administration and we've implemented them so far as possible. After that the administration will end.

The whole of this document and its appendices form our statement of proposals for achieving the purpose of administration for each of the Companies. We are seeking creditors' decision by deemed consent on the following matters for each of the Companies:

- the approval of our proposals for achieving the purpose of administration
- that the creditors do not wish to form a committee at this time
- If creditors don't form a committee, the timing of our discharge from liability.

So, our proposals will be treated as approved unless enough creditors ask us to seek a decision to approve them. This would happen if at least 10% in value of the total creditors ask us to do so (in line with rule 15 18 IR16) within eight business days of the date we deliver the proposals to you.

If you have any questions, please get in touch with my colleague, Matthew Duckworth, on 0113 289 4916.

Signed

Zelf Hussain, Joint Administrator of the Companies

Zelf Hussain, Mark James Tobias Banfield and David Baxendale, were appointed as joint administrators of Mothercare UK Limited and Mothercare Business Services Limited on 5 November 2019 to manage their affairs, business and property as their agents and without personal liability. Zelf Hussain, Mark James Tobias Banfield and David Baxendale are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales. The joint administrators are bound by the Insolvency Code of Ethics which can be found at.

https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics. The joint administrators may act as controllers of personal data as defined by the UK data protection law depending upon the specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a processor on the instructions of the joint administrators. Personal data

will be kept secure and processed only for matters relating to the joint administrators' appointment. Further details are available in the privacy statement on the PwC.co uk website or by contacting the joint administrators.

A summary of what you could recover

Estimated outcome for secured creditors

What secured creditors are owed:	£	
- MUKL	£34,069,785.05	
- MBSL	£24,000,000.00	
	% Recovery	Forecast timing
What we think secured creditors could recover:	46%-100%	6-12 months

Please note that MGBL has underwritten any shortfall to the Bank in the event that they are not paid in full from recoveries made in the Companies.

Estimated dividend prospects

For preferential creditors:	% Recovery	Forecast timing
- MUKL	100%	6-12 months
- MBSL	100%	6-12 months
For unsecured creditors:	% Recovery	Forecast timing
- MUKL	0%-5%	12-18 months
- MBSL	<1%	12-18 months

This is a brief summary of the possible outcome for creditors based on what we know so far. You shouldn't use it as the main basis of any bad debt provision or debt trading. Any potential dividend to the unsecured creditors is dependent on the Secured Creditors being paid in full. Please read the rest of this document.

Brief history of the Company and why it's in administration

Background

The Mothercare Group is an international retailer of prams, pushchairs, maternity and baby clothing and other items. In the UK, products are sold through the Group's own multi-channel retail operations (79 UK stores and online) and via a smaller wholesale operation. Internationally, the Group's products are sold through its franchise partners' retail stores, online and via a wholesale business for territories where there are not currently franchise partners.

The main trading company in the Group is MUKL. Its accounts show the following financial performance:

Year Ended	Revenue £m	Loss £m	
March 2019	336.6	36.3	
March 2018	381.5	40.4	-
March 2017	459 4	4.4	

MBSL is a provider of general head office services to MUKL, including support to IT systems and HR. It was wholly dependent on MUKL.

The circumstances leading to our appointment

Given the loss-making position of MUKL, management has been pursuing a number of restructuring options to try and preserve the business.

Company Voluntary Arrangements

In light of the financial position of the Group, in May 2018, MUKL and other Group entities proposed CVAs to close a number of stores and seek rent reductions at others. The CVA supervisors were insolvency practitioners from KPMG LLP. The CVA was successfully approved for all legal entities (including MUKL), other than Children's World Limited (a company holding the legal interest in a number of leased properties) where sufficient creditor votes in favour of the CVA were not obtained.

As a consequence of its CVA not being approved, Children's World Limited entered administration on 9 July 2018. This administration has since been concluded.

Continued losses and cash flow pressure

The MUKL CVA did not ultimately solve its problems and the UK business continued to be loss making, whilst the international franchise business remained profitable.

Management therefore explored a number of options to split the UK and international businesses. Mothercare plc, the Group's parent company, engaged Numis as advisors to run a sales process primarily focused on the UK business but also providing potential buyers with the opportunity to bid for the Group as a whole.

While 35 potential purchasers were approached, resulting in two parties making indicative offers and undertaking additional due diligence, ultimately neither party made an offer to buy the business or separately the brand.

· ·

Additionally, PwC was engaged in May 2019 through to August 2019 by Mothercare plc to assist with the development of a strategy and options to potentially restructure the Group and separate the UK and international operations.

One of the options identified was a CVA which the Group chose to develop further with another advisor However, this option was ultimately not implemented and PwC was asked to consider the remaining options.

Given the cash flow position of MUKL, and lack of offers for the UK business, the directors resolved that the Companies were insolvent. The directors filed a Notice of Intention to Appoint Administrators for each of the Companies on 4 November 2019 and Zelf Hussain, David Baxendale and Toby Banfield were thereby appointed as joint administrators on 5 November 2019. The Notice of Appointment for each of the Companies was filed by the directors of the Companies on 5 November 2019. The FCA consent for MUKL was subsequently obtained and filed on 15 November 2019, upon which the appointment of MUKL formally took effect. All acts of the Administrators between 5 November 2019 and 15 November 2019 are validated pursuant to the provisions of the Insolvency Act 1986.

Immediately following the administration appointments, Mothercare Global Brand Limited, purchased the beneficial interest in the international franchise contracts and intellectual property of the MUKL business together with rights to key operating contacts.

Pre-administration costs

The decision was taken by the directors on 5 November 2019 that the Companies would both move into administration. As at the date of our appointment as Administrators, PwC had outstanding time costs of £380,901 and no expenses, Kirkland and Ellis had outstanding time costs of £276,574 and Metis Partners (agents) had outstanding time costs of £8,333.33 (all figures are exclusive of VAT). These costs were incurred prior to MUKL being placed into Administration but with a view to it being so. Please note that the vast majority of these costs relate to the administration of MUKL, with a minimal amount relating to MBSL in respect of the administrators' pre-appointment considerations and the preparation and filing of the appointment documents.

We think that PwC's role in preparing and planning for our appointment of MUKL makes a significant contribution to achieving the purpose of the administration because it has facilitated the continuation of trade and meant that we could quickly take control of MUKL by mobilising a fully briefed team. It also facilitated the sale of the international business to MGB, which has resulted in considerable realisations for the administration.

A statement of the pre-administration time costs can be found at Appendix B, setting out separately, as required by statute, the fees charged and expenses incurred. To the best of our knowledge and belief, no fees or expenses were charged by any other insolvency practitioner.

The payment of unpaid pre-administration costs as an expense of the Administration is subject to approval under rule 3 52 IR16 and doesn't form part of our proposals, which are subject to approval under paragraph 53 Sch B1 IA86. If you elect a creditors' committee, it will be up to the committee to give this approval under rule 3.52 IR16. But if there's no committee, we'll ask the general body of creditors to do so instead.

What we've done so far and what's next if our proposals are approved

Management and financing of MUKL's affairs and business

Our overriding objective is to achieve the best possible outcome for creditors, typically achieved by maximising the value of MUKL's assets and minimising costs and claims against MUKL.

In this case, we concluded that the best realisations for creditors would be achieved by a sale of the international franchise contracts and intellectual property of the MUKL business together with rights to key operating contacts, and by allowing the UK business to trade under our supervision for a period whilst the stock was wound down, rather than affecting an immediate shutdown of stores.

As MBSL and MUKL have cross-guaranteed each other secured lending and MBSL provides services vital to the smooth running of MUKL's stores, the administration of MBSL assists in the realisation of assets in MUKL to the betterment of the position of their mutual creditors.

Sale of the international franchise business

The initial consideration for the purchase is non-cash. The Purchaser assumed certain MUKL liabilities, notably the MUKL defined benefit pension schemes with a s75 buyout deficit of £159.1m and certain trade creditor balances totalling £3.75m. In addition, as part of the transaction, it has been agreed that intercompany balances due from MUKL to other members of the Group of £168.8m will not participate in any dividend distribution made in MUKL. This significantly reduced the value of unsecured creditor claims in MUKL and is expected to result in a higher ultimate dividend to the remaining unsecured creditors as the value of stock and other assets recovered in MUKL will be distributed to a smaller pool of creditors. We considered various alternative options to a pre-pack safe (including a new CVA, a trading administration with no pre-pack safe and a liquidation) however each of these options would have led to a poorer return to the Companies' creditors due to the termination of the international franchise agreements.

The Purchaser has also agreed to pay an additional top up cash consideration adjustment, as follows:

- an uncapped commitment to the Secured Creditors of MUKL to ensure they are paid in full; and
- provided the secured creditor is repaid in full, the Purchaser will pay a cash amount in the administration which will be calculated on an agreed formula to ensure that a certain distribution to creditors is underpinned (subject to a cap)

There is also a self-on clause so that if the Purchaser's business is sold within 12 months from 5 November 2019, the sale agreement provides for an additional payment to the administration, where consideration for that sale exceeds a certain threshold, above which 50% of the sale price would be payable.

Further details on the sale can be found in the report called "Information regarding the sale of a specific assets of Mothercare UK Limited on 5 November 2019 as required by Statement of Insolvency Practice No.16 ("SIP16")" on the dedicated website www.pwc.co.uk/mothercareuk

Week One Strategy

In order to protect and control the business, immediately following our appointment we deployed specialist staff to the head office site. Given the large number of stores/concessions and in order to oversee the day-to-day trading operations as efficiently as possible and maximise trading realisations, we appointed a retail agent, Gordon Brothers (a specialist in trading retail businesses in distressed situations), to assist us.

Our main initial actions on appointment were to:

Brief employees on appointment

· Attend the head office locations and address employees; and

PwC | Mothercare UK Limited and Mothercare Business Services Limited - (both in administration) - Joint Administrators' proposals for achieving the purpose of the administrations

Ensure store staff were advised of the administration by Gordon Brothers.

Deal with arrangements for trading

- Secure the distribution centre, deliveries and website to support the trading strategy,
- Engage with critical systems and infrastructure suppliers to ensure ongoing support throughout the trading period;
- Engage with the freight forwarding agent to determine the location of stock-in-transit to the UK or global distribution facilities. Reach agreements with the freight forwarder and/or stock suppliers to secure the release of stock-in-transit for the benefit of the MUKL estate.
- Agree terms of an agency agreement with Gordon Brothers
- Engage with store concession partners to agree ongoing trading.
- Identify any areas of risk (including health, safety and environmental matters) and consulting with specialists as appropriate;
- Implement the necessary processes and controls for trading during administration, including controls around the limited purchase ordering;
- Identifying and purchasing augment stock, in conjunction with Gordon Brothers; and
- Setting up new bank accounts, card payment facilities and cash collection processes, and internal systems for the recording of cash transactions.

Seek a sale of business and assets

 Appoint specialist property agents Capa alongside PwC property specialists to review the property leases and identify any potential premium value

Deal with creditors and other stakeholders

- Set up a dedicated helpline, website and mailbox in order to communicate effectively with a variety of stakeholders and interested parties and respond to their queries; and
- Deal with creditors asserting retention of title claims.

Comply with statutory obligations

- Issue the report called "Information regarding the sale of a specific assets of Mothercare UK Limited on 5 November 2019 as required by Statement of Insolvency Practice No.16 ("SIP16")";
- Issue statutory notifications of the Administrators' appointment;
- Gather information to allow us to fulfil our immediate statutory and regulatory obligations and take control of MUKL's tax and VAT affairs; and
- Ensure appropriate insurance cover is in place.

The examples given above are an illustration only and are not an exhaustive list of all the work completed initially. We set out in more detail in the following sections the work which we have done so far during the administration and what work remains to be completed.

Trading

As part of our contract with Gordon Brothers, a minimum net realisation into the administration estate was agreed. The fee structure incentivises Gordon Brothers to continue to drive sales at competitive prices in the stores and keep trading costs as low as possible, and also protects the administration estate and realisations for creditors.

In order to facilitate orderly administration trading and the release of funds to the estate, we have had ongoing discussions with merchant services (credit card machine) providers to ensure the timely release of funds held by them. To date it is known that Global Pay, Paypal and Amex are withholding funds.

It has also been important to liaise with MUKL's key service providers, such as hauliers and warehousing, in order to maintain business as usual trading. The Administrators have provided purchase orders and undertakings to a number of suppliers in order to safeguard supply, as well as key suppliers for back office functions. Additionally, the Administrators have had and are continuing to have ongoing conversations with regard to stock, to ensure that it is correctly released from various UK ports. At times, this has required direct correspondence with stock suppliers to ensure stock is released to MUKL.

The costs of trading are being funded from trading revenues and other asset realisations. In order to ensure sufficient cash availability in the initial stages, we secured funding of £8m from Gordon Brothers, MUKL's pre appointment lender. This funding has been repaid in the week commencing 9th December 2019.

Once the majority of the stock has been realised through the stores, or stores cease to be viable, we will implement a phased closure plan until all stores have been closed. We will then seek to realise value for any assets remaining in the stores and to the extent not sold, hand the properties back to landlords. We will ensure that employees are kept informed and supported during this process.

VAT and Duties

MUKL (and MBSL) are members of the wider Mothercare plc VAT group.

Prior to the insolvency of the Companies, MUKL was authorised to operate a customs warehouse and a VAT & duty deferment scheme. The authorisations combined provided MUKL with a significant cash flow advantage, in that any goods imported from non-EU countries could be held in the customs warehouse import VAT and duty free. Only once the goods were removed from the customs warehouse would any import VAT and customs duties become payable. However, the VAT & duty deferment scheme enabled the payment of any import VAT and customs duties to be delayed until the 15th day of the month following removal.

Upon appointment, the customs warehouse and VAT & duty deferment authorisations were automatically revoked by HMRC. In addition, HMRC would ordinarily remove MUKL and MBSL from the wider Mothercare Plc VAT group following the insolvency event. This presented MUKL with a significant cash flow issue. Absent the authorisations, HMRC would not authorise the distribution of goods from the warehouse to customers or stores, without an immediate upfront payment of import VAT and duties on all stock held within the warehouse. This would amount to a payment of £1,622,028.

To help reduce strain on cash flow, the Administrators opened discussions with HMRC to seek a practical solution to release stock and continue trading. As a result of these discussions, HMRC agreed to grant customs warehouse approval to the Administrators which enabled MUKL to continue to remove goods from the warehouse. They also agreed to the Administrators' making weekly interim payments of £202,753 in respect of the import VAT and duties due, which has helped cashflow in the administration. In addition, the Administrators asked for and were granted approval for MUKL exceptionally to remain in the Mothercare plc VAT group for an agreed period of time. Mothercare plc, as representative member of the VAT group, is the addressee in respect of important documentation needed to support recovery of VAT paid on importation. It would not have been possible, in the time available, to register MUKL separately for VAT with its own VAT number to facilitate the production of import documentation in its own name and the recovery of import VAT paid to HMRC. This arrangement was entered into with the approval of directors of Mothercare Plc.

Overall, these agreements and arrangements have enabled the Administrators to continue to trade by releasing stock from bond with the minimum disruption, whilst managing cashflow and ensuring recovery of import VAT.

Employees

The total number of employees on appointment, comprising both head office and store members of staff was 2,992. 140 of these individuals were pre-appointment leavers, but will be entitled to claim from the Redundancy Payments Service ("RPS") for arrears of wages and holiday accrued but not taken. Upon appointment, 156 employees also TUPE transferred across to MGBL.

149 redundancies were made on appointment, being a combination of both MUKL and MBSL employees. These roles were identified as no longer being required for the purposes of trading. Following a further review, an additional six roles were made redundant a week later on 12 November 2019.

Employees have been making claims to the RPS and these have or are in the process of being paid out by the RPS.

We are still in the process of calculating preferential claims for the Companies and will update creditors further in our future reports.

At appointment, 431 individuals were employed by Mini Club UK Limited. There were a further 23 "Mini Club" employees whose roles were assigned to head office, but who were employed by MUKL. Following the appointment, Boots, MUKL and MGBL agreed to the novation of the Miniclub contract from MUKL to MGBL. This led to the TUPE transfer of the 23 employees from MUKL to MGBL on 27 November 2019 and provided further security to the 431 existing Mini Club employees across the Boots store portfolio.

In terms of the retained population, all retail employees were retained following the appointment, which amounted to approximately 2,500 employees across 78 stores. However, this number has been reduced by the leavers/resignations we have had since the appointment.

We are undertaking weekly consultation with the elected employee representatives of the retained workforce (known as the Colleague Engagement Group). This covers both MUKL and MBSL employees, based both in head office and across stores. Alongside this, regular employee communications and rolling FAQs are posted on the Companies online employee platform (Club Hub), in addition to being cascaded to the retail workforce via their retail managers. Additionally, we have been engaging with Jobcentre Plus and PACE to support the workforce with securing future job opportunities.

We have also been providing ongoing support to the redundant workforce, primarily in dealing with queries which are being sent into PeopleHub (the Companies mailbox for employees), together with those queries which are being sent through to PwC's designated employee mailbox.

Property

MUKL occupied 79 stores (78 trading) at the date of appointment in Great Britain and Northern Ireland together with a Head Office building and warehouse accommodation. All the properties were held on a leasehold basis.

On appointment, we collated the relevant property information from MUKL's staff and wrote to all landlords to notify them of our appointment and to set out arrangements while trading continues.

The lease on one of the stores was due to come to an end shortly after our appointment and we have liaised with our solicitors in relation to our trading strategy for that store.

We have provided interested parties and agents with a property information schedule with a view to establishing if any parties are willing to pay premiums for assignments of individual leases. At this point no parties have indicated that they are willing to pay anything to take lease assignments citing the large supply of similar units and MUKL's landlords already advertising the impending availability of the stores.

Following negotiations that our agent Gordon Brothers has had with landlords in relation to rent, we have been documenting agreements for reduced rent with landlords.

At this point all stores are still trading and we have not offered to surrender any leases to landlords. We will do this as and when individual stores cease trading to minimise liabilities in the administration.

A licence to occupy part of the head office premises was granted to MGBL as part of the sale agreement. Licence fees are being collected in respect of this.

Pension overview

MUKL operated the following pension schemes:

- two defined benefit schemes, for which accrual of pensionable service ceased a number of years ago;
 and:
- a defined contribution pension scheme, which was the "live" scheme at the time of our appointment

There were also separate policies which provided a benefit in the event of death in service, and a private medical insurance arrangement.

During the period covered up to now, the main areas in which we have been engaged in relation to the defined benefit schemes are summarised below:

- issuing of the required statutory notices on appointment,
- · issuing of further statutory notices confirming that the schemes have been rescued

We are arranging for pension contributions to continue to be paid to the defined contribution pension scheme in respect of employees retained in the post-administration period. We are also arranging with the provider for unpaid pre-appointment pension contributions in relation to October 2019 to be claimed from the Redundancy Payments Service.

We have arranged with the insurers of the death in service and private medical insurance schemes for cover to remain in place for the continuing employees.

Connected party transactions

Please be advised that MUKL and the Purchaser of the international franchise contracts and intellectual property of the MUKL business have a common ultimate parent, being Mothercare plc.

There are also common directors between the two parties above, being William Glyn Lawrence Hughes and Kevin Jonathan Rusling.

Further details on why a sale to a connected party was undertaken can be found in the "Information regarding the sale of a specific assets of Mothercare UK Limited on 5 November 2019 as required by Statement of Insolvency Practice No.16 ("SIP16")" on the dedicated website www.pwc.co.uk/mothercareuk

Management and financing of MBSL's affairs and business

The role of MBSL is to provide back office transaction services to MGBL and MUKL such as: IT, HR, payroll and talent management, finance, accounts payable, property, procurement and legal. In other organisations such an entity is referred to as a shared service centre.

The majority of MBSL employees (which was a relatively small population) were made redundant on appointment or were made redundant and were re-engaged by MGBL. There are therefore only four employees which remain employed by MBSL. Since the administration the remaining employees continue to support both PwC and Gordon Brothers in the wind down of the business. For example, IT employees have been used to help negotiate supplier contracts and provide insight on what costs are essential for the wind down period. Finance accounts payable employees have helped support the administration by performing bank reconciliations and reconciling sales to various merchant service portals.

As MBSL's activities in administration have been for the benefit of MUKL, all costs of MBSL in administration have been met to date directly from the MUKL administration estate. Accordingly, there are no receipts or payments through the MBSL administration to date. All of MBSL's employees currently sit under the MUKL payroll, and are paid from the MUKL bank account. Accordingly, no recharges are required to reflect the services provided to MUKL and where the costs of these have been bourne.

Directors' conduct and investigations

As we said in our initial letter to creditors, one of our duties is to look at the actions of anybody who has been a director of the Companies in the three years before our appointment. We have to submit our findings to BEIS within three months of our appointment.

We also have to decide whether any action should be taken against anyone to recover or contribute to the Companies' assets. If you think there is something we should know about and you haven't yet told us, please complete the relevant section of the proof of debt attached to this document or. This is part of our normal work and doesn't necessarily imply any criticism of the directors' actions.

Objective of the administrations

For each of the Companies we are pursuing objective 3(1)(b) of Sch B1 IA86, i.e. achieving a better result for the Companies creditors as a whole than would be likely if the company were wound up (without first being in administration). We are following this objective for each of the Companies because it was not possible to achieve objective (a) as we couldn't rescue the Companies as a going concern.

We believe objective (b) will be achieved because:

- continuing to trade the business of MUKL will maximise the value achieved for the stock (which is a
 significant asset) as sales are being made to consumers under normal trading conditions at set retail
 prices with controlled discounts being applied if appropriate. The sale of stock on a forced sale basis in
 liquidation would result in less control over prices achieved and lower sales values for stock,
- selling a majority of stock in situ from stores will also reduce the logistical costs of transferring all stock to a central location for sale e.g. auction; and
- MBSL's support for the process will enhance realisations in MUKL, thereby reducing the
 cross-guarantee liabilities that MBSL is also responsible for, leading to an enhanced outcome for the
 balance of MBSLs creditors.

We also think objective (b) will be achieved over objective (c) of realising the Companies assets to pay a dividend to secured or preferential creditors as we also anticipate making a distribution to MUKL's unsecured creditors

and, potentially, a small distribution to MBSL's unsecured creditors. These dividends are dependent on the Bank being repaid in full.

Estimated outcome for creditors

Secured creditors

At the date of appointment, the total debt due to the Secured Creditors of MUKL was £34.1m (including letters of credit, guarantees and offsets of credit balances), secured by way of first ranking fixed and floating charges over the Companies' assets.

The total debt due to the Secured Creditors of MSBL is £24m being part of the secured liabilities of MUKL.

We think that the Secured Creditors of the Companies will be repaid between 46%-100% of their secured lending. Please note that any shortfall to the Secured Creditors is to be paid by MGBL.

Preferential creditors (mainly employees)

We are still in the process of calculating preferential claims for the Companies and will update creditors further in our future reports. Based on current information, we expect to be able to pay the preferential creditors of MUKL in full

There were 87 employees in MBSL, of which 4 have been retained post appointment. Based on current information, we expect to be able to pay the preferential creditors of MBSL in full.

Unsecured creditors

The prescribed part is a fund that has to be made available for unsecured creditors. It's paid out of "net property". Net property is floating charge realisations after costs, and after paying - or setting aside enough to pay - preferential creditors in full. But it only has to be made available where the floating charge was created on or after 15 September 2003.

The amount of the prescribed part is:

- 50% of net property up to £10,000;
- 20% of net property above £10,000; and,
- subject to a maximum of £600,000

The prescribed part applies in this case as there is a floating charge created on or after 15 September 2003.

We think there will be a prescribed part dividend for unsecured creditors of both Companies, based on what we know currently. If we think the costs of agreeing claims and paying a prescribed part dividend will be disproportionate to the benefits, we can apply for a court order not to pay the prescribed part to unsecured creditors. At the moment we don't plan to make such an application. We think MUKL's net property will be sufficient to achieve the maximum prescribed part of £600,000. We can't yet give you a realistic estimate of MUKL's net property as this will depend on future realisations and administration costs. However as the prescribed part is likely to be the maximum, then the dividend will be in the region of 0.15% based on what we currently know. This will depend on finalising claims from unsecured creditors.

In addition to any prescribed part, there may be a dividend of between 0-5% will be paid to the unsecured creditors based on what we know currently. This will only be paid if the Secured Creditors are repaid in full. We've calculated this based on our estimate of the value of the unsecured creditors. The amount of the dividend will depend on the final level of admitted claims, future realisations and administration costs

If we think there will be money for unsecured creditors other than from the prescribed part, we may (but we won't have to) agree in principle the claims of unsecured creditors.

If we choose to agree unsecured claims, we may ask the court to allow us to pay dividends to those creditors. If we choose not to ask the court for permission, a subsequent liquidator or supervisor of a company voluntary arrangement/scheme of arrangement will formally adjudicate on the claims agreed by us in principle and pay any dividends to unsecured creditors.

Based on what we currently know, we estimate there will be a small dividend of <1% to the unsecured creditors on MBSL. We've calculated this based on our estimate of the value of the unsecured creditors. The amount of the dividend will depend on the final level of admitted claims, future realisations and administration costs.

Creditors committee

We're asking you to decide whether you wish to elect a creditors' committee for each of the Companies to help us in discharging our duties. If the creditors do wish to do so, there will be a creditors' committee if enough creditors want to be on it. The default position, as in the attached decision notice, is that no creditors committee will be formed for either of the Companies. If creditors wish for a committee to be formed they will need to take the steps outlined in the decision notice to challenge that decision.

Please see the following link for a guide to creditors' committees:

https://www.r3.org.uk/media/documents/publications/professional/R3-Guide-to-Creditors-Committees.pdf

Our fees and disbursements

We propose that our fees be based on the time we and our staff spend on the case at our normal charge out rates for this type of work for the Companies. We also propose that disbursements for services provided by our firm (defined as Category 2 disbursements in SIP 9) are charged as per our firm's policy.

It will be up to a creditors' committee to fix the basis of our fees and Category 2 disbursements. But if there's no committee, we'll ask the general body of creditors to do so instead. If creditors or the committee do not fix the basis of our fees and Category 2 disbursements, we may apply to the court to fix them no later than 18 months after the date of our appointment.

Ending the administrations

Extending the administrations

If necessary to achieve the objective of the administration and complete our work, we may seek an extension to the period of the administration (beyond the statutory period of one year), by consent of the appropriate class(es) of creditor – most likely to be the general body of creditors – or by an order of the Court.

We will continue to monitor the progress of our appointment and will ask for extensions as appropriate.

How the administrations might end

Our exit route will depend on the outcome of the administration. We may use any of the possible options set out in the Insolvency Act to bring the administrations to an end, but at the moment we think that the most likely exit routes are as follows:

1) As we have said above, we think there may be a dividend to unsecured creditors over and above that from the prescribed part. Assuming that's the case, once we finished our other work, we may opt to put MUKL or MBSL into creditors' voluntary liquidation so that the liquidator can pay the dividend. If this happens, we propose that Zelf Hussain, Tobias Mark James Banfield and David Robert Baxendale (or any successors in office as administrators) are appointed as joint liquidators and that any act required or authorised to be done by the joint liquidators can be done by either or both of them. Creditors may, before these proposals are approved, nominate a different person or persons as liquidator(s), in accordance with paragraph 83(7)(a) of Sch B1 IA86 and rule 3.60(6) IR16.

Alternatively, once we have finished our other work, we will apply to the court for permission to pay any surplus funds to unsecured creditors. If this is granted, we'll end the administration by filing a notice with the Registrar of Companies and MUKL will be dissolved three months later. If we don't get permission, we will put the company into creditors' voluntary liquidation, or comply with the terms of any court order if different. If MUKL or MBSL goes into creditors' voluntary liquidation, we propose that Zelf Hussain, Tobias Mark James Banfield and David Robert Baxendale (or any successors as administrators) are appointed as joint liquidators and that any act required or authorised to be done by the joint liquidators can be done by either or both of them. Creditors may, before these proposals are approved, nominate a different person or persons as liquidator(s), in accordance with paragraph 83(7)(a) Sch B1 IA86 and rule 3.60(6) IR16].

2) However, if it turns out in due course that there won't be a dividend other than from the prescribed part for unsecured creditors after all, once we have distributed any prescribed part and finished our other work, we will file a notice with the Registrar of Companies and MUKL or MBSL will be dissolved three months later. But if we think that there are matters that should be conducted in a liquidation rather than in the administration because,

for example, the costs of extending the administration would outweigh the benefit to creditors, we may instead apply for a court order ending the administration and for MUKL or MBSL to be wound up.

Discharge from liability

We will be discharged from liability in respect of any of our actions as Administrators at a time decided by the general body of creditors, or at a time set by the court.

Statement of affairs

We were given a statement of affairs of MBSL on 6 December 2019 and of MUKL on 12 December 2019. They were signed by William Glyn Lawrence Hughes.

Links to copies of both of the statement of affairs are attached at Appendix E. As required by law, it includes details of the names, addresses and debts of creditors (including details of any security held), other than, if applicable, employees and former employees of each of the Companies and consumers claiming amounts paid in advance for the supply of goods and services. Please note these latter details will not be filed at Companies House.

We make the following comments on both of the statement of affairs:

- In accordance with the standard format of a statement of affairs, no provision has been made for the costs of realising the Company's assets or the costs of the Administration
- We have not carried out anything in the nature of an audit on the information
- The value of the unsecured non-preferential creditors will be subject to a detailed claims agreement process and may be impacted by a number of factors, for example:
 - Retention of title claim settlements;
 - Any assignments/surrenders relating to properties which may impact the provision for lease commitments; and
 - Any payments to HMRC.
- The statement of affairs does not include the preferential claims in respect of the RPS claim for arrears
 of wages and holiday pay. We are still in the process of calculating preferential claims for the
 Companies and will update creditors further in our future reports. More information can be found on
 Page 13 of this document.
- Asset book values as included on the statement of affairs are broadly in line with our analysis of the Company's balance sheet; and,
- We make no specific comment on the directors' estimated realisable values, as our current estimates could be commercially sensitive.
- For any creditors who have not yet submitted a claim for amounts outstanding in relation to periods prior to 5 November 2019 please refer to https://www.pwc.co.uk/services/business-restructuring/administrations/mothercare-uk-limited.html for further details.

Statutory and other information

Court details for the administration:	High Court of Justice Business and Property Courts of England and Wales Insolvency & Companies List (ChD)
	Mothercare UK Limited.
	CR-2019-007351
	Mothercare Business Services Limited: CR-2019-007353
Full names:	Mothercare UK Limited and Mothercare Business Services Limited
Trading names:	Mothercare
	Mothercare UK Limited
	Mothercare Business Services Limited
Registered numbers:	00533087 and 01416572
Registered address:	Cherry Tree Road, Watford, Hertfordshire, WD24 6SH
Company directors:	Mothercare UK Limited:
	Kırsty Rowena Homer, William Glyn Lawrence Hughes,
	Mark Newton-Jones and Kevin Jonathan Rusling
	Mothercare Business Services Limited.
	Richard John Evans and William Glyn Lawrence Hughes
Company secretary:	Lynne Samantha Medini (for both Companies)
Shareholdings held by the directors and secretary:	None
Date of the administration appointments:	5 November 2019
Administrators' names and addresses for both Companies:	Zelf Hussain, Mark James Tobias Banfield and David Baxendale of PricewaterhouseCoopers LLP, 7 More London, Riverside, London, SE1 2RT
Appointer's/applicant's name and address for both Companies:	The Directors of the Companies, Cherry Tree Road, Watford, Hertfordshire, WD24 6SH
Objective being pursued by the Administrators:	Objective B (for both Companies)
Division of the Administrators' responsibilities:	In relation to paragraph 100(2) Sch B1 IA86, during the period for which both the administrations are in force, any function to be exercised by the persons appointed to act as Administrators may be done by any or all of the persons appointed or any of the persons for the time being holding that office.
Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on Insolvency Proceedings (recast) :	The Regulation applies to these administrations and the proceedings are main proceedings.

Receipts and payments account

Mothercare UK Limited - GBP Account

Directors' statement of affairs (£)		5 November 2019 to 2 November 201 (£
	Trading Statement	
Į.	Trading Receipts	
	Sales	22,763,717.4
1	Funding from Gordon Brothers	8,000,000.0
	Debtor receipts due to MGBL	1, 115, 978. 7
	Payroll contribution from MGBL	610,718.3
)	PAYE/NIC contribution from MGBL	428,807 3
1	Concessionary sales	2,008,408,1
į.	Licence to occupy rental income	170,000 0
ſ	Cash / Balance at Bank	236, 115, 0
	Insurance claims and refunds	34,754.3
	Total Receipts	35,368,499.2
	Trading Payments	}
ŀ	- •	1,529,309,3
	Payments to concession partners	35,559.7
į.	Expeditors carriage costs	20,290,0
	Indirect Labour	3,247,283,2
J	Warehouse and logistic costs	
i	Professional Fees	10,000.0
Ì	Overdraft/Loans Interest/Bank Charges	200,000 0
ł	Lease/Hre/HP Payments	173.3
	Duriess Payments	1,400,843.4
	Repairs & Maintenance	141, 203, 9
1	Store Running Costs	180,715.3
l	Duty Tax	530,742.0
j	Statutory advertising	770
1	Wages & Salaries	2,643,544 8
	Intercompany Transactions	14,444.4
	Total Payments	9,954,176,7
}		
	Net trading receipts	25,414,322.5
	VAT control account	(2,041,431.50
	VAT CORIGIRACCOUR	(2,041,401.50
	Total	23,372,890.9
	Represented by .	
	Administration bank account	23, 358, 955. 5
	BLC client account	22,000,000.0
	Reserve account	13,935.4
J	Total held in interest bearing current accounts	23, 372, 890.9

All figures are stated net except for Trading Sales, which are currently stated gross. A VAT reconciliation will be performed in due course to accurately reflect the VAT on our Trading Sales.

The above figure for Trading Sales has been reconciled up to 29 November 2019. Any Trading Sales received after this date have not been reflected in the above receipts and payments account, but will be shown on our future progress reports to creditors.

Mothercare UK Limited - USD Account

Directors' statement of affairs (£)		5 November 2019 to 16 December 2019 (£)
	Receipts and Payments Account	
	Receipts	
	Mothercare Global funds received	1,497,245.04
	Bank Interest Gross	134.75
	Total Receipts	1,497,379.79
	Payments	
	Mothercare Global funds received	1, 497, 245. 04.
	Finance / Bank interest & charges	19.71
	Total Payments	1,497,264.75
	Net trading receipts	115.04
	VAT control account	-:
	Total	115.04
	Represented by:	
	Administration bank account	115.04
}	Total held in interest bearing current accounts	115.04

Please note that there have been no transactions incurred in Mothercare UK Limited - EUR account, Mothercare UK Limited HKD account or Mothercare Business Services Limited, therefore a receipts and payments account has not been included for these.

Appendix A: Pre-administration costs

The table below provides details of costs which were incurred before our appointment as Administrators but with a view to MUKL entering administration. Details of the work done and expenses incurred follow. Please note that the majority of these costs were charged to MUKL, with a minimal amount charged to MBSL in respect to appointment documents and placing MBSL into administration.

It is proposed that the unpaid costs will be paid as an expense of the Administration. Such payment is subject to approval under Rule 2.67 of the Insolvency Rules 1986 and not part of the proposals subject to approval under paragraph 53 Sch.B1 IA86.

	Total Amount (£)*	Paid Amount
Fees charged by the Administrators	380,901.25	Nil
Expenses incurred by the Administrators:		
Administrators' disbursements	-	Nil
Kirkland & Ellis LLP	276,574.00	Nil
Metis Partners	8,333.33	Nil
Total	665,808.58	Nil

^{*}Excluding VAT

Details of the pre-administration work undertaken and a breakdown of expenses

Breakdown of PwC Costs:

Grade	Time (hours)	Fees (£)		
Partner	58.5	53,235.00		
Director	139,5	114,112.50		
Senior Manager	181.75	99,793.75		
Manager	197.8	96,859.00		
Senior Associate/Associate	45.35	16,901.00		
Total	622 9	380 904 25		

In summary, the pre-administration work undertaken by PwC included the following:

- Contingency planning;
- Negotiating and agreeing the sale agreement with MGBL and calculating the financial outcome under various scenarios, including
 - instructing lawyers on the sales contract
 - reviewing draft contracts
 - o discussions with MGB to agree the terms
- Consideration of key practical issues to be addressed on entering Administration;
- Planning the Administration strategy, including timelines, budgets and initial workstreams
- Undertaking preparatory work in order to facilitate the Administration of the Company;
- Obtaining and discussing legal advice in relation to the appointment;
- Calls and meetings with key members of staff, directors and trading agents regarding the Administration strategy.
- · Reviewing draft appointment documents and associated paperwork;

- Valuation of the IP of the brand of MUKL;
- Planning work in relation to the Administration appointments including internal compliance and risk
 procedures and all necessary steps to be able to provide the statutory confirmation that the objectives of
 the Administrations were reasonably likely to be achieved;
- Mobilisation and briefing of our team;
- Agreeing the communication strategy for stakeholders including employees, customers, suppliers and the media;
- Identification of critical suppliers to ensure minimal operational disruption;
- Negotiations and discussions with consultants (Gordon Brothers) to agree terms and post administration workstreams;
- Setting up the Administration cashflow with preliminary information available; and
- Consulting on potential Group tax and VAT implications of the Administration and proposed sale of assets to MGBL.

The pre-administration works performed by Kirkland & Ellis LLP included the following:

- Contingency planning for Administration;
- Preparation of Administration appointment documents;
- Negotiation of bank forbearance in connection with Administration appointments;
- Negotiation of pre-administration transfer agreements (IP, franchise agreements, pensions) and related structuring;
- Drafting of Administration sale agreement and related structuring;
- Advice re miscellaneous Administration matters: e.g. Gordon Brothers consultancy and funding arrangements, DHL contract, ELC contract, returns policy, retention of title claim; and
- · Preparation of FCA consent in connection with Administration appointment

The pre-administration work performed by Metis Partners included providing an intellectual property valuation opinion in respect of the intellectual property (or "IP") assets of MUKL.

Please note that the above is indicative of the key areas of work performed and is not an exhaustive list

Appendix B: Copy of the Joint Administrators' report to creditors on the pre-packaged sale of the business and part of its assets

The "Information regarding the sale of a specific assets of Mothercare UK Limited on 5 November 2019 as required by Statement of Insolvency Practice No.16 ("SIP16")" is on the dedicated website www.pwc.co.uk/mothercareuk

Please follow the link to access this document: https://www.pwc.co.uk/business-recovery/administrations/assets/Mothercare/mothercare_sip16.pdf

Insolvency (England and Wales) Rules 2016 Rule 3.30

Statement of affairs

Name of company Mothercare UK Limited

Registered office address Cherry Tree Road, Watford, Hertfordshire, WD24 6SH Company number 00533087

In the

High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List (ChD) (full name of court) Court case number CR-2019-007351

The particulars and other information shown in this statement of affairs and any continuation sheets give a full and complete statement of the company's affairs as at

Insert date the company entered into administration

Date

5 November 2019

Statement of truth

I believe that the facts in this statement of affairs are true.

Full name WILLIAM GLYN LAWRENCE HUGHES

Signed

Dated 6/12/19

A – Summary of assets

er.	Book	Estimated
	value	realisable value
	· E	£
Assets subject to fixed charge:		
Mothercare UK Trademark / Brand	a	10,000,000
Less secured by a fixed charge - RCF, LCs and Gaurantees		-32,767,702
Net		-22,767,702
	•	
Assets subject to floating charge:		
Various receivables balances	27,079,971	2,058,790
HMRC - Withholding tax	1,700,539	ō
Inventory and Fixed Assets		32,575,733
Stock - UK and Sourcing	65,529,876	
Fixed Assets	31,177,301	
Intercompany		
Mothercare Group Sourcing Limited	1,402,117	0
Mothercare PLC	38,030,896	0
Mothercare Finance Limited	347,685	o
Mini Club UK Limited	36,391,807	o
The Mothercare Group Limited	1,619,043	o
Mothercare Trademarks AG	8,840	0
Mothercare Sourcing India Private Limited	112,332	o
Mothercare International (Hong Kong) Ltd	12,835,975	o
Gurgle Limited	110,090	0
Cash at bank	1,900,933	1,900,933
IFRS 16 Right of Use	47,865,667	0
Uncharged assets:		
Estimated total assets available for preferential creditors	266,113,072	36,535,456

Signature (1)(2)(5) Date 6/12/19

B – Summary of liabilities

		Estimated realisable value		
Estimated total assets available for preferential creditors (carried from page A)	Estimated to rank	36,535,456		
Preferential creditors:	360,870			
Estimated deficiency / surplus as regards preferential creditors	£	36,174,587		
Estimated prescribed part where applicable (to carry forward)	£600,000	e e		
Estimated total assets available for floating charges	£	36,174,587		
Debts secured by floating charges	22,767,701.86	PARTIES AND		
Estimated deficiency / surplus after floating charges	£	13,406,885		
Estimated prescribed part of net property where applicable (brought down)	£600,000	1		
Total assets available to unsecured creditors	£	12,806,885		
Unsecured non preferential claims (excluding any shortfall to floating charge holders)	392,625,142			
Estimated deficiency / surplus as regards non preferential creditors (excluding any shortfall to floating charge holders)	£	- 379,818,257		
Shortfall to floating charge holders (brought down)	392,625,142			
Estimated deficiency / surplus as regards creditors	£	-379,818,257		
Issued and called up share capital	£28,446,000			
Estimated total deficiency / surplus as regards members	£	-408,264,257		

Signature Wat Date 6/12/19

B - Company creditors

Note: You must include all creditors, other than employees, former employees and consumer creditors claiming amounts paid in advance of the supply of goods or services ("consumer deposit creditors"), and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and creditors claiming retention of title over property in the company's possession.

Include in this schedule the number of employees and former employees and the total of the debts owed to them and the number of consumer deposit creditors and the total of the debts owed to them. Full details of their claims must be set out in separate schedules. The employee and consumer deposit creditor schedules are NOT delivered to the Registrar of Companies.

If more convenient, a list of the company's creditors may be attached to this page as long as it contains all the same information as in this table.

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Amountof Details of any security held is, gebby.			A CATALON SECURIOR SE						-	-	
mountion by 2			A CONTRACTOR OF THE CONTRACTOR					-			-
Address (with posteries)				A de la companya de l	en de	A SEC. (Type of the management					The state of the s
Name of creditor or claimant	See breakdown separately – B Company creditors		The control of the co		thanks ,	7770700	and an injury (An all principles) (An all prin		**************************************		

Signature Wel

B - Company creditors

Note: You must include all creditors, other than employees, former employees and consumer creditors claiming amounts paid in advance of the supply of goods or services ("consumer deposit creditors"), and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and creditors claiming retention of title over property in the company's possession.

Include in this schedule the number of employees and former employees and the total of the debts owed to them and the number of consumer deposit creditors and the total of the debts owed to them. Full details of their must be set out in separate schedules. The employee and consumer deposit creditor schedules are NOT delivered to the Registrar of Companies.

If more convenient, a list of the company's creditors may be attached to this page as long as it contains all the same information as in this table.

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Actioning Default of any section		Andreas and the state of the st		and the second s	, , , , , , , , , , , , , , , , , , ,	Total debt.	267,584.89	
Aldress (with postcode)			example (Angles) (1) (1) as (1) page (Angles) (A			Total number of meditors (see separate schedules)		
Name of creditor or claimant	See breakdown separately		The same and the s				Employees and former employees	Consumer deposit creditors

Signature (b) Col

B1 - Consumer deposit creditors

Claims of consumer creditors claiming amounts paid in advance of the supply of goods or services, This schedule is NOT delivered to the Registrar of Companies.

If more convenient, a list of the company's consumer creditors may be attached to this page as long as it contains all the same information as in this table.

Various southy	A A A A A A A A A A A A A A A A A A A				A CONTRACTOR CONTRACTO					4		
				of water or many the state of t						d de		
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Name of creditor or claimant			The state of the s				The second secon				The particular control of the second of the	

B2 - Company employees (Including former employees)

Claims of employees and former employees. This schedule is NOT delivered to the Registrar of Companies.

If more convenient, a list of the employee and former employee claims may be attached to this page as long as it contains all the same information as in this table.

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Anomin of Others							-				-	
-Address (with postarda) in the				e de la companya de l	•				The second secon		The second secon	
Name of creditor or damant	See breakdown separately – B2 Company employees			A PATRICIA COLOR C		7777	To the second se					

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C - Company shareholders

If more convenient, a list of the company's shareholders may be attached to this page

		T	T .	1	1		1	T	T		
Weillerand ethalig	28,445,999	The state of the s		AND THE REAL PROPERTY OF THE P	A COMMITTED TO THE CONTROL OF THE CO	d-n-t-nov-transfordistrippistational value individual value individual value individual value value individual	AND STREET, STATE	A Summer or management of the state of the s	Market of the control	Silimana Pri Administration V V	28,446,000
	28,445,999	-	IN OWNERSTREET SEE: "Whitelester the commence of the commence	The said of the sa	To the control of the	At an annual and an					EVIVATORII.
	28,445,999										
Momintal Joseph Parket Alexandra	<u>-</u>										
Typerof Stringsheid	ordinary	ordinary									
Addingue (with postcode)	Cherry Tree Road, Watford, Hertfordshire, WD24 6SH	Cherry Tree Road, Watford, Hertfordshire, WD24 6SH									
Number Name of shareholder	Mothercare (Holdings) Limited	Products									
Number	-			``		,					

Date

Signature W@(

Name of creditor or chalmatol	Addres (Althousoids)			
bont with HSBC & Battlayr (cross gainsnive with Mothercare Pic) - RCF, LCs and gainsnivers	8 Canada Square, Canary Wharf Ety 5HQ	- 22,767,701.86		
Motherware Pension	Cherry Tree Road, Watford, Hertfordshire, WD246511	•159,100,000		
Chalses Stores Holdings (miled	Cherry Tree Road, Watford, Hertfordshur, WD24 65H	976'07~		
Early tearing Centre Linvied	Cherry Tree Road, Watford, Hertfordshire, WD24 65H	c18,148,151-		
Matherezie (Holdings) Umsted	Cherry Tree Hoad, Watford, Hertfordshur, WD24 63H	-13,800,900		
Mothertair Buuness Services Lemited	Cherry Tree Rasd, Wattord, Hernfordshire, WD24 65H	-2,411,075		
Matteriare Commercial (Shungha) Ca Umited	Cherry Tree Ruad, Watford, Hertfordshire, WD24 6581	170,405,6-		
Maihereare Soureing Dinnson (Bangladeth) Privase Limited	Cherry Tree Ruad, Watford, Hertfordshire, WD24 65H	TT.725-		
Matheriase Procusement (1d	Cherry Tree Ruzd, Wattord, Henfordshire,	30,357,396 97		
Carsas leavehold property dams		3,000,000.00		
(see separate breakdown of trade and non trade suppliers)		59,190,043.95	-	
Legal & General Group (pension contributions)	One Coleman Street London £C2R 5AA	210,105 20		
V. minnen is terbische der senach minnen men men senach der verbische der bedeutschafte bedeutschafte der der senach sena	A THE PROPERTY OF THE PROPERTY	A CALLEMAN CONTRACTOR		
	(manually) of confirm (manually)	out debt i.		
Emyloves and former employees	961	68 1957.92		
Consumer depont creditors		a		

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Creditor Overview

M101 Trade and non Trade Creditors Open Trade items Open non Trade items M139 Trade Creditors - 25,546,278.64 - 2,788,724.86 - 414,668.79 - 30,440,371.67

- 59,190,043.96

Name of Creditor, which is	Address (with postcode) (If we have on record) Ago	
The state of the s		
Supplier name	Address (if we have an record)	Value 4.11.19 exc LC
Abanti Colour Tex Ltd	100	(861,992.14)
Alema Textiles		(139,303 66)
Aman Graphics & designs Ltd		788.03
AMAN SWEATERS LTD		(750,393.81)
AmanTex limited		(354,755.30)
Ammayapper textiles Pvt Ltd	Perambatkam road Gandhipetta: Ulandal post, Taminadu 602105	(203,445 49)
ANGELEROCKET BABY		26,901 56
Arabi Fashion Ltd Astels Telsuli		(183,766 59)
Auskin group companies Pty Ltd	No 8 Qijing road Dongti economic development zone Tianjin China Northern?	(502,438.73) (533.11)
Avalon Plastics Ltd	Beckery New Road Glassonbury Somerset BAG 9NR	(52,051.68)
BD DESIGNS PRIVATE LIMITED	,,,,,,,,,,,,,,	(206,011.27)
Best Corporation Private limited	89/2 Avinashi Road - Tirupur 641 603	(1,886,893.86)
Sharat Tissus Pyt Ltd & Sharat Silks		(2,077.01)
SOARDMAN BROS LTD	86 WEST YANGTANG ROAD, HUXIAN IND DEV, ZONE, TONGLU COUNTY HANGZ	(91,363 01)
Caben Asia Pacific Ltd	B/FTAL Building 49 Austin Road Kowfood NULL	(70,181.82)
4509200 Canada Inc DBA/Mame Maternity		(99 73)
China Evergreen Footwear Ltd.		(231,259 00)
C1DE.		(9,406.82)
CIXI FORBABY CHILDREN PRODUCT CO ,LTD	868th Gushi Road, East District Industrial Zone, Guanhaiwei Town Cixi city, Nir	(452,858.55)
Compact Clothing Ltd		(1,383 42)
COSMO GROUP ASIA UMITED		(16,697.03)
COTTON BLOSSOM INDIA PVT LTD	NO 15 , NETALI APPAREL PARK PERUMANALLUR POST TIRUPUR	(468,191.42)
Cotton World	30/1 Amrutha halil Byatarayanapura Post Bellary Road Bangalore 560092	(584,595 18)
COTTON LEGENO LIMITED Creative Baby Inc.	31 xinxing road, maining agricultural foreign integrated developm	442 00
CRYSTAL MARTIN INTERNATIONAL		(510.00)
Columbus Trading Partners GmbH & Co. KG		3,251.59
DAUAN VENT DEST GARMENTS CO ,LTO		(324,238.34) (191,412 74)
DAVID HOWARD UK LTD		(69,577.70)
Delta Kids Ltd		(19,778.18)
Dhruy Globals Limited		(1,545 07)
Dird Composite Textiles Ltd		(221,250.67)
Divine Intimates		(289,105.84)
Creditor revaluation a/c		(707,649 33)
Ekseption	Tekstil Sanayı ve Ticaret Ltd Sti Mehmet Alit Mah. Hergis Sok, Korkmaz. shans	10,433 07
ELITE FORTUNE LTD		(50,959.84)
Eve Gothing Ltd		(328 54)
Expeditors		(18,637 06)
Faze Three LTB	1/2 Shiv smitt chambers 49A Dr. A B Road Worll Mumbai 400 018	(1,391.15)
STITCHWAY - FINIX INDUSTRIAL (HONG KONG) LIMITED	Unit 406, 4/F, Liunking Plaza, 261. Hongwu Road, Nanjing, Jiangsu, China Nanji	2,386.42
First Steps Babywear Pvt Limited	No 235-D, 111 Phase Bommasandra industrial Area Hosur Road NULL Bangalo	(71,030 16)
Focus Home Textile Co., Ltd Four H Group Ltd		(84,982 75)
Franki Toys & Dolly Mirs & Exporters Ltd	Varm Horn Hand ford Bilds 10/Elman Elma No. 3 40 44 Varm Value 214 Ward Phone 475	28,541.37
Frui intagli industries spa	Yam Hop Hing Ind. Bldg 10/Floor, Flat No 3 40-44 Kwai Wing Rd Kwai Chung NT	(25,817.90)
FULL FAMOUS LIMITED	3F, No. 1 Taiming road Taifeng Industrial main street Xiaolan Town, Zhongshan ((157,048 B3) (573 13)
GAINUP INDUSTRIES INDIA PVT LTD	and the state of t	(672 12) (742,618.18)
GERMTON WORLDWIDE CO , LTD		711.28
Goldline UK Umited		(858,372.94)
Good Future Garments Factory Ltd	Unit F2, 22/F COW Building 388 Castle Peak Road Tsuen Wan N.T. NULL	[447,661 49]
Haian Jinyi Textiles Co., Ltd	West Industrial Area Qutang Town Haran Country, Jiangsu Northern China	(215,860 17)
HANGZHOU YUEMENG IND	,	(39,431.17)
Fu Hong Industries Ltd	Flat B, B/F Gee Luen Chang Ind Bldg No. 11 Yuk Street Tokwawan, Xin. H.K.	(33,564 36)
Hunter Global Socks & Apparel Utd		(1,178 71)
Impress/Newtex		(215.76)
interstoff apparels LTD		(64,163 37)
ISLAM KNIT DESIGNS LTD	153/A GULSHAN AVENUE, DHAKA	(1,062,462 78)
ISLAND CLOTHING LTD		1,267 35
Jawandsons	Street No 7 Shai Himmat Singh Dugni Eudhiana Pun, ab. NULL	(125,537 16)
lay lay Mills	10 Kvp Eayout Alangadu Karuvampalayam Tiropur 641 604 NULL	(4,005 45)
Jay Jay Mills Eanka (Pvt) Limited	LOTA A 6 Seethawaka Industrial Park Avissawe'la	15,314 24
Jay Jay Mills (Bangladesh) Pvt Ltd	BANGLADESH	(1,208 55)
IC Fashion Group Umited	3&4/F , Zhi Yuan Industrial Bidg , Jinshan Road, Zhalin Industrial Park, Yu Du ,	(760 32)
Hangyin Tianyun kritting&textile dress Co Ltd	No 8 Huachang road Wenlin Ilangyln Ilangsu Northern China	248 48
Hangsu Shangsul Automotive Accessories Co., Ltd.		(61,852 25)
Hangyin Yanglan Internation Trade Co. Atd Jin Sun Gee Prastics Co., Atd		(1,393,590 04)
THE PART OF THE PARTY AND A STATE OF THE PARTY		(26,738 52)

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	KID KREATIONS KNITMOON KNIT BAZAAR (PVT) LTD LADIDA BABY TOY COMPANY LIMITED Lerado (ZhongShan) Limited Co	SWALLOW BARN BLITHBURY ROAD COLTON WSIS 3HI	4,188 42 , (477,595 52)
	Knit Bazaar (PVT) Ltd Ladida Baby Toy Company Limited		
	LADIDA BABY TOY COMPANY LIMITED		
			(466,786.14)
	record (Strongarant Dunter Co	No 42 KulXing Road Dong Sheng Town Zhong Shan City Guang Dong Southern	(354,084 92) 7,634.48
	Luck Wigard Group	A/A	(167,811.41)
	MARKET FIT HOLDING LTD		(318,846.86)
	MARKET FIT ZONE 2 LIMITED		(6,128 23)
	MARKET FIT ZONE 2 LIMITED-INTERSTOFF APPARELS LTD		(57,122.36)
	Masco Industries		(472,550 43)
	MASINATA SWEATERS LIMITED		(205,218.95)
	Maxi Power Enterprise Limited		(116,188.61)
	. MC XCCESSORIES LTD .	·	(91,005 69)
Y	Mediterrance .		(500 OUT
	MEMBERS ONLY CLOTHING CO LIMITED	UNIT #1 SUTTONS BUSINESS PARK, NEW ROAD RAINHAM, ESSEX. RM13 8DE UL	(1,352 90)
	Mendian Urented		(159.47)
	Mirt Design Ltd		(11.581.82)
	FUZHOU ZHENGHELIFENG TRADING CO LIMITED		(42,084 30)
	MRIDULINTERNATIONAL PVT LTD		(18 84)
	Sunny Ray Management Ltd	Res 8409 Shenghe Building B1 North Yunnan Road Nanjing Northern China	(618,895 26)
	Nantong Jackbeante Headwear & Garment Co., Ltd	NO 808 Rugao Puhuang Road Nantong Jiangsu Guoyuan Northern China 226	(172 52) (AE BEZ 17)
	Nantong A&C Trade Co , Ltd N A Z Bangladesh Ltd	135 Chengshan Road Road # 8 House # 4 Baridhara Dhaka	(46,967 17) (725,123 51)
	Nagbo Unity Intl Trading Company Limited	Under a distribute a designation from a	(37,761 72)
	Ningba Belbelle baby Products Co., Ltd		(271,615 95)
	HINGSO JADE SHOES CO LTD		(448,326.73)
	Ningbo Feeme Childcare Products Co , Ltd		(63,613.44)
	Olio Apparels Ltd		(583,386 67)
	Onlen Faryland (HK) Co &td	LINIT 1-2, 30/F LAWS COMMERCIAL PLAZA 788 CHEUNG SHA WAN ROAD. Kox	(93,050.42)
	Palmax Industrial Co., Ltd.	8 Floor, NO 27 SEC 3 PA TEH Road Tape Tanvan	(8,820.00)
	Panorama Exports pvt ltd	8 188 Okh a industria: area Ph 3 - De-hi	(704,782 32)
	Pastel Appares Ltd	#N/A	(7,265 14)
•	PAUL DENNICCI LTD .	3C GALLIFORD ROAD, MALDON, ESSEX, CM9 4XD, UK	(5,115 59)
	PEARE APPARELS		(114,501.82)
	Phoenia	SF # 270-274, 277 Avinashi Mangalam Road Karunaipalayam Village Avinashi i	(308,383 \$5)
	Picnic Plast Industrial Co., Ltd		(319 45)
	Pioneer Knitwears (ED) ttd		(167.709 83)
	Newborn Fun (H K) Limited	Unit 12 18/F Wah Fat Indi Bldg Rear Block 10-14 Kung Yip St. Kwai Chung N T	(214,965 79)
	PLAYGO TOYS ENTERPRISES LIMITED		(17,072 36)
	POPPYS KNITWEAR (PVT) LTD	SF No 27 Meznakshiya asu Maruduraiyan Valasu Kandian koil village, Tirupur, No 2/240 Kunnathur Road Avinashi Tirupur	44,983 47 (609,6 99 08)
	Premier Knits Apparel (India) SRG Apparels (Prime Tex)	Unit 811/22/6a, Anna Nagger, 35 Valampayam post, Trupur, 641652, Tami nac	(936,096 57)
	Pure Mars Ltd	Room 2502 K.Wah Centre 191 Java Road Horth Point	(74,773 17)
	QingDao Hongshen Wooden Co , Ltd	Yaotun vilage Maillan town HaoZhou Qungdao Northern China	(294,736.80)
	RACNIK EXPORTS	w \$62011 End\$6 continues \$5001 stranding of \$515 and the 11 minutes	(85,251 43)
	Rayan knit composite £td		2,060 08
	Ready Toy Limited		616 66
	Red Box Toy Factory Ltd	7/F Tower 1 South Seas Centre Tsimshatsu East Kowloon NUL.	(4,968 OO)
	R G JARRETT LIMITED		(294,117 84)
	Royce Ungerin Ltd		(4,611 70)
	Roy Lowe & Sons Ltd		(648,225 16)
	SAIHAM KNIT COMPOSITE LTD		(962,511 97)
	Scantex Europe Itd		250 91
	SC ATERO SRI	Str Alunulus nr B 515800 SEBES Jud. ALBA Romania , ALBA , ROMANIA SC ATER	(12,822 31)
	Season Sportswear Co	Room 428-434 Wangyue Road Yangthou Jiangsu Northern China	(215,884 67)
	SEA WAY FOOTWEAR INTERNATIONAL LTD		(15,905 89)
	Shandong charming hometextiles, Co Ltd.	38 Shouyao Road Shouguang - Shandong Northern China	(334,006.77)
	Shahi Export Etd	A/A	(173 551 77)
	Shanghai Sunsmile Childrens Products Co. Ltd.		(163,073.05)
	Shanghai Jentex Bag Manufacture Co ,Ltd		(145,696 53)
	Shanghal Kerine Sun Textile co., Ltd		(340.77)
	SHANGHALLAUREL TRADING CO, LTD		(305,092 95)
	Shartes Shangia Garment Co ,Ltd		189 39
	Shinest Apparets 11d		(245,164 17)
	SHOE EMPORUM LTD	Boom 100 3/8 Charakas Hayen 46 E) Charles Book of Care 10 Tour 10 Tour	106 84
	Shucraft Incorporated	Room 108 1/F Chevaller House 45 51 Chatham Road South Tsim Sha Tsid Kow	(45,047 48)
	SH Zhenbai Import & Export Co , £td		(72,252 98)
	Sound N Light Animstrones Co , Ltd S P APPARELS LTD		(264 29)
	SP APPARELS CER		(80, L77 61) (93,142 48)
	ar Apparen Spring Near East Manufacturing Co Ltd		9,010 11

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SUMEC TEXTILE & LIGHT INDUSTRY CO.,LTD		(113,063.94)
Sunford Apparels Mig Co Ltd		(16,838 64)
Super Leader Indutrial Limited .		(17,797 72)
Superb International Co. Ltd	No 158 Lane 1525 JiDi Road Minhang district Shanghai Shanghai Northern Ch	(67,351,48)
TalZhou HaoZhan Baby Products Co Ltd		(135,192 06)
TOP TEXTILES LTD	No 1/471 John Jothi Nagar, Andipalayam Village, Mangalam Road, Tirupur, 68	(346.55)
Trail Nursey	FM Franzens Gata 10 254 40 Helsingborg NUEL	(65,075 41)
TRZ GARMENTS INDUSTRY		(297,267 23)
TVMFASHIONLAB LTD	Woolworth House, 242-245 Marylebone Road, London	30.93
U 5 APPAREL UK LLD		72,773 56
Vent dEst international Corp (Dallan) Ltd.		(13.11)
Vital Innovations and		(314,518 60)
WEAVETEX OVERSEAS .		(12,457 18)
WEIFANG YIMEI HOME TEXTILES CO., LTD		(267,944 67)
Xiamen Itayi import and export trading co ,itd		(309 18)
ATAMEN UNACOO GARMENTS CO LITO		(197,975.83)
XuSheng Baby Products Co Itd		95,907 44
ZHEJIANG NEWFINE INDUSTRY CO ,LTD		(841,168.26)
Zhejiang Xinbo Baby & Juvenile Products Co., Ltd.		1.82
ZHENJIANG FENG BABY PRODUCTS MFG CO ,LTD.		21,298,15
Zhengzhou Biuco Safé	IN/A	(59,760 00)
Zhongshan techkids baby products Co , ftd		(142,404 97)
2180 KAIYANG TEXTILE CO ,LTD		(4,897 94)
Zhong Shan Road Mate Childrens Articles Co., Ltd.	1st, Ging Feng Road. Heng Lan Zhong Shan City. Guang Dong Southern China	(255,497 78)
	WN/A	

(30,440,371.67)

Name of Condition in Consumer of the Consumer	Company of the Compan	Amount of all
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Bourry (UK) Liei Brainin WK Liei	Am Floor Kings Court London Road, Severage SG1 2945 Am Floor Kings Court London Road, Severage SG1 2945 Am Floor I regestion and terroyasion Hub 50 Wood Lane London W12 CB2	1 231
British 644 Cernon Hyzene	(PO Box 234 Camberlay CU15 3WA (No-Orgato House White Start Monicarity Lancasine LA) 383	3.176 -18 824
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PM Corned Cleaners Ltd arson sectioned	(2) Recommender Rose Warton: WEST 1/1/R Murray Street Borlant 81 100N	-1.16a -805 (
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Company Security tri	Chemon House 246 Long Lane Halangson Michair US 10 (APT) Wasingte LCHOCK WS 11/4	-3,750 -000
CANTARI UK LIMITED	Wasting LCHDON WS IUA Fast Patent Nove Chothaster West Susses POIS 15Y	-17.808
J.E.A. Communications Ltd	Imperal Court Visited Road Consuct Visite Court CF19 9.76	-78 0 -48 7
(*) Payments (UK) (In) Star Commun Services United	Figs 1 Incom house 51-3 Hagey 93-4 Eggeston Birmogrum 816.83-0 25 Woodborne Rolld Awford TW IS 2RH	-172 8 -237 3
SC Martin 1.55	(Unit la Broom Susmass man Brossa Way Chesteried 341 806)	554 4
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CA MOUNTAIN UK LED	Whiteless House Alderstone House flugurese Park Macroson Road Liveration Ends 70F	-185 ¢ -2 87¢
Vome Car Agency - Vestrey one Ltd -	Nobom Sadios 43 - 50 Emily Witer Road Lordon NT TED Ordord House Oxford Road Trame Despressing CX9 3AH	10.12
Sinto Carriero	2 Swan Road Woolwich London SE 18 57 F	-2 825 -83 /54
AssarCart: Payment Gateway Services stormsten Commissioner	10 Digner Santa Chrost Carray When London E14 SNF	-36.986
ces (Leon Systems Ltd	102 Jarobie Road Center Storn Name aské Upon Tyre - NE 15 70-2	-1,500 -1,541,
specifors International (UK) Lio Vortham: Internative Chamber of Commerc	Uni 2 62 Mosey Rosa Francis park M17 TNB Chan Moses Angle Way Mouton Park Normanistan, Normanis ANS SIA Cam Managament Dept Hely Calama 1 Hays Lama London SE 1 385 5-11 Person Buttings Enghton 1841 (EE	-211,740 -4.745
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Intersions Constitutioners Ltd Intersions Constitution Services Enabling Lt	2 Bourdary Court Willow Farm Business Park Caspe Dorwyton DE 74 7NN Laksaide Houso The Laksa Beddom Road Normaniston NN4 7HD	-22,642
Seponie Sepa Lai Orrema Prema & Buopea List	Carry m Moura Restatt Amount Lie Lat Catal	-23 550 -13 127
lotrema Prems & Buopes Lid Più Projessionel Education	Unit 0 Trench Park, Trench Rosel Malaus, Hendrakistikay Northern Instand, 8138,417 saandeb House Sti Floor 135 - 340 Pempirinia Rosel Kings Cross N1 217	-†1¢8
LALE COURTON SANGORS 61	High! 6. Cartol Business State Edinburgs Way Harlow Essay CM20:217	724 0 -1,540
O Work UK Life SE Payer Distribution List	Finance Department 160 Long-ster Avenue Greek Park Reading 9622 669 PO Box 17 Havard POX 960	-1,445
CWAYS WLB (UK) LLP	H3 Colmore Row Birminghern B3 2AS	-7,271
Sowing WLG (UK) LLP Swer Cress (UK) Ltg Google geland Ltg	Michardram Broughern Supran North Yorks ving \$1/25 3JA	-5234
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DA Piper UK LEP (Lastis) PS Visital Communications Lig	Princes Extrange Princes Square Lawts (\$1.467) Warner House Junies Business Park Judies Road Leichworth, Herts SG8 (\$P)	-5.155.
statis Fluctory Fig. Succession Let Allege communications fled	Dave Cotage Burland Road Streets Under Wycheland Catagerine OX /6 60W	-10.918 -6.130
amak Limited	System Statises Park Strato-Hacon Avon CV31 7GW Unit 1 America House Mis Lare Navyzay Benching #1515 525	-57,684
Coveres Compriser Products Ltd	Key to ce House 69 Para Street Stough St. 1 TPX	-1,797
irm's flathy & disprised Ltd	Unit 4 Kirton Business Park Clearham Road Kirton Lindsay North Lincolnshure (IN2) 4/R	-1.87€:
Properties List	PO Box 4745 Sherheld S9 (SU) Unit 1 Fleet But hers Pain Sanny Lane Crurch Grookern Feet GUSZ 882	-1.430 ·
most Cark Finance Umried	1454 Histogran Road Ginegow (G52 4FH	36,819
ledaciya Everta Lid Organiyatana Trustees (Jersey) Lid	Lavel 5.78 Chamber Street Langum E1.68L Querrangy house ingraphive Street Streeter JE1.1ES	-2 915 -1,494
CI Complete Ltd	1188 Darshit Done (Donne) 1 34 4 D4	-8 422
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loois Enterprises Limited Fela Consultancy Services Ltd	18 Grasveror Place Lorson SW1X 7HS	-153 442 50
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MHP Communications	18 Holson Square Landon N I BNT 6 Ages Street Landon WC2n 4HN WC2N 4HN	1,091 76
Yatasan Lid	Weston House Corby Gale Business Park Corby Normants, NN17 SJG	-725 82
Alson Brown BROOKNIGHT SECURITY LTD	27 Salabury Drive Lincoln LN4 25W SOUTHON HOUSE STATION APPROACH EDENBRIDGE KENT TN8 5LP	-300 00 -18 427 17
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Compass Contract Services (U.K.) Lim	Parkiands Court 24 Parkiands Bernsngtom Great Park Rubery, Bernsngtom 845 972	-66,773.83
Plants GRP Limited	13000 Awater Way Manchester M22 51G	-11,799 00
Soots Lid (Gift Card Payments) AXA PPP heathcare Lid	Giftmand and Vouchers Centre DB0 WF19 Trans Road Nottingham NG90 18S 5 Old Broad Street, London EC214 IAD	900.00
Micrologia Ltd	Unit A, Europein Frankland Road, Begrove Swindon Wilterine SN5 8YG	2 683 48 4 677 65 -3,600 00
Massarets Restaurants Ltd	Thurbor Hail Brooksouse Laughtoner-la-Mortein Sheffield SZS 1XZ [6B Central Avenue SI Anthews Business Park Norwers NR7 OHR	3,600,00
BALLI (UK) LLP	68 Central Avenue St Andrews Business Park Norwich, NR7 DHR	-51 33
NDC Consultancy Ltd Molox Limited	1388 Landon mad Leigh On Sea Essex SS9 2UJ Cap House 4th Floor 8-12 Long Lans Barbican, London EC1A 9HA	-1,536 00 -161 47
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Westeroff Construction Consultants	33 Westcroft Road Carshilton Surrey SM5 2TG	-3,800 00 -42 471 84
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DELAMODE PEC	1700 Avenue West, Skylne 120, Great Nottey Breintree Essax CM77 7AA	-3 B3A 00
APC Technology Group Pic T/A Advance	6 Strang Petric Laker Road, Rochester, Kent, ME L3QR	4 999 20 -3 485 59
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Complete Mechanical Solutions Ltd	95 St Johns His Capham, Lordon Equiposa House Grove Place Badford Mikel) 3LE	-149 70
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Addednew Goddard LLP	Million Gare 60 Cayswell Street London EC1Y AAG	90 016
Assourts Accountancy Recruitment Imagescand Limited	Suite 31 The Enterprise Centre Crantomic Roser, Porters Bar End 300 Venture Way Duration Technology Park Chesterfield S41 BNE	-3,960 00 -142 80
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BDO India LLP JPNC Ltd	The Path Spring Plaza Office No. 1501-5. 15th Floor Sector 54. Golf Course Road Gurgaon, India 122001. 105 Drury Road West Harrow London, HA1 48P.	-4 726 00 -5 700 00
Search Laboratory Limited	Block House West Park Ring Road Lends LS1 80G	-3 700 00 -28 788 94
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Appendix C: Copy of the statement of affairs for each of the Companies

The statement of affairs for each of the Companies can be found at www.pwc.co.uk/mothercareuk within the 'Documents Available to Download' section. The documents are titled 'MUKL - Statement of Affairs' and 'MBSL - Statement of Affairs'

1) Decision notices

The decision notices may be found at www.pwc.co.uk/mothercareuk within the 'Documents Available to Download' section. The documents are titled 'MUKL - Decision Notice by Deemed Consent' and 'MBSL - Decision Notice by Deemed Consent'.

2) Common questions and answers about the decisions we are seeking, including the approval of the Administrators' proposals

We are seeking approval of the Administrators' proposals by way of a decision by deemed consent.

A copy of the notice requesting a decision by deemed consent is attached to the proposals and contains information relating to the decisions being sought and how creditors can object to the decision.

We have answered some of the common questions which arise in respect of decisions by deemed consent.

What is deemed consent and how can I object to its use?

For a decision by deemed consent, relevant creditors are given notice of the Administrators' proposed decision on a matter. In this case we are seeking a decision that the Administrators' proposals be approved and whether a creditors' committee should be formed. If you are happy with the proposed decisions you don't need to take any further action unless you wish to nominate a member of the committee should one be formed.

Creditors may object to the decisions being made by deemed consent:

- if less than 10% of relevant creditors object to the proposed decision, the creditors are treated as having made the decision; and
- if 10% or more of relevant creditors object to the proposed decisions then the decisions are treated as NOT
 having been made, and further decisions will be sought by an alternative decision method (which will only be
 a physical meeting if one of the relevant thresholds for requesting a physical meeting is met (see below)).

Details of what constitutes a relevant creditor and how a creditor may object to the proposed decisions are included in the decision notice attached to the proposals.

Creditors who meet one of the relevant thresholds can request a physical meeting as well as, or instead of, objecting to the proposed decisions (see below).

It is our responsibility (not the creditors') to aggregate any objections to deemed consent, and to aggregate any requests for a physical meeting, to see if one of the thresholds is met for the decisions by deemed consent not to have been made.

How do I request a physical meeting (PM)?

Creditors who meet one of the thresholds in section 246ZE IA86 may, within five business days from the date of delivery of the decision notice attached to the proposals, require a physical meeting to be held to consider the decisions detailed in that notice. The relevant thresholds are 10% in value of creditors, 10% in number of creditors or 10 creditors.

If one of the above thresholds for requiring a physical meeting is met we will issue a further notice calling a physical meeting and the original decisions by deemed consent as detailed in our notice attached to the proposals will be superseded.

Details of how to attend and vote at any physical meeting called will be provided in the notice of that meeting.

Who decides whether my claim ranks for the purposes of objecting to deemed consent?

The Administrators have the power to accept or reject the whole or any part of your claim for the purpose of objecting to deemed consent and/or requesting a physical meeting (rule 15.33(2) IR16).

What happens if I disagree with the Administrators' decision?

You're entitled to appeal to the court for an order reversing the Administrators' decision on your claim provided you do so within 21 days of the decision date (rule 15.35(4) IR16). If the court reverses or varies the Administrators' decision, this could change the decisions/resolutions that were made or passed and/or the court may order us to initiate a decision procedure or make such other order as it thinks just (rule 15.35(3) IR16).

You also have the right to appeal to the court if you believe that the Administrators are acting/have acted/propose to act in a way which unfairly harms your interests (paragraph 74(1) Sch B1 IA86).

We recommend that you seek legal advice about the merits of taking these steps in any particular circumstances

How do I calculate my claim for the purposes of objecting to deemed consent?

Objections to deemed consent are calculated according to the amount of a creditor's claim as at the date on which the Companies entered administration, less any payments that have been made to them after that date in respect of their claim and any adjustments by way of set-off in accordance with rule 14.24 IR16 or that would be made if that rule were applied on the date that the objections are counted (rule 15.31(1)(a)(ii) IR16).

What happens if I cannot yet quantify my claim with certainty?

If your debt is for an unliquidated amount or its value is not ascertained it can count towards the threshold for objecting to deemed consent if the Administrators agree to put on the debt an estimated minimum value for objection purposes and admit the claim for that purpose (rule 15.31(2) IR16).

What happens if my debt is wholly or partly secured?

If you're a secured creditor whose debt is wholly or partly secured, only the balance (if any) of your debt after deducting the value of your security as estimated by you will count towards the threshold for objections.

What happens if I am a creditor under a hire-purchase, conditional sale agreement or leasing agreement?

If you're an owner of goods under a hire-purchase or chattel leasing agreement, or a seller of goods under a conditional sale agreement, the amount of the debt due and payable to you by the Companies on the date the Companies entered administration will count towards the threshold for objections. In calculating the amount of any debt for this purpose, no account shall be taken of any amount attributable to the exercise of any right under the relevant agreement, so far as the right has become exercisable solely by virtue of:

- · the making of an administration application
- a notice of intention to appoint an Administrator or any matter arising as a consequence, or
- of the Companies entering administration (rule 15 32 IR16).

Am I bound by the Administrators' proposals if they are approved?

Our proposals, when approved by the creditors, will dictate how the Companies' affairs will be conducted in future and how creditors' claims will be addressed.

For this reason, it is important that creditors consider them properly.

3) Proof of debts

The proof of debts may be found at www pwc.co uk/mothercareuk

Please follow the links to access the notices:

MUKL: https://www.pwc.co.uk/business-recovery/administrations/assets/Mothercare/mukl_pod.pdf

MBSL. https://www.pwc.co.uk/business-recovery/administrations/assets/Mothercare/mbs_pod.pdf



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