

Rule 1.29/1.54

## The Insolvency Act 1986

Notice to Registrar of Companies of  
Completion or Termination of  
Voluntary ArrangementPursuant to Rule 1.29 or Rule 1.54 of the  
Insolvency Rules 1986**R.1.29/  
R.1.54**

To the Registrar of Companies

For Official Use

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Company Number

06928174

(a) Insert full name of  
Company

Name of Company

Peepo GPS Ltd

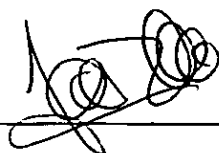
(b) Insert full name and  
AddressWe, John Dean Cullen FCCA FABRP MIPA and Bethan Evans FCCA MABRP MIPA, of  
Menzies Business Recovery, 2 Sovereign Quay, Havannah Street, Cardiff, CF10 5SF

(c) Insert date

(d) Delete as applicable

the Joint Supervisors of a voluntary arrangement which took effect on 1 July, 2013 enclose  
a copy of our notice to the creditors and members of the above-named company that the  
voluntary arrangement Completed, (d) together with a report of my receipts and payments

Signed



Date

26 February 2016

Presenter's name,  
address and reference  
(if any)P3423  
Peepo GPS LtdJohn Dean Cullen FCCA FABRP  
MIPA  
Menzies Business Recovery  
2 Sovereign Quay  
Havannah Street  
Cardiff  
CF10 5SF

For Official Use

Liquidation Section

Post Room

SATURDAY



A06

27/02/2016


#113

COMPANIES HOUSE

**CERTIFICATE OF COMPLIANCE**

**PEEPO GPS LTD - UNDER A VOLUNTARY ARRANGEMENT**

I, John Dean Cullen FCCA FABRP MIPA, of Menzies LLP, 2 Sovereign Quay, Havannah Street, Cardiff, CF10 5SF, hereby certify in my capacity as Joint Supervisor of the Company Voluntary Arrangement ("the Arrangement") of Peepo GPS Ltd that the terms of the Arrangement approved on 1 July 2013 have been fully implemented



**John Dean Cullen FCCA FABRP MIPA**

*Licensed as an Insolvency Practitioner in the UK by the Insolvency Practitioners Association*  
**Joint Supervisor**

**Dated : 26 February 2016**

JDC/BLE/SJS/P3423  
26 February 2016

Please reply to  
Sophie Smith  
[SSmith@Menzies.co.uk](mailto:SSmith@Menzies.co.uk)  
+44 (0)29 20447 514

Dear Sirs

**PEEPO GPS LTD – PREVIOUSLY UNDER A VOLUNTARY ARRANGEMENT**

This is the Joint Supervisors' report on the progress of the duration of the voluntary arrangement

This report should be read in conjunction with my previous reports, the directors' proposals for the Company Voluntary Arrangement and the letters which were sent to all known creditors dated 11 February 2015, 17 December 2015, 29 January 2016

The company's registered name is Peepo GPS Ltd and it trades in research and experimental development

The company was incorporated on 9 June 2009 under company number 06928174

Bethan Louise Evans FCCA MABRP and I of Menzies LLP, 2 Sovereign Quay, Havannah Street, Cardiff, CF10 5SF were appointed Joint Supervisors of the above-named company by High Court of Justice, Chancery Division, Cardiff District Registry on 1 July 2013

There have been no changes of Supervisor in the period to which this report relates

**1. Progress of the Arrangement during the period of the report**

**Technology and development**

The company assembled and developed a prototype which incorporated smart phone connectivity proprietary software interface and navigation technology. Unfortunately, significant obstacles prevented the prototype from progressing due to difficulty in sourcing critical components and also because the company had a lack of capital which is needed to purchase the necessary licences for navigation technology

**IP Development**

Throughout our administration of the voluntary arrangement, the company has endeavoured to develop a patent for the above mentioned prototype. It has come across significant issues in relation to this however, in that technological developments of larger corporations with large intellectual property portfolios have meant that there is already extensive existing intellectual property in the navigation domain

**Securing Funding**

Securing funding has been particularly problematic for the company during the period of the voluntary arrangement. In the first year of the arrangement, off-shore investors expressed an interest in investing in the company. However, it did not progress further than diligence stages due to volatility in the Asian stock markets. In the following year however, Malaysian and Canadian investments appeared promising and the company is still pursuing these avenues

### Administrative Matters

In addition to the work undertaken referred to above, throughout the period of our administration we have responded to the queries of creditors and shareholders and noted their claims. A significant proportion of the time spent has been dealing with unforeseen queries from shareholders and also the convening of a further meeting of creditors and shareholders which took place on 11 February 2015.

### Departure from the Proposals

The company was developing a piece of intellectual property and planned to obtain a patent. It was thought that this would increase the value of the product and allow for a share issue to be made, giving rise to a sufficient funding to meet the obligations of the creditors. The voluntary arrangement endeavoured to provide sufficient time for the patent to be obtained and the share issue to be made.

Paragraphs 7 and 8 of the proposals stated that once a patent was obtained, shares would be issued giving rise to a one off contribution of £200,000 being made into the voluntary arrangement on 30 November 2014. This would allow £130,400 to be distributed amongst creditors after costs. This timeframe was extended at a variation meeting held on 11 February 2015, for the same contribution to be made 30 November 2015.

The company failed to issue shares to investors prior to 30 November 2015, meaning that no contribution was made into the arrangement, thus breaching paragraphs 7 and 8 of the proposals. I would advise that creditors have suffered no loss however, as the position was remedied forthwith. On 14 December 2015, the director of the above withdrew his personal claim from the arrangement, and also compensated the arrangement with £54,768, which allowed a dividend of 58.95p in the £ to be paid to all known unsecured creditors who submitted claims. The Joint Supervisors believed that this was a reasonable remedy and the voluntary arrangement was therefore substantially complied with.

In order to ensure that sufficient time was given to pay the dividend, the arrangement was extended from 1 January 2016 to 31 January 2016, notice of which was sent on 17 December 2015. Notice to submit claims was then given to creditors and the dividend was paid on 27 January 2016.

On 29 January 2016 I informed creditors that it was my intention to issue a completion certificate, in accordance with paragraph 10(1) of The Standard Terms, and invited them to submit any comments that they may have by 19 February 2016. I can confirm that no creditors raised any concerns with me during this period and I therefore enclose formal notice of completion, which concludes our administration of the arrangement.

### 2. Abstract of the Joint Supervisors' receipts and payments

I attach at Appendix 3 an abstract of our receipts and payments for the period of this report.

Please note that all items detailed on the receipts and payments account are shown net of VAT as the company was registered for VAT and the VAT can therefore be recovered for the benefit of the arrangement.

### 3. Joint Supervisors' remuneration

As previously mentioned, in accordance with the proposals, fees of £5,500 were charged by us for assisting in the preparation of the proposals and acting as Joint Nominees. These funds were paid by the company from funds advanced by the director, Ajan Reginald, secured by way of a fixed charge over the IPR.

The time costs which were incurred throughout my administration of the arrangement total £29,951 made up of 121 hours at an average rate of £247.53 per hour. Details of which can be found at Appendix 1(A).

For creditor's information, the charge out value of time costs incurred during the period to which this report relates amounts to £6,751, made up of 42.8 hours at an average charge-out rate of £154 per hour, details of which can be found at Appendix 1(B).

Our remuneration as Joint Supervisors was estimated in the proposals to be £1,500 for each year of the arrangement and we have recovered £3,000 of this to date from the director. The remainder of our time costs are expected to remain outstanding and shall be borne by our firm. We did not charge for the final six months following the variation.

This cost has primarily been incurred in the administration of the Arrangement as explained above.

I attach at Appendix 1 a breakdown of the time costs between the grades of staff allocated to this case, which include details of the current charge out rates of ourselves and our team who have been and will be dealing with the Company Voluntary Arrangement

No Joint Supervisors' fees have been drawn from the funds held in the Arrangement

A copy of "A Creditors' Guide to Supervisor's Fees", issued by the Association of Business Recovery Professionals, which sets out the basis of fixing the Supervisors' Remuneration, is available on our website at

<http://www.menzies.co.uk/en/services/business-recovery/guide-to-fees/>

Please let me know if you do not have access to the internet and would prefer a hard-copy of this guide

**4. Joint Supervisors' expenses**

There have been expenses incurred of £275 00 relating to the specific penalty bond for the case, search fees of £3 00 and legal fees of £70 00. These expenses were paid by my firm and it is not anticipated that these shall be recharged

A statement with regard to our disbursements recovery policy is attached at Appendix 2

**5. Outcome for creditors**

Claims of £217,817 57 were received in to the arrangement, however on 11 December 2015 the company's director withdrew his claim in the arrangement. This meant that total claims left in the estate at £91,506 97

As mentioned above, the one off contribution was not made in to the estate but the director compensated the amount arrangement with £54,768. This allowed a dividend to be paid to unsecured creditors of 59 85 pence in the pound on 27 January 2016

**6. Next report**

This is our final report which marks the end of our administration of the case

Should you have any further queries in relation to the contents of this report, or with regard to other matters arising, please do not hesitate to contact my colleague Sophie Smith

Yours faithfully



**John Dean Cullen FCCA FABRP MIPA**

*Licensed as an Insolvency Practitioner in the UK by the Insolvency Practitioners Association*

**Joint Supervisor**

## APPENDIX I (A)

## TIME CHARGE OUT SUMMARY FOR THE DURATION OF THE VOLUNTARY ARRANGEMENT

## HOURS

Classification of  
work function

	Partner/ Director	Manager	Senior	Administrator	Support	Total Hours	Time Costs £	Average Hourly Rate £
<b>Admin and Planning</b>								
Investigations	28 00	15 40	1 00	29 70	0 00	74 10	20,088 50	271 10
Realisation of Assets	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Creditors	0 00	0 00	0 00	1 50	0 00	1 50	172 50	115 00
Support	11 40	6 50	0 70	27 60	0 00	46 20	9,690 00	209 74
	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00
<b>Total Hours</b>	39 40	21 90	1 70	58 80	0 00	121 80		
<b>Total Costs</b>	16,145 00	6,500 50	359 00	6,946 50	0 00		29,951 00	
<b>Total Fees claimed (£)</b>	0 00	0 00	0 00	0 00	0 00		3,000 00	

## CHARGE OUT RATES OF INSOLVENCY TEAM MEMBERS

	From 1 October 2015	1 Jan 2015 to 31 Sept 2015	1 Jan 2014 to 31 Dec 2014
	£ per hour	£ per hour	£ per hour
Partner/Director	350-560	395-560	380-545
Manager	250-330	285-400	275-385
Senior	175-230	230	220
Administrator	100-170	115-170	110-165
Support Staff	54-75	54	52

**Note 1**

There may have been a number of promotions through the various grades during the period of the administration

**Note 2**

It is the policy of this firm to account for secretarial staff as an overhead cost Overhead costs are reflected in the charge out rates detailed

**Note 3**

The charge-out rate of the Insolvency Practitioner for this assignment is currently £395 per hour, and the administrator is £115 per hour

**Note 4**

Time is recorded in minimum units of 6 minutes

PEEPO GPS LTD

APPENDIX I (B)

TIME CHARGE OUT SUMMARY FOR THE PERIOD FROM 1 JULY 2015 TO 25 FEBRUARY 2016

HOURS

Classification of work function

	Partner/ Director	Manager	Senior	Administrator	Support	Total Hours	Time Costs £	Average Hourly Rate £
Admin and Planning	3 20	1 40	0 60	17 00	0 00	22 20	3,939 50	177 45
Investigations	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Realisation of Assets	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Creditors	0 70	0 00	0 70	19 20	0 00	20 60	2,631 50	127 74
Support	0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Total Hours	3 90	1 40	1 30	36 20	0 00	42 80		
Total Costs	1,540 50	540 00	273 00	4,217 50	0 00		6,571 00	
Total Fees claimed (£)	0 00	0 00	0 00	0 00	0 00		0 00	

CHARGE OUT RATES OF INSOLVENCY TEAM MEMBERS

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## **APPENDIX 2**

### **DISBURSEMENTS RECOVERY POLICY**

Professional advisors have been selected on the basis that they have the appropriate experience and qualifications to effectively deal with the issues arising in a case of this nature

All disbursements are shown as net of VAT. As the company was registered for VAT purposes VAT can be recovered for the benefit of the insolvent estate

#### **Category 1 Disbursements**

Specific expenditure relating to the administration of the insolvent estate and payable to an independent third party is recoverable without creditor approval. Such expenditure is made if funds are available from the insolvent estate. If funds are not available then payment is made from this firm's office account and reimbursed from the estate should funds become available.

Category 1 disbursements will generally comprise external supplies of incidental services specifically identifiable to the case. Typical items include legal fees, agents' fees, statutory advertising, insurance of assets, search fees, specific penalty bonding, telephone calls, postage, invoiced travel and properly reimbursed expenses incurred by personnel in connection with the case.

All such disbursements such as statutory advertising, insurance of assets, search fees and specific penalty bonding have been paid by Menzies LLP and will be recharged through the estate as and when funds are available.

#### **Category 2 Disbursements**

Expenditure incidental to the administration of the insolvent estate, which by its nature includes an element of shared or allocated cost is recoverable with creditor approval.

Payments in respect of the above are defined as 'Category 2 Disbursements'. They are as follows:

Storage at £40 per box per annum or part thereof plus VAT

Destruction at £3.50 per box plus VAT,

being the current rates applicable.



**Voluntary Arrangement of  
Peepo GPS Ltd  
To 31/01/2016**

S of A £		£	£
<b>ASSET REALISATIONS</b>			
NIL	Plant & Machinery	NIL	
NIL	Intellectual Property Rights/Patents	NIL	
130,400 00	Net Proceeds of Share Issue	NIL	
NIL	Tax Refund - R&D Credit	NIL	
NIL	VAT Refund	NIL	
NIL	Cash at Bank	NIL	
	Contribution by Director	54,768 00	
			54,768 00
<b>UNSECURED CREDITORS</b>			
(36,788 00)	University of Wales	22,411 00	
(107,207 00)	Directors	NIL	
(53,438 00)	Swansea Development Loan	32,357 00	
			(54,768 00)
<b>DISTRIBUTIONS</b>			
(101,200 00)	Ordinary Shareholders	NIL	
			NIL
<b>(168,233 00)</b>			<b>NIL</b>
<b>REPRESENTED BY</b>			
			<b>NIL</b>