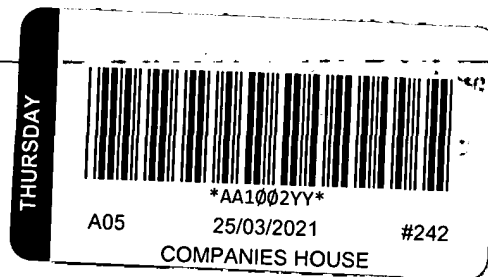


AM03

Notice of administrator's proposals



Companies House



1 Company details

Company number 0 7 6 6 1 4 8 5

Company name in full Technology Will Save Us Limited

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

2 Administrator's name

Full forename(s) Philip James

Surname Watkins

3 Administrator's address

Building name/number 2nd Floor

Street 110 Cannon Street

Post town London

County/Region

Postcode E C 4 N 6 E U

Country

4 Administrator's name ①

Full forename(s) Philip Lewis

Surname Armstrong

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

5 Administrator's address ②

Building name/number 2nd Floor

Street 110 Cannon Street

Post town London

County/Region

Postcode E C 4 N 6 E U

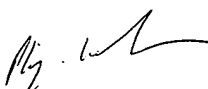
Country

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



AM03
Notice of Administrator's Proposals

6	Statement of proposals	
	<input checked="" type="checkbox"/> I attach a copy of the statement of proposals	

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

AM03

Notice of Administrator's Proposals



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Chris Haggitt
Company name	FRP Advisory Trading Limited
Address	2nd Floor 110 Cannon Street
Post town	London
County/Region	
Postcode	E C 4 N 6 E U
Country	
DX	cp.london@frpadvisory.com
Telephone	020 3005 4000



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





FRP

Technology Will Save Us Limited (In Administration)

The Administrators' Proposals

23 March 2021



FRP

Contents and abbreviations

Section	Content
1.	Introduction
2.	Conduct of the Administration
3.	The Administrators' remuneration, disbursements and pre-administration costs
4.	Estimated outcome for the creditors
Appendix	Content
A.	Statutory information about the Company and the Administration
B.	Administrators' receipts & payments account
C.	Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16
D.	The Administrators' remuneration, disbursements and costs information <ul style="list-style-type: none">i. Estimated outcome statementii. Schedule of workiii. FRP disbursement policyiv. Fee estimatev. FRP charge out rates
E.	Schedule of pre-administration costs
F.	Details of the financial position of the Company

The following abbreviations may be used in this report:

The Administrators	Philip James Watkins and Philip Lewis Armstrong of FRP Advisory Trading Limited
The Company	Technology Will Save Us Limited (In Administration)
CVA	Company Voluntary Arrangement
CVL	Creditors' Voluntary Liquidation
FRP	FRP Advisory Trading Limited
HMRC	HM Revenue & Customs
The Insolvency Rules	The Insolvency (England and Wales) Rules 2016
QFCH	Qualifying floating charge holder
SIP	Statement of Insolvency Practice
Barclays	Barclays Bank Plc
Metis	Metis Partners Limited
OC	Osborne Clarke LLP



FRP

1. Introduction

On 17 March 2021, the Company entered administration and Philip James Watkins and Philip Lewis Armstrong were appointed as Administrators.

This document, together with its appendices, forms the Administrators' statement of proposals to creditors in accordance with Paragraph 49 of Schedule B1 to the Insolvency Act 1986 and the Insolvency Rules. The proposals are deemed delivered four business days after they are dated.

These proposals have been prepared from information available at the time of their preparation. Due to the global outbreak of Covid 19 and the UK's response to this, requiring working from home and necessarily a lack of access to physical files or other information, we should advise that we may not have all the information required to ensure these proposals are both complete and accurate. Where there are errors and/or omissions we will endeavour to correct these where possible in our next report to you.

Certain statutory information about the Company and the administration is provided at **Appendix A**.

A sale of part of the business and assets of the Company was affected on 17 March 2021 by the Administrators. Background information regarding the Company together with full details of the events that resulted in the appointment of the Administrators and this transaction taking place and why it was considered to be in the overall best interest of the creditors of the Company as a whole are set out in the statement attached at **Appendix C** in accordance with SIP 16.



FRP

2. Conduct of the Administration

The objective of the Administration

The Administrators think that objective (a) of the Administration, as detailed in Paragraph 3(1) of Schedule B1 to the Insolvency Act 1986, being to rescue the Company as a going concern, will not be achieved. This is due to the quantum of the Company's liabilities being materially in excess of the value of their respective assets. It is also envisaged that objective (b), being a better result for the Company's creditors as a whole than would be likely if the Company had been wound-up (without first being in administration) will not be achieved because based on current information, it is unlikely that there will be a sufficient level of asset realisations needed to issue a return to unsecured creditors. As such, it is envisaged that objective (c) will be achieved, being to realise property in order to make a distribution to the secured creditor.

I can confirm that the transaction detailed in **Appendix C** will enable the statutory purpose identified above to be achieved and that the sale price was the best reasonably obtainable in all the circumstances and was considered to be in the overall best interests of all creditors of the Company.

The Administrators' actions

The Administrators' actions to the date of the sale of part of the business and assets is set out in detail in the SIP16 statement set out at **Appendix C**.

Details of work already undertaken since appointment or anticipated will be undertaken is set out in the schedule of work attached at **Appendix D**.

Following approval of the Administrators' proposals, the Administrators will continue to conduct the Administration to achieve its purpose. Key matters to be undertaken include:

- Establish whether any assets excluded from the sale may be sold to the underbidders in the sale process as set out in Appendix C;
- Distribute realisations to the secured creditor where applicable;

- Ensure all statutory and compliance matters are attended to; and
- Pay all administration expenses and bring the administration to an end when deemed appropriate by the Administrators.

Receipts and payments account

A copy of the Joint Administrators' receipts and payment account to date is attached as **Appendix B**. The cash consideration of £99,000 is currently held by the Company's solicitors OC and will be transferred to the Administration estate shortly.

The Directors' Statement of Affairs

The director of the Company has recently been asked to submit a statement of affairs under Paragraph 47 of Schedule B1 of the IA'86 and this is awaited. Details of the financial position of the Company at the latest practical date, prepared from information available to the Administrators and including a list of creditors' names and addresses is provided at **Appendix F**. As and when the directors' Statement of Affairs is received it will be filed with the Registrar of Companies.

Matters requiring investigation

The Administrators are required as part of their duties to establish what assets the Company owns and to consider the way in which the Company's business has been conducted. They are also required under the provisions of the Company Directors Disqualification Act 1986 to report to the Secretary of State for Business Energy and Industrial Strategy on the conduct of the directors. If you have any information or concerns regarding the way in which the Company's business has been conducted or have information regarding potential recoveries for the estate please contact me as soon as possible.

**FRP**

2. Conduct of the Administration

The end of the Administration

The Administration will end automatically after 12 months from the date of appointment of the Administrators. This period can be extended with consent of the creditors for up to 12 months or longer by application to the Court as required.

If the Administrators think the Company has no property which might permit a distribution to its unsecured creditors, or if they also consider that an exit from the Administration into liquidation is not appropriate they will send a notice to the Registrar of Companies in accordance with Paragraph 84 of Schedule B1 to the Insolvency Act 1986 to bring the administration to an end and three months after the filing of the notice the Company will be deemed to be dissolved.

If the Administrators are of the view that a dividend will become available to the unsecured creditors (other than by virtue of the prescribed part) it is appropriate for the Company to move from administration into CVL pursuant to Paragraph 83 of Schedule B1 to the Insolvency Act 1986. If applicable the Administrators will take steps to place the Company into CVL.

Should a dividend not become available to the unsecured creditors but it is still appropriate for the Company to enter liquidation, the Administrators will petition the Court pursuant to Paragraph 79 of Schedule B1 to the Insolvency Act 1986 for an order to bring the administration to an end with a consequential order for the compulsory winding up of the Company.

Pursuant to Paragraph 83 of Schedule B1 to the Insolvency Act 1986, should the creditors not nominate a Liquidator, the proposed Liquidators in a CVL are to be the Administrators or any successor office holder(s). Any act to be done by the Liquidators may be done by all or any one of them. Pursuant to Paragraph 83(7)(a) of Schedule B1 to the Insolvency Act 1986 and the Insolvency Rules, creditors may nominate a different person as the proposed liquidator, provided that the nomination is made after the receipt of these proposals and before these proposals are approved.

The Liquidators in a compulsory winding up will be appointed by the Court and may be the Administrators, or any successor office holder(s).

If the Administrators are of the view that it is appropriate for the creditors to consider the approval of a CVA the proposed supervisors are to be the Administrators or any successor office holder(s). Creditors may nominate different supervisors when considering whether to approve the CVA proposals.

In this administration it is proposed that the Administrators will take the necessary steps to dissolve the Company as it is not anticipated there will be any funds available for distribution to unsecured creditors.

Decision of creditors

Based on information currently available, the Administrators think that the Company has insufficient property to enable a distribution to be made to unsecured creditors, except from the prescribed part if applicable. They are therefore not required to seek a decision from creditors as to whether they approve the Administrators' proposals pursuant to Paragraph 51 of Schedule B1 to the Insolvency Act 1986. The Administrators must however seek a decision from the creditors if requested to do so by a single or group of creditors whose debts amount to at least 10% of the total debts of the Company. The request must contain the particulars prescribed by rule 15.18 of the Insolvency Rules and be made within eight business days of the date of delivery of this report, in accordance with the Insolvency Rules. The expenses of seeking the decision shall be paid by the creditor or creditors requesting the decision, who will be required to lodge a deposit with the Administrators security for their payment. The creditors may decide that the expenses of seeking the decision should be paid as an expense of the Administration payable from the assets of the Company.

In accordance with the Insolvency Rules where the Administrators have not sought a decision of the creditors, the proposals set out below will be deemed to have been approved by the creditors unless at least 10% by value of the creditors requisition a decision of creditors within eight business days of the date of delivery of this report.

**FRP**

3. The Administrators' remuneration, disbursements and pre-appointment costs

Administrators' remuneration

A schedule of the work to be undertaken during the Administration is set out at **Appendix D** together with an estimated outcome statement which includes an estimate of the expenses likely to be incurred by the Administrators. Assumptions made in preparing the summary of work, estimated expenses and the fees estimate where a time cost resolution is proposed are set out in the schedule of work.

The Administrators' remuneration will be drawn from the Company's assets and it is proposed that it will be charged by reference to the time incurred in attending to matters arising. Further details of how this will be calculated is set out below. The basis of the Administrators' remuneration has not yet been approved by the relevant creditor(s), and the Administrators have accordingly not drawn any remuneration in this case.

Should the Company subsequently be placed into liquidation and the Administrators appointed as Liquidators, the basis agreed for the drawing of the Administrators' remuneration will also be that utilised in determining the basis of the Liquidators' remuneration, in accordance with the Insolvency Rules. The Liquidators' will seek the further requisite creditor approval for the quantum of fees to be drawn in the liquidation where necessary.

Remuneration charged by reference to the time incurred in attending to matters arising

The Administrators' remuneration which is proposed to be charged by reference to time incurred is set out on the fee estimate attached at **Appendix D**. The time charged is based on computerised records capturing time charged by myself and my staff in dealing with the conduct of those aspect of the case being charged on a time cost basis. Matters dealt with during the assignment are dealt with by different members of staff depending on the level of complexity and the experience required. Time is charged to the case in maximum units of six minutes. Charge-out rates are based on individual expertise, qualification and grade. The costs of the firm's support

staff are not directly charged to the estate unless dealing with directly identifiable case specific matters.

Charge out rates are reviewed at least annually, details of FRP's charge out rates are included at **Appendix D**.

Administrators' disbursements

The Administrators' disbursements are a recharge of actual costs incurred by the Administrators on behalf of the Company. Mileage payments made for expenses relating to the use of private vehicles for business travel, which is directly attributable to the administration of the Company, are paid by FRP at the HMRC approved mileage rate. It is proposed mileage is recharged and drawn at the HMRC approved mileage rate prevailing at the time the mileage was incurred.

Pre-administration costs charged or incurred by the Administrators

Attached at Appendix E is a statement of total pre-administration costs incurred by the Administrators (including legal and agent costs) which total £35,500 plus VAT and disbursements and have not been paid when the Company entered administration.

I will seek to obtain approval for the payment of the pre – administration costs from the relevant creditor(s) in accordance with the Insolvency Rules.

Creditors' ability to challenge the Administrators' remuneration and expenses

Creditors have a right to request further information from the Administrators and further have a right to challenge the Administrators' remuneration and other expenses under the Insolvency Rules following receipt of a progress report. Further details of these rights can be found in the Creditors' Guide to Fees which you can access by using the following link <https://creditors.frpadvisor.com/info.aspx> and select the guide for administrations. Alternatively a hard copy of the relevant guide will be sent to you on request.

**FRP**

4. Estimated outcome for the creditors

Estimated outcome statement

Attached at Appendix D is an estimated outcome statement which has been prepared from the information provided by the directors, the transaction detailed at Appendix C, estimated sums due to creditors and an estimate of our remuneration and other expenses that may be incurred during the course of the Administration. The assumptions made in preparing the estimated outcome statement are set out in the schedule of work.

Based on the information available to date and the assumptions made below is the estimated outcome for creditors.

Outcome for secured creditor

Barclays was granted fixed and floating charge security over the Company's assets by way of debenture created on 4 November 2016.

At the date of our appointment, approximately £320k was owed to Barclays under their facility.

The Administrators should be in a position to make a distribution to Barclays under its fixed charge security.

Outcome for preferential creditors

It is currently estimated that preferential creditors will total approximately £37,000, comprising former employees' preferential claims in respect of arrears of pay, unpaid pension contributions and holiday pay, as calculated in accordance with legislation.

At present, there would appear to be insufficient realisations to enable a distribution to preferential creditors in this matter.

Outcome for unsecured creditors

At present, there would appear to be insufficient realisations to enable a distribution to unsecured creditors in this matter.

Prescribed part

The prescribed part is a carve out of funds available to the holder of a floating charge which is set aside for the unsecured creditors in accordance with Section 176A of the IA'86. The prescribed part only applies where the floating charge was created after 15 September 2003 and the net property available to the floating charge holder exceeds £10,000.

At present, the net property available for the prescribed part is less than the prescribed minimum of £10,000 and the prescribed part shall, therefore, not apply in this matter.

**FRP**

Appendix A

Statutory information about the Company and the Administration

COMPANY INFORMATION:

Other trading names: n/a

Date of incorporation: 8 June 2011

Company number: 07661485

Registered office: 2nd Floor, 110 Cannon Street, London, EC4N 6EU

Previous registered office: 25a Vyner Street, London, E2 9DG

Business address: 25a Vyner Street, London, E2 9DG

Directors: Bethany Koby-Hirschmann and Daniel Hirschmann

Company secretary: n/a

The directors have the following shareholdings in the Company:

Name	Ordinary Shares	Seed 2	%
Bethany Koby-Hirschmann	100,000	3,100	14.85
Daniel Hirschmann	100,000	3,100	14.85

ADMINISTRATION DETAILS:

Names of Administrators: Philip James Watkins and Philip Lewis Armstrong

Address of Administrators: FRP Advisory Trading Limited
2nd Floor, 110 Cannon Street, London, EC4N 6EU

Date of appointment of Administrators: 17 March 2021

Court in which administration proceedings were brought: The High Court of Justice

Court reference number: 000447 of 2021

Date of notice of intention to appoint Administrators presented to Court: 10 March 2021

Administration appointment made by: Directors

Consent to the notice to appoint an Administrator provided by the qualifying charge holder as follows:

Holder of Qualifying Floating Charge	Date of consent
1. Barclays Bank Plc	16 March 2021

**FRP**

Appendix A

Statutory information about the Company and the Administration

The appointment of the Administrators included a declaration that they are acting jointly and severally as Administrators of the Company in accordance with Paragraph 100 of Schedule B1 to the Insolvency Act 1986.

The directors have confirmed the Company's centre of main interest has been in the UK and accordingly the proceedings will be COMI proceedings as defined in the Insolvency Rules.

Extracts from the available management accounts of the Company are summarised below (the 30 September 2020 balance sheet is at appendix F):

Headline financials	30-Sep-2020	30-Sep-2019
	Actual	Actual
	£ ('000)	£ ('000)
Turnover	710	610
Gross Profit	256	274
Net loss	(1,082)	(1,960)

Appendix B

Administrators' receipts & payments account



FRP

**Technology Will Save Us Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments
To 23/03/2021**

S of A £	£	£
		NIL
REPRESENTED BY		NIL

- £99,000 is currently held by the Administrators' solicitors OC and is in the process of being transferred to the Administration estate.

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16



Technology Will Save Us Limited (in Administration) Disclosure to creditors in accordance with Statement of Insolvency Practice 16 23 March 2021

**FRP**

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16

Section	Content	Metis	Metis Partners Limited
1.	Introduction	TV	Taylor Vinters LLP
1.	Statement of Insolvency Practice 16 – Pre-packed sales in administrations: An overview for creditors	The Purchaser	Future Inventors Limited
2.	Background information and events leading to appointment of the Administrators	NOI	Notice of Intention to appoint
3.	Pre-appointment considerations	OC	Osborne Clarke LLP
Abbreviations		CLNs	Convertible Loan Notes
The following abbreviations are used in this document:		VC	Venture Capital
The Administrators	Philip James Watkins and Philip Lewis Armstrong of FRP Advisory Trading Limited	VCT	Venture Capital Trusts
The Company / TWSU	Technology Will Save Us Limited (In Administration)	PE	Private Equity
CDDA86	The Company Directors Disqualification Act 1986	AM&A	Accelerated Mergers & Acquisitions
CVA	Company Voluntary Arrangement		
IA86	The Insolvency Act 1986		
IP	Insolvency Practitioner		
IR16	The Insolvency (England and Wales) Rules 2016		
FRP	FRP Advisory Trading Limited		
NDA	Non-Disclosure Agreement		
SIP	Statement of Insolvency Practice		
Barclays	Barclays Bank Plc		

Technology Will Save Us Limited (in Administration)
The Administrators' Proposals

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16



To all known creditors

Following the appointment of the Administrators on 17 March 2021 we are required to provide the creditors with a detailed narrative explanation of the justification of the pre-pack sale within seven days of completion in accordance with SIP 16.

This statement has been prepared from information available at the time of its preparation. Due to the global outbreak of Covid 19 and the UK's response to this, requiring working from home and necessarily a lack of access to physical files or other information, we should advise that we may not have all the information required to ensure this statement is both complete and accurate. Where there are errors and/or omissions we will endeavour to correct these where possible in our next report to you.

I set out in this document full details of the sale and reasons behind the decision for this sale and why it was considered to be in the overall best interests of all creditors of the Company as a whole.

I can confirm that the transaction will enable statutory objective (c) will be achieved, being to realise property in order to make a distribution to the secured creditor and that the sale price realised was the best reasonably obtainable in all the circumstances.

Should you require any further information regarding this report or the Administration in general please contact Chris Haggitt.

Yours faithfully
For and on behalf of
Technology Will Save Us Limited

Philip Watkins
Joint Administrator

Licensed in the United Kingdom by the Insolvency Practitioners Association and bound by the Insolvency Code of Ethics

The Joint Administrators act as agents of the Company and without personal liability.

The affairs, business and property of the Company are being managed by Philip James Watkins and Philip Lewis Armstrong who were appointed Joint Administrators on 17 March 2021

**FRP**

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16

What is a SIP?

The purpose of SIPs is to promote and maintain high standards by setting out required practice and harmonising the approach of IPs to particular aspects of insolvency practice. They apply in parallel to the prevailing statutory framework.

SIPs set principles and key compliance standards with which IPs are required to comply. Failure to observe the principles and/or maintain the standards set out in a SIP is a matter that may be considered by an IP's regulatory authority for the purposes of disciplinary or regulatory action in accordance with that authority's membership and disciplinary rules.

SIPs set out required practice, but they are not statements of the law or the obligations imposed by insolvency legislation itself.

What is a pre-packaged sale?

The term 'pre-packaged sale' refers to an arrangement under which the sale of all or part of a company's business or assets is negotiated with a purchaser prior to the appointment of an administrator and the administrator effects the sale immediately on, or shortly after, appointment.

The particular nature of an IP's position in these circumstances renders transparency in all dealings of primary importance. Creditors and other interested parties should be confident that the IP has acted professionally and with objectivity; failure to demonstrate this clearly may bring the practitioner and the profession into disrepute.

What are the principles of SIP 16

The IP should differentiate the roles that are associated with an administration involving a pre-packaged sale.

Creditors should be provided with sufficient information such that a reasonable and informed third party would conclude that the pre-pack was appropriate and that the administrator has acted with due regard for the creditors' interests.

Technology Will Save Us Limited (in Administration)
The Administrators' Proposals

Key Compliance Standards

Preparatory work – the IP should be clear about the nature and extent of the role of adviser in the pre-appointment period. The IP should bear in mind the duties and obligations owed to both the company and the creditors in the pre-appointment period. The IP should keep a detailed record of the reasoning behind the decision to undertake a pre-packaged sale and all alternatives considered.

After appointment – the administrator should be able to demonstrate that the duties of an administrator have been considered.

Disclosure – the administrator should provide creditors with a detailed narrative explanation of the justification of the pre-pack sale within seven days of completion. The following information should be included:

- Source of the initial introduction to the IP;
- Pre-appointment considerations;
- Marketing of the business and assets;
- Valuation of the business and assets; and
- Details of the transaction including the assets sold and the consideration received.

The SIP does not restrict an administrator from not disclosing information in certain limited circumstances in accordance with the IA86.

Further information

A copy of SIP 16 can be found from the following link, selecting the relevant country for Statement of Insolvency Practice, <https://creditors.frpadvisor.com/info.aspx>.

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16



FRP

Background information regarding the Company

The Company ("TWSU") was incorporated by the directors on 8 June 2011 and began trading in 2012. The Company operates in east London and has a small satellite subsidiary based in New York to deal with US sales.

TWSU provides a play led, digital home learning system that supports learning through childhood. The business offers a digital platform, a range of physical toys and a subscription model, with its target audience being 4-12 year olds.

The main objective of the Company's products is to introduce children to STEAM (science, technology, engineering, arts and maths) skills using games and toys while encouraging lifetime learning.

The Company has been loss making (approx. £8.5m in total from inception). However, the Company has been funded by raising £7.6m through several rounds of equity financing from investors together with a Seedrs funding campaign post lockdown last year. Barclays Bank has also provided a secured loan facility of approx. £320k.

During 2020, the Company engaged with PWC to grow its pipeline of potential investors. It spoke to strategic investors, VCTs, family offices, traditional VCs and PE firms. However, investors were reluctant to commit further due to the uncertainty caused by Covid-19, a funding squeeze occurred and losses.

Fundraising efforts continued and some M&A interest arrived from a few educational content businesses and subscription businesses. The Company engaged with this interest and spoke with over 30 strategic potential acquirers in this marketing process and the pool of prospects were narrowed down to two potential acquirers by the end of 2020.

Events leading to the appointment of the Administrators

The marketing process continued into Christmas 2020 and the New Year with meetings and board presentations in the first few weeks of January. The most advanced potential acquirer unexpectedly revealed they were closing 2 other acquisitions and would need more time, up to three months.

At this stage, the Company was insolvent and had insufficient cash to cover the February payroll. This resulted in all of the Company's staff (14 employees) being made redundant in the week commencing 22 February 2021. The Company also received notice from HM Revenue & Customs (bond issues covered later in this report).

Administrators' initial introduction and pre-appointment involvement

The directors initially contacted FRP in February 2020 and FRP was informally engaged by the Company, in conjunction with Barclays to review the short-term cash flow and solvency of the Company and assess its options.

However, due to the successful Seedrs' funding campaign in 2020, FRP's involvement ceased until the turn of the year when the directors advanced M&A talks with two potential acquirers broke down.

FRP was formally engaged on 17 December 2020 to review the Company's solvency, then the scope widened to assist with a proposed sale (or pre – pack sale if applicable). During early 2021 when talks with the most advanced potential acquirer broke down, FRP liaised with the directors and the board of the Company on 4 February 2021 setting out the steps involved in a pre-pack administration including an accelerated marketing process ("AMA") of the business and assets.

A number of meetings and calls with the directors / board followed with the board formally agreeing to make the redundancies and to take steps to place the Company into Administration on 19 February 2021. Following further marketing (detailed later) and an acceptable offer, a NOI was filed at Court by OC on 10 March 2021.

Appointment of the Administrators

Prior to our appointment as Administrators we are required to consider any ethical and conflict issues in relation to the appointment and provided we are satisfied that there are no matters arising that would preclude us consenting to act we must provide a statutory statement and consent to act in which any prior relationship between the

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16



FRP

proposed Administrators and the Company is summarised, this statement is subsequently filed in Court.

Following our appointment as Joint Administrators our duty of care is to all the Company creditors as officers of the Court and agents of the Company, taking over from the Board the responsibilities of managing the affairs, business and property of the Company. In the interests of the creditors as a whole and mindful of the need to achieve a statutory purpose of an Administration, the sale set out in this document was concluded.

Philip James Watkins and Philip Lewis Armstrong were duly appointed Administrators on 17 March 2021.

Purpose of the Administration

In accordance with Paragraph 3 of Schedule B1 to the IA86 an Administrator of a company must perform his functions with the objective of:

- a) Rescuing the Company as a going concern, or
- a) Achieving a better result for the Company's creditors as a whole than would have been likely if the Company were wound up (without first being in administration) or,
- b) Realising property in order to make a distribution to one or more of the secured or preferential creditors.

Based on current information the purpose of the Administration will be to achieve objective C by making a distribution to the secured creditor.

Alternative courses of action considered

Solvent sale

As detailed earlier, prior to FRP's engagement, the Company carried out an extensive exercise to try and achieve investment and/or a sale. However, it was unable to find investment or a buyer and due to the level of liabilities, a solvent sale was not considered likely upon FRP's engagement.

Trading Administration and / or CVA

This option was not deemed viable due to trading losses and the lack of funding available to continue to trade the business and the redundancy of all employees.

Liquidation

The option was not deemed viable due to the longer the delay to appointment risked reducing the value obtained for the assets.

AMA pre – pack

A pre-pack was deemed the most viable option in order to maximise realisations in the interest of the Company's creditors in the shortest timeframe.

Consultation with major creditors

Barclays

The Company has granted a fixed and floating charge security over its assets in favour of Barclays Bank Plc. The charge was created on 4 November 2016.

FRP has been in regular correspondence with Barclays with regards to the sale process and provided regular updates when necessary.

**FRP**

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16

Payplant Alternatives Fund LLC

The directors advise that security was lodged on 2 November 2017 regarding an invoice financing deal for the US subsidiary. The facility hadn't been used in years and the directors lodged a statement of satisfaction at Companies House on 1 March 2021.

HMRC

HMRC sent a letter to the Company on 4 February 2021 giving a final warning that should all outstanding PAYE / NI not been paid (c £340k) the Company would have to make a payment of approx. £440k as security to be extended further credit by HMRC.

Both the Company and FRP sent separate letters on 15 February 2021, notifying HMRC that FRP had been instructed to assist with the Company's financial position and that the Company would soon cease to trade and enter a formal insolvency process.

The directors and FRP held separate follow up calls with HMRC who requested to notified of the appointment in due course.

The Future Fund

The Future Fund provided £692k of the £1.26m of CLNs. FRP has liaised via e-mail and on a call with the Future Fund to advise of the proposed appointment and address any queries.

Investors

The directors have confirmed that investors with holdings of over £200k were contacted (together with the majority of other investors) to ascertain their interest in looking to acquire the business and assets.

Marketing activities undertaken

PWC were initially engaged by the Company in 2020 to run a marketing process with the view of receiving funding from either a VC or PE company, or to achieve an M&A transaction.

Following M&A interest, the Company engaged with over 30 interested parties with the process narrowing this down to two firm interested parties. The potential transaction broke down due to the additional time required by the preferred party to complete the deal.

Once FRP was instructed, it was agreed that the directors should look to make contact again with the most viable interested parties (from previous 30) and advise that the position was now critical with a proposed distressed sale.

By 19 February 2021, ten previous interested parties had been contacted by the directors in tandem with FRP and four had contacted us to express an interest in buying certain assets of the Company. None of these parties were interested in buying the business as a whole (including employees). In light of this and no cash being available to cover the February payroll, the board decided to make all staff redundant from the week commencing 22 February 2021.

The board also instructed FRP to run an AMA process and a data room was set up using FRP's data room service where commercial, financial and operational information provided by the Company was made available to interested parties upon them signing an NDA. A teaser document was sent on 19 February 2021 to a list of 404 interested parties which invited them to access the data room. A deadline of 5.00pm (UK time) on 25 February 2021 was set for offers.

Although 23 parties signed the NDA, only five parties submitted an offer by the deadline. An offer was received from the directors (backed by two investors), one offer was received from the FRP teaser and three offers arose from previous interested parties contacted by the directors.

Valuation of assets

Metis, a firm of specialist Intellectual Property Rights (IPR) agents were contacted on 10 March 2021 to review the marketing and bid process and provide a letter of recommendation.

A letter was received by Metis on 12 March 2021 recommending to proceed with the proposed transaction. The Metis team led by Emily Muir have confirmed that they

**FRP**

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16

have the relevant qualifications, are independent and carry appropriate levels of professional indemnity insurance to comply with SIP 16.

It was not deemed commercial to instruct chattel agents due to the nature of the transaction i.e. only Four MacBook Pros 2015 Core i7 15" or similar plus monitors included.

Offers received and further negotiations

The offers received can be summarised as follows:

- Offer 1 - £100k cash on completion for certain assets from current director(s) backed by two investors
- Offer 2 - US\$ 75,000 for all the assets (company based in Canada)
- Offer 3 - £20k on completion and 20% of net profits over three to a maximum of £320k
- Offer 4 - US\$25 per customer transferred plus 10% revenue share (company based in the US)
- Offer 5 - £84k for subscription model, customer & community base, name, website and social media domains

The preferred bid was Offer 1 due to it being the highest amount on completion.

Bids for excluded assets

FRP wrote to the underbidders on 2 March 2021 and afforded them the opportunity to bid for excluded assets not included in the preferred bid.

Two separate offers have been received. The Administrators continue to assess these offers and will look to progress and conclude a further transaction where possible.

The estimated realisation from stock is currently uncertain and the Administrators will need to undertake further analysis of its nature and location. We understand stock (some in component form) is located at multiple sites and may be subject to lien.

The transaction

The date of the transaction for the preferred bid (Offer 1) was Wednesday 17 March 2021.

Purchaser and related parties

The purchaser is Future Inventors Limited, a new company incorporated on 3 March 2021. Future Inventors Limited has been set up by a director of TWSU (Bethany Koby-Hirschmann) along with two previous investors / holders of CLNs.

The purchaser has been independently advised by Charles Fletcher of Taylor Vinters LLP.

The director(s) have given a personal guarantee for amounts due under the overdraft from the Company to Barclays. Barclays are not funding the purchaser.

Assets

The offer is to acquire the following:

- The following trademarks:
 - Technology Will Save Us', registered with trademark number UK00003094115 in the UK;
 - 'Electro Dough' registered with trademark number UK00003282996;
 - 'ELECTRO DOUGH' registered with trademark numbers UK00918071304 in the UK and 018071304 in Europe;
 - 'ARCADE CODER', registered with trademark numbers UK00918071305 in the UK and 018071305 in Europe;
 - 'SYNTH WAVE KIT', registered with trademark numbers UK00918071302 in the UK and 018071302 in Europe;
 - 'TECHNOLOGY WILL SAVE US' registered with trademark number 5223606 in the US.

**FRP**

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16

- Future Inventors Club;
- Electro Explorers Club;
- Club Make;
- Social media network accounts for the following platforms: Twitter (@techwillsaveus); Instagram (@techwillsaveus); Facebook (@techwillsaveus); LinkedIn (@techwillsaveus); and YouTube (YouTube.com/techwillsaveus);
- The following web domains:
techwillsaveus.com
clubmake.co.uk
technologywillsaveus.co.uk
technologywillsaveus.net
technologywillsaveus.org
techwillsave.us
techwillsaveus.co.uk
techwillsaveus.com
twsu.co
twsu.co.uk
- Electro Dough assets and design files (Electro Explorers Club and all Electro Dough related video, product files, characters, content);
- Future Inventors Club assets and design files (including all related photos animations, product files and content); and
- The Customer Database.
- Four MacBook Pros 2015 Core i7 15" or similar plus monitors

The excluded assets can be summarised as follows:

- The Debts;
- The Fixed Assets;
- The Leasing Agreements;

- Any shares, investments in or any other securities held by the Company
- The Retained Contracts, the Retained Equipment and the Retained Stocks;
- The Third Party Assets;
- The benefit of any Company Claim;

Sale consideration

The sales consideration of £99,000 was received in cash upon completion of the sale and can be broken down as follows:

- Goodwill - £1
- Intellectual property - £94,999
- Equipment - £4,000

The offer of £99,000 can be broken down as follows:

- £95,000 for intangible fixed charge assets;
- £4,000 for tangible floating charge assets.

No deferred consideration or other conditions are attached to the transaction apart from an anti-embarrassment clause which states if the aggregate consideration for any resale or resales exceeds the Consideration by more than 10% of the Consideration, then the Purchaser shall forthwith upon completion of such resale or resales additionally pay to the Company a sum representing 30% of the amount by which the aggregate total consideration for such resale or resales exceeds the Consideration. No security will be taken by the Administrators as there is no deferred consideration.

Pre-pack pool consultation

The pre-pack pool was contacted prior to our appointment as Administrators and we understand a viability statement was prepared. The pre-pack pool has provided the opinion that a pre-packaged sale is not unreasonable (please see below).

Appendix C

Explanation of the pre-packaged sale in accordance with Statement of Insolvency Practice 16



FRP

OPINION ON PROPOSED PRE-PACKAGED SALE INVOLVING:

Technology Will Save Us Limited AND Bethany Koby-Hirschmann (Technology Will Save Us Ltd)

This opinion has been given by me in accordance with the request made by Bethany Koby-Hirschmann to Pre Pack Pool Ltd.

Bethany Koby-Hirschmann is a connected party to Technology Will Save Us Limited because they were a director, shadow director or company officer of Technology Will Save Us Limited who is or will become a director, shadow director or company officer of Future Inventors Ltd.

I have reviewed the evidence provided by Bethany Koby-Hirschmann. This consists of:

1. Pre-pack pool application
2. Appendix 1
3. Appendix 2
4. Appendix 3
5. Appendix 4
6. Appendix 5

In undertaking my review I have relied on the information and evidence provided by Bethany Koby-Hirschmann and have not undertaken a detailed audit or verification of the information or evidence provided.

For the avoidance of doubt, I express no opinion on whether Future Inventors Ltd is, or will in the future remain a going concern. This is a matter for Bethany Koby-Hirschmann. Neither do I express an opinion on any decision of the administrator of Technology Will Save Us Limited to enter into a pre-packaged sale. This is a matter for the administrator.

The administrator's duties relate to Technology Will Save Us Limited and its creditors, not to Future Inventors Ltd or its creditors or future creditors (or any other person). The administrator's duties are not affected by this opinion.

The request for an opinion is voluntary and no liability attaches to me or to Pre Pack Pool Ltd as a result of this opinion.

I confirm that I have no personal, professional or other relationship with any party connected to Technology Will Save Us Limited or Future Inventors Ltd, and that no relationship, bias or ethical conflict exists which prevents me from evaluating this application solely on its merits.

Opinion

Based on my review, except for the matters detailed below, I have not found anything to suggest that the grounds for the proposed pre-packaged sale outlined in the application are unreasonable.

Evidence provided in support of the application was limited in some aspects as follows:

Some assumptions on cash flow and profit projections require more investigation around 1 VAT on initial purchases 2 TUPE (employee/issue) and whether IR35 would come into play 3 Satisfactory deeds of release from previous obligations, otherwise not unreasonable to proceed

Technology Will Save Us Limited (in Administration)

The Administrators' Proposals

**FRP**

Appendix D

The Administrators' remuneration, disbursements and costs information

The table below sets out a detailed summary of the work undertaken by the Administrators to date and details of the work it is anticipated will be undertaken by the Administrators throughout the duration of this assignment. Details of assumptions made in compiling this table are set out below.

Details of the estimated time costs to be incurred are set out in the fee estimate accompanying this schedule.

Where work undertaken results in the realisation of funds, there may be a financial benefit to creditors should there be sufficient funds available to make a distribution to one or more class of creditor. In this case, work undertaken will include the scrutiny and agreement of creditor claims.

A proportion of the work undertaken by the Administrators is required by statute, including ensuring the appointment is valid, notifications of the appointment to third parties, regular reporting on the progress, notifying statutory bodies where required in relation to the conduct of the directors, complying with relevant legislation and regulatory matters. This may not have a direct financial benefit to creditors but is substantially there to protect creditors and other stakeholders and ensuring they are kept informed of developments.

GENERAL ASSUMPTIONS IN COMPILING THIS SCHEDULE OF WORK
<ul style="list-style-type: none">• The records received are complete and up to date• There are no matters to investigate or pursue• No financial irregularities are identified• A committee of creditors is not appointed• There are no exceptional queries from stakeholders• Full co-operation of the directors and other relevant parties is received as required by legislation• There are no health and safety or environmental issues to be dealt with• The case will be closed within one year

Appendix D

The Administrators' remuneration, disbursements and costs information



FRP

Note	Category	
1	ADMINISTRATION AND PLANNING	ADMINISTRATION AND PLANNING
	Work undertaken to date	Future work to be undertaken
	General matters	General matters
	<p>Necessary administrative and strategic work undertaken at the outset of the Administration.</p> <p>Preparation of correspondence required following the appointment of the Administrators, as required per the Insolvency Act 1986 and the Rules.</p>	<p>Regularly review the conduct of the case and the case strategy and update as required by the Administrators' regulatory professional body to ensure all statutory matters are attended to and to ensure the case is progressing.</p> <p>Collation of relevant information and records to ensure the objective of administration is achieved. This includes a forensic image of the Company's IT systems.</p> <p>Ensure that all relevant records are uplifted from the premises no longer being operated from.</p>
	Regulatory Requirements	Regulatory Requirements
	<p>Prior to the appointment of the Administrators, completion of money laundering risk assessment procedures and know your client checks in accordance with the Money Laundering Regulations.</p> <p>Completion of take on procedures which include consideration of professional and ethical matters and other legislation such as the Bribery Act, Data Protection Act.</p> <p>Considering all necessary use of data to ensure adherence of GDPR compliance.</p>	<p>Regularly reviewing the case as required by the regulatory bodies to ensure all statutory matters are adhered to and that the case is being progressed in a timely manner.</p> <p>Ongoing adherence to Money Laundering Regulations and any other regulations specific to the Company.</p> <p>Ongoing adherence of GDPR requirements as and when necessary.</p>
	Case Management Requirements	Case Management Requirements
	Determining case strategy and to document this.	Continue to monitor and document any proposed changes of strategy and implementation thereof.



Appendix D

FRP

The Administrators' remuneration, disbursements and costs information

	<p>Setting up and administering estate bank accounts throughout the duration of the case.</p> <p>Compiling a forecast of the work which has been or is anticipated will be undertaken throughout the duration of the administration.</p> <p>Advising Marsh, the Administrators' insurance brokers, of the appointment and arranging for all assets to be placed on open cover.</p>	<p>Liaising with the Company's directors to ensure a statement of affairs will be produced and filed with the Registrar of Companies in a timely manner.</p> <p>Notifying HMRC of the Administration and more specifically correspondence with the VAT and other departmental offices to ascertain the Company's final tax position. Completion and submission of future returns as and when required.</p> <p>Maintain and develop the case specific paper and electronic files on behalf of the Administrators aside from other records pertaining to the Company directly.</p> <p>Ensuring bank accounts are regularly reconciled to produce accurate and timely reports to all creditors when required. Processing and recording of all receipts and payments throughout the appointment on the Insolvency Practitioners System and providing internal and external reports as required.</p> <p>Ongoing liaison with HMRC to crystallise the Company's pre-appointment tax position and to achieve tax clearance for the period of the Administration. Submission of ongoing returns as required.</p> <p>To receive final claims from HMRC and consider if any VAT bad debt relief claim need to be made or any other ancillary reliefs are available to the Company.</p> <p>Review insurances on a regular basis and to cancel / revise cover as appropriate.</p>
2	ASSET REALISATION Work undertake to date	ASSET REALISATION Future work to be undertaken
	<p>Completing the sale of part of the business and assets of the Company to the Purchaser. Further detail relating to the sale and the consideration can be found at Appendix C of this report.</p>	<p>Collect the sale proceeds and assess any potential realisations from assets excluded from the sale.</p>

**FRP**

Appendix D

The Administrators' remuneration, disbursements and costs information

3	STATUTORY COMPLIANCE AND REPORTING Work undertaken to date	STATUTORY COMPLIANCE AND REPORTING Future work to be undertaken
	<p>The Administrators are required to provide creditors with the proposals for the conduct of the Administration for approval by creditors in accordance with legislation.</p> <p>To calculate and protect the value of assets that are not subject to a charge by obtaining a bond to the correct level.</p> <p>Advertising notice of the office holders' appointment as required by statute.</p> <p>The Administrator is required to establish the existence of any pension schemes and staging dates for auto-enrolment and take appropriate action to notify all relevant parties and appoint independent trustees if required</p>	<p>To provide statutory reports to various stakeholders at regular intervals and manage any queries arising therefrom. Copies of these reports are required to be filed at Registrar of Companies.</p> <p>To obtain secured creditor approval for the basis on which the office holder's fees will be calculated.</p> <p>To place legal advertisements as required by statute which may include formal meetings of creditors and notices to submit claims.</p> <p>Dealing with post appointment VAT and or other tax returns as required.</p> <p>To deal with the statutory requirements in order to bring the case to a close and for the Administrators to obtain their release from office; this includes preparing final reports for stakeholders, convening final meetings, statutory advertising and filing the relevant documentation with the Registrar of Companies.</p> <p>If required, the formal setting up of a creditors' committee and regular reporting to them as necessary.</p> <p>Bringing the conduct of the Administration to a close when all matters are complete in accordance with the relevant requirements.</p>
4	INVESTIGATIONS Work undertaken to date	INVESTIGATIONS Future work to be undertaken
	<p>Administrators have a duty to review the books and records and other information available to identify the assets that may be available to realise for the benefit of the insolvency estate.</p>	<p>To review any information provided by creditors or other parties that might identify further assets or lines of enquiry against the officers of the Company and progressing those to a conclusion.</p> <p>The collation and review of all information received along with the preparation and submission of the conduct report to Department of Business, Energy and Industrial</p>

**FRP**

Appendix D

The Administrators' remuneration, disbursements and costs information

	Conducting initial enquires into the conduct of the Company, its officers and if appropriate associated parties through the interrogation of electronic and paper records.	Strategy under Company Directors Disqualification Act 1986 – the content of this report is confidential. All directors of the Company, both current and those holding office within 3 years of the appointment, will be requested to complete a questionnaire to assist in preparing the statutory return to the Department for Business, Energy and Industrial Strategy in accordance with the Company Directors Disqualification Act 1986.
5	CREDITORS Work undertaken to date	CREDITORS Future work to be undertaken
	<p>Obtaining a list of creditors and updating out internal case management system with the contact information in order to issue all correspondence.</p> <p>Inserting any balances owed to creditors into the internal case management system to include in the Statement of Affairs.</p> <p>Writing to all known creditors to notify of the appointment and the sale of the majority of business and assets.</p> <p>Providing creditors with proof of debt forms in order for them to lodge claims against the Company if applicable.</p> <p>Writing to HMRC, employees and pension provider notifying them of our appointment.</p>	<p>To continue to liaise with and provide reports and oral updates to the secured creditor and action ongoing enquiries as required. Make a small distribution to the secured creditor under its fixed charge.</p> <p>Ongoing reporting and correspondence with preferential and unsecured creditors to ensure they are updated throughout the administration.</p> <p>If sufficient funds become available to make a distribution to unsecured creditors, to advertise for claims, request submission of claims from all known creditors and adjudicate on those claims where there are sufficient funds to make a distribution either agreeing or rejecting, in full or in part.</p> <p>Updating case management system with creditor details and amounts.</p> <p>Establishing the position with regards to any Employer pension scheme, notifying the relevant parties in accordance with the legislation. Where appropriate appointing an independent trustee to the scheme and winding it up. Progressing any claims for outstanding pension contributions.</p> <p>Liaising with the Redundancy Payments Office and processing the necessary employee forms and employee claims.</p>



FRP

Appendix D

The Administrators' remuneration, disbursements and costs information

6	LEGAL AND LITIGATION Work undertaken to date	LEGAL AND LITIGATION Future work to be undertaken
	<p>Liaising with solicitors regarding the sale agreement and the review of the security position of the Company.</p> <p>Liaising with solicitors immediately following appointment to conclude the sale process.</p>	<p>To obtain advice on post appointment matters (including further potential asset realisations), where applicable.</p>

**FRP**

Appendix D

The Administrators' remuneration, disbursements and costs information

Technology Will Save Us Limited (in Administration)
Joint Administrators' fee estimate as at 23 March 2021

Activity	Hours	Total Cost (£)	Average hourly rate £
ADMINISTRATION	16.0	6,420	401
ASSET REALISATION	18.0	8,410	467
STATUTORY COMPLIANCE AND REPORTING	24.5	11,828	483
TRADING	-	-	-
INVESTIGATION	10.0	4,850	485
CREDITORS	28.0	11,610	415
LEGAL AND LITIGATION	5.5	2,773	504
TOTAL	102.0	45,890	

Hourly Charge out rates:	
	£
Appt taker/partner	595-695
Managers/directors	445-595
Other professional	275-395
Junior Professional/support	175-245

The above fee estimate is based on the assumptions contained in the accompanying schedule of work.

The office holder anticipates that it will not be necessary to seek further approval.

Time costs are maintained on computerised records of all time spent on the administration of each case. Matters dealt with during the assignment are dealt with by different members of staff depending on the level of complexity and experience required. Time is charged to the case in maximum of six minute units. Charge-out rates are based on individual expertise, qualification and grade. The costs of the firm's support staff are not directly charged to the estate unless dealing with directly identifiable case specific matters. Charge out rates are reviewed at least annually, details of FRP Advisory's charge out rates applicable to this assignment are set out above.

Further information can be found in the 'Creditors' Guide to Fees which you can access using the following link
<http://www.frpadvisor.com/fees-guide.html>. Alternatively, a hard copy of the relevant guide will be sent to you on request.

On occasions it may be necessary to change the rates applicable to the work undertaken and if this occurs during the period of the assignment this will be notified to creditors as part of the normal reporting procedures.

Technology Will Save Us Limited (in Administration)
The Administrators' Proposals

Appendix D

The Administrators' remuneration, disbursements and costs information

**FRP**

HOURLY CHARGE OUT RATES

	£/hour
Appointment taker/Partner	695
Managers/Directors	495
Other Professional	325
Junior Professional/Support	175

Time costs are maintained on computerised records of all time spent on the administration of each case. Matters dealt with during the assignment are dealt with by different members of staff depending on the level of complexity and experience required. Time is charged to the case in maximum of six-minute units. Charge-out rates are based on individual expertise, qualification and grade. The costs of the firm's support staff are not directly charged to the estate unless dealing with directly identifiable case specific matters. Charge out rates are reviewed at least annually, details of FRP charge out rates applicable to this assignment are set out above.

Further information can be found in the Creditors' Guide to Fees which you can access using the following link <http://www.frpadvisor.com/fees-guide.html>. Alternatively, a hard copy of the relevant guide will be sent to you on request.

On occasions it may be necessary to change the rates applicable to the work undertaken and if this occurs during the period of the assignment this will be notified to creditors as part of the normal reporting procedures.

DISBURSEMENT POLICY

Disbursements are expenses met by and reimbursed to an office holder in connection with an insolvency appointment.

There are two types of disbursements; direct disbursements (known as Category 1) and indirect disbursements (known as Category 2).

Category 1 disbursements:

These are payments to independent third parties where there is specific expenditure directly referable to the appointment in question, these include but are not limited to such items as case advertising, storage, bonding, searches, insurance.

Category 1 disbursements can be drawn without prior approval

Appendix D

The Administrators' remuneration, disbursements and costs information

FRP

Technology Will Save Us Limited Estimated Outcome Statement At 23 March 2021					
	Book Values ("BV")	Further realisations		CVL	
	£	Pre - pack sale	(excluded assets)	Total	£
Assets specifically pledged / fixed charge					
Intangible	7,501.00	95,000.00	Uncertain	95,000.00	Uncertain
Shares in Technology Will Save Us Inc	1.00	-	-	-	-
Office Holder pre - appointment costs	-	-	(25,000.00)	(25,000.00)	(15,000.00)
Office Holder post - appointment costs & disbursements	-	-	(18,000.00)	(18,000.00)	-
Pre - appointment legal fees and disbursements	-	-	(8,500.00)	(8,500.00)	-
Post - appointment legal fees and disbursements	-	-	(1,500.00)	(1,500.00)	-
Valuation costs	-	-	(2,000.00)	(2,000.00)	(2,000.00)
Less: Barclays	(333,849.00)	-	-	(333,849.00)	(333,849.00)
Surplus / (Deficit), ctd	(326,347.00)	95,000.00	Uncertain	(293,849.00)	(330,849.00)
Assets subject to floating charge					
PM and Compute Equipment	30,915.00	4,000.00	Uncertain	4,000.00	4,000.00
Stocks	229,736.00	-	Uncertain	Uncertain	Uncertain
Debtors & Prepayments	13,397.00	-	Uncertain	Uncertain	Uncertain
Intercompany Debt	847,205.00	-	-	-	-
Cash at Bank	-	-	-	-	-
VAT and Corporation Tax	295,092.00	-	-	-	-
	1,416,345.00	4,000.00	Uncertain	4,000.00	4,000.00
Professional Costs					
Office holder Fees and Disbursements	-	-	(3,000.00)	(3,000.00)	(2,250.00)
Insurance	-	-	(250.00)	(250.00)	(1,000.00)
General Expenses	-	-	(750.00)	(750.00)	(750.00)
	-	-	(4,000.00)	(4,000.00)	(4,000.00)
Available to Preferential creditors					
1,416,345.00					
Less: Preferential Creditors (employee arrears & holiday pay)	(37,000.00)			(37,000.00)	(37,000.00)
	1,379,345.00				
Less: Preferential Creditors (HMRC)	(372,584.00)		(372,584.00)	(372,584.00)	(372,584.00)
Available to Floating Charge	1,006,761.00		(409,584.00)	(409,584.00)	(409,584.00)
Less: Prescribed Part	(204,352.32)		-	-	-
Available to Floating Charge Creditor	802,408.68		(409,584.00)	(409,584.00)	(409,584.00)
Less: Barclays	(326,347.00)		(293,849.00)	(330,849.00)	(330,849.00)
Available to Unsecured Creditors / (Shortfall on floating charge)	476,061.68		(703,433.00)	(746,433.00)	(746,433.00)
Prescribed Part Brought Down	204,352.32		-	-	-
Unsecured Creditors:					
Trade Creditors	(568,425.00)		(568,425.00)	(568,425.00)	(568,425.00)
Loan Notes	(1,270,176.00)		(1,270,176.00)	(1,270,176.00)	(1,270,176.00)
Notice & Redundancy	(100,000.00)		(100,000.00)	(100,000.00)	(100,000.00)
Defect to unsecured creditors	(1,258,186.40)		(1,938,401.00)	(1,938,401.00)	(1,938,401.00)
Defect to floating charge b/d	-		(703,433.00)	(746,433.00)	(746,433.00)
Available to shareholders	(1,258,186.40)		(2,642,034.00)	(2,699,034.00)	(2,699,034.00)
Called Up Share Capital	(7.00)		(7.00)	(7.00)	(7.00)
Share Premium	(7,480,163.00)		(7,480,163.00)	(7,480,163.00)	(7,480,163.00)
Surplus / shortfall to Equity	(8,738,356.40)		(10,122,304.00)	(10,179,204.00)	(10,179,204.00)

Technology Will Save Us Limited (in Administration)
The Administrators' Proposals

Appendix E

Schedule of pre-administration costs



FRP

	Note	Fees Charged (£)	Expenses Incurred (£)
FRP	1	25,000.00	-
OC	2	8,500.00	54.30
Metis	3	2,000.00	
Amounts paid		(-)	(-)
Unpaid pre-administration costs for which approval is being sought		35,500.00	54.30

Notes

- FRP was engaged pursuant to a letter of engagement dated 17 December 2020 (informal assignment back in March 2020) to undertake an accelerated marketing exercise with a view to completing a sale of the Company's assets by way of a pre-packaged administration. Extensive details of the work undertaken by FRP are included at Appendix C of this report. FRP's fees were calculated on a time cost basis and set at £25,000 plus VAT and disbursements and represent a fair and reasonable reflection of the work undertaken prior to the appointment of Administrators. FRP will seek approval of these costs from the secured creditor in due course.
- OC acted as the Administrators' solicitors and assisted with the following:
 - Assisting with the preparation and filing of NOI and appointment documents.
 - Drafting the sale agreement, assignment of IP and deed of release of security
- Agent's fees in relation to providing a letter of comfort advising to proceed with the proposed sale.
- The payment of these unpaid costs as an expense of the Administration is subject to approval in accordance with the Insolvency Rules and is not part of the proposals subject to approval in accordance with Paragraph 53 of Schedule B1 to the Insolvency Act 1986.

**FRP**

Appendix F

Details of the financial position of the Company

Prepared in accordance with Rules 3.30 and 3.35 of the Insolvency (England and Wales) Rules 2016

Technology Will Save Us Limited (in Administration) Summary of Financial Position as at 30 September 2020		BV £
Fixed Assets		
Intangible Assets	7,501.00	
Tangible Assets	30,915.00	
	38,416.00	
Current Assets		
Stock	497,153.00	
Debtors	13,397.00	
Cash at Bank	74,068.00	
Interco Debt	847,205.00	
VAT	55,092.00	
Corporation Tax	240,000.00	
	1,726,915.00	
Current Liabilities		
Trade Creditors	(570,688.00)	
Wages	(67,785.00)	
PAYE	(322,538.00)	
Other	(7,426.00)	
	(968,437.00)	
Long Term Liabilities		
Barclays Loan	(330,000.00)	
Deferred Tax	(6,919.00)	
Loan Notes	(1,270,176.00)	
	(1,607,095.00)	
Net Assets	(810,201.00)	
Share Capital	7.00	
Share Premium	7,480,163.00	
Profit / (Loss)	(8,290,371.00)	
	(810,201.00)	

Technology Will Save Us Limited (in Administration)
The Administrators' Proposals

**FRP**

Appendix F

Details of the financial position of the Company

Prepared in accordance with Rules 3.30 and 3.35 of the Insolvency (England and Wales) Rules 2016

Name		SoA Amount
American Express	1 John Street, Brighton, East Sussex, BN88 1NH	31,811.05
Ash Jones		4,480.00
Backed LLP	Second Home, 8 Hanbury Street, London, E1 5JL	50,000.00
Bluestorm	Studio 10, Second Floor 32-38 Scrutton Street, London, EC2A 4RQ	3,849.60
Bright Eye	5 Rue Jean Monnet, Luxembourg, L-2180	160,000.00
C H Robinson		23,206.83
Clockwork Affiliates	Grainger Suite, Dobson House, Newcastle, NE3 3PF	948.00
Corum Group	Buechenstr. 9, Winkel, 8185, Switzerland	15,782.41
Daijo Ltd	40 Broadway Lane, Bournemouth, Dorset, BH8 0AA	6,750.00
DCL Logistics	4455 E. Philadelphia St., Ontario, CA, 91761	22,016.63
Erksen Consumer / Jam Industries	21000 Transcanadienne, Baie d'Urfé, Québec, H9X 4B7	9,374.58
Executive Search Group	80 Devon Lane, Ste 210, Akron, Ohio, 44313	14,208.89
Factoree Ltd	17 Greensand Ridge, Liddington, Bedford, MK43 0PB	15,840.00
Flexport	760 Market St, Floor 8, San Francisco, CA, 94102	14,548.68
Future Fund	Level 37, 25 Canada Square, London, E14 5LQ	692,960.00
Gadget Lab International Co., Ltd	805 / B0, B&H Plaza, 1077 Nanhai Ave, Shekou, Shenzhen, 518067	263,393.43
Gratnells Ltd.	Howard Way, Harlow, Essex, CM20 2SU	428.45
H M Revenue & Customs	Durrington Bridge House, Barrington Road, Worthing, West Sussex, BN12 4SE	372,584.00
H M Revenue and Customs	Central Insolvency Sift Team, 3NW Queens Dock, Liverpool, L74 4AA	0.00
Harry Frostick Illustration	16 Swinburne House, Bethnal Green, London, E2 0HJ	800.00
Hirsch & Mann	45 Vyner Street, London, E2 9DQ	49,275.00
I-Koncepts Ltd T/a iFulfilment	Radar Way, Christchurch, BH23 4FL	12,183.78
Initial Capital	Third Floor Berkeley Square House, Berkeley Square, London, W1J 6BU	100,000.00
Inventura limited	Oakside House, 10 Talisman Close, Crowthorne, Berkshire, RG45 6JE	12,355.20
Jess Mae		5,475.00
Kahn, Litwin, Renza & Co., Ltd.	951 North Main Street, Providence, Rhode Island, 02904	2,550.31
L.T Baldwin Transport Ltd	18 Cromwell IND Estate, Staffa Road, Leyton, London, E10 7QZ	191.58
Lemio	Oude Kraaijertse dijk 2, s-Heer Arendskerke, 4458NC	6,000.00
Leon Lewis		25,000.00
Michael Harrison		50,000.00
Mike Rees		50,000.00
Octain Ltd	Octain House, 13 Springfield Lyons Approach, Chelmsford Business Park, Chelmsford, Essex, CM2 5LB	6,137.51
Postpack Ltd	Unit 4 Hollis Road, Grantham, Lincolnshire, NG31 7QH	1,200.00
Premier Farnell Ltd	Canal Road, Leeds, LS12 2TU	2,954.38
Rapid Electronics Ltd	Severalls Lane, Colchester, Essex, CO4 5JS	3,471.02
Richard Fearn		75,000.00
SAATCHIINVEST	36 Golden Square, London, W1F 9EE	44,000.00

**FRP**

Appendix F

Details of the financial position of the Company

Prepared in accordance with Rules 3.30 and 3.35 of the Insolvency (England and Wales) Rules 2016

Seedrs Ltd	Churchill House,142-146 Old Street,London,EC1V 9BW	0.00
Taylor Vinters	Merlin Place,Milton Road,Cambridge,CB4 0DP	6,695.40
Tectonic Technology LTD	Unit 14, 5/F, Block A,Hoplite Industrial Centre, 3-5 Wang Tai Road,Kowloon Bay,Kowloon	86,136.60
The Pacific Partnership	Unit 7,1180 Aldridge Road,Great Barr,Birmingham,B44 8PE	960.00
The Walt Disney Company Ltd	Capgemini Poland 85v,Kraków	5,056.75
Trüikikoda Koit OU	Vaksali 9 20308,Narva,Estonia	3,553.67
Trustpilot	Pilestræde 58,5 1112 Copenhagen K,Denmark	837.00
Venture Founders Nominee Limited	The Treehouse,116-120 Goswell Road,London,EC1V 7DP	20,000.00
Victoria Wharf Project Ltd	Lime Wharf,Vyner Street,London,E2 9DJ	47,887.64
Total		2,319,903.39