



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **Appear Here Limited**

Company Number: **07736672**



Received for filing in Electronic Format on the: **23/08/2019**

X8CFZ901

Company Name: **Appear Here Limited**

Company Number: **07736672**

Confirmation **11/08/2019**

Statement date:

Statement of Capital (Share Capital)

| | | | |
|------------------|-----------|--------------------------|---------|
| Class of Shares: | A | Number allotted | 7015520 |
| | PREFERRED | Aggregate nominal value: | 701.552 |
| Currency: | GBP | | |

Prescribed particulars

VOTING - EACH SHARE CARRIES THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY DIVIDENDS - ALL SHARES RANK PARI PASSU IN RESPECT OF DIVIDEND, AND DIVIDENDS SHALL BE PAID PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER RESPECTIVELY (IN THE CASE OF A PREFERRED AND SEED SHARES, AS THOUGH THEY HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2 OF THE COMPANY'S ARTICLES) DISTRIBUTIONS - ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, OR SALE OR ASSET SALE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ('NET PROCEEDS') SHALL BE DISTRIBUTED AS FOLLOWS (A) FIRSTLY, TO EACH HOLDER OF A PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS A PREFERRED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS A PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DAWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF A PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE A PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, (B) SECONDLY, TO EACH HOLDER OR SEED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS SEED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS SEED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE SEED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, AND (C) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF A PREFERRED OR SEED SHARES UNDER ARTICLE 3 2 OF THE COMPANY'S ARTICLES), IN PROPORTION TO

THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY REDEMPTION - THE SHARES ARE NOT REDEEMABLE

| | | | |
|-------------------------|-----------------|--------------------------|------------------|
| Class of Shares: | B | Number allotted | 10666082 |
| | ORDINARY | Aggregate nominal value: | 106.66082 |
| Currency: | GBP | | |

Prescribed particulars

VOTING - EACH SHARE CARRIES THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY DIVIDENDS - ALL SHARES RANK PARI PASSU IN RESPECT OF DIVIDEND, AND DIVIDENDS SHALL BE PAID PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER RESPECTIVELY (IN THE CASE OF A PREFERRED AND SEED SHARES, AS THOUGH THEY HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2 OF THE COMPANY'S ARTICLES) DISTRIBUTIONS - ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, OR SALE OR ASSET SALE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ('NET PROCEEDS') SHALL BE DISTRIBUTED AS FOLLOWS(A) FIRSTLY, TO EACH HOLDER OF A PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS A PREFERRED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS A PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DAWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF A PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE A PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY,(B) SECONDLY, TO EACH HOLDER OR SEED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS SEED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS SEED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE SEED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, AND(C) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF A PREFERRED OR

SEED SHARES UNDER ARTICLE 3 2 OF THE COMPANY'S ARTICLES), IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY REDEMPTION - THE SHARES ARE NOT REDEEMABLE

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|-------------------------|-----------------|---------------------------------|------------------|
| Class of Shares: | ORDINARY | Number allotted | 16982414 |
| Currency: | GBP | Aggregate nominal value: | 1698.2414 |

Prescribed particulars

VOTING - EACH SHARE CARRIES THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY DIVIDENDS - ALL SHARES RANK PARI PASSU IN RESPECT OF DIVIDEND, AND DIVIDENDS SHALL BE PAID PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER RESPECTIVELY (IN THE CASE OF A PREFERRED AND SEED SHARES, AS THOUGH THEY HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2 OF THE COMPANY'S ARTICLES) DISTRIBUTIONS - ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, OR SALE OR ASSET SALE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ('NET PROCEEDS') SHALL BE DISTRIBUTED AS FOLLOWS (A) FIRSTLY, TO EACH HOLDER OF A PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS A PREFERRED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS A PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DAWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF A PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE A PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, (B) SECONDLY, TO EACH HOLDER OR SEED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS SEED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS SEED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE SEED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, AND (C) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF A PREFERRED OR

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| | | | |
|-------------------------|------------------|--------------------------|----------------|
| Class of Shares: | SEED | Number allotted | 4038600 |
| | PREFERRED | Aggregate nominal value: | 403.86 |

Currency: **GBP**

Prescribed particulars

VOTING - EACH SHARE CARRIES THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY DIVIDENDS - ALL SHARES RANK PARI PASSU IN RESPECT OF DIVIDEND, AND DIVIDENDS SHALL BE PAID PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER RESPECTIVELY (IN THE CASE OF A PREFERRED AND SEED SHARES, AS THOUGH THEY HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2 OF THE COMPANY'S ARTICLES) DISTRIBUTIONS - ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, OR SALE OR ASSET SALE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ('NET PROCEEDS') SHALL BE DISTRIBUTED AS FOLLOWS (A) FIRSTLY, TO EACH HOLDER OF A PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS A PREFERRED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS A PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DAWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF A PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE A PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, (B) SECONDLY, TO EACH HOLDER OR SEED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS SEED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS SEED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE SEED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, AND (C) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE

OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF A PREFERRED OR SEED SHARES UNDER ARTICLE 3 2 OF THE COMPANY'S ARTICLES), IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY REDEMPTION - THE SHARES ARE NOT REDEEMABLE

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|-------------------|
| Currency: | GBP | Total number of shares: | 38702616 |
| | | Total aggregate nominal value: | 2910.31422 |
| | | Total aggregate amount unpaid: | 0 |

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

| | |
|------------------|--|
| Shareholding 1: | 5415230 A PREFERRED shares held as at the date of this confirmation statement |
| Name: | BALDERTON CAPITAL V, LP |
| Shareholding 2: | 973960 A PREFERRED shares held as at the date of this confirmation statement |
| Name: | FPGP NOMINEES LIMITED |
| Shareholding 3: | 125270 A PREFERRED shares held as at the date of this confirmation statement |
| Name: | HOWZAT AGAIN LLP |
| Shareholding 4: | 250530 A PREFERRED shares held as at the date of this confirmation statement |
| Name: | M.B.III GUERNSEY LIMITED |
| Shareholding 5: | 250530 A PREFERRED shares held as at the date of this confirmation statement |
| Name: | MMC LONDON FUND LP |
| Shareholding 6: | 529863 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | BALDERTON CAPITAL V, LP |
| Shareholding 7: | 333752 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | FIFTH WALL VENTURES, L.P. |
| Shareholding 8: | 441553 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | DIANE VON FURSTENBERG |
| Shareholding 9: | 457310 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | IMAGINARY VENTURE CAPITAL PARTNERS I, L.P |
| Shareholding 10: | 1412968 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | LION INVESTMENTS LIMITED |
| Shareholding 11: | 347749 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | M.B.III GUERNSEY LIMITED |

Shareholding 12: **264932 B ORDINARY shares held as at the date of this confirmation statement**
Name: **MAGUIRE VENTURE CAPITAL LLC**

Shareholding 13: **211945 B ORDINARY shares held as at the date of this confirmation statement**
Name: **MMC LONDON FUND LP**

Shareholding 14: **727164 B ORDINARY shares held as at the date of this confirmation statement**
Name: **OCTOPUS INVESTMENTS NOMINEES LIMITED**

Shareholding 15: **4041604 B ORDINARY shares held as at the date of this confirmation statement**
Name: **OCTOPUS TITAN VCT PLC**

Shareholding 16: **184089 B ORDINARY shares held as at the date of this confirmation statement**
Name: **PLAYFAIR CAPITAL INVESTMENT NOMINEE LTD**

Shareholding 17: **1713153 B ORDINARY shares held as at the date of this confirmation statement**
Name: **SPG APPEAR HERE LLC**

Shareholding 18: **5288 ORDINARY shares held as at the date of this confirmation statement**
Name: **JOSH ARTUS**

Shareholding 19: **877 ORDINARY shares held as at the date of this confirmation statement**
Name: **KASIA ATWELL**

Shareholding 20: **9205210 ORDINARY shares held as at the date of this confirmation statement**
Name: **ROSS ANTHONY BAILEY**

Shareholding 21: **7234 ORDINARY shares held as at the date of this confirmation statement**
Name: **MICHAEL BAIRD**

Shareholding 22: **199520 ORDINARY shares held as at the date of this confirmation statement**
Name: **BALLPARK VENTURES LLP**

Shareholding 23: **4206 ORDINARY shares held as at the date of this confirmation statement**
Name: **ASHLEY BENNETT-FREEMAN**

Shareholding 24: **308310 ORDINARY shares held as at the date of this confirmation statement**
Name: **MARC BOYAN**

Shareholding 25: **137020 ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM BUCHLER**

Shareholding 26: **235060 ORDINARY shares held as at the date of this confirmation statement**
Name: **ALEXANDER JAMES BUTTLE**

Shareholding 27: **6701 ORDINARY shares held as at the date of this confirmation statement**
Name: **GEORGE COLTART**

Shareholding 28: **2076 ORDINARY shares held as at the date of this confirmation statement**
Name: **BONNIE COOKE**

Shareholding 29: **109285 ORDINARY shares held as at the date of this confirmation statement**
Name: **ANDY COTTLE**

Shareholding 30: **1324 ORDINARY shares held as at the date of this confirmation statement**
Name: **ELODIE DESSORS**

Shareholding 31: **1116980 ORDINARY shares held as at the date of this confirmation statement**
Name: **FPGP NOMINEES LIMITED**

Shareholding 32: **6050 ORDINARY shares held as at the date of this confirmation statement**
Name: **THIBAUT GAUTRIAUND**

Shareholding 33: **134217 ORDINARY shares held as at the date of this confirmation statement**
Name: **BASTIAAN HAGHIUS**

Shareholding 34: **156880 ORDINARY shares held as at the date of this confirmation statement**
Name: **MARK HAZAN**

Shareholding 35: **728 ORDINARY shares held as at the date of this confirmation statement**
Name: **BEATRICE MARTEL HENNEKENS**

Shareholding 36: **559870 ORDINARY shares held as at the date of this confirmation statement**
Name: **HOWZAT AGAIN LLP**

Shareholding 37: **20093 ORDINARY shares held as at the date of this confirmation statement**
Name: **DENIZER IBRAHIM**

Shareholding 38: **1163 ORDINARY shares held as at the date of this confirmation statement**
Name: **CODY JOHNSON**

Shareholding 39: **235060 ORDINARY shares held as at the date of this confirmation statement**
Name: **HARRY EDWARD RUSSELL JONES**

Shareholding 40: **31640 ORDINARY shares held as at the date of this confirmation statement**
Name: **ELIZABETH LAYNE**

Shareholding 41: **235060 ORDINARY shares held as at the date of this confirmation statement**
Name: **TOM ROBERT BENJAMIN LEATHES**

Shareholding 42: **99758 ORDINARY shares held as at the date of this confirmation statement**
Name: **PETER LENNON**

Shareholding 43: **205540 ORDINARY shares held as at the date of this confirmation statement**
Name: **ADRIAN LEVY**

Shareholding 44: **794790 ORDINARY shares held as at the date of this confirmation statement**
Name: **LION INVESTMENTS LIMITED**

Shareholding 45: **105407 ORDINARY shares held as at the date of this confirmation statement**
Name: **CHRISTOPHER JOEL LOWDER**

Shareholding 46: **1119750 ORDINARY shares held as at the date of this confirmation statement**
Name: **M.B.III GUERNSEY LIMITED**

Shareholding 47: **4111 ORDINARY shares held as at the date of this confirmation statement**
Name: **NICK MAHER**

Shareholding 48: **4018 ORDINARY shares held as at the date of this confirmation statement**
Name: **TANYA MCKNIGHT**

Shareholding 49: **1119750 ORDINARY shares held as at the date of this confirmation statement**
Name: **MMC LONDON FUND LP**

Shareholding 50: **685140 ORDINARY shares held as at the date of this confirmation statement**
Name: **PLAYFAIR CAPITAL INVESTMENT NOMINEE LTD**

Shareholding 51: **3125 ORDINARY shares held as at the date of this confirmation statement**
Name: **CLAUDIA SAMPSON**

Shareholding 52: **5254 ORDINARY shares held as at the date of this confirmation statement**
Name: **ANTOINE SAZIO**

Shareholding 53: **5731 ORDINARY shares held as at the date of this confirmation statement**
Name: **EMMA SHEARER**

Shareholding 54: **81620 ORDINARY shares held as at the date of this confirmation statement**
Name: **ANDREAS TORS**

Shareholding 55: **648 ORDINARY shares held as at the date of this confirmation statement**
Name: **JESSICA WARCHIWKER**

Shareholding 56: **27920 ORDINARY shares held as at the date of this confirmation statement**
Name: **MATTHEW WHEELER**

Shareholding 57: **640710 SEED PREFERRED shares held as at the date of this confirmation statement**
Name: **BALLPARK VENTURES LLP**

Shareholding 58: **3236090 SEED PREFERRED shares held as at the date of this confirmation statement**
Name: **FPGP NOMINEES LIMITED**

Shareholding 59: **80900 SEED PREFERRED shares held as at the date of this confirmation statement**
Name: **JENS LAPINSKI**

Shareholding 60: **80900 SEED PREFERRED shares held as at the date of this confirmation statement**
Name: **MATTHEW WHEELER**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor