

LIQ03

Notice of progress report in voluntary winding up



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 0 9 4 5 4 4 8 8

Company name in full Time Machine Capital Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Edward Robert

Surname Bines

3 Liquidator's address

Building name/number The Shard

Street 32 London Bridge Street

Post town London

County/Region

Postcode S E 1 9 S G

Country

4 Liquidator's name ①

Full forename(s) Paul David

Surname Williams

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number The Shard

Street 32 London Bridge Street

Post town London

County/Region

Postcode S E 1 9 S G


Country

② Other liquidator

Use this section to tell us about
another liquidator.

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6	Period of progress report																
From date	^d	2	^d	5	^m	1	^m	0	^y	2	^y	0	^y	2	^y	2	
To date	^d	2	^d	4	^m	1	^m	0	^y	2	^y	0	^y	2	^y	3	
7	Progress report																
	<input checked="" type="checkbox"/> The progress report is attached																
8	Sign and date																
Liquidator's signature	Signature																
	 X												X				
Signature date	^d	1	^d	9	^m	1	^m	2	^y	2	^y	0	^y	2	^y	3	

**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 Harry Boyd-Walker

Company name Kroll Advisory Ltd.

Address The Shard

32 London Bridge Street

Post town London

County/Region

Postcode SE1 9SG

Country

DX

Telephone

**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 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

Progress Report to the Members

19 December 2023

Time Machine Capital Limited (In Members' Voluntary Liquidation)

Joint Liquidators' Progress Report to the Members
for the period from 25 October 2022 to 24 October 2023

Kroll Advisory Ltd.
The Shard
32 London Bridge Street
London
SE1 9SG

Definitions

Word or Phrase	Definition
the Act	The Insolvency Act 1986 (as amended)
the Appointment Date	25 October 2021, being the date of appointment of the Joint Liquidators
Category 1 Disbursements	The Joint Liquidators' external and incidental costs and expenses in dealing with the Liquidation
Category 2 Disbursements	The Joint Liquidators' internal costs and expenses in dealing with the Liquidation
the Company or TMCL	Time Machine Capital Limited (In Members' Voluntary Liquidation) (Company Number: 09454488)
the Cumulative Period	25 October 2021 to 24 October 2023
the DoS	Declaration of Solvency, including a statement of assets and liabilities of the Company as at 12 October 2021, which has been sworn by the Directors on 13 October 2021
the Directors	Joseph Lyske, Philip Walsh and Nicholas Warden the Directors of the Company as at the Appointment Date
KPMG	KPMG LLP, the Company's tax advisor
Kroll	Kroll Advisory Ltd., The Shard, 32 London Bridge Street, London, SE1 9SG
HMRC	HM Revenue and Customs
the Joint Liquidators	Edward Robert Bines and Paul David Williams of Kroll
ML	Mashtraxx Limited (Company Number: 09467768)
MTHL	Mashtraxx (Triller Holdings) Limited (In Members' Voluntary Liquidation) (Company Number: 12232403)
the Members	A list of the members of the Company on the Appointment Date is at Appendix 1
the Previous Report	Joint Liquidators' Progress Report to the Members dated 21 December 2022
the Reporting Period	25 October 2022 to 24 October 2023
the Rules	The Insolvency (England & Wales) Rules 2016 (as amended)

SIP 9

Statement of Insolvency Practice 9 – Industry Best Practice for
Insolvency Practitioners in relation to disclosure of remuneration and
disbursements

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4. Joint Liquidators' Receipts and Payments Account
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2. Joint Liquidators' Receipts and Payments Account
3. Analysis of the Joint Liquidators' Time Costs and Disbursements
4. Statement of Members' Rights

1. Introduction

- 1.1 Edward Bines and Paul Williams of Kroll were appointed Joint Liquidators of the Company on the Appointment Date, by resolution of the Members.
- 1.2 The purpose of this report is to provide the Members with details of the progress of the Liquidation for the Reporting Period.

2. Progress of the Liquidation

- 2.1 The Members have been provided with detailed email updates on the progress of the liquidation in separate Members' updates, dated 2 November 2022 and 25 January 2023.
- 2.2 The manner in which the affairs and business of the Company have been managed in the Reporting Period are set out below.

Asset Realisations

Investments

- 2.3 As reported previously, the DoS reports an investments balance of £30,000. The principal investments are in ML and MTHL.

Investment in ML

- 2.4 As previously reported, the Company has an equity investment in ML of 29.02%. This is comprised of a holding of 51,132 ordinary 0.01p shares.
- 2.5 As noted in point 2.23 below, the beneficial and legal interest in ML was distributed to the shareholders on an in specie basis on 6 September 2023.
- 2.6 For further information on the Company's investment in ML please refer to the Previous Report.

Investment in MTHL

- 2.7 As reported previously, TMCL had an equity investment in MTHL of 7.78%. The Joint Liquidators were also appointed over MTHL on 24 May 2022. MTHL's only asset is its investment in Triller HoldCo, LLC ("Triller"). This is comprised of a holding of 17,452,500 Class A Units (the "Triller Shares").
- 2.8 The Joint Liquidators, in conjunction with tax advisors, have carried out significant work to review and assess the full background relating to the Company's direct investment in MTHL, and by extension, its indirect investment in Triller. This work has been necessary to ensure that any adverse tax consequences were mitigated or avoided.
- 2.9 The complex tax position hinged around the availability of the Substantial Shareholding Exemption (the "SSE"). It was established that the SSE would only be available to the Company if the Triller Shares were sold or TMCL's investment in MTHL distributed by 31 January 2023

(the "SSE Deadline"). It subsequently became clear that the contemplated Triller direct listing on the New York Stock Exchange would not occur by the SSE Deadline.

- 2.10 Therefore, the Joint Liquidators arranged to distribute its beneficial and legal interest in MTHL to the Members on an in specie basis on 30 January 2023 (as noted in paragraph 2.23 below).
- 2.11 For further information on the Company's investment in MTHL please refer to the Previous Report.

MTHL Funding Facility

- 2.12 As previously reported, in conjunction with ML and capped indemnities provided by MTHL's shareholders, the Joint Liquidators, as approved by the Company's majority shareholders, have provided MTHL with a funding facility of up to £100,000 to ensure that MTHL has access to sufficient funding to ensure the realisation/distribution of the Triller Shares for the benefit of MTHL's shareholders, including TMCL.
- 2.13 During the previous reporting period, MTHL had drawn £50,000 of ML's overall funding facility of £100,000 (which mirrored TMCL's facility above). The TMCL funding facility was only available to MTHL once the ML facility had been fully drawn down.
- 2.14 Due to ongoing delays in the Triller direct listing, MTHL required additional funds and provided advance notification to ML and TMCL of the requirement to draw on the further funding available to it. ML subsequently advised that it had suffered from a temporary cashflow issue, due to the non-payment of a trade receivable, such that it had insufficient liquidity to fund the remaining £50,000 commitment to MTHL.
- 2.15 Given TMCL's direct interest in both ML and MTHL, the Joint Liquidators agreed to enter into a separate funding agreement with ML to provide funding of £50,000 directly to MTHL on ML's behalf, to satisfy its existing funding commitment to MTHL. This then allowed MTHL to also fully drawdown the TMCL funding facility.
- 2.16 Therefore, TMCL has committed to funding facilities totalling £150,000. The funding was necessary on the basis that MTHL has no assets other than its investment in Triller. The Joint Liquidators expect that the facilities (together with interest at 2%) will be repaid by MTHL and ML upon the Triller direct listing.
- 2.17 During the Reporting Period, the amount of £150,000 was paid to MTHL.
- 2.18 Except for the subsequent recovery of the funding advances made to ML and MTHL, there are no other known matters or assets to be dealt with in the liquidation.

Creditors

- 2.19 As reported previously, the DoS reports a tax creditors balance of £20,583. This amount related to estimated pre-liquidation Corporation Tax liabilities.
- 2.20 In the Reporting Period, HMRC have submitted claims relating to pre-liquidation Corporation Tax late filing penalties (£1,700) and pre-liquidation PAYE/NIC tax liabilities relating to the 2021/22 tax year (£25,086). These amounts have been paid in full.

- 2.21 In accordance with their statutory duty, the Joint Liquidators advertised the Liquidation in the London Gazette and requested that any creditors prove their debts. No unforeseen creditor claims have been received.

Tax Planning and Tax Clearance

- 2.22 The Joint Liquidators working together with tax advisors have finalised the Company's pre-liquidation and liquidation tax positions and obtained the necessary tax clearances from HMRC.

Members' Distribution

- 2.23 The Joint Liquidators have paid the following distributions in the Reporting Period:
- In specie distribution of 15,394 ordinary shares of £0.0001 in MTHL on 30 January 2023.
 - Second interim cash distribution totalling £5,200,000 on 8 March 2023, representing a distribution of £1.229896 per ordinary share, based on a total of 4,228,000 £0.01 ordinary shares.
 - In specie distribution of 51,132 ordinary shares of £0.0001 in ML on 6 September 2023.

3. Joint Liquidators' Costs and Expenses

- 3.1 A written resolution was passed on the Appointment Date that the remuneration of the Joint Liquidators be fixed at their charging rates accordingly to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company.
- 3.2 I attach as Appendix 3, a schedule summarising the Joint Liquidators' time costs by grade of staff and activity. During the Reporting Period, the Joint Liquidators' time costs amounted to 191 hours at a total cost of £110,971. The time costs incurred predominantly relate to the following matters:
- dealing with the second interim cash distribution to the Members;
 - dealing with the in-specie distributions of the investments held in ML and MTHL to the Members;
 - preparation and finalisation of updates to shareholders setting out various options in relation to TMCL's investment in MTHL;
 - dealing with ongoing shareholder enquires throughout the period;
 - communicating with shareholders regarding the opening of individual brokerage accounts in order that they are able to receive Triller Shares as efficiently as possible upon its direct listing.
 - ongoing liaison with ML management, including discussions relating to ML funding constraints and potential funding options and the realisation of TMCL's investment in ML;
 - consideration of the commercial justification of entering into the ML loan agreement and contemporaneous file notes/emails to adequately document rationale;
 - Subsequently entering into the ML loan agreement, including drawdown requests and transfer of funds;
 - liaising with the Company's tax agents to file outstanding corporation tax returns and to request tax clearance;

- ongoing and detailed liaison with KPMG and the directors to attempt to resolve and progress SSE issues and its related complexities;
- statutory matters and obligations required to be undertaken by Joint Liquidators, including reporting;
- periodic case review and diary management to ensure case progression; and
- cashiering and treasury matters in relation to the operation of the liquidation bank account.

3.3 During the Cumulative Period, the Joint Liquidators' time costs amounted to 320 hours at a total cost of £179,541.

3.4 In accordance with their engagement letter, the Joint Liquidators have been paid remuneration of £139,684 plus VAT and disbursements of £791 plus VAT to date.

3.5 The Joint Liquidators fees and liquidation expenses for the Reporting Period total £115,415 (net of VAT) and these are shown in the table below:

<u>Company</u>	<u>Activity</u>	<u>Amount (£)</u>
Kroll	Liquidators' fees	94,600
KPMG	Tax advisors' fees	20,000
Fruition Accountancy LLP	Company Secretary fees	815
Total:		115,415

3.6 All VAT incurred is recoverable.

4. Joint Liquidators' Receipts and Payments Account

4.1 A detailed receipts and payments account for the Reporting Period is shown at Appendix 2. There is a cash balance of £322,571 remaining in the liquidation estate, together with a VAT recoverable balance of £23,083.

5. Statement of Members' Rights

5.1 Further information regarding the Members' rights obtaining further information or challenging the Joint Liquidators' fees is attached at Appendix 4.

6. Conclusion

6.1. The key remaining outstanding matter to be dealt with in the liquidation is the recovery of the funding advances made to ML and MTHL. These are both linked to a liquidity event in MTHL, being the direct listing of Triller.

6.2. The Joint Liquidators will be in a position to make a final distribution and close the Liquidation once this has been addressed. We expect this to take place within the next 6 to 12 months

6.3. If you have any queries or require any further assistance, please do not hesitate to contact my colleague Harry Boyd-Walker of this office.

Yours faithfully
For and on behalf of
Time Machine Capital Limited



Edward Bines
Joint Liquidator

Encs.

Appendix 1

Time Machine Capital Limited (In Members' Voluntary Liquidation)

Schedule of Members

Andre Walsh
Anton Oliver
Appleton Entertainment Group
Charles Morgan
Christopher Northwood
David & Debra Summers
Edward Foster
John Cleese
Joseph Lyske
Josephine Howard
Justin Stuart
Nicholas Allnutt
Nicholas Warden
Philip Walsh
Sean Torfinn
Simon White
Tim Adam-Smith

Appendix 2

Time Machine Capital Limited (In Members' Voluntary Liquidation)

Joint Liquidators' Receipts & Payments Account

Declaration of Solvency (£)	Reporting Period	
	From 25 October 2022 to 24 October 2022	(£)
Asset Realisations		
14,704,591	Cash at Bank	14,706,993
29,929	Intellectual Property	-
30,000	Investments	-
2,130,431	Monies Held on Trust	-
180,847	Shareholder and Director Loans	2,348,694
		<hr/>
		17,055,687
Cost of Realisations		
	Pre-Liquidation Fees	(27,637)
	Joint Liquidators' Remuneration	(45,084)
	Joint Liquidators' Disbursements	(791)
	Accountants Fees	(82,000)
	Floating Bank Charges	(228)
		<hr/>
		(155,739)
Unsecured Creditors		
(125,660)	Accruals	-
(20,583)	Tax Creditors	-
(49,800)	Trade & Expense Creditors	(18,573)
<hr/>		<hr/>
16,879,755		(18,573)
Ordinary Shareholder		
	Shareholder Distribution	(11,043,396)
		<hr/>
		(11,043,396)
Balance		
	Closing Account	5,833,848
	VAT Receivable	4,130
		<hr/>
		5,837,977.85
		<hr/>

Appendix 3

Time Machine Capital Limited (In Members' Voluntary Liquidation)
Analysis of the Joint Liquidators' time costs and disbursements for the Reporting Period

Classification of Work Function	Managing Director	Manager	Senior	Assistant	Support	Total Hours	Time Cost (£)	Avg Hourly Rate (£)
Administration and Planning								
Case review, checklists & diary management	1.70	2.10	0.00	4.20	0.00	8.00	3,800.50	475.06
Cashiering & accounting (incl. IPS set up and maintenance)	0.00	6.40	0.00	16.50	0.00	22.90	7,663.00	334.63
Dealings w/ directors & management (inc associated updates/reporting)	1.30	0.40	0.00	0.00	0.00	1.70	1,213.00	713.53
Official Receiver - Report, Meetings and Communications	0.50	2.50	0.00	0.00	0.00	3.00	1,862.50	620.83
Post-liquidation VAT and PAYE/NIC	0.00	0.00	0.00	0.10	0.00	0.10	38.00	380.00
Pre-liquidation corporation tax	21.20	1.80	0.00	1.90	0.00	24.90	17,553.00	704.94
Pre-liquidation VAT and PAYE/NIC	0.00	0.00	0.00	1.00	0.00	1.00	280.00	280.00
Statutory matters (Meetings & Reports & Notices)	0.00	1.60	0.00	26.80	0.00	28.40	9,026.00	317.82
Strategy planning & control (incl engagement financial control)	10.40	2.10	0.00	1.20	0.00	13.70	9,385.50	685.07
Creditors								
Dealings with creditors and employees	2.60	2.30	0.00	0.00	0.00	4.90	3,318.50	677.24
Dealings with shareholders	0.00	1.30	0.00	0.00	0.00	1.30	773.50	595.00
Dividends	0.00	0.20	0.00	0.00	0.00	0.20	119.00	595.00
Shareholder distributions	0.00	2.00	0.00	0.00	0.00	2.00	1,190.00	595.00
Realisation of Assets								
Intangible assets (ie, goodwill, IP)	1.60	2.00	0.00	0.00	0.00	3.60	2,390.00	663.89
Other Tangible Assets	10.50	3.50	0.00	0.00	0.00	14.00	9,957.50	711.25
Total Hours:	49.80	28.20	0.00	51.70	0.00	129.70		528.68
Total Fees Claimed (£):	37,350.00	16,066.00	0.00	15,154.00	0.00		68,570.00	
Expenses								
Joint Liquidators' Bond	225.00							
Notary costs	224.50							
Statutory Advertising	298.35							
Storage Fees	43.50							
	791.35							

Appendix 4

STATEMENT OF MEMBERS' RIGHTS

Rule numbers refer to Insolvency (England & Wales) Rules 2016 (as amended)

Section numbers refer to Insolvency Act 1986

Members have the right to request information from the Liquidator under rule 18.9

Members of the company with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company and any member with the permission of the court may make a written request to the Liquidator for further information concerning remuneration or expenses. Such a request must be made within 21 days of receipt of this report and a response will be provided within 14 days of receipt of the request.

Members have recourse to court, application to be made within 21 days of the Liquidator giving reasons for not providing all the information requested or the expiry of the 14 days within which the Liquidator must respond to a request

Members have the right to challenge the Liquidator's remuneration and expenses under rule 18.34

Members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company and any member with the permission of the court, may make an application to court on the grounds that the remuneration charged or expenses incurred are excessive and/or that the basis fixed for the Liquidator's remuneration is inappropriate. The application to court must be made no later than eight weeks after receipt of the Progress Report where the charging of the remuneration or the incurring of expenses in question occurs.