

AM03

Notice of administrator's proposals



Companies House

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

1 Company details

Company number 03138064

Company name in full Keo Films Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) Jason Daniel

Surname Baker

3 Administrator's address

Building name/number 2nd Floor

Street 110 Cannon Street

Post town London

County/Region

Postcode EC4N 6EU

Country

4 Administrator's name ①

Full forename(s) Geoffrey Paul

Surname Rowley

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 EC4N 6EU


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		<div><div>✕</div><div></div><div>✕</div></div>	
Signature date	<div><div>^d0</div><div>^d4</div></div>	<div><div>^m0</div><div>^m8</div></div>	<div><div>^y2</div><div>^y0</div><div>^y2</div><div>^y1</div></div>	

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	Emma Mealiff
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

Keo Films Limited and Keo North Limited (both in administration)

The administrators' proposals

4 August 2021

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 Companies 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">• Estimated outcome statement;• Schedule of work;• FRP disbursement policy;• Fee estimate; and• FRP charge-out rates.
E.	Schedule of pre-administration costs
F.	Details of the financial position of the Companies

The following abbreviations may be used in this report:

the Act	The Insolvency Act 1986
the administrators	Jason Daniel Baker and Geoffrey Paul Rowley of FRP Advisory Trading Limited
KFL	Keo Films Limited (In administration)
KNL	Keo North Limited (In administration)
The KFL Group	KFL, KNL, Keo Digital Limited, Keo Holdings Australia Pty Limited, Field Day Productions Limited (in administration), Chimp Empire SPV Ltd, The Password SPV Ltd
the Companies	KFL and KNL
KPL	Keo Properties Limited
PM	Mr P Magyar of Magyar & Co Limited
AMA	Accelerated merger and acquisition
CVA	Company voluntary arrangement
CVL	Creditors’ voluntary liquidation
FRP	FRP Advisory Trading Limited
HMRC	HM Revenue & Customs
the Purchaser	Passion Docs Two Limited, whose holding company is Passion Holdings Limited
PHL	Passion Holdings Limited
QFCH	Qualifying floating charge holder

Contents and abbreviations



Coutts	Coutts & Co
the Rules	The Insolvency (England and Wales) Rules 2016
SIP	Statement of Insolvency Practice
RPS	Redundancy Payments Service
CBILS	Coronavirus Business Interruption Loan Scheme

1. Introduction

FRP

On 29 July 2021, the Companies entered administration with Jason Daniel Baker and Geoffrey Paul Rowley appointed administrators.

This document, together with its appendices, forms the administrator's statement of proposals to creditors in accordance with Paragraph 49 of Schedule B1 to the Act and the 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 the administrators will endeavour to correct these where possible in our next report to you.

Certain statutory information about the Companies and the administrations is provided in **Appendix A**.

A sale of certain business and assets of the Companies was completed on 29 July 2021 by the administrators. In accordance with SIP 16, the following information is set out in the statement attached in **Appendix C**.

- Background information regarding the Companies.
- Details of the events that resulted in the appointment of the administrators.
- Details of the transaction.
- Reasons why the sale was in the overall best interest of the creditors of the Companies, as a whole.

2. Conduct of the administration

FRP

Events leading to the appointment of administrators

On 15 June 2021, FRP was engaged by KFLs board to provide strategic insolvency advice and commence an AMA process concerning its business, assets, and subsidiaries.

FRP was first introduced to the board in circa October 2019 by PM of Magyar & Co Limited, legal advisors.

In 2019 FRP met with the board with a view to providing preliminary insolvency advice concerning the financial and solvency position, including that administration could be an appropriate restructuring option. The board did not, however, engage with FRP at this juncture.

There was no further communication from the board until March 2021, when FRP was asked to attend a video call on 30 March 2021 with the board and PM.

In this call, the board explained that solvency had deteriorated and asked if FRP would, in hypothetical terms, outline an AMA process followed by a pre-pack administration.

After the video call, the board did not contact FRP. However, at the beginning of June 2021, they informed FRP that the business was insolvent. Accordingly, they wished to appoint a restructuring advisor.

The reason, perhaps the principal one, why the board took the step to appoint advisors was severe financial distress of the business.

Apart from FY21 as detailed below, the last financial year that KFL was profitable was in FY13.

Since then, it has incurred trading losses causing substantial liabilities. By FY20, on turnover of £7.1m, liabilities included a bank overdraft of £621k and amounts owed to other creditors totalling £5.5m with cumulative losses of £5.4m.

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

In FY21 profit of £249k was achieved on turnover of £10.55m. During the year the business claimed furlough amounting to £186k, which in large part contributed to the trading profit.

Shortly after FRP's appointment as advisors, PM informed FRP that he had, with the board's consent, stopped acting as its legal advisor; the reason he cited was another of his clients, PHL had been in discussion with the board since 12 May 2021 over its potential acquisition of the business.

PM stated that in addition to acting as legal advisor to PHL he was, in a personal capacity, a non-executive board director.

The AMA process commenced in mid-June and concluded on 2 July 2021.

An offer from the Purchaser for the business and assets of KFL and KNL and the transfer of specific subsidiaries of KFL was accepted, subject to contract, on 9 July 2021 for completion on the administration of KFL and KNL.

Further information on the circumstances leading up to FRPs engagement, including alternative options considered for the Companies; external valuations undertaken; and consultation with major creditors is contained in **Appendix C**.

Also contained in **Appendix C** is further information regarding the AMA process undertaken by FRP; the offers received from interested parties; and the selection of the optimum transaction(s) for the benefit of creditors, following the requirements of SIP 16.

A notice of intention to appoint administrators over KFL and KNL was served on Coutts (as a secured creditor of the Companies) on 29 July 2021.

Appointment of the administrators

KFL and KNL entered administration on 29 July 2021 and a pre-packaged sale of the business and assets of the Companies was executed the same day by the administrators.

2. Conduct of the administration

FRP

The pre-packaged sale is considered by the administrator's to be the best outcome reasonably obtainable given the circumstances and is in the overall best interests of the Companies' creditors, as a whole.

The objective of the administrations

The administrators think that objective (a) of the administrations, as detailed in Paragraph 3(1) of Schedule B1 to the Act, being to rescue the Companies as going concerns, will not be achieved as a solvent sale or the return to solvency of the Companies, or a CVAs is unachievable because the level of liabilities of the Companies is in aggregate approximately £5m.

The administrators also think that objective (b), being a better result for the Companies creditors as a whole than would be likely if the Companies had been wound-up (without first being in administration), will not be achieved as there is unlikely to be sufficient funds to allow distribution to the Companies' unsecured creditors.

As such, it is envisaged that objective (c) will be achieved, to realise property to make a distribution to one or more secured or preferential creditors.

The pre-packaged sales of the Companies should achieve this objective. Further details of which are provided in **Appendix C** but high-level details of the sales are as follows.

The transactions

The two pre-packaged sales were completed on 29 July 2021 with Passion Docs Two Limited of 33-34 Rathbone Place, London, W1T 1JN purchasing certain business and assets of the Companies, including the share of specific subsidiaries of KFL.

The Purchaser is a newly formed subsidiary of PHL.

The assets transferred to the Purchaser comprises:

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

- Books and records
- Intellectual property
- Film library
- WIP and development slate
- Contracts
- The shares of Chimp Empire SPV Limited, Locked Out SPV Limited and Keo Holdings Australia Pty Ltd
- Archived property and equipment
- Goodwill
- The trading name Keo Films
- Specific insurance claims

The pre-packaged sales achieved consideration of £1,650,000 and £50,000 in respect of KFL and KNL, respectively.

The administrator's actions

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

The primary actions undertaken by the administrators to date comprise.

- Execution of the pre-packaged transactions of the Companies' assets to the Purchaser.
- Preparing and issuing various statutory notices to creditors.
- Preparing the administrators' proposals and SIP 16 disclosure.

Following deemed approval of the administrators' proposals, the administrators will continue to manage the affairs of the Companies and conduct the administrations to further achieve their purposes.

Key matters, among others, to be undertaken include.

2. Conduct of the administration

FRP

- Investigating and, if appropriate, pursuing any claims that the Companies may have against any person, firms or company whether in contract or otherwise, including any officer or former officer of the Companies; or, any person, firm or company that supplies or has supplied goods or services to the Companies (in accordance with SIP 2).
- Taking reasonable steps to assist the Purchaser, arising from obligations in the sale contract.
- Realising any assets specifically excluded from the business and assets transferred.
- Ensuring all statutory and compliance matters are attended to.
- Paying all expenses of the administrations and bringing the administrations to an end, when deemed appropriate by the administrators.
- Concluding the administrations, as appropriate.
- Seeking an extension of the administrations if needed.

Receipts and payments accounts

A copy of the administrator's receipts and payment accounts for KFL and KNL are attached at **Appendix B**.

The administrators have not made any receipts or payments into the administration estates since the commencement of the administrations.

Creditors should note that the entirety of the proceeds from the transactions are currently held by the administrators' solicitors (Brown Rudnick LLP). The net funds from the transaction, after payment to Coutts, the secured creditor, will be transferred to the respective administration estates and the future receipts and payments accounts will record gross proceeds of the sales and payments made.

The directors' statement of affairs

The directors of the Companies have a statutory duty to submit a statement of affairs under paragraph 47 of Schedule B1 of the Act. The directors have been requested to provide this information.

Details of the financial position of the Companies at the latest practical date, prepared from information available to the administrators; and including a list of creditors' names and addresses, is provided in **Appendix F**.

As and when the directors' statements of affairs are received, they will be filed at the Companies Register.

Matters requiring investigation

The administrators are required as part of their duties to establish what assets the Companies own and to consider how the business of the Companies was 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 of the Companies.

If you have any information or concerns regarding how the Companies' businesses have been conducted by the directors or have information regarding potential recoveries for the estates, please contact me as soon as possible.

The end of the administrations

The administrations will end automatically after twelve months from the date of appointment of the administrators. This period can be extended with the consent of the creditors for up to twelve months or longer by an application to the court.

If the administrators think the Companies have no property which might permit a distribution to their unsecured creditors, or if they also consider that an exit from the administrations into liquidation is not appropriate they will send a notice to the

2. Conduct of the administration

FRP

Registrar of Companies in accordance with Paragraph 84 of Schedule B1 to the Act to bring the administrations to an end and three months after the filing of the notice the Companies 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 one or both Companies to move from administration into CVL pursuant to Paragraph 83 of Schedule B1 to the Act. If applicable the administrators will take steps to place the Companies into CVL.

Should a dividend not become available to the unsecured creditors but it is still appropriate for the Companies to enter liquidation, the administrators will petition the court pursuant to Paragraph 79 of Schedule B1 to the Act for an order to bring the administrations to an end with a consequential order for the compulsory winding-up of the Companies.

Pursuant to Paragraph 83 of Schedule B1 to the Act, should the creditors of the Companies not nominate liquidators, the proposed liquidators 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 Act and the 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 officeholder(s).

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

In the case of KFL and KNL, it is proposed that the administrators will take the necessary steps to dissolve the Companies as it is not anticipated there will be any funds available for distribution to unsecured creditors in either case.

Decision of creditors

Based on information currently available, the administrators believe that the Companies have insufficient property to enable a distribution to be made to unsecured creditors, except the prescribed part (if applicable under these provisions). The administrators 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 Act.

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 Companies. The request must contain the particulars prescribed by Rule 15.18 of the Rules and be made within eight business days of the date of delivery of this report, in accordance with the 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 as 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 Companies.

In accordance with the 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.

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

FRP

Administrators' remuneration

Schedules of the work to be undertaken during the administrations are set out in **Appendix D** together with estimated outcome statements which include 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 Companies' assets and it is proposed that it will be charged by reference to the time incurred in attending to matters arising in the administrations. Further details of how this will be calculated are set out below. The basis of the administrators' remuneration has not yet been approved by creditors, and the administrators have accordingly not drawn any remuneration in this case to date.

The administrators' fees for dealing with assets subject to a fixed charge will be agreed separately with Coutts, as fixed charge holder to the Companies.

In these administrations, the administrators will be seeking the approval of the secured and preferential creditors only in respect of the remuneration they propose to draw from floating charge asset realisations.

In the event the Companies are subsequently 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 Rules. The liquidators will seek further creditor approval for the quantum of fees to be drawn in the liquidation where necessary.

Whichever fee basis is approved by creditors and utilised to calculate the level of remuneration that can be drawn by the administrators will include all direct costs of providing professional services by the administrators and his/her staff in dealing with the Companies, but will exclude any expenses that may be paid to an associate or

which have an element of shared costs (known as category 2 expenses), which require separate approval from creditors before they can be paid.

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

The time charged is based on computerised records capturing time charged by myself and my staff in dealing with the conduct of those aspects 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 in **Appendix D**.

Administrator's disbursements

The disbursements are a recharge of actual costs incurred by the administrators on behalf of the Companies. Mileage payments made for expenses relating to the use of private vehicles for business travel, which is directly attributable to the administrations of the Companies, 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.

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

FRP

Pre-administration costs charged or incurred by the administrators

Attached in **Appendix E** is a statement of pre-administration third-party and internal costs charged, or incurred, by the administrators which have not been paid before the Administration.

These pre-administration costs total £200,806.27. Please refer to the accompanying notes on the statement for further background information.

It should be noted that, among other things, the terms of the letter of engagement between KFL and the administrators' confirmed that FRP's pre-administration fees would be charged on a time costs basis, at the hourly charge-out rates plus VAT and disbursements, capped at £12,500 for the first week and £15,000 per week thereafter.

These fees and expenses were incurred in connection with the AMA process and the entry of KFL and KNL into administration; the valuation, marketing and sale of the Companies business and assets was for the purpose of a pre-packaged sale process leading to the appointment of administrators.

The payment of unpaid pre-administration costs is an expense of the administrations and subject to approval in accordance with the Act and is not part of the administrators' proposals, subject to approval in accordance with Paragraph 53 of Schedule B1 to the Act.

As we do not think that there will be a distribution available for unsecured creditors, via the Prescribed Part or otherwise, approval for the payment of pre-appointment costs will be sought from the secured creditors and the preferential creditors, in line with Statute.

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 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 one for administrations. Alternatively, a hard copy of the relevant guide will be sent to you on request.

4. Estimated outcome for the creditors



Estimated outcome statement

We attach at **Appendix D**, an Estimated Outcome Statement for each Company which have been prepared from the information provided by the directors; advice received in connection with the value of the Companies’ assets; estimated sums due to creditors; and an estimate of the remuneration of the administrators (subject to the approval process outlined above) and other expenses that may be incurred during the administration.

Based on the information available at this juncture and the assumptions made, the administrators set out below the anticipated outcome for the creditors of KFL and KNL.

The outcome for the secured creditor

At the date of the administrations, KFL owed Coutts £1.422m comprising an £800k CBILS loan and an overdraft facility of £700k, of which £617k was drawn down, plus fees and interest.

Coutts had the benefit of fixed and floating charges secured against the assets of both Companies.

In addition, Coutts was granted a second-ranking mortgage debenture by KPL, a connected company, in respect of the indebtedness owed to Coutts by the KFL Group by cross guarantee.

KPL is a connected company as its directors are also directors of KFL. It was the landlord to KFL and the passing rent was £160k per annum. The Purchaser has been granted a licence over the property while it negotiates an assignment of KFLs lease or in the alternative a new lease.

Coutts was paid £1.355m from the gross sales consideration under its fixed charges over KFL and KNL leaving a shortfall to it of £62k.

KPL obtained a loan from PHL to discharge the shortfall to Coutts arising under its cross guarantee simultaneously on completion of assets transfers to the Purchaser.

The outcome for preferential creditors

Primary preferential creditors

It is estimated that primary preferential creditors in KFL will total approximately £10k, being the unpaid pension contributions and holiday pay as calculated in accordance with legislation. It is estimated that primary preferential creditors will receive a dividend.

There are no primary preferential creditors of KNL.

Secondary preferential creditors

It is estimated that the secondary preferential claims in KFL will total approximately £1.09m, being HMRC’s claims in respect of unpaid VAT, PAYE, employees’ National Insurance and student loan deductions.

It is estimated, subject to costs, that HMRC as a secondary preferential creditor will receive a dividend from KFL.

It is estimated that the secondary preferential claims in KNL will total approximately £569k, being HMRC’s claim which KNL is jointly and severally labile for as a member of KFLs VAT group. It is not expected that HMRC as a secondary preferential creditor will receive a dividend from KNL.

The outcome for unsecured creditors

KFLs unsecured creditors, including amounts owed to broadcasters and freelancers of £834k, totals approximately £2.54m.

KNLs unsecured creditors totals approximately £15.3k.

4. Estimated outcome for the creditors

FRP

It is estimated that there will not be sufficient funds available to make a distribution to unsecured creditors from either of the Companies.

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 Insolvency Act 1986.

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.

Based on the current estimated preferential claims of HMRC and other preferential creditors.

- The net property available for the Prescribed Part is anticipated to be £Nil in respect of both administrations. Therefore, in accordance with the Rules, there will be no funds available to the unsecured creditors by way of the Prescribed Part.

Appendix A

Statutory information about the Company and the administration

FRP**KEO FILMS LIMITED COMPANY INFORMATION:**

Other trading names:	N/A
Date of incorporation:	14 December 1995
Company number:	03138064
Registered office:	101 St John Street, London, EC1M 4AS
Previously registered office:	As above
Business address:	As above
Directors:	Mr William James Anderson Hon. Alexander Nicholas John Baring Mr Hugh Christopher Edmund Fearnley-Whittingstall Mr Andrew Kevin Palmer
Company secretary:	N/A

The following have shareholdings in the Company.

Name	Type	%
Andrew Palmer	Ordinary	24.2%
Alexander Baring	Ordinary	24.2%
Hugh Fearnley-Whittingstall	Ordinary	24.2%
Rob Love	Ordinary	4.4%
Option Holders	Options	23%

KEO FILMS LIMITED ADMINISTRATION DETAILS:

Names of administrators:	Jason Daniel Baker and Geoffrey Paul Rowley
Address of administrators:	FRP Advisory Trading Limited 2nd Floor, 110 Cannon Street, London, EC4N 6EU
Date of appointment of administrators:	29 July 2021
Court in which administration proceedings were brought:	The High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies List (Chd)
Court reference number:	001367 of 2021
Date of notice of intention to appoint administrators presented to the court:	29 July 2021
Application for administration order/administration appointment made by:	The directors

Appendix A

Statutory information about the Company and the administration

FRP

The appointment of the administrators included a declaration that they act jointly and severally as administrators of the Companies in accordance with Paragraph 100 of Schedule B1 to the Act.

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

Extracts from the financial statements and Management information of KFL is summarised below.

Period ended £'000	Turnover	Gross profit	Net profit/(loss)	Directors' remuneration	Net increase/(decrease) in cash and cash equivalents
31.03.2020	7,108	1,661	(1,292)	576	Not available
31.03.2019	10,132	3,024	(61)	578	(177)
31.03.2018	11,357	3,594	(599)	594	(318)
31.03.2017	18,723	4,845	(58)	616	(902)
31.03.2016	13,645	3,136	(1,861)	565	274
31.03.2015	10,105	3,736	(1,982)	575	(1,793)
31.03.2014	10,872	3,734	(509)	571	426
31.03.2013	9,839	3,862	167	615	(68)

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

Appendix A

Statutory information about the Company and the administration

FRP**KEO NORTH LIMITED COMPANY INFORMATION:**

Other trading names: N/A

Date of incorporation: 11 December 2008

Company number: 06770918

Registered office: 101 St John Street, London, EC1M 4AS

Previous registered office: As above

Business address: As above

Directors: Hon. Alexander Nicholas John Baring
Mr Andrew Kevin Palmer

Company secretary: N/A

The following have shareholdings in the Company:

Name	Type	%
KFL	Ordinary	100

KEO NORTH LIMITED ADMINISTRATION DETAILS:

Names of administrators: Jason Daniel Baker and
Geoffrey Paul Rowley

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

Date of appointment of administrator': 29 July 2021

Court in which administration
proceedings were brought: The High Court of Justice
Business and Property Courts
of England and Wales
Insolvency and Companies
List (Chd)

Court reference number: 001368 of 2021

Date of notice of intention to appoint
administrators presented to the court: 29 July 2021

Application for administration
order/administration appointment made
by: The directors

Appendix A

Statutory information about the Company and the administration

FRP

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 Act.

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 Rules.

Appendix B

Administrators' receipts & payments account

FRP

Keo Films Limited (In Administration)		Keo North Limited (In Administration)	
Summary of Receipts & Payments 29 July 2021 to 04 August 2021		Summary of Receipts & Payments 29 July 2021 to 04 August 2021	
RECEIPTS	Total (£)	RECEIPTS	Total (£)
	<u>0.00</u>		<u>0.00</u>
PAYMENTS		PAYMENTS	
	<u>0.00</u>		<u>0.00</u>
Balance In Hand	<u>0.00</u>	Balance In Hand	<u>0.00</u>
	<u>0.00</u>		<u>0.00</u>

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

Appendix C

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

FRP

FRP

Keo Films Limited and Keo North Limited (both in administration)
Disclosure to the Companies' creditors in accordance with Statement of
Insolvency Practice 16

4 August 2021

Contents and Glossary

FRP

Section Content

1. Introduction
2. Statement of Insolvency Practice 16 – Pre-pack sales in administrations: An overview for creditors
3. Background information and events leading to the appointment of the administrators
4. Information about the sale of the business and assets
5. Matters to be progressed by the administrators following this report

Abbreviations

The following abbreviations are used in this document:

the Act	The Insolvency Act 1986
the administrators	Jason Daniel Baker and Geoffrey Paul Rowley of FRP Advisory Trading Limited
KFL	Keo Films Limited (In administration)
KNL	Keo North Limited (In administration)
The KFL Group	Keo Films Limited, Keo North Limited, Keo Digital Limited, Keo Holdings Australia Pty Limited, Field Day Productions Limited (in administration), Chimp Empire SPV Ltd, The Password SPV Ltd
the Companies	KFL and KNL
KPL	Keo Properties Limited
PM	Mr P Magyar of Magyar and Co Limited

AMA	Accelerated merger and acquisition
CVA	Company voluntary arrangement
CVL	Creditors' voluntary liquidation
FRP	FRP Advisory Trading Limited
HMRC	HM Revenue & Customs
the Purchaser	Passion Docs Two Limited, whose holding company is Passion Holdings Limited
PHL	Passion Holdings Limited
QFCH	Qualifying floating charge holder
HMRC	HM Revenue & Customs
IP	Insolvency Practitioner
NDA	Non-Disclosure Agreement
Coutts	Coutts & Co, 440 Strand, London, WC2R 0QS
The Rules	The Insolvency (England and Wales) Rules 2016
SIP	Statement of Insolvency Practice

1. Introduction

FRP

To all known creditors

Further to our appointment as administrators of KFL and KNL on 29 July 2021, we are required to provide the creditors with a detailed narrative explanation of the justification of the pre-packaged sales 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, the administrators should advise that they may not have all the information required to ensure this statement is both complete and accurate. Where there are errors and or omissions the administrators will endeavour to correct these where possible in the next report to you.

Set out in this document are full details of the sales and reasons behind the decision for them and why it was considered to be in the overall best interests of all creditors of the Companies as a whole.

We can confirm that objective (a) of the administration as detailed in Paragraph 3(1) of Schedule B1 to the Act, being to rescue of the Companies as a going concern, will not be achieved due to the level of the Companies' liabilities.

We can also confirm that objective (b), being a better result for the Companies' creditors as a whole than would be likely if the Companies had been wound-up (without first being in administration), will not be achieved as there is unlikely to be sufficient funds to allow distribution to unsecured creditors.

As such, it is envisaged that objective (c) will be achieved, to realise property to make a distribution to one or more secured or preferential creditors of the Companies.

Should you require any further information regarding this report or the administration in general please contact Emma Mealiff of this office.

Yours faithfully
For and on behalf of
Keo Films Limited and Keo North Limited



Jason Daniel Baker
Joint administrator

Licensed in the United Kingdom by the Institute of Chartered Accountants in England & Wales and bound by the Insolvency Code of Ethics

The joint administrators act as agents of the Companies and without personal liability.

The affairs, business and property of the Companies are being managed by Jason Daniel Baker and Geoffrey Paul Rowley who were appointed joint administrators on 29 July 2021.

2. Statement of Insolvency Practice 16 – Pre-packaged sales in administrations

An overview for creditors

FRP

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 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 before the appointment of an administrator and the administrator affects the transaction immediately on, or shortly after, appointment.

The 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-packaged sale was appropriate and that the administrator has acted with due regard for the creditors' interests.

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-packaged 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.

SIP 16 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>.

3. Background information and events leading to the appointment of administrators

Background, financial and other information

Business & operations

- KFL was incorporated on 14 December 1995 and is an integrated broadcast, commercial and digital production business.
- It supplied services to global television and film broadcasters, including the BBC, ITV, Channel 4, Channel 5, National Geographic, the Discovery Channel and Netflix.
- It utilised in-house resource and freelancers to create factual programmes.
- The principal business risk was the uncertainty in revenue streams year-on-year. Among other things, this depended on securing new commissions from broadcasters, which ultimately came down to whether its creative ideas were of interest to broadcasters and relevant to audiences.
- The business slid into a trading loss of £509k in FY14 and remained loss-making until FY21 when a profit of £249k, brought down cumulative losses to £5.134m.
- The return to profit in FY21 was, however, largely due to the impact of the Government's furlough scheme, which had the effect of reducing employee costs by £186k.
- Due to the losses, cash in the business decreased and became negative as conversely amounts owed to creditors increased. The directors attempted to curtail losses by cuts to overheads, but this alone could not arrest the decline.
- Like many others the sector was financially affected by restrictions in the wake of Covid-19 albeit due to historical losses the business was by then already in a weak financial position, noting that in October 2019 the board had tentatively explored rescue options.
- In 2020 and into this year projects in progress stalled and broadcasters pulled new commissions. By February 2020 there was no liquidity in the business and the directors obtained an overdraft facility of £700k. A CBILS

loan of £800k was obtained in July 2020; the business also took advantage of the moratorium on tax payments to HMRC and furloughed staff under the Government's initiatives to combat the economic impact of Covid-19.

- Whilst citing the exceptional impact of Covid-19 on the economy the debt accrued by KFL, ultimately proved too substantial a burden to avoid insolvency.

Management team & group structure

- The executive team of KFL comprised four directors.
- KFL had four subsidiaries:
 - KEO North Limited
 - KEO Digital Limited
 - KEO Holdings Australia Pty Limited
 - Field Day Productions Limited (in administration)
- KNL is a dormant company that holds the rights to specific intellectual property.
- KFL also owned two special purpose companies.
 - Chimp Empire SPV Ltd
 - The Password SPV Ltd
- These companies own the rights to specific film projects and the projects are directly funded by broadcasters and investors.

Employees

- KFL employed 29 staff (including the directors).

Leasehold Property

- KFL operated from leasehold premises at 101 St John Street, London, EC1M 4AS since January 2006.

3. Background information and events leading to the appointment of administrators

- The property was leased from KPL, a connected company whose directors are:
 - Mr Alexander Baring;
 - Mr Hugh Fearnley-Whittingstall
 - Mr Andrew Palmer
- The passing rent is £160k per annum and unpaid rent at administration was £32k.
- KPL had also provided loans to KFL totalling approximately £243k which remained outstanding at the date of administration.
- KFL also leased premises at Utility House, 3 York Court, Bristol BS2 8QF.

Recent financial performance & COVID-19

- The below table summarises trading performance and financial position for the preceding five financial years:

Summarised trading statement £'000					
	FY16	FY17	FY18	FY19	FY20
Revenue	13,645	18,723	11,357	10,132	7,108
Cost of sales	(10,509)	(13,877)	(7,762)	(7,108)	(5,447)
Gross Profit	3,136	4,846	3,594	3,024	1,661
Operating loss	(1,880)	(70)	(569)	(22)	(1,120)
Loss for financial year	(1,861)	(58)	(600)	(61)	(1,292)

Summarised capitalisation table £'000					
	FY16	FY17	FY18	FY19	FY20
Fixed Assets	1,084	856	257	276	155
Net Current Assets/Liabilities	(4,465)	(4,336)	(4,408)	(4,540)	(5,528)
Net Assets/Liabilities	(3,514)	(3,611)	(4,150)	(4,264)	(5,373)

- The directors state turnover increased in FY21 to £10.55m.

Events leading to the appointment of the administrators

- KFL's losses rendered KFL insolvent on a balance sheet basis, and due to the fixed nature of the KFL's overheads, it was unable to significantly reduce spending to conserve cash to trade through until the Company began to generate forecast revenue.
- Considering the KFL's continued losses; significant creditor arrears; lack of visibility on order-book conversion; and the impact on trade as a result of COVID-19, the directors had no other option than to seek professional insolvency advice from FRP.

Administrators' initial introduction and pre-appointment involvement

- As set out in the administrator's proposals. KFL was introduced to FRP in October 2019 by its legal advisor, PM of Maygar & Co Limited.
- KFL did not contact FRP again until March 2021 when the board asked FRP to attend a meeting to discuss the financial position.
- The next time the board contacted FRP was in June 2021.
- FRP issued a Letter of Engagement on 11 June and this was signed on 15 June 2021. The scope of work was as follows:
 - Provide the directors with strategic insolvency advice and advise the directors concerning the potential appointment of administrators.
 - Assist the directors and members in filing the appropriate legal notices to obtain a court moratorium (if necessary).
 - Liaise with funders in respect of the engagement and obtaining their consent to the appointment of administrators and any proposed sale of the business and assets.
 - Assist the directors in preparing a short-form sales memorandum to market the business, together with supporting information to be made available to potential purchasers ("Interested Parties") of the business and/or assets.

3. Background information and events leading to the appointment of administrators

- Identify and approach potentially interested parties and conduct negotiations as appropriate with a view to the sale of the business and/or assets and provide the Client with regular progress reports on the sales process and status of negotiations with Interested Parties.
- As may be required, prepare a contingency plan for the event that a sale of the business and/or assets as a going concern appears unlikely.
- Deal with any matters in connection with our statutory obligation, including but not limited to those contained within "SIP 16" (attachment appendix 5) to affect a sale of the business of the Company immediately upon the appointment of administrators.
- Provide advice to the clients on any other matters we consider should be brought to their attention.
- As may be required to support the directors in preparing Form HR1, Advance Notification of redundancies for submission to the Redundancy Payments Service.
- Any other work necessary to prepare for entering Administration.
- FRP's primary duty of care was to the Companies and included consideration of the directors' fiduciary duties to act in the overall best interest of all the creditors and other stakeholders.
- Until the appointment of the administrators, the directors continued to be responsible for the Companies and their affairs.

Appointment of the administrators

- It became clear that administration appointments were likely and, to maintain the value of the underlying business, preserve jobs and minimise creditor claims, a pre-pack sale should be sought. The directors, therefore, instructed FRP to assist them in marketing the business and assets for sale and assisting in negotiations with potentially interested parties to secure a sale immediately following the Companies being placed into Administration.

- Prior to our appointment as administrators, we are required to consider any ethical and conflict issues concerning the appointment and provided we are satisfied that no matters are 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 proposed administrators and the Companies is summarised, this statement is subsequently filed in Court. Following our appointment as joint administrators, our duty of care is to all the Companies creditors as officers of the Court and agents of the Companies, taking over from the Board the responsibilities of managing the affairs, business, and property of the Companies. 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.
- A notice of intention to appoint administrators was lodged in Court and served upon Coutts (as secured creditor of KFL) on 29 July 2021.
- Jason Daniel Baker and Geoffrey Paul Rowley were subsequently duly appointed administrators on 29 July 2021 by the directors of the Companies.

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
 - b) 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,
 - c) Realising property to make a distribution to one or more of the secured or preferential creditors.
- As detailed in the accompanying administrators' proposals, the administrators have achieved objective (c) via completion of the pre-packaged sales.

3. Background information and events leading to the appointment of administrators

Alternative courses of action considered

- The alternative courses of action available to the Companies were as follows:

Continuance of trade

- A cash flow forecast prepared by KFL indicated that without a significant new capital before the end of July, it would not be possible for it to meet its liabilities as and when they fell due.
- Given the fixed nature of the overhead cost base and limited cash flow runway, there was no possibility that any operational changes could be made to continue trading until KFL began to generate substantial revenue and EBITDA.
- The management team confirmed that it did not have sufficient personal capital to invest in the business and there were no tangible assets to secure additional external funding.
- KNL was a dormant company, however it had been balance sheet insolvent for several years and would therefore be unable to avoid an insolvency process without the ongoing support of KFL.

CVA

- A CVA was not considered a viable option as the business had accumulated such a substantial amount of creditor arrears that it would be very unlikely to be able to repay these, even at a discounted level, in a short per period
- Considering the above, this option was discounted by the directors.

CVL

- It was considered that a going concern sale could not be achieved in liquidation as customer contracts would be terminable and any existing goodwill in the business would be impaired.
- If a going concern sale could not be concluded, the value of the Companies assets in a close-down liquidation scenario would be materially less than an

administration due to the loss of the future order book and customer relationships, due to the Companies inability to complete work in progress.

- Considering this, this option was discounted by the directors.

Moratorium

- As a result of the CVA process being discounted, the new moratorium process was also discounted as no going concern solution was deemed to be achievable.

Post appointment administration trading considerations

Trading administration

- The proposed administrators did not believe it would be possible to continue the trade on a business-as-usual basis in administration due to the ongoing trading losses and risk of customer attrition.
- There were no readily available sources of funds that could have been utilised to fund a trading administration.
- Given the above and the anticipated additional costs of trading in administration, the proposed administrators did not approach any potential funders.
- Considering the above, this option was discounted by the directors.

Approach to Funders

- Considering the points raised above, the proposed administrators did not approach any potential funders in respect of an administration trading period.

Consultation with major creditors

Coutts & Co

- Coutts provided a CBILS loan totalling £800k to KFL in July 2020 and provided KFL an overdraft facility with a limit of £700k in February 2020.

3. Background information and events leading to the appointment of administrators

- Coutts confirmed to Management, before FRP's engagement, that they were unwilling to provide further financial support to the business.
- Coutts had the benefit of a fixed and floating charge over the business and assets of the KFL Group. The debenture was created on and registered at Companies House on 5 October 2020. It also has a corporate guarantee from Keo Properties Limited.
- Coutts was kept fully informed during the sales process with verbal and written updates on the status of negotiations with interested parties as contract negotiations have progressed.
- No additional fixed or floating charges were granted over KFL or any of its respective assets.

HMRC

- The directors authorised FRP to act as agents of the KFL Group to discuss tax affairs with HMRC. FRP emailed HMRC on 14 July 2021 to inform them of the proposed pre-pack, requesting a conversation regarding the proposed transaction without response. HMRC were emailed again on 27 July 2021 and no response was received. We were, therefore, unable to consult with HMRC to date, but reasonable steps were taken to do so.
- HMRC is owed approximately £1.1m by KFL, of which KNL is jointly liable for an amount of approximately £569k as it is a member of a VAT Group.

Previous acquisitions from an IP

- The business and assets of the Companies have not been acquired from a previous IP within the previous 24 months.

Marketing activities undertaken

- FRP sought to expose the business as widely as possible and used the following channels:
 - **FRPs own database** – the opportunity was circulated to an appropriate selection, identified by reference to their recorded

requirements, from FRPs interested party database containing over 5,000 potential acquirers.

- **Direct contact** – the proposed administrators provided a list of contacts from their professional networks who were approached about the sales process.
- **Management Contacts** – management introduced their contacts.
- **IP-Bid** – the sales process was published on IP-Bid.com's online platform.

FRP Assistance / Role

- FRP prepared a short-form information memorandum document ('IM') with the assistance of management which was sent to 446 interested parties from FRP's database on 17 June 2021.
- The IM was posted on IP-Bid.com and Management's contacts were invited into the sales process.
- A data room was established which was populated with relevant financial and non-financial information provided by Management.
- A total of 35 users signed the non-disclosure agreements and accessed the data room to undertake due diligence.
- A total of seven parties met with the Management team, including PHL.
- The proposed transaction timetable was:
 - Expressions of interest by 4.30pm on 2 July 2021; and
 - Best and final by 4.30pm on 9 July 2021.

The rationale for sales timetable

- The reason the business was marketed for this period was to allow interested parties sufficient time to submit initial offers due to the amount of due diligence required to be undertaken, whilst considering the limited transaction runway, caused by the deteriorating cash position, within which the sale must complete in.

3. Background information and events leading to the appointment of administrators

- The opportunity was marketed for 15 days to distressed investors, competitors, and other parties in the same industry that FRP has engaged with previously on other engagements.
- Having regard for the 6 Marketing Essentials prescribed in SIP 16, the proposed administrators are satisfied the strategy adopted adhered to those principles without divergence and marketed the business proportionally and successfully, in the circumstances.

Sale process outcome

- FRP received four offers following the bid deadline from Amcomri Partnership Limited, Rcapital Partners LLP, Investor Rescue and Passion Holdings Limited (further details of which are given below).

4. Information about the sale of the business and assets

Valuation of assets

- Neil Evans, RICS Registered Valuer of SIA Group ("SIA") was instructed to provide a formal valuation of the physical assets of KFL.
- Emily Muir of Metis Partners ("Metis") was instructed to provide a formal valuation of the KFL's intellectual property.
- Both SIA and Metis have confirmed their independence and that they carry adequate professional indemnity insurance.
- The proposed administrators are satisfied that both Neil Evans and Emily Muir have the knowledge, skills and understanding to undertake an objective and unbiased valuation competently.

Valuation summary

- A summary of the valuation advice provided by Metis is detailed below:

Metis Partners Valuation Summary as at 16 July 2021	Market Value In-Situ	Market Value Ex-Situ
Physical Assets	55,000	21,000
Intellectual Property	1,300,000 - 1,700,000	1,100,000 - 1,400,000

"In-Situ" Valuation

- The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.
- On the assumption that the assets are sold at their current location "In Situ" considering:
 - That before the date of valuation, there had been a reasonable period (having regard to the nature of the business assets and the state of the market) for the proper marketing of the interest and the sale to be concluded;

- that no account is taken of any additional bid by a prospective purchaser with a special interest; and
- a sale as a whole for use in its working place as an assembled and working group of assets.
- Market valuations are not adjusted in respect of selling costs which may be incurred. It assumes that the completion of a sale of the interest in the business assets takes place on the valuation date. In assessing the Market Value In-Situ we have assumed that a period of at least 180 days would have been available for marketing

"Ex-Situ" Valuation

- The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.
- On the assumption that the assets are sold from their current location for removal "Ex Situ" considering:
 - that before valuation, there had been a reasonable period (having regard to the nature of the business assets and the state of the market) for the proper marketing of the interest and for the sale to be concluded.
 - that no account is taken of any additional bid by a prospective purchaser with a special interest;
 - a sale either;
 - as a whole for removal from the premises at the expense of the purchaser; or
 - of individual items for removal from the premises at the expense of the purchaser.
- Market valuations are not adjusted in respect of selling costs that may be incurred. It assumes that the sale of the interest in the machinery and business assets takes place on the valuation date.

4. Information about the sale of the business and assets

- For the purpose of assessing Market Value Ex-Situ, we have assumed that period of 30 days would have been available for marketing.

Offers received and further negotiations

- Following the deadline of initial expressions of interest, four parties formally provided written offers to FRP, as summarised below:
 - Passion Holdings Limited - £1.7m for certain business and assets of KFL and KNL.
 - Investor Rescue - £1.9m for certain business and assets of KFL.
 - Rcapital Partners – £1.6m for certain business and assets of KFL and KPL.
 - Amcomri Limited Partnership - £350k for certain business and assets of KFL.
- Given the higher consideration offered by Investor Rescue, they were provided with additional time following the initial offer deadline to demonstrate proof of funding. Despite this, Investor Rescue were unable to obtain funding and subsequently confirmed their withdrawal from the process on 6 July 2021.
- As a result of the above, the board felt that the offer provided by Passion offered a greater degree of transaction certainty and Passion's related experience in the production industry would best complement the skills and experience needed to assist management with the turnaround of the Company, in light of the unprecedented challenges caused by COVID-19.
- The board of KFL decided to proceed with the offer from Passion, which was supported by the proposed administrators given that it represented both the highest value of the remaining offers and a good strategy fit for the business.
- Formal acceptance of Passion's offer was provided by FRP on 9 July 2021.

The transaction

- The transaction completed on 29 July 2021.

Purchaser and related parties

- The purchaser is Passion Docs Two Limited, which is a newly formed subsidiary of Passion Holdings Limited. According to Companies House, the ultimate beneficial owner of Passion Docs Two Limited is Mr Andrew Rainer Ruhemann.
- Passion's legal advisors are Magyar & Co Limited, who supported Passion with their acquisition. Magyar & Co Limited also acted as legal advisor before prior to the commencement of the sale process.
- No security was requested.
- The administrators were aware that the purchaser had a connection to the directors through their legal advisor. The legal advisor was a director of Passion Holdings Limited and was Keo's legal advisor, however, he stepped away from Keo when FRP were engaged, albeit we believe the legal advisor had been in contact with the board.
- Two of the directors and shareholders of KFL transferred to the new company as directors and shareholders and will be actively involved in the management and affairs of the business of the Company.
- The proposed administrators were not aware that the transaction would impact any related company (should any exist).
- The directors have not given any personal guarantees for amounts due from the Companies to a prior financier that is financing the new business.

Assets

- The consideration for the sale and purchase of the assets was £1,700,000. The formal allocation of which is detailed below.
- The assets of KFL which were transferred to the Purchaser per the terms of the sale agreement are:

4. Information about the sale of the business and assets

- Books and records
- Intellectual property
- Film library
- WIP and development slate
- Contracts
- The shares of Chimp Empire SPV Limited, Locked Out SPV Limited and Keo Holdings Australia Pty Ltd
- Archived property and equipment
- Goodwill
- The trading name Keo Films
- Specific insurance claims

Sale consideration

- The consideration for the sale totalled £1,700,000. The respective asset split is as follows:

	KFL £	KNL £
Books and records	1	
Intellectual Property	750,000	50,000
Goodwill	699,995	
Name	1	
Shares in Chimp Empire SPV Limited	1	
Shares in Locked Out SPV Limited	1	
Shares in Keo Australia Holdings PTY Ltd	1	
Fixtures, Fittings, Equipment and Archived Property	50,000	
Contracts	149,999	
Included Insurance Claims	1	
	1,650,000	50,000

- The proposed administrators have not sought security in respect of the purchasers' assets as there is no deferred consideration.
- The sale as detailed was not part of a wider transaction.

Further details of the transaction

- All existing members of the Companies staff were transferred to the Purchaser upon completion, which has mitigated the level of preferential and unsecured claims in the Administration.
- A pre-packaged sale to the Purchaser is appropriate in the circumstances because it is likely to yield a greater return to creditors, than the most likely alternative scenario (as set out in the Estimated Outcome Statement).

Connected party transactions

- The proposed administrators were aware that the purchaser has a connection to the directors through their legal advisor. The legal advisor is a director of Passion Holdings Limited and was KFL's legal advisor, however, was replaced by Brown Rudnick when FRP was engaged.
- Two of the directors and shareholders of KFL transferred to the new Company as directors and shareholders and will be actively involved in the management and affairs of the business of the Company. As such, the directors have been advised to issue a notice under s.216 of the IA86 to the Companies' creditors.

Pre-pack pool consultation

- The Purchaser was advised of their ability to approach the pre-pack pool. It was anticipated that the Purchaser would consult the Pre-Pack Pool in their capacity as Evaluator.

Evaluator's report

- A copy of the independent evaluators report obtained by the purchaser for each of the Companies is attached. The evaluator has confirmed they hold professional indemnity insurance and have the relevant knowledge, experience and independence to provide this report. I have no reason to doubt their statements made in this regard.
- The evaluator concluded that the consideration and grounds for the disposal are reasonable and therefore the administrators could progress these transactions in accordance with the legislation.

4. Information about the sale of the business and assets

Viability review

- A viability review was requested from the Purchaser, a copy of which is attached.

5. Matters to be progressed by the administrators following this report

Transitional Arrangements

- Whilst the Purchaser will be contacting customers to provide new bank details for the payment of invoices due, funds may continue to be received into the Companies pre-administration bank accounts during a period of transition.
- In this regard, the administrators will arrange to sweep funds to the Administration estate for onward transmission for a short period following appointment should this need arise.
- As part of the sale and purchase agreement, the Purchaser has acquired the right to use 'Keo Films' as their brand name.
- Steps are currently being taken to pass resolutions to formally change the name in line with the requirements outlined in the sale contract.

Investigations

- In accordance with SIP 2, the administrators have a duty to make initial investigations to understand what assets the Companies has/had and what future realisations may be made for the benefit of the creditors.
- Should creditors have any information which they deem would assist the administrators in their investigations this should be put in writing to them.

CDDA returns

- In accordance with the CDDA86, the administrators have a duty to submit a report to the Secretary of State for Business, Industry and Skills on the conduct of any directors (be they de jure, de facto or shadow directors) that held office during the three years immediately preceding the Administration.

Statement of Affairs

- As discussed in the accompanying administrator's proposals, in accordance with Paragraph 47 of Schedule B1 to the Act, the directors of the Companies must furnish the administrators with a Statement of Affairs as at the date of the Administration. These statements must be in the prescribed statutory form and, once received, will be filed at the Registrar of Companies by the administrators.

- The directors have been served with the requisite notice to provide the Statements of Affairs and it is expected that these will be provided to the administrators in due course.
- A further update will be provided in the administrators' first progress report to creditors.

Further information

- Should you require any further information please contact Miss Emma Mealiff on emma.mealiff@frpadvisory.com.

Evaluators Report on proposed pre-packaged sale involving Keo Films Limited and Robert Stannett Passion Holdings Ltd, pursuant to the Administration (Restriction on Disposal to Connected Parties Regulations 2021 (the Regulations)).

Background.

1. The business and / or assets of Keo Films Limited are the subject of a substantial disposal pursuant to regulation 3 of the Regulations) to Passion Holdings Ltd.
2. The Applicant is a connected party to Keo Films Limited as defined in paragraph 60A(3) of Schedule B1 of the Insolvency Act 1986 in that it he / she is an associate , as defined in section 435 of the Insolvency Act 1985/article 4 of the Insolvency (Northern Ireland) Order 1989, of Keo Films Limited.
3. The relevant property subject to the substantial disposal is stated to be:

Goodwill, IP, intangible assets, tangible assets, ancillary catalogue (which I take to be all of the company's disposable undertaking) as further described in an offer letter dated 7 July 2021 to the proposed administrator from Magyar solicitors, as subsequently varied in negotiations described below.
4. The consideration for this substantial disposal is stated to be:

£1.65m in the offer letter described above, later increased to £1.7m through negotiations with the proposed administrators.
5. In the absence of creditor approval of this substantial disposal, a connected party purchaser is required to obtain a qualifying report in accordance with section 6 of the Regulations, and this report has been commissioned for that purpose.

Qualifications of Evaluator.

1. I am satisfied that I am a qualified Evaluator within the meaning of regulation 10 of the Regulations. I possess the relevant knowledge and experience to provide this report, and I have been accepted as an approved Evaluator by Pre Pack Pool Ltd. Details of my personal and professional qualifications may be scrutinised at www.prepackpool.co.uk
2. I confirm that I satisfy the requirement for independence in relation to the substantial disposal as specified in regulation 12 of the Regulations. I have no personal, professional or other connection to any party connected to Keo Films Limited or Passion Holdings Ltd and no relationship, bias or ethical conflict exists which prevents me from evaluating this application solely on its merits. I am not excluded from acting as an Evaluator by reason of regulation 13 of the Regulations.
3. The proposed administrator, where appointed, has raised no objection to my suitability as an Evaluator.

Professional Indemnity Insurance.

For the purposes of this report, I am acting as an Agent of Pre Pack Pool Ltd (the company), and I am covered by the company's Professional Indemnity Insurance as required by regulation 11 of the Regulations. Details of this Professional Indemnity Insurance policy as required by regulation 7(c) of the Regulations are as follows:-

Insurer: Markel International Insurance Company Ltd, 20 Fenchurch Street, London EC3M 3AZ.

Policy number: B046013035169

Risks covered: Miscellaneous Professional Indemnity Breach of Professional Duty

Cover £2,000,000.00

Exclusions from cover: GDPR Exclusion, Cyber Exclusion, COVID-19 Exclusion

Previous Evaluation Reports.

The Applicant has stated that no previous Evaluation Reports have been obtained in relation to this substantial disposal, and I have no reason to believe that this statement is incorrect.

Evaluator's Opinion.

In accordance with regulation 7 of the Regulations, I am satisfied that the consideration to be provided for the relevant property and the grounds for the substantial disposal are reasonable in the circumstances.

Principal reasons for this opinion are as follows:-

The company is insolvent. Its assets need to be sold through an insolvency process to satisfy the secured creditor and create the best opportunity for survival of the undertaking and preservation of employment. The proposed administrators have taken reasonable steps to obtain the best offer for the assets that is available. They have obtained and considered other offers, which were discarded due to lack of funding or other inadequacies. They have marketed the assets for over 3 weeks through an extensive network and an impressive "Project Gaia" marketing brochure was sent to hundreds of potential buyers. They have operated a data room made available to 35 users who signed the required non-disclosure agreement. The offer the proposed administrators intend to accept is supported by third party valuations of the company's assets. It was clear from conversation with Jason Baker, one of the proposed administrator that the interests of the unsecured creditors have been carefully considered throughout the process. It will not be possible to obtain a price that will provides a substantial return to the unsecured creditors. This is simply due to market conditions. The proposed administrators did obtain an increase in price of £50,000 through negotiation above the offer originally stated in the offer letter. Furthermore, the proposed administrators obtained funding from the purchaser for one week of payroll costs which will not be deducted from the proposed purchase price. I understand that almost 30 jobs will be preserved through this disposal.

In forming my opinion I have relied upon the following information provided by the Applicant together with freely available information in the public domain:-

The information filed by the Applicant, a conversation with Mr Baker and sight of the proposed sale agreement, which I am treating as confidential, save to say that it appears to confirm the key commercial points described in this opinion.

I have not carried out an audit of this information.

For the avoidance of doubt, I express no view on whether Passion Holdings Ltd is, or will in the future remain a going concern, neither do I express an opinion on any decision by the proposed administrator to enter into a pre-packaged sale. These are matters for the proposed administrator to determine.

Evaluator.

Mark Parkhouse For and on behalf of Pre Pack Pool Ltd.

Date 28-07-2021

Evaluators Report on proposed pre-packaged sale Involving Keo North Limited and Robert Stannett Passion Holdings Ltd, pursuant to the Administration (Restriction on Disposal to Connected Parties Regulations 2021 (the Regulations)).

Background.

1. The business and / or assets of Keo North Limited are the subject of a substantial disposal pursuant to regulation 3 of the Regulations) to Passion Docs Two Limited .
2. The Applicant is a connected party to Keo North Limited as defined in paragraph 60A(3) of Schedule B1 of the Insolvency Act 1986 in that it he / she is an associate , as defined in section 435 of the Insolvency Act 1985/article 4 of the Insolvency (Northern Ireland) Order 1989, of Keo North Limited .
3. The relevant property subject to the substantial disposal is stated to be:

The entire business and assets of KEO NORTH LTD including the intellectual property and goodwill
4. The consideration for this substantial disposal is stated to be:

£50,000 entirely apportioned to the intellectual property
5. In the absence of creditor approval of this substantial disposal, a connected party purchaser is required to obtain a qualifying report in accordance with section 6 of the Regulations, and this report has been commissioned for that purpose.

Qualifications of Evaluator.

1. I am satisfied that I am a qualified Evaluator within the meaning of regulation 10 of the Regulations. I possess the relevant knowledge and experience to provide this report, and I have been accepted as an approved Evaluator by Pre Pack Pool Ltd. Details of my personal and professional qualifications may be scrutinised at www.prepackpool.co.uk
2. I confirm that I satisfy the requirement for independence in relation to the substantial disposal as specified in regulation 12 of the Regulations. I have no personal, professional or other connection to any party connected to Keo North Limited or Passion Docs Two Limited and no relationship, bias or ethical conflict exists which prevents me from evaluating this application solely on its merits. I am not excluded from acting as an Evaluator by reason of regulation 13 of the Regulations.
3. The proposed administrator, where appointed, has raised no objection to my suitability as an Evaluator.

Professional Indemnity Insurance.

For the purposes of this report, I am acting as an Agent of Pre Pack Pool Ltd (the company), and I am covered by the company's Professional Indemnity Insurance as required by regulation 11 of the Regulations. Details of this Professional Indemnity Insurance policy as required by regulation 7(c) of the Regulations are as follows:-

Insurer: Markel International Insurance Company Ltd, 20 Fenchurch Street, London EC3M 3AZ.

Insured: Pre Pack Pool Ltd.

Policy number: B046013035169

Risks covered: Miscellaneous Professional Indemnity Breach of Professional Duty

Cover £2,000,000.00

Exclusions from cover: GDPR Exclusion, Cyber Exclusion, COVID-19 Exclusion

Previous Evaluation Reports.

The Applicant has stated that no previous Evaluation Reports have been obtained in relation to this substantial disposal, and I have no reason to believe that this statement is incorrect.

Evaluator's Opinion.

In accordance with regulation 7 of the Regulations, I am satisfied that the consideration to be provided for the relevant property and the grounds for the substantial disposal are reasonable in the circumstances.

Principal reasons for this opinion are as follows:-

1. KEO NORTH LTD accounts to Mar-20 show no fixed or current assets. Creditors falling due inside 12 months are stated as £539k; 2. FRP state KEO has a funding deficit for working capital and that new investment or a restructuring is required in order to complete 3 film productions in progress which would drive revenue streams from first run productions and overseas licensing. FRP invited expressions of interest for the business and assets no later than 16th July 2021; 3. FRP states the business has been loss making for the 4 years to March 2020 and draft P&L numbers to Mar-2021 management information show a profit of £237k; 4. An aged creditor list dated 16th June 2021 was included with redacted creditor details showing an outstanding balance of £15k (so from Mar-20 financial statements to June 2021 the creditor balance has clearly shifted considerably); 5. The proposed consideration would appear to discharge these creditor balances after reasonable administrator fees or provide a significant recovery of same absent better offers received; 6. FRP have marketed the business for sale for an appropriate period of time; 7. The IP Charge papers to Coutts & co appear to have no bearing on this transaction and relate to a separate transaction looked at by a separate evaluator on a 1st party charge basis (KEO FILMS LTD); 8. No balance sheet information has been provided within the forecasts of the acquiring entity to show the quantum of new financing required to support the NEWCO. However the cash flows indicate the acquiring entity must finance c£2.35m initially to fund development of the new film production and provide working capital later in the forecast period for sums in excess of £2.7m on a combined group basis. Separate forecasts for Passion Holdings and KEO NEWCO were also provided to support the consolidation. I form no judgement on the accuracy of the forecasts only the observation that any acquirer would need to fund significant working capital; 9. The transaction represents an appropriate outcome to creditors; 10. The Directors do not appear to have structurally preferred themselves in anyway;

In forming my opinion I have relied upon the following information provided by the Applicant together with freely available information in the public domain:-

• Project GAIA Investment Opportunity memo dated June 2021 from FRP; • Aged Creditor for Keo North dated 16th June 2021 • Micro accounts for the year 31-3-2020 for KEO North Ltd • Project GAIA Combined Group Summary forecasts for the period to 31-7-2022 • Fixed Charge Over Intellectual Property Rights from Keo Films.com Ltd dated November 2012 in favour of Coutts & Co • Companies House registration of a charge dated 5-10-2020 re Keo Films Ltd in favour of Coutts & Co • Case reference application form reference 019976 • Offer letter dated 27th July 2021 to FRP from Passion Holdings Ltd sent by Magyar & Co (lawyers for Passion Holdings Ltd)

I have not carried out an audit of this information.

For the avoidance of doubt, I express no view on whether Passion Holdings Ltd is, or will in the future remain a going concern, neither do I express an opinion on any decision by the proposed administrator to enter into a pre-packaged sale. These are matters for the proposed administrator to determine.

Evaluator.

Fraser Pearce For and on behalf of Pre Pack Pool Ltd.

28 July 2021

Strictly Private & Confidential
FOA Jason Baker
FRP Advisory Trading Limited
110 Cannon Street
London
EC4N 6EU

Our ref: GT/PAS20002/36673576/BD

Dear Sirs,

Passion Holdings Limited and Passion Two Docs Limited

We act as auditors to the Passion Group and in this regard have been asked to comment on the viability of the overall business for the 12 months to 31 July 2022 and specifically of its new subsidiary company Passion Two Docs Limited which has been formed to acquire the business of Keo Films Limited.

In this regard we would draw your attention to the following points which we believe are relevant in drawing a conclusion in this matter:

- Passion is a business which was formed 34 years ago and is an Academy Award winning production studio with an international reputation for animation and documentary film making.
- Passion is a well-run business. It has been consistently profitable and draft accounts for the year to 31 March 2021 show accumulated reserves in excess of £5.4m.
- Passion has current bank balances in excess of £9m. We have reviewed a cash flow forecast for the 12 months to 31 July 2022 and the company retains strong cash balances throughout this period whilst being able to meet all commitments as they fall due.
- Passion has a good relationship with its bankers, Barclays who have indicated they will make future funding available for the acquisition if it is required.
- We have reviewed a profit forecast for the year to 30 June 2022 covering the existing Passion business with the Keo business being acquired and this anticipates the combined entity making good profits for the year.
- Passion has strong connections in the UK and international TV markets in which Keo operates and believes these links will ensure good ongoing continuity for the Keo business going forward.
- Keo is an award-winning business which has an excellent creative reputation in the lifestyle and factual areas amongst others. This compliments well with the existing Passion business. The key creative Keo talent is joining Passion as part of this transaction and the continued strength of the creative ideas coupled with the strong management that Passion offer, the Passion management believe will allow Keo to return to future profitability as part of the Passion group.

Moore Kingston Smith LLP
Chartered Accountants and Business Advisers
Charlotte Building, 17 Gresse Street, London W1T 1QT
020 7304 4646 www.mks.co.uk


A list of partners is available for inspection at the registered office.
Registered in England and Wales as a Limited Liability Partnership No. 0017740
Registered office: Cornerstone House, 25 Gower Road, London EC3R 7AD

- We have reviewed a cash flow forecast and profit forecast for Passion Two Docs Ltd for the 12 months to 31 July 2022 and these show the business to be both cash positive and profitable in this period. It is equally clear that if any of the assumptions made prove to be inaccurate that the Group has the ability to ensure the company will be able to continue to trade.

With all of this taken into consideration we are of the opinion that the both Passion Holdings Ltd and Passion Two Docs Ltd will be viable for the 12 months to 31 July 2022.

This information is confidential, provided for your sole use only and on the strict understanding that no liability is incurred by this firm, its partners, or staff in so providing.

Yours faithfully



Moore Kingston Smith LLP

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

Keo Films Limited (In Administration) Estimated Outcome Statement as at 4 August 2021	Book Values £	Administration Estimated £	CVL Estimated £
ASSETS SUBJECT TO FIXED CHARGE			
Books and records	-	1	-
Intellectual Property	-	750,000	550,000
Goodwill	-	699,995	530,000
Name	-	1	-
Shares in Chimp Empire SPV Limited	-	1	-
Shares in Locked Out SPV Limited	-	1	-
Shares in Keo Australia Holdings PTY Ltd	-	1	-
Total		1,450,000	1,080,000
Fixed Charge Costs			
Office Holders' Pre-Appointment Remuneration		(60,000)	(10,000)
Office Holders' Remuneration		-	(40,000)
Pre-Appointment Legal Fees		(45,000)	-
Agents Fees		(10,000)	(10,000)
Legal Fees		-	(30,000)
Other		-	-
Total		(115,000)	(90,000)
Amount available to Fixed Chargeholder		1,335,000	990,000
Amount owed to Fixed Chargeholder		(1,421,606)	(1,421,606)
Surplus / (Deficit) to Fixed Chargeholder		(86,606)	(431,606)
ASSETS SUBJECT TO FLOATING CHARGE			
Fixtures, Fittings, Equipment and Archived Property	121,000	50,000	21,000
Cash at bank	-	-	-
Prepayments	11,000	-	-
Contracts	-	149,999	50,000
Debtors	60,822	Uncertain	-
Included Insurance Claims	-	1	-
Insurance Claims	-	Uncertain	-
Total		200,000	71,000
Floating Charge Costs			
Office Holders' Pre-Appointment Remuneration		(30,000)	(5,000)
Office Holders' Remuneration		(45,000)	(20,000)
Office Holders' Disbursements		(2,000)	(1,700)
Agent Fees		(3,500)	(3,500)
Pre-appointment Legal Fees		(23,654)	-
Legal and Other fees		(15,000)	(15,000)
Total		(119,154)	(45,200)
Amount available for 1st Preferential Creditors		80,846	25,800
Less: Pref. Creditors (Employees)	(10,055)	(10,055)	(33,500)
Amount available for 2nd Preferential Creditors		70,791	(7,700)
Less: Pref. Creditors (HMRC)	(998,415)	(998,415)	(998,415)
Net Property		(927,624)	(1,006,115)
Less: Prescribed Part		-	-
Amount available to Floating Chargeholder		-	-
Amount due to Floating Chargeholder (c/d)		(86,606)	(431,606)
Surplus / (Deficit) to Floating Chargeholder		(86,606)	(431,606)
Amount available to unsecured creditors		(927,624)	(1,006,115)
Amounts due to unsecured creditors	(2,053,245)	(2,053,245)	(2,053,245)
HM Revenue & Customs	(100,000)	(100,000)	(100,000)
Keo Properties Limited	(210,527)	(210,527)	(210,527)
Employees	(38,474)	(38,474)	(591,318)
Surplus / (Deficit) to Unsecured Creditors		(3,329,869)	(3,961,204)
Total Surplus / (Deficit)		(3,416,475)	(4,392,810)

Keo North Limited (In Administration) Estimated Outcome Statement as at 4 August 2021	Book Values £	Administration Estimated £	CVL Estimated £
ASSETS SUBJECT TO FIXED CHARGE			
Intellectual Property	-	50,000	20,000
Total		50,000	20,000
Fixed Charge Costs			
Administrators' Pre-Appointment Remuneration		-	-
Administrators' Remuneration		(20,000)	(15,000)
Pre-Appointment Legal Fees		-	-
Agents Fees		-	-
Legal Fees		(4,000)	(4,000)
Other		(1,000)	(1,000)
Total		(25,000)	(20,000)
Amount available to Fixed Chargeholder		25,000	-
Amount owed to Fixed Chargeholder		(1,421,606)	(1,421,606)
Surplus / (Deficit) to Fixed Chargeholder		(1,396,606)	(1,421,606)
ASSETS SUBJECT TO FLOATING CHARGE	-	-	-
Floating Charge Costs		-	-
Amount available for 1st Preferential Creditors		-	-
Less: Pref. Creditors (Employees)		-	-
Amount available for 2nd Preferential Creditors		-	-
Less: Pref. Creditors (HMRC)	(568,618)	(568,618)	(568,618)
Net Property		(568,618)	(568,618)
Less: Prescribed Part		-	-
Amount available to Floating Chargeholder		(568,618)	(568,618)
Amount due to Floating Chargeholder (c/d)		(1,396,606)	(1,421,606)
Surplus / (Deficit) to Floating Chargeholder		(1,965,223)	(1,990,223)
Amount available to unsecured creditors		(568,618)	(568,618)
Trade Creditors	(15,356)	(15,356)	(15,356)
Surplus / (Deficit) to Unsecured Creditors		(583,974)	(583,974)
Total Surplus / (Deficit)		(1,980,579)	(2,005,579)

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

Keo Films Limited and Keo North Limited (both in Administration)

Schedule of Work

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

Where the fee basis proposed is time costs, further details of the estimated time costs to be incurred are set out in the fee estimate accompanying this schedule.

Where work undertaken results in 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 creditors. In this case work undertaken will include the scrutiny and agreement of creditor claims subject to a prescribed part dividend being payable.

A proportion of the work undertaken by an Insolvency Practitioner 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 concerning 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• The work that may be undertaken by any subsequently appointed Liquidator has been excluded• 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 cases will be closed within 1 year

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

Note	Category	
1	ADMINISTRATION AND PLANNING Work undertaken to date	ADMINISTRATION AND PLANNING Future work to be undertaken
	General Matters	
	<ul style="list-style-type: none"> Necessary administrative and strategic work. Obtaining all relevant information in order to consider all options for the Companies and the relevant impact of each option. Preparation of all immediate post appointment documents by the Insolvency Act 1986 ("IA'86") and our own internal protocols. Identifying and securing all relevant Company records required for the ongoing Administration process. 	<ul style="list-style-type: none"> Regular reviews of the case and the on-going strategy as required under legislation and by the Joint Administrators' Regulatory Professional Bodies ("RPBs") to ensure that all compliance and statutory matters are attended to and that the case is progressed in a timely manner. Ongoing liaison with creditors. Collation of relevant information and Company records to ensure the objective of the Administration is achieved and storage thereof, as applicable, for the relevant required periods. Continued adherence to internal compliance procedures and external regulatory requirements.
	Regulatory Requirements	
	<ul style="list-style-type: none"> Completing FRP's internal money laundering risk assessment procedures and Know Your Client checks in accordance with the Money Laundering Regulations. Completing of take-on procedures which include consideration of professional and ethical matters and other legislation such as the Bribery Act and Data Protection Act procedures. Adhering to internal and regulatory protocols, as appropriate. Completing take-on procedures to consider if there are any other case specific matters to be aware of prior to or on appointment, for example health and safety; environmental concerns; particular licences or registrations; tax position; social media; profile of the client or its stakeholders. 	<ul style="list-style-type: none"> Ongoing review of regulatory compliance and taking any further actions necessary in accordance with the Money Laundering Regulations, Bribery Act and Data Protection Act. Regular review of the conduct of the case and the case strategy as required by the Joint Administrators' RPBs to ensure all statutory matters are attended to and to aid case management and progression.

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

1	ADMINISTRATION AND PLANNING (continued) Work undertaken to date	ADMINISTRATION AND PLANNING (continued) Future work to be undertaken
	Case Management Requirements	
	<ul style="list-style-type: none"> Devising and documenting case strategy. Corresponding with accountants/ auditors/ bankers/ insurers/ solicitors and other advisors to request further information to assist in general enquiries. Setting up case specific paper and electronic files to be updated and maintained for the duration of the appointment. Filing all papers and correspondence received and maintaining a diary system to ensure all matters are discharged in accordance with legislation. Setting up and administering Administration bank accounts. Processing and recording all receipts and payments throughout the appointment on the Insolvency Practitioners System. Ensuring accounts are regularly reconciled to produce accurate and timely reports internally and to creditors when required. Liaising with the directors to ensure Statements of Affairs will be produced and filed with the Registrar of Companies in a timely manner. Notifying HMRC of the Administration. 	<ul style="list-style-type: none"> Liaising with the Joint Administrators' public relations advisors and issuing press statements. Continuing to monitor and document any proposed changes of strategy and implementation thereof. Continuing to correspond with accountants/ auditors/ bankers/ insurers/ solicitors and other advisors to request further information to assist in general enquiries and ongoing investigations, as required. Maintaining and developing the case specific paper and electronic files on behalf of the administrators, aside from other records pertaining to the Companies directly. Ensuring 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 ("IPS") and providing internal and external reports as required. Continued updating and maintenance of records on the IPS system. Ongoing liaison with HMRC to crystallise the Companies' pre-appointment tax positions and to achieve tax clearance for the period of the Administrations. Submission of ongoing returns as required. Reviewing the final unsecured claims from HMRC. Preparing VAT returns for the Group as they fall due. Completing an initial review and the copying of all IT systems and content utilised by the Companies for the purposes of the Administrations. Overseeing the subsequent splitting of IT information between parties, as appropriate, upon transfer of the business.

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

2	ASSET REALISATION Work undertaken to date	ASSET REALISATION Future work to be undertaken
	<ul style="list-style-type: none"> One of the main purposes of an insolvency process is to realise the insolvency assets and to ensure a fair distribution of the proceeds to the creditors in the correct order of priority as set out by legislation. Insurance has been arranged by the administrators to ensure available assets are protected until such time as they are realised. Executing the sale of the Companies' business and assets to Passion Docs Two Limited as set out in Appendix C. 	<ul style="list-style-type: none"> Interrogation of the Companies' records to identify and secure repayment of any other amounts due and owing from time to time. To contact those parties identified and secure repayment of any outstanding liabilities and/or implement remedial actions as appropriate. Corresponding with the KFL's landlords with a view to offering an informal surrender of leasehold obligations. The instruction of and ongoing liaison with legal advisors to ascertain the most appropriate and cost-effective method of recovering funds to the estate, where appropriate. Consideration of any potential VAT bad debt relief claim or tax refund. Challenging rateable values, where appropriate, with the assistance of appropriate agents.
3	CREDITORS Work undertaken to date	CREDITORS Future work to be undertaken
	<ul style="list-style-type: none"> Contacting all known creditors and suppliers in order to advise of appointment and provide proof of debt forms to enable claims to be lodged. Writing to HMRC to advise of the appointment. 	<ul style="list-style-type: none"> Dealing with all queries and correspondence received from creditors on an on-going basis and recording the same. Continuing to liaise with, and provide reports and oral updates to, the major creditors and action ongoing enquiries as required. Continuing to liaise with and provide reports and oral updates to the unsecured creditors and any other classes of creditor, as required, and deal with ongoing enquiries as received. Finalising preferential claims and assisting with employee queries as and when required. Finalising and submitting RP15A form to RPO for unpaid pension contributions. If sufficient funds are available as anticipated, to make a distribution to preferential creditors the office holder will agree claims, pay a

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

			<p>distribution after making such deductions as necessary to settle any tax liabilities on the distribution.</p> <ul style="list-style-type: none"> Liaising with HMRC to establish their claims and seeking tax advice to minimise claims and maximise returns to creditors where appropriate.
4	<p>INVESTIGATIONS Work undertaken to date</p>		<p>INVESTIGATIONS Future work to be undertaken</p>
	<p>An IP has 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>Furthermore, there may be other antecedent or voidable transactions that are identified which if pursued could swell the funds available for the insolvency estate. In this regard, we have to date:</p> <ul style="list-style-type: none"> Requested all directors of the Companies, both current and those holding office within 3 years of the Administration to complete a questionnaire to assist in preparing the statutory return to the Department of Business Energy and Industrial Strategy ("DBEIS") in accordance with the Company Directors Disqualification Act ("CDDA"). Contacted the pre appointment bankers and requested bank statements leading up to the administration. Upon receipt, these statements will be analysed, and any suspicious activity will be reported. 		<p>Information provided to DBEIS is confidential but can be used to assist DBEIS in identifying conduct that should be investigated further and could result in individuals being disqualified from acting as a director. Depending on the outcome of our investigations, we will:</p> <ul style="list-style-type: none"> Conduct initial enquires into the conduct of the Companies, their officers and associated parties. Consider the information provided by all stakeholders that might identify further assets or lines or enquiry for the office holder to explore if benefit to the estate is possible. Consider whether any matters have come to light which require notification to the Secretary of State or National Crime Agency Discuss how the administrators weighs up the merits of pursuing actions and if these are being pursued explain the likely benefit to creditors or if further consultation with creditors is likely. Comment on what investigations are anticipated or that none are currently anticipated and whether the directors or other parties are expected to assist or hinder the administrators enquiries.

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

5	STATUTORY COMPLIANCE AND REPORTING Work undertaken to date	STATUTORY COMPLIANCE AND REPORTING Future work to be undertaken
	<ul style="list-style-type: none"> Dealing with all appointment formalities including notification to relevant parties, filings with the Court, the Registrar of Companies and statutory advertising. Completing money laundering risk assessment procedures and Know your client checks in accordance with the Money Laundering Regulations. Completing FRP's internal take-on procedures which include consideration of professional and ethical matters and other legislation such as the Bribery Act and Data Protection Act. Arranging for an insolvency bond to protect the assets available for creditors. Notifying creditors of their right to set up a creditors' committee. Statutory reporting, including preparing and distributing these proposals and the SIP 16 report to all relevant parties, and filing of those reports in accordance with the legislation. Requesting legal comfort on the validity of the appointment and security position. <p><u>Post-appointment Tax/VAT</u></p> <ul style="list-style-type: none"> Dealing with initial tax and VAT matters arising following appointment, including option to tax matters. Instructing the Companies to prepare a VAT return up to the date of Administration. 	<ul style="list-style-type: none"> Providing update reports to all known creditors and members as prescribed under the Act. Working with the creditors' committee, if formed. Placing legal advertisements as prescribed under the Act which may include formal meetings of creditors and notice to submit claims, as applicable. Obtaining approval to the basis of the Insolvency Practitioners fees from the secured and preferential creditors. Dealing with statutory requirements in order to bring the Administration appointment to an orderly close by transfer to a creditors' voluntary liquidation and for the Joint Administrators' to receive their release from office. This will include the preparation of further progress and/or final reports for all known creditors, statutory advertising and filing the relevant documentation with the High Court / Registrar of Companies, as applicable. Maintaining a record and forecast of the work that has been or is anticipated to be undertaken throughout the duration of the case. <p><u>Post-appointment Tax/VAT</u></p> <ul style="list-style-type: none"> Liaising with the Companies' former accountants and tax advisors and obtaining relevant information. Preparing and submitting VAT returns for the periods after the Administration. Liaising with HMRC, as appropriate. De-registering the Companies for VAT, when appropriate. Bringing the conduct of the insolvency process to a close when all matters are complete in accordance with the relevant requirements.

Appendix D



The administrators’ remuneration, disbursements and costs information

	<u>Statement of Affairs ("SoA")</u> <ul style="list-style-type: none">• Issuing requests to directors for completion and submission of the SoA.	<u>Statement of Affairs ("SoA")</u> <ul style="list-style-type: none">• Reviewing the Companies’ management accounts in conjunction with the SoA.• Providing guidance and assisting the directors in the preparation of the SoA. Filing the SoA with Companies House.• Assisting the directors in finalising the SoA.• Preparing, distributing and obtaining Statements of Concurrence, as appropriate.
6	LEGAL AND LITIGATION Work undertaken during the reporting period	LEGAL AND LITIGATION Future work to be undertaken
	<ul style="list-style-type: none">• No legal and litigation work has been undertaken to date.	<ul style="list-style-type: none">• No legal and litigation work is currently anticipated.

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

FRP ADVISORY TRADING LIMITED ("FRP")

HOURLY CHARGE OUT RATES

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

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.

Appendix D

The administrators' remuneration, disbursements and costs information

FRP

DISBURSEMENT POLICY

Disbursements are payments which are first met by the office holder, and then reimbursed to the office holder from the estate.

Expenses are any payments from the estate which are neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also include disbursements.

Expenses are divided into those that do not need approval before they are charged to the estate (category 1) and those that do (category 2).

Category 1 expenses:

These are payments to persons providing the service to which the expense related who are not an associate of the office holder. Category 1 expenses can be paid without prior approval.

These include but are not limited to such items as case advertising, storage, bonding, searches, insurance, licence fees.

Category 2 expenses:

These are payment to associates or which have an element of shared costs. Before being paid, category 2 expenses require approval in the same manner as an office holder's remuneration. Category 2 expenses require approval whether paid directly from the estate or as a disbursement.

With the exception of mileage FRP do not charge category 2 disbursements.

Mileage payments made for expenses relating to the use of private vehicles for business travel, which is directly attributable to the insolvency estate, are paid by FRP at the HMRC approved mileage rate prevailing at the time the mileage was incurred, at the time of this report this is 45p per mile.

Appendix E

Schedule of pre-administration costs

FRP

	Note	Fees Charged (£)	Expenses Incurred (£)
Pre-administration costs	1		
FRP	2	102,500.00	Nil
Metis Partners	3	13,500.00	Nil
Brown Rudnick	4	82,386.50	2,419.77
Amounts paid	5	(39,695.50)	(15.00)
Unpaid pre-administration costs for which approval is being sought:	6		
FRP		90,000.00	Nil
Metis Partners		13,500.00	Nil
Brown Rudnick		55,191.00	2,404.77

Notes

1. These costs represent a fair and reasonable reflection of the work undertaken before the appointment of administrators which is further explained below and are exclusive of VAT (where applicable) at the prevailing rate. The administrators' advisors and agents were selected based on their experience and effectiveness, in line with the principles of the Insolvency Code of Ethics.
2. FRP was engaged under the terms of an engagement letter with KFL dated 11 June 2021, to provide strategic insolvency advice to KFL and undertake an accelerated marketing process to complete a sale of KFL's business and assets by way of a pre-packaged sale. The scope of this work included:
 - Providing the directors with strategic insolvency advice and advising the directors in relation to the potential appointment of administrators over KFL.

Appendix E

FRP

Schedule of pre-administration costs

- Liaising with KFL's funders in respect of FRP's engagement and obtaining their consent to the appointment of administrators and any proposed sale of the business and assets of KFL.
- Assisting the directors in preparing a short-form sales memorandum to market the business, together with supporting information to be made available to potential purchasers ("Interested Parties") of the business and/or assets.
- Identifying and approaching potentially interested parties and conducting negotiations as appropriate with a view to the sale of the business and/or assets and provide the client with regular progress reports on the sales process and status of negotiations with Interested Parties.
- Dealing with any matters in connection with our statutory obligation, including but not limited to those contained within SIP 16 to effect a sale of the business of KFL immediately upon the appointment of administrators.
- Providing advice to the clients on any other matters we consider should be brought to their attention.
- Any other work necessary to prepare KFL for entering Administration.

Extensive details on the work undertaken by the administrators are included at **Appendix C** of this report.

The terms of the letter of engagement stipulated that the pre-administration fees would be on a time costs basis (capped at £12.5k for the first week and £15k per week thereafter), plus VAT and disbursements. The administrators' total fees in respect of their pre-appointment work for KFL is £102.5k, comprising of a total of 372 hours. Time costs of approx. £74k will be written off in the event the proposed administrators £90k unpaid pre-appointment fees are approved by the secured and preferential creditors.

The Company is registered for VAT and the administrators will be able to recover the VAT payable on the pre-Administration fees on a future VAT return.

- 3.** Brown Rudnick was instructed by KFL to provide legal advice in respect of the sale of the business and assets of KFL. The work undertaken by Brown Rudnick included:
- Providing advice to the board of KFL and KNL concerning the acceptance of the offer for the business and assets;
 - Documenting the sale of the Companies' businesses and assets;
 - Preparation of the requisite notices to place the Companies into Administration;

Appendix E

FRP

Schedule of pre-administration costs

- Assisting with the meeting of the board of directors to propose and pass the necessary resolutions to place the Companies into Administration; and
 - Filing appointment documents in Court,
4. Metis Partners were instructed by KFL to undertake an independent review of the Company's physical assets and provide their professional recommendation on the valuation of these assets.
 5. The payment of these unpaid costs as an expense of the Administration is subject to approval in accordance with the Rules and is not part of the administrators' proposals subject to approval in accordance with Paragraph 53 of Schedule B1 to the Act.

Appendix F

Details of the financial position of the Companies

FRP

Keo Films Limited (In Administration) Summary of Financial Position as at 4 August 2021		Book Values £
ASSETS SUBJECT TO FIXED CHARGE		-
Amount available to Fixed Chargeholder		-
Amount owed to Fixed Chargeholder	(1,421,606)	
Surplus / (Deficit) to Fixed Chargeholder	(1,421,606)	
ASSETS SUBJECT TO FLOATING CHARGE		
Fixtures, Fittings, Equipment and Archived Property	121,000	
Cash at bank	-	
Prepayments	11,000	
Debtors	60,822	
Amount available for 1st Preferential Creditors	192,822	
Less: Unpaid Pension Contributions	(10,055)	
Amount available for 2nd Preferential Creditors	182,767	
Less: HM Revenue & Customs	(998,415)	
Net Property	(815,648)	
Less: Prescribed Part	-	
Amount available to Floating Chargeholder	-	
Amount due to Floating Chargeholder (c/d)	(1,421,606)	
Surplus / (Deficit) to Floating Chargeholder	(1,421,606)	
Amount available to unsecured creditors	(815,648)	
Amounts due to unsecured creditors	(2,053,245)	
HM Revenue & Customs	(100,000)	
Keo Properties Limited	(210,527)	
Employee Redundancy Claims	(38,474)	
Surplus / (Deficit) to Unsecured Creditors	(3,217,893)	
Total Surplus / (Deficit)	(4,639,499)	

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

B - COMPANY CREDITORS - KEO FILMS LIMITED

Name	Address	£
KATHLEEN ANNE WALKER COLGAN	38 Glendara, Derry, BT48 6LF	150.00
PETE ALLIBONE LIMITED/DOG&BONE LIMITED	Box Tree, Dean Lane, Mersham Surrey, RH1 3AH	12,000.64
GRANT COVACIC LIMITED	11 Sunnysdown, Witley, Surrey, GU8 5RP	618.00
MARTIN EVANSON	53 Goldsmith Lane, Roe Green Village, London, NW9 9AJ	690.00
SHOCK AND AWE FILMS LTD	97 Southport Road, Scansbrick,Merseyside, PR8 5HT	8,380.45
LYNN WEISSMAN	112 Belmont St, Somerville, MA 02143	931.10
ARCHIVE MIRIAM LTD (MIRIAM WALSH)	28 St Margarets Court, The Baron Twickenham, TW12AL	1,560.00
PATRICK FLANAGAN	Flat 3, 5 Recovery Street, London, SW17 0DL	1,451.71
UNIVERSITY OF CAMBRIDGE	Fitzwilliam Museum, Trumpington Street, Cambridge, Cambridgeshire, CB2 1RB	240.00
STEVEN PINKER	107 South St, #6D Boston, MA 02111, USA	212.62
STORYLINES PRODUCTIONS LTD	5 Park Road, North London, W4 4QE	16,200.00
MOVING TARGET FILMS LTD	68 Stratford Street, Oxford, OX4 1SW	44,297.84
OVERCOAT FILMS LTD	7A, Hurlingham Mansions, Ranelagh Gardens, London, SW6 3SH	6,000.00
JANIS CARTER	PMB 371, Serrekunda, The Gambia	4,393.43
ELIZA HINDMARCH	3 Valley Drive, Apt One, Harrogate, HG2 0JJ	2,172.73
ALESSANDRO LEONARDI	Via Mussi 16, 20154 - Milano, Italy	1,000.00
JOSEPH NAKOU		714.00
DAISY SQUIRES	C/O Keo Films, 101 St John Street, London, EC1M 4AS	420.26
VANESSA BOWLES	41a Anns Place, London, E1 7TQ	74.50
MARINA HUI	12 The Farthings, Kingston Upon Thames, KT2 7PT	55.50
SAM SHARROCKS		35.00
KARI LIA		28.34
MELANIE VAXEVANAKIS	21 Greville Road, Bristol, BS3 1LN	25.42
CLARE PATERSON	77-79 Stoneleigh Broadway, Epsom, Surrey, KT17 2HP	10,800.00
SIMON FORD	New house farm, Broadoak, Bridport, DT65NR	10,080.00
MUTUAL OF OMAHA PLAZA	Mutual of Omaha Plaza, Omaha, NE 68175-1008	8,720.93
ENOCH FOSTER	Enoch Foster, Rockland Ranch, San Juan Co. Rd. 135, La Sal, Utah 84530	5,000.00
UNCOMMON GOOD SENSE	13 Grove Road London, W3 6AW	4,800.00
MRS H C KING	73 Ormond Drive, Hampton	4,690.00
CNN COLLECTION	1 CNN Center NW, Atlanta, GA 30303, United States	4,444.78
FIVE SEASONS MEDIA LLC	51 Pacific St #2, Brooklyn, NY 11238	4,234.68
MOVIE CHROME	Movie Chrome Srl, Corso di Porta Romana 128, 20122, Milano, Italy	4,225.85
SALT BEEF LTD	Castlehayne, Yardbury Hill, Colyton, Devon, EX24 6SW	4,175.00
MAGYAR & CO	Magyar & Co limited, The Coal Office, Bagley Walk, London, NC14PQ	2,400.00
ARCTIK LIMITED (JAMES GLANCEY)	5 Park Road, RH8 0AL	1,800.00
MAMA TANY'S PRODUCTIONS LLC	482 East 167th Street, Bronx, NY 10456	1,417.46
MAT MCDONNELL	133a Marina, St Leonards, Hastings, TN38 0BT	1,400.00
AMELIA KING	138 Amelia Street, London, SE17 3AR	950.00
ALEX HUDSON EXPENSES	C/O Keo Films, 101 St John Street, London, EC1M 4AS	679.08
SURIN ERSOZ	Kantstrabe 154A, 10623 Berlin, Germany	519.38
ROLAND PESTILLOS	Mascardo Corner Segundo, Purok Pagkakaisa AFP0VA1, Taguig City, Western Bicutan 1630	447.37
XTIAN DELA LIMITED	145-00300 Nairobi, Kenya	354.37
DEXTER FILKINS	601 Lexington Ave, New York, USA, NY 10022	199.20
LOCATION AUDIO UTAH	1840 Stallion Lane, Salt Lake City, Utah 84116	108.87
TVRELEASES.COM.AU (AMELIA BARRY)	153 Seaforth cres, Seaforth NSW 2092	103.67
SHELL COE	102 Brougham Road, London, E8 4PA	0.00
MARY WOODS	28 Bloomfield Road, Kingston Upon Thames, Surrey, KT1 2SE	(1,335.52)

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

GUARDIAN NEWS & MEDIA LTD	Credit Control, Guardian News & Media Ltd, Kings Place, 90 York Way, London, N1 9GU	2,400.00
HIKE LTD	62b, Shaftesbury Road, London, N19 4QN	1,809.00
NORTH WEST PLAY RESOURCE CENTRE	5-7, Artillery St, Londonberry, BT48 6RG	278.22
GETTY IMAGES	101 Bayham Street, London, NW1 0AG	30,647.00
DOROTHY BAKER	70 Greenbank Road, Bristol, BS5 6HE	79.63
DYLAN ALEXANDER FREEMAN	426 E Elmwood Avenue, 447 West 24th Street, NY NY10011	57.93
1ST OPTION SAFETY	16-18 Berners St, London, W1T 3LN	2,402.01
INDIE TRAINING FUND (SCREENSKILLS)	Lux Building, 3rd Floor, 2-4 Hoxton Square, London, N1 6NU	2,250.00
9 GROUP LTD	Victory House, Chobham Street, Luton, Bedfordshire, LU1 3BS	816.16
LOGIXAL DOCUMENT SOLUTIONS LIMITED	Office Gainsborough Studio South, 1 Poole Street, London, N1 5EA	784.22
PAYCHECK	4 Ingate Place, London, SW8 3NS	748.01
SAFENAMES LIMITED	Safenames House, Sunrise Parkway, Linford Wood, Milton Keynes, MK14 6LS	495.43
UK FAST CAMPUS	Birley Fields, Manchester, M15 5QJ	469.44
THE FARM POST PRODUCTION	Edgecumbe Hill, Richmond Hill, Bristol, BS81AT	103,365.71
LONDON BOROUGH OF ISLINGTON	Revenues and Benefits , PO Box 34750, London N79WF	66,135.51
ENVY POST PRODUCTION LTD	50A Rathbone Place, London, W1T 1JW	62,621.55
SHIFT IT/ADEPT IT SERVICES	1 Fleet Place, London, EC4M 7WS	46,885.12
KEO PROPERTIES LTD	101 St John Street, London, EC1M 4AS	32,425.90
CHANNEL FOUR TELEVISION CORPORATION	Finance Department, 124 Horseferry Road, London, SW1P 2TX	30,040.00
WARNER BROS. DISTRIBUTION INC	4000 Warner Boulevard, Bldg 154 - Room 2234, Burbank, California, United States of America, CA 91522	24,000.00
GREENE AND HEATON	37 Goldhawk Road, London, W12 8QQ	23,105.00
AON UK LIMITED	The Aon Centre, 122 Leadenhall Street, London, EC3V 4AN	13,833.48
WALT DISNEY ENTERPRISES INC	1624 Market St, Ste 226, #79525, Denver, CO 80202	11,993.28
ASSOCIATED PRESS	The Interchange , Oval road, Camden lock, London, NW1 7DZ	11,558.40
EGENCIA	24 Chiswell St, Islington, EC1Y 4TY	10,904.84
ELA GROUP	No 1 The Beehive, Lions Drive, Shadsworth Business Park, Blackburn, BB1 2QS	7,830.03
247KIT.TV	Singh and Shout, 29-30 Windmill Street, London, W1T 2JL	6,233.88
NGOGO CHIMPANZEE PROJECT INC.	738 Main Street#310 Waltham MA 02451-0616	5,613.47
ALTUS GROUP	Oakland House, Talbot Road, Manchester, M16 0PQ	5,074.76
P A C T LTD	3rd Floor, Fitzrovia House, 153-157 Cleveland Street, London, W1T 6QW	4,416.00
IRIS SOFTWARE LIMITED	Heathrow Approach, 470 Software Limited, Slough, SL3 8QY	4,253.25
INSTITUT NATIONAL DE L'AUDIOVISUAL	Siege 4 Avenue de le europe	3,931.20
MUTUAL OF OMAHA INSURANCE COMPANY	3300 Mutual of Omaha Plaza, Omaha, NE 68175	3,849.11
TERRA MATTER	Factual Studios GMBH, Wambachergasse 2, Austria	3,715.64
ACCESS UK LIMITED	The Old School, Stratford St Mary, Colchester, Essex, CO7 6LZ	3,483.34
EDF ENERGY	90 Whitfield Street, London, W1T 4EZ	3,172.32
EDUCATION AND TRAINING FOUNDATION	157-197 Buckingham Palace Road, London, SW1W 9SP	3,000.00
SOHONET LIMITED	Alphabeta, 14-18, Finsbury Square, London, EC2A 1BR	3,000.00
SHUTTERSTOCK	The Gridiron Building 8th Floor, One Pancras Square, London, N1C 4AG	2,657.00
ROYAL COLLECTION TRUST	The Finance Department, Sales Ledger, Buckingham Palace, London, SW1A 1AA	2,580.00
COMPUMARK	Friars House, 160 Blackfriars Road, London, SE1 8EZ	2,539.20
WWRD UNITED KINGDOM LTD	Wedgwood Drive, Stoke-on-Trent, Barlaston, ST12 9ER	2,453.28
HAUS MARKETING	Unit 13/14 Crabtree Close, Fenton Industrial Estate, Stoke on Trent, Staffs, ST4 2SW	2,160.00
VIDEO EUROPE LTD	82 Silverthorne Road, Studio 3, Ground Floor, Battersea Studio's, London, SW8 3HE	1,715.58
HEALTH ASSURED LTD	The Peninsula, Victoria Place, Manchester, M4 4FB	1,560.00
MEDIA INSURANCE BROKERS STERLING	20 Midtown, 20 Procter Street, London, WC1V 6NX	1,544.08
REVIEWED AND CLEARED LIMITED	10th Floor Met Building, 22 Percy Road, London W1T 2BU	1,440.00
EXECUTIVE CARS MANCHESTER	Arches, Whitworth Street, West Mancheser, M1 5WW	1,362.00
PEOPLE CHECK	No.1 Berkeley Street, London, W1J 8DJ	1,320.00
MISSION BAY LTD	1 Heddon Street, London, W1B 4BD	1,269.13

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

CONCORD COPYRIGHTS LIMITED	71-91 ALDWYCH, London	1,200.00
PRS FOR MUSIC	2 Pancras Square, London, N1C 4AG	1,176.00
DIALAFLIGHT	MillBrook House, 114 Mill Street, East Malling, Kent, ME19 6BU	1,092.50
CKKTECH LTD/CKK MEDIA TECHNOLOGIES	3 Gilbert Street, London, W1K 5HA	1,076.16
MOBILE CLEANING	Mobile Cleaning, 1 Boundary Cottage, Brickfield Road, Coopersale, Epping, CM16 7QX	965.00
GARMENT CARE PRODUCTIONS	Vault Block , Pinewood Studios , Pinewood Road , Iver, Bucks, SL0 0NH	936.00
VTR NORTH LIMITED	The Old Brewery, High Court, Leeds, LS2 7ES	936.00
A M DAIRIES LIMITED	Robert Mitchener, 19 Gillfoot, Hampstead Road, London, NW1 2JP	913.75
THE HR DEPT	Accounts, 66 Washbrook Close, Barton le clay, MK45 4LF	864.00
BBC TELEVISION	PO BOX 746, Redhill, RH1 9GD	855.60
EXTERION MEDIA UK LIMITED	7th Floor Lacon, Theobalds Road, London, WC1X 8NL	843.60
MIRRORPIX	21st Floor, 1 Canada Square, London, E14 5AP	840.00
BRISTOL CITY COUNCIL	Local Taxation, PO BOX 3176, Bristol, BS99 7BL	826.77
JOHN FROST NEWSPAPERS LIMITED	Unit 8, Jacks Park, Cinque Ports Road, New Romney, Kent, TN28 8AN	822.00
MEDICHECKS.COM LIMITED	MediCity, Thane Road, Beeston, Nottinghamshire, NG90 6BH	814.00
UW FOUNDATION	Department of Biology, University of Washington, Center for Conservation Biology, Box 351800, 24 Kincaid Hall, University of Washington	775.92
ASPECT LAW GROUP LLC	1 SW Columbia St, Ste 1850, Portland OR 97258	699.25
NE DISPLAY LIMITED	13 Larch Court, Elm Road, Tyne and Wear, NE29 8SG	609.60
W J.B ETHERINGTON T/A REMOTE ROPES	107A South Street, Bridport, Dorset, DT6 3PA	600.00
SPRAYTECH	Lindsay Ellacott UK Limited, Newton Farm, Boyton, Launceston, Cornwall, PL15 9RL	599.40
HUGH FEARNLEY WHITTINGSTALL	Lower Hewood Farm, Hewood, Dorset, TA20 4NR	543.56
SILVERLINE CARS BRISTOL LLP	Silverline Cars Bristol LLP, 71 Chedworth, Bristol, BS37 8RZ	492.00
SOLO SYNDICATION	Associated Newspapers Ltd, A&N Media Finance Services, PO Box 6795, Leicester, LE1 8BE	480.00
ECOVIS WINGRAVE YEATS UK LTD	Waverley House, 2nd Floor, 7- 12 Noel Street, London, W1K 5NT	480.00
BRISTOL SYMPHONY ORCHESTRA LTD	7 Kenmore Crescent, Bristol, BS7 0TH	450.00
THE HONOURABLE SOCIETY OF GRAY'S INN	8 South Square, London, WC1R 5ET	400.00
GRAY'S INN MEDICAL	77 Grays Inn Medical Practice, Chancery lane, London, WC1X 8TS	400.00
ENTERPRISE RENT A CAR	Victoria House, Victoria Road, Aldershot, GU11 1EJ	384.05
CALABASH WASHROOMS	Unit 16, Red Lion Business Park, Red Lion Road, Tolsworth, Surrey, KT6 7QD	360.00
DEVON WILDLIFE TRUST	Cricklepit Mill, Commercial Road, Exeter, Devon, EX2 4AB	360.00
THE PENDULUM HOTEL AND CONFERENCE CENTRE	Weston Building, Sackville Street, Manchester, M1 3BB	341.85
PICTURE CANNING COMPANY	55 Bendon Valley, London, SW18 4LZ	302.40
FULL LARDER LIMITED	32 High Street, Brightlingsea Essex CO7 0AG	300.00
GREAT ST BARTHOLOMEW	Church House, Cloth Fair, London, EC1A 7JQ	297.00
KEY STRUCTURES LTD	Key Structures Ltd, Unit 2, Gresham Way, Wimbledon, London, SW19 8ED	297.00
PHA KITCHESSENTIALS LIMITED	Unit 7, West Float Industrial Estate, Dock Road, Birkenhead, Merseyside, CH41 1AE	292.03
RED SUGAR BRISTOL LIMITED	The Lock Up, 182 Church Road, Redfield, Bristol	283.00
COMPLETE TRAFFIC CONTROL	Unit 11 , Beehive estate, Crews hole road, St George, Bristol, BS5 8AY	270.00
WAR ON WASTE LIMITED	War On Waste Limited, WOW House, Cogdean Elms Industrial Estate, Higher Merley Lane, United Kingdom, BH21 3EG	264.00
AXMINSTER TAXIS	43 Victoria Place, Axminster, Devon, EX13 5NQ	252.00
FIRST MILE LIMITED	Unit 207, Screenworks, 22 Highbury Grove, London, N2 2ER	251.34
THE BLEEDING FINGERS CUSTOM MUSIC SHOP	The Bleeding Fingers Custom Music Shop LLC, 1531 Fourteenth Street, Santa Monica, CA 90404	246.98
PEER MUSIC UK	Greyhound House, 23/24 George Street, Richmond, TW9 1HY	240.00
SHOOT BLUE	Unit 10 Roslin Square, Roslin Road, London, W3 8DH	240.00
JP AIR CONDITIONING SERVICES LTD	6 Kedleston Drive, Orpington, BR5 2DR	225.36
FARRINGTON LOCKSMITHS TOOL	29 Exmouth Market, London, EC1R 4QL	224.26
VISUAL IMPACT (BRISTOL) LTD	4 Charmwood House, Marsh Road, Ashton, Bristol, BS3 2NA	203.40
ACADEMY SURVEYS LIMITED	2 Smeaton Road, Woodford Green, Essex IG8 8BD	200.00
JEFFERY & MCKEITH	PO Box 32056, Lusaka, Zambia	199.76
GOOD 4UTAH	2175 West 1700 South, Salt Lake City, Utah 84104	193.09

Keo Films Limited and Keo North Limited (both in administration)

The administrator's proposals

THE DENBY POTTERY COMPANY LIMITED	Denby, Derbyshire, DE5 8NX	193.08
IDRIVEYOURCAR.CO.UK	10 Boshers Gardens, Egham, Surrey, TW20 9NZ	185.00
ROYAL BOROUGH OF WINDSOR AND MAIDENHEAD	Town Hall, St Ives Road, Maidenhead, Berkshire, SL6 1RF	180.00
SIMPLEHUMAN UK LIMITED	5 Thames Court, High Street, Goring-on-Thames, Reading	174.53
RECYCLING SQUAD (ZRIV UK LTD)	140 Tabernacle Street, London, EC2A 4SD	170.00
NORTON LILLY INTERNATIONAL INC	MAI Center Ste 201, First Street 771, San Juan, Puerto Rico 00920	163.16
DATA REPROGRAPHICS LTD	Unit 1 West Surrey Est, Ashford, Kent, TW15 1XB	123.60
TORBAY COUNCIL	Town Hall, Castle Circus, Torquay, Devon, TQ1 3DR	120.00
FLIGHT LOGISTIC GROUP LTD	Global Logistics Centre, Horton Road, Colnbrook, SL3 0DL	118.39
EDENRED UK GROUP LIMITED	50 Vauxhall Bridge Road, London, SW1V 2RS	104.50
HOLIDAY RESORT UNITY	Coast Road, Brean Sands, Somerset, TA8 2RB	100.00
VANUATU PRIVATE HOSPITAL LTD	Rue d'Artois, Po Box 1276, Port Vila, Vanuatu	100.00
COPY EXPRESS (LONDON) LTD	30B Great Sutton Street, London, EC1V 0DU	97.20
QUOOKER UK LTD	3 Waterpark Hall, Montpellier Mews, Salford, M7 4ZY	96.00
VANUATU ECOTOURS	PO Box 6182, Prit Villa, CT 480008	90.44
ODDBOX DELIVERY LTD	Studio 3.09 / 3.10, New Covent Garden Market, The Food Exchange, London, SW8 5EL	79.96
CASTLE WATER	PO BOX 234 SWINDON, SN38 3TW	78.57
QVOICE LTD CLIENT ACCOUNT	4th Floor, Holborn Hall, 193 -197 High Holbron, London, WC1V 7BD	72.49
DIETITIAN.PRO	6 Redshank Close, Ayton, Washington, NE38 0DP	60.00
SGM SERVICES	5 Fredewards Close, Newport Gwent, NP19 9LD	50.00
EUROPCAR	55 Welford Road, Leicester, LE2 7AR	23.90
SANTIS GLOBAL	15 Page's Walk, London, SE1 4SB	19.98
VELOCIOUS CYCLE COURIERS	18 Ashgrove Road, Bristol, BS6 6NA	9.50
N POWER LTD	PO Box 8201, Oldbury, West Midlands, B69 2RH	0.01
PACIFIC SUPPORT SERVICES	Unit 6 Orangery Studios, 21 Orangery Lane, Eltham, London, SE9 1HN	(0.01)
INTEGRO/TYSERS	7 Blue Barns Business Park, Old Ipswich Road, Colchester, Essex, C07 7FX	(597.08)
BBC Waste 2.0	BBC Accounts Payable, PO Box 747, Redhill, RH1 9GE	711,756.00
C4 Modern Family	124 Horseferry Road, London, SW1P 2TX	409,631.00
C5 Celeb Trawler S2	17-29 Hawley Crescent, NW1 8TT	170,980.00
COUTTS & CO	Media Banking Office, Coutts, 440 Strand, London, WC2R 0QS	1,421,605.87
HM REVENUE & CUSTOMS	Debt Management & Insolvency, Durrington Bridge House, Barrington Road, Worthing, West Sussex, BN12 4SE	1,098,414.70
KEO PROPERTIES LIMITED	101 St John Street, London, EC1M 4AS	210,526.96
EMPLOYEES	N/A	38,473.61
PENSION AND CHILD CARE DEDUCTIONS	N/A	10,055.49
181 entries totalling		4,832,321.25

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

Keo North Limited (In Administration) Summary of Financial Position as at 4 August 2021		Book Values £
ASSETS SUBJECT TO FIXED CHARGE		-
Amount available to Fixed Chargeholder		-
Amount owed to Fixed Chargeholder		(1,421,606)
Surplus / (Deficit) to Fixed Chargeholder		(1,421,606)
ASSETS SUBJECT TO FLOATING CHARGE		-
Amount available for 1st Preferential Creditors		-
Less: 1st Preferential Creditors		-
Amount available for 2nd Preferential Creditors		-
Less: HM Revenue & Customs		(568,618)
Net Property		(568,618)
Less: Prescribed Part		-
Amount available to Floating Chargeholder		-
Amount due to Floating Chargeholder (c/d)		(1,421,606)
Surplus / (Deficit) to Floating Chargeholder		(1,421,606)
Amount available to unsecured creditors		(568,618)
Trade Creditors		(15,356)
Surplus / (Deficit) to Unsecured Creditors		(583,974)
Total Surplus / (Deficit)		(2,005,579)

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals

B - COMPANY CREDITORS - KEO NORTH LIMITED

Name	Address	£
Bowmans Skip Hire	Bowmans Skip Hire, 5 Duiskey, Fort William, PH33 7AW	360.00
Kate Buchanan	8 Bouverie Road, London, N16 0AJ	65.50
Cooper Health at Cardio Direct	111 Harley Street, London, W1G 7JQ	160.00
Dinas Powys Medical Centre	Murch Rd, Dinas Powys, CF64 4RE	281.41
Easydrive	North Road, Fort William, Scotland, PH33 6PP	138.46
EMI Music Publishing	27 Wrights Lane, London, W8 5SW	2,400.00
Engebret Limited	Sandwik Road Filling Station, Sandwick Road, Stornoway, HS1 2SL	1,989.85
Film City Glasgow Ltd	Film City Glasgow, 401 Govan Road, Glasgow, G51 2QJ	1,319.32
Film Bang	30 Leicester Avenue, Glasgow, South Lanarkshire, G12 0LU	84.00
Hamilton Hodell Int LLP	20 Golden Square, London, W1F 9JL	1,800.00
Initiative Electrical Ltd	Unit 4, Earn Avenue, Righead Industrial Estate, Bellshill, Lanarkshire, ML4 3LW	1,500.00
Fiona Kemp	Flat 1/2, 11 Mcneil Street, Glasgow, G5 0QE	53.62
Rentals from O2	Park House Clifton Park, England, YO30 5PB	1,756.21
Andrew Palmer	425 Liverpool Road, London, N7 8PR	301.25
Restore Hope	Latimer Park, Latimer, Chesham, Bucks, HP5 1TU	100.00
Royal Naval Museum	HM Naval Base, Hampshire, Portsmouth, PO1 3NH	480.00
Cornelius Schlawe	Paul Schmidt Str 5, Berlin, Germany 12105	270.00
Reuben Seaton	24A Ferndale Road, South Tottenham, London, N15 6UE	1,500.00
Shutterstock, Inc	Empire State Building, 250 Fifth Avenue, 21st Floor, New York, 10118	796.00
Coutts & Co	Media Banking Office, Coutts, 440 Strand, London, WC2R 0QS	1,421,605.87
HM Revenue & Customs	Debt Management & Insolvency, Durrington Bridge House, Barrington Road, Worthing, West Sussex, BN12 4SE	568,617.51
21 entries totalling		2,005,579.00

Keo Films Limited and Keo North Limited (both in administration)
The administrator's proposals