

CASE STUDY

Achieving a Landmark Sale of Advancing Cell Technology Business and Assets

Authored by Yasmin Saadi, Alexander Muir & Jason Hall

Background

In August 2025, Hilco was retained to market and dispose of the intellectual property and tangible assets of CellulaREvolution Limited (In Administration) ("CellRev" or the "Company") on behalf of the Joint Administrators of the Company, Ed Connell and Mike Kienlen of Armstrong Watson LLP.

CellRev was a Newcastle University spin-out focused on one of the biggest bottlenecks in cell manufacturing: how to grow large volumes of adherent cells quickly and affordably. These types of cells are essential for making advanced medical and biological products. The Company developed new process technologies that prevent cells from congealing together, help them grow more efficiently, and enable continuous production rather than slow, batch-based processes, creating major benefits for sectors such as viral vaccines, regenerative medicine, and the emerging cultivated meat industry.

Unfortunately, CellRev entered Administration in August 2025 following a prolonged period of financial strain linked to development-stage funding pressures, growing R&D costs, and limited commercial runway. With the business unable to continue trading, the Joint Administrators at Armstrong Watson engaged Hilco to advise on and realise value from the Company's assets, both the specialist laboratory equipment and, crucially, its intellectual property portfolio.

Our Role

At the outset, it was unclear how much value could be attributed to the IP. The Company held several early-stage patent applications and a registered trade mark, but the real innovation behind CellRev's technology had been developed

through years of hands-on experimentation and continuous optimisation. Our experience in similar life sciences restructurings led us to believe that the majority of the value was likely to lie not in the registered rights, but in the extensive unregistered trade secret portfolio and scientific know-how held across digital systems, internal R&D records, and the minds of departing employees of the business.

Recognising that this value can degrade rapidly in insolvency, as staff are made redundant, software access is terminated, and materials risk being discarded, Hilco acted immediately to preserve and package the intellectual property before knowledge was lost. Working collaboratively with Armstrong Watson, whose responsive and commercially minded approach was instrumental in enabling fast, coordinated decision-making, ensured that value preservation and recovery remained at the forefront throughout the process.

Our strategy included accelerated asset discovery and scoping to establish the true breadth of CellRev's IP beyond the patents, the safeguarding of technical data, securing electronic servers, research files, and physical lab notebooks, and workshops with the scientific founders and senior R&D team to extract and record the know-how held within their heads. Hilco also actively engaged with the Company's patent attorneys to manage imminent national-phase deadlines, avoiding their loss while allowing more time for marketing and competitive bidding.

Our proactive approach ensured that the value embedded in CellRev's intellectual property was not lost at the point of insolvency, but preserved, organised and monetisable. It also provided

prospective buyers with confidence that the continuation and future development of the technologies would not be hindered by missing records or gaps in technical understanding.

The Assets

Through our discovery process, we identified and packaged a comprehensive intellectual property portfolio comprising the following key assets:

- **The CellRev Brand:** A recognised name in advanced cell manufacturing.
- **Product Brands ("AggreGuard" & "Continuase"):** Two commercially validated process-enhancing technologies targeting industry-critical bottlenecks in cell aggregation and continuous detachment, supported by proof-of-performance data across multiple cell lines and formats.
- **Trade Marks:** Registered rights in the AggreGuard and Continuase product names.
- **Patent Applications & Embedded Know-How:** Three international patent families spanning multiple major territories including the US, Europe, China, India and Japan, combined with years of proprietary experimental data.
- **Digital Assets:** A portfolio of domain names including cellrev.co.uk, cellrev.com and cellularevolution.co.uk, as well as associated website content, technical positioning material, and social media accounts.
- **Organisational Knowledge & R&D Records:** A safeguarded repository of laboratory notebooks, electronically held reference datasets, experimental validation studies, and more, representing the core competitive advantage underpinning the patent position.
- **Tangible Assets:** In conjunction with the IP sale process, a valuation and disposal strategy was provided with respect to the Company's specialist laboratory equipment.

Process & Outcome

Following the Company's shift to Administration, most valuable elements of the business – its proprietary know-how and technical datasets – were at immediate risk of being lost. Acting quickly, Hilco implemented a dual-track approach to preserve these assets ahead of sale. Working closely with the former technical leads, we secured and organised all critical development data, experimental records and process insights into a fully transferable asset package, supported by structured knowledge-transfer sessions. In parallel, we monitored and prioritised key international patent deadlines to prevent any lapse in territorial protection during the marketing period.

With the IP secured, we delivered a focused marketing campaign positioned around an integrated cell manufacturing technology platform, ready for industrial adoption rather than early-stage patent filings, attracting interest from credible global life science and bio-processing acquirers.

A competitive sale process culminated in the successful sale of the patents and proprietary know-how and trade secrets to a multinational taste and nutrition ingredients company capable of advancing the technology to market. This outcome preserved and realised value that would otherwise have been irretrievably lost in insolvency and ensured the future of CellRev's innovations.

The tangible assets were successfully sold by way of an online auction sale following a targeted marketing campaign aimed at similar end user laboratories and specialist equipment dealers. Prior to the sale, all hazardous materials were removed, and the equipment was cleaned in accordance with current Health and Safety requirements, to ensure a safe working environment for all staff and buyers entering the premises. Registrants from the US, Asia, and several European countries provided competitive bidding and a successful outcome, with realisations exceeding expectations. Post sale, the laboratory was deep cleaned and handed back to the landlord in accordance with the lease with the total disposal process taking approximately 6 weeks from start to finish.

Observations and Take-Aways

The CellRev process highlights a critical lesson regarding R&D-intensive businesses in insolvency: the most valuable assets are not always the ones officially registered. While patents and trade marks are often perceived as the cornerstone of intellectual property value, this transaction demonstrated that the real commercial advantage (and therefore the recoverable value) lay in the unregistered elements of the Company's portfolio, such as the accumulated know-how, datasets and tacit expertise built over years of scientific development. Had these assets not been quickly identified and safeguarded, they would have been lost. Proactive engagement with key stakeholders, structured knowledge captures, and targeted positioning of the opportunity are

vital to ensure value is preserved in distressed scenarios.

The CellRev case highlights that in R&D-driven businesses, the true value is often embedded in unregistered IP. By identifying, safeguarding and articulating that value under intense time pressure, Hilco delivered a positive recovery for creditors and ensured continuity for breakthrough technologies at risk.

"This project showcased how valuable unregistered IP and scientific know-how can be in an insolvency context. By working closely with Armstrong Watson, we were able to preserve and monetise the Company's technical expertise in a way that gave buyers confidence and delivered a meaningful recovery for creditors."

- Alexander Muir, Associate Director, Hilco

"CellRev was pre-revenue generation, it had recently failed to secure a further tranche of investment income but had considerable registered and unregistered IP. Following our appointment, it was apparent that early engagement between ourselves, Hilco and the Company directors would give the best opportunity to preserve asset value. This collaborative approach saw a successful sale of both the IP and specialist lab equipment which maximised realisations and will allow a return to creditors."

- Ed Connell, Armstrong Watson

Contacts:

Yasmin Saadi | Senior Analyst
E: ysaadi@hilcoglobaladvisors.co.uk

Alexander Muir | Associate Director
E: amuir@hilcoglobaladvisors.co.uk

Jason Hall | Executive Director
E: jhall@hilcoglobaladvisors.co.uk