



To All Known Creditors

Harewood Properties Limited
(in Administration)

Joint Administrators' Final Progress Report

Pursuant to Rule 3.59 of the Insolvency (England and Wales) Rules 2016

Table of Contents

Glossary	3
Purpose of this Report	5
Summary of our Proposals	7
Progress of the Administration	10
Outcomes for Creditors	18
Appendices	20



Glossary

Commonly Used Terms	Definition
Act / IA86	Insolvency Act 1986 (as amended)
BEIS	Department for Business, Energy and Industrial Strategy
c.	Approximately
CDDA	Company Directors Disqualification Act 1986
CT	Corporation Tax
CVL	Creditor's Voluntary Liquidation
EBITDAP	Earnings Before Interest, Taxes, Depreciation, Amortization and Pension Income
EGM	Extraordinary general meeting
FTI / FTI UK	FTI Consulting LLP
HMRC	HM Revenue & Customs
ICAEW	Institute of Chartered Accountants in England & Wales
IP	Intellectual property
IR16 / the Rules	Insolvency (England and Wales) Rules 2016 (as amended)
NDA	Non-Disclosure Agreement
PAYE / NIC	Pay-as-you-earn tax / National Insurance Contributions
Preferential creditors	Principally employee claims for unpaid wages (max £800 per employee), holiday pay, and certain unpaid pension contributions
Prescribed Part	Amount set aside for unsecured creditors from floating charge net realisations in accordance with Section 176A IA86
RPS	Redundancy Payments Service
Sch B1 IA86	Schedule B1 IA86
SIP	Statement of Insolvency Practice
SIP 2	Investigations by office holders in administration and insolvent liquidations
SIP 7	Presentation of financial information in insolvency proceedings
SIP 9	Payments to insolvency office holders and their associates from an estate
SIP 13	Disposal of assets to connected parties in an insolvency process
SIP 16	Pre-packaged sales in administrations
ASA	Asset Sale Agreement
TUPE	Transfer of Undertakings (Protection of Employment) Regulations 2006
Unsecured creditors	Principally trade creditors, landlords, utility providers and HMRC

Case Specific References	Meaning
Administration and Administrations	The Administration of HPL The Administrations of TCLL, TCLGL and HPL collectively
AMA	Asset Management Agreement
Appointment Date	16 September 2021 (for Harewood Properties Limited)
Joint Administrators / we / our / us /	Matthew Boyd Callaghan, Andrew James Johnson and Lisa Jane Rickelton
the Company / Companies	The Company: HPL The Companies: TCLGL, HPL and TCLL collectively
the Group / The Collective Group	TCLGL and all its subsidiaries
GLAS	GLAS Trust Corporation Limited, Security Agent for the Lenders
GT	Grant Thornton Limited
HPL	Harewood Properties Limited – in Administration
the Period	16 March 2023 to 8 September 2023
PMA	Property Management Agreement
The Proposals	The Statement of Proposals dated 5 November 2021
Scape	Windmill Opportunities Limited (formerly Scape Student Living Limited), trading as Scape (Company Number: 07120364) and TC Services Limited (Company Number: 13608402)
Secured Creditors/Lenders	Deutsche Bank AG, London Branch; GCP Asset Backed Income (UK) Limited and AC Advantage – Credit Strategies. Creditors with security in respect of their debt in accordance with Section 248 IA86.
TCLGL	The Collective (Living) Group Limited – In Administration
TCLL / OpCo	The Collective (Living) Limited – In Administration
TCS	TC Services Limited (Company Number: 13608402)
TCR	TC Revalerstrasse LLP



Purpose of this Report

Purpose of this Report

- Matthew Callaghan, Andrew Johnson, and Lisa Rickelton were appointed as joint administrators of Harewood Properties Limited on 16 September 2021. The appointment was made by the holder of a qualifying floating charge under Paragraph 14 Sch B1 IA86.
- The Administration has now ended by order of the Court and this final report is prepared pursuant to Rule 3.59 IR16, to provide:
 - A summary of our Proposals;
 - An explanation of the work we have done in the Period and how the Administration was progressed;
 - Confirmation of the outcome of the Administration and for each class of creditor;
 - A statement of our receipts and payments and details of the expenses we have incurred;
 - An update on our remuneration for acting as joint administrators; and
 - Further information required by statute regarding our appointment as joint administrators.
- Background information on the Company and events leading up to the Administration can be found in our Proposals, which continue to be available online. You may also wish to read this document in conjunction with our previous Progress Reports and our Remuneration Reports; all of which can continue to be found online (see 'How to Contact Us', opposite).
- Certain legal notices regarding this report, our appointment and creditors' rights are included in Appendix B.
- If you have any queries regarding the content of this report or if you would like a hard copy of this report or any of the documents made available online (free of charge), please contact us using the details provided opposite. All documents will be retained on our website and will remain available until at least two months after the conclusion of the proceedings.



Andrew Johnson
Joint Administrator

How to Contact Us

- Creditors can contact us using the preferred methods below:

Email: CollectiveLiving@fticonsulting.com

Post: Harewood Properties Limited
(in administration)
c/o FTI Consulting LLP
200 Aldersgate
Aldersgate Street
London, EC1A 4HD

Tel: 0203 0770 468

- Further information can be found online at: <https://www.fticonsulting.com/emea/cjp/the-collective-living-group-limited>

Actions Required by Creditors

- **No actions are required by creditors. This report is for information purposes only.**
- This is the final progress report for the Administration and no further reports will be issued.
- As the Company is now in the process of being placed into liquidation, the creditors will be contacted separately by the joint liquidators.



Summary of our Proposals

Summary of our Proposals

Our Proposals were delivered to creditors on 5 November 2021 and were deemed approved on 17 November 2021. There have been no amendments to, or deviations from, those Proposals.

Background to the Administrations

- A background on the Company and the events leading up to the appointment of administrators were included in our Proposals and are not repeated here for the purposes of this report unless considered necessary or beneficial to do so. Therefore, creditors may wish to review this report in conjunction with our Proposals.
- In summary, following unsuccessful attempts by the Group to find a buyer, the Secured Creditors decided to enforce their security (in order to protect their interests in the Group's key assets) and appointed us as joint administrators of the Company and two other Group companies in September 2021.
- The three Companies subject to Administration appointments were:
 - TCLGL - the parent company;
 - HPL (the Company covered by this report) - an intermediate holding company which is the borrower under the Group Facility Agreement; and
 - TCLL - the operating company that provided central services to the UK entities that owned property assets.
- Whilst these entities were unable to avoid insolvency, the appointments could allow other trading businesses to continue with minimal disruption whilst preserving the possibility of rescuing the Group's asset-owning entities as going concerns on a solvent basis.

Strategy

- Due to the nature of the Companies, they did not own any material tangible assets. It was therefore not expected that any class of creditor would receive a distribution or dividend from the Administrations.
- The records of TCLGL and HPL showed their interests in subsidiaries and intercompany debts, the value of which were negligible due to the fixed charge nature of the Group's key assets, with a combined value significantly less than the associated secured debt. However, the Administrations would facilitate the recovery of value from those subsidiaries' assets on behalf of the Secured Creditors.

- TCLL was a Group-funded head office and services provider and similar to TCLGL and HPL, had insufficient assets to discharge the expenses of the Administrations. Therefore, the strategy was to transfer the services to a new provider as part of a commercial agreement between the Secured Creditors and Scape, through TCS, with the latter committed to providing the initial funding to the Administrations.

Objective of the Administration

- As set out in our Proposals, the statutory objective of the Administration was to achieve a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in Administration).
- We believed the objective of the Administration was achieved by virtue of:
 - implementing immediate changes to the board of directors to help stabilise the platform;
 - protecting value in certain subsidiary companies through financial support derived from the funding agreement;
 - supporting the Secured Creditors in protecting their interests in those subsidiary companies that owned the trading assets and where appropriate, facilitating the recovery of value.
- As set out in our Proposals, the mostly likely exit route with regards to HPL would be that most appropriate for a Jersey-registered company (and in circumstances where no dividend was available for creditors or members).

Summary of our Proposals

In broad terms our work included protecting value in the Group's assets to maximise recoveries for Secured Creditors, managing the Company's affairs and fulfilling our statutory obligations as joint administrators.

Managing and financing the Company's business and affairs

- At the time of issuing the Proposals, the following key actions had been undertaken with respect to the Company and Administrations of TCLL and TCLGL:
 - We had deployed several of our FTI team to the various operational and head office locations in the UK immediately after our appointment, in order to speak with employees (of TCLL) and communicate the circumstances and purpose of the Administrations. Further communication was provided to residents occupying in operating properties.
 - We also immediately appointed Nicholas John Pike of Pike Restructuring Limited as an independent director of HPL, which then enabled similar board changes to take place in certain entities in the Group.
 - Our team worked with head office employees (in TCLL) to implement the temporary additional controls that would be required whilst TCLL operated under our control.
 - New bank accounts were set-up for the purposes of the Administrations and to receive funding from TCS (all entities) and the Lenders (HPL only).
- In our Proposals, we anticipated undertaking the following further work:
 - Stabilise the TCLL business and then to continue trading it for a short period until the services had fully transitioned to the third-party operator, Scape, through TCS;
 - Continue to consider options for the Group, in conjunction with the various key stakeholders. In particular, continue to work with the Secured Creditors to assist in realisations, in order to achieve the best outcome;
 - Consider options in respect of the intellectual property (owned by TCLL) that was subject to a fixed charge in favour of the Secured Creditors;
 - Supervise and control the ongoing services of TCLL and the transition to TC Services Limited;
 - Keeping the Secured Creditors and other stakeholders updated on the progress of our work;
 - Reducing the indebtedness to the Companies' creditors through the mitigation of claims, the transfer of contracts and supporting recoveries from elsewhere in the Group, where security entitlements permit;
 - Receiving and responding to general queries from other creditors and stakeholders from time to time;
 - Reporting on the Directors' conduct as required under CDDA;
 - Managing the Companies' affairs in respect of (where relevant) Tax, VAT and PAYE, including the submission of appropriate post-appointment returns; and maintaining adequate accounting records; and
 - Undertaking the necessary statutory and compliance work including tasks that were required by statute or regulatory standards (and as a consequence of the Companies entering Administration), or were necessary for the orderly conduct of the proceedings, such as notifications, bonding, reporting, collection of books and records, and internal reviews.

Remuneration

- As part of negotiating the necessary funding for the Administrations and in order to give the Secured Creditors a degree of certainty in respect of our remuneration, we proposed (and the Secured Creditors agreed) that our remuneration would be determined as a set fee.
- For simplicity, the fixed fee was set at £3.138m, pursuant to the funding agreements with the Secured Creditors and TCS that provided an aggregate total funding of £3.15m to the Companies upon our appointment and with respect to our remuneration and expenses.
- We initially expected that these costs would be principally drawn from TCLL (£3.078m) and the remainder from HPL (£50k) and TCLGL (£10k). However this would be subject to change depending on where other costs arose.



Progress of the Administration

Strategy and Funding

Funding agreements had been put in place to meet the expenses of the Administration and certain subsidiary expenses.

Strategy

- The key assets owned by HPL are interests in subsidiary undertakings and intercompany loans. As the administrators of HPL, we considered options for the Group, in conjunction with the various key stakeholders, including the Secured Creditors.
- The assets that were held within the subsidiary companies of the Group were under the control of their directors. The Secured Creditors assessed the value of underlying assets in subsidiaries (“AssetCos”) and where they believed value was in excess of the AssetCo debt, they initiated a number of fixed charge receiverships through security enforcement, as previously reported.
- Therefore, in addition to the continuation of the TCLL services, it was established that our appointment as joint administrators of HPL would:
 - provide the ability to implement changes to the board of directors in HPL and certain of the asset-owning subsidiaries;
 - allow funding to HPL to be used to provide targeted support to subsidiary companies in order to protect and preserve value; and
 - facilitate support for the realisation of the Group’s joint venture interests and assessment of options to maximise value in the Group’s UK assets.

Funding Agreements

- As previously set out, on appointment, two Administration funding agreements had been put in place as follows:
 - One directly from the Lenders, under which £9,730,877 was drawn during the first year of the Administration (“the Lender Facility”); and
 - One from TCS, under which £1,124,300 was drawn on appointment (“the TC Facility”).
- Our enclosed Receipts and Payments Account shows the amount of funding received and how this has been utilised during the Administration, as part of our work to achieve the objective of the Administration.

Enforcement Proceeds

- We have also previously explained the circumstances giving rise to the receipt of Enforcement Proceeds that were subject to the Lenders’ floating charge security.
- Prior to Administration, HPL had entered into Facilities Agreements with the Lenders, among others. Per the Facilities Agreement, the Security Agent was required to apply the proceeds in accordance with the order of priority set out in that Agreement (the “Enforcement Waterfall”).
- Rather than HPL make a further request for funding under the Funding Agreement, it was agreed for certain funds only, that a portion of the Lenders’ entitlements under the Enforcement Waterfall would be waived and that funds would therefore be applied in favour of HPL, which sat at the bottom of the Enforcement Waterfall.
- In the six-month period ended 15 September 2022, HPL received Enforcement Proceeds of £608,821.36, to meet ongoing expenses of the Administration and as shown on the enclosed Receipts and Payments Account.
- It should be noted that the lenders to the Facilities Agreement are the same as the lenders to the Funding Agreement.

Repayment of Funding

The Lender Facility was repaid in full prior to the closure of the Administration.

- As we moved HPL to closure, the Lenders confirmed that they had a preference for the Lender Facility to be repaid in priority to other debt instruments in the Collective and TCS structures, including the TC Facility and the 2020 secured Harewood facility (the “2020 Facility”).
- The Lenders confirmed that between cash already held by GLAS and the proceeds from the disposal of another asset by another entity within the Group (the Paper Factory based in New York), GLAS would have £5,376,222 of cash that would usually be applied in repayment of the 2020 Facility.
- Given the Lenders’ preference for the Lender Facility to be repaid in priority, a cash proceeds letter was agreed between the Lenders and the Joint Administrators for the proceeds held at GLAS to be paid to HPL.
- Further, since the amount of cash held at GLAS was less than the outstanding amount due under the Lender Facility, the Lenders directed that excess cash within TCS go to repay the Lender Facility. This was achieved as follows:
 - HPL and TCS agreed to amend the TC Facility to upsize the commitment by £4,470,373 (i.e., what was left to be repaid under the Lender Facility together with final Administration expenses and cash at bank);
 - TCS then provided HPL with this additional advance, and since the TC Facility is limited recourse, HPL did not need to repay this amount; and
 - At the end of the Administration, the additional £4,470,373 plus cash at bank less expenses (i.e., £4,354,655) together with the proceeds from GLAS (£5,376,222), would be applied in repayment of the Lender Facility in full.
- Interest was also paid over in respect of the Lender Facility in the sum of £23,343.
- These transactions occurred in the Period (16 March 2023 to 8 September 2023), as shown on the enclosed Receipts and Payments Account.

Managing the Company's Affairs

As agents of the Company, we were required to manage certain of the Company's affairs, particularly in respect of corporation tax and VAT.

Corporation Tax

- After our appointment, we notified HMRC of the Administration and a new tax period commenced on the date of our appointment.
- During the Period, returns were submitted for the period ended 15 September 2022. A final return was also submitted in the Period up to the end of the Administration. There was no CT payable in any of the periods.
- Pre-appointment CT returns were submitted earlier in the Administration, as previously reported. Any pre-appointment CT liabilities would rank as unsecured claims.

VAT

- HPL was not registered for VAT and all VAT paid is irrecoverable, as shown on the enclosed Receipts and Payments Account.

Treasury and Accounting

- An account of our receipts and payments for the Period covered by this report is provided at Appendix C. Monthly bank reconciliations have been performed for all bank accounts.
- Receipts in the Period mainly consist of the Enforcement Proceeds, funding from TCS and bank interest.
- Payments in the Period predominantly consist of officeholders' fees, professional fees and legal fees.
- As the Administration has now concluded, all funds have been utilised and the bank account has been closed.

Dealing with Stakeholders and Creditors

Secured Creditors

- A regular dialogue has been held with the Company's Secured Creditors and they were frequently updated on Administration expenses, funding, transition, asset realisations and other matters of interest to them. The Secured Creditors had the principal financial interest in the Administration.
- We have also supported the Secured Creditors in respect of their Group-wide asset recovery strategy, to the extent possible and appropriate for our role as joint administrators of the Company.

Inbound Queries

- We continued to respond to enquiries from creditors and other stakeholders of the Company, including enquiries from customers of the operating assets and suppliers to the development assets.
- Correspondence received (via mail redirection following vacation of the head office) in relation to Group companies over which we are not appointed, was continually forwarded to the relevant directors or management of those entities, together with their legal advisers, and the Secured Creditors' legal advisers.

Fulfilling our Statutory Duties

As a consequence of the Company's insolvency, we had a number of responsibilities that included investigating the affairs of the Company, seeking fee approval and arranging for the closure of the Administration.

Directors' Conduct and Investigations

- In our first progress report, we confirmed that we had submitted information in regard to the conduct of the Companies' directors to the Department for Business, Energy and Industrial Strategy. The content of our investigatory findings is confidential. However, it was concluded that there were no recovery actions relating to the directors' conduct that could or should be pursued.
- No further information has come to light during the Period that has required further investigations regarding the directors' conduct or any potential asset recovery actions.
- As explained later, the Company is moving into liquidation in Jersey with a local firm of insolvency practitioners. We understand the liquidators have a similar duty to investigate the affairs of the Company.

Other Statutory Matters

- In addition to the work required in bringing the Administration to an end, which is described later in this section, other work arising in the Period as a consequence of our appointment as joint administrators has included:
 - Preparing and issuing to creditors (in April 2023) our third progress report on the Administration;
 - Internal case reviews to ensure the strategy continued to be appropriate and the Administration was progressing on a timely basis; and
 - Reviewing the adequacy of bonding cover.

Joint Administrators' Remuneration

- In Appendix D, we have provided an update and the final position on matters relating to our remuneration and expenses, including the costs that have been incurred, what creditors approved and how much was drawn in the Administration.

Extensions to the Period of the Administration

- As previously reported, in order to allow sufficient time for outstanding matters to be resolved, we sought consent of the relevant creditors of the Company, as permitted by Paragraph 76(2)(b) of Sch B1 IA86, for the period of the Administration to be extended.
- A request to extend the Administration to 15 September 2023 was approved by the Secured Creditors on 5 July 2022. The extension was required to benefit the Secured Creditors by continuing to facilitate payments across the Group on their behalf from HPL.
- Furthermore, as previously reported, as joint administrators of TCLGL (as shareholder of HPL) we were required to initiate the creditors' winding up of HPL following a resolution of the board of HPL. Therefore, the Administration of TCLGL had also been extended by 12 months to 14 September 2023 in order to facilitate this.
- A further extension of the Administration was not required, with the Administration concluding on 8 September 2023 prior to the expiry of the extended period of the Administration, and in the manner explained later.

Discharge from Liability

- Pursuant to Paragraph 98 of Sch B1 IA86, our discharge from liability in respect of our actions as joint administrators takes effect at the specific time determined by either the court, the creditors (either via any creditors' committee or by decision of the creditors) or, in specific circumstances, by consent of the Secured Creditors and (if appropriate) a decision by the preferential creditors.
- In respect of HPL, the Court has ordered that we be discharged from liability in relation to any action of ours as joint administrators with effect from 8 September 2023.

Fulfilling our Statutory Duties

Given the overseas company registration, we were advised by our legal advisers that the most appropriate mechanism to end the Administration was by an application to Court under Paragraph 79 of Sch B1 IA86.

Exit Route from the Administration

- In circumstances where there is no surplus available to distribute to unsecured creditors, an administration would typically end by moving the company to dissolution. However, as HPL is a Jersey-registered company and as stated in our third progress report, it was anticipated that the most likely route to exit the Administration of HPL would be via the out-of-court process under Paragraph 80 of Sch B1 IA86 ("Paragraph 80").
- A notice under Paragraph 80 brings an administration to an end and passes control of the company back to its directors, allowing them to take the appropriate future steps in relation to the company. In the case of HPL, we envisaged that those future steps would be to place the Company into a liquidation process in Jersey.
- However, practical challenges were identified with the ability to comply with the filing obligations set out in Paragraph 80, which include the requirement to file notice with the Registrar of Companies.
- HPL is not registered as an overseas entity with the Registrar of Companies and therefore it does not have a Companies House registration number. Legal advice confirmed that the filing obligation could not be 'deemed' to have been satisfied and consequently that valid termination of the Administration and discharge from liability would be in some doubt.
- We were therefore agreed with our legal advisors that an application to Court to end the Administration (under Paragraph 79 of Sch B1 IA86) would be the most appropriate alternative mechanism, as the Court could order both the termination of the Administration and discharge from liability.
- We were advised by our legal advisers in Jersey, that the most appropriate subsequent action to be taken in Jersey would be a creditors' winding up pursuant to Part 21 Chapter 4 of the Companies (Jersey) Law 1991. Such a liquidation is anticipated to be swift and cost effective in the circumstances. As explained later, the process to appoint liquidators has commenced and we understand the liquidation (and dissolution of HPL) should be finalised within two months of commencement.

Court Application to end the Administration

- The application under Paragraph 79 of Sch B1 IA86 was submitted to court on 22 August 2023 with a request for an urgent hearing. The urgency was necessary in order to leave sufficient time after the hearing to commence the steps to place HPL into a creditors' winding up process prior to the expiry of the Administration of TCLGL (as HPL's shareholder) on 14 September 2023.
- The hearing was scheduled for 25 August 2023 and notice was delivered to all creditors of HPL on 8 August 2023 by making it available on the website for HPL's Administration, as previously communicated to creditors.
- No responses were received, other than a letter in support received from GLAS, acting on behalf of the Secured Creditors.

Court Order

- At the hearing on 25 August 2023, the Court issued the following orders:
 - That our appointment as joint administrators of HPL shall cease to have effect from 4pm on 8 September 2023 (the Exit Date), pursuant to Paragraph 79 of Sch B1 IA86;
 - We be discharged from liability in relation to any action of ours as joint administrators with effect from the Exit Date, pursuant to Paragraphs 79(4) and 98 of Sch B1 IA86; and
 - The costs of the Application be paid as an expense of the Administration.
- The Court also confirmed that there would be no obligation to file a copy of the order or our final progress report with the Registrar of Companies.
- However, the obligation to file a copy of our final progress report with the Court and with the creditors remains.
- Therefore, the Administration of HPL (and our appointment as its administrators) concluded on 8 September 2023.

Fulfilling our Statutory Duties

The process to place the Company into liquidation in Jersey has commenced.

Resolution of the Board

- Due to being a Jersey-registered entity, we were unable to take the normal steps to fully wind-down the Company's affairs, ultimately leading to its dissolution. Therefore, prior to ceasing to act and following the order of the English Court 25 August 2023, we took the necessary steps to commence the process for placing the Company into a local liquidation process in Jersey.
- A meeting of HPL's board of directors was held on 29 August 2003 where the following was resolved:
 - An EGM of the Company be summoned to propose a special resolution to place the Company into liquidation and appoint joint liquidators; and
 - A meeting of the creditors of the Company be summoned under the provisions of Article 160 of the Companies (Jersey) Law 1991, as amended ("the Law").
- It was also resolved that the sole director of HPL would prepare a statement of affairs and that GT be instructed to assist in dealing with the formalities associated with placing the Company into creditors' voluntary winding up, to include instructing agents and other advisors as they deem necessary.
- Under Paragraph 64(1) of Sch B1 IA86, a company in administration or an officer of a company in administration may not exercise a management power without the consent of the administrator. Therefore, as joint administrators of HPL, we provided the director of HPL with consent to sign the director's minutes to commence the winding up procedures.

EGM

- On 29 August 2023, as joint administrators of TCLGL (HPL's sole shareholder), we received notice from GT of an EGM to be held on 13 September 2023, with details of the relevant resolutions to be proposed in order to place HPL into liquidation.
- The relevant special resolutions are as follows:
 - That it has been proved to the satisfaction of the Company that it cannot, by reason of its liabilities, continue its business and that it is advisable to wind up the same and that accordingly the Company be subject to a creditors' winding up in accordance with Chapter 4 of Part 21 of the Companies (Jersey) Law 1991, as amended; and
 - That Alan John Roberts and James Richard Pirie of Grant Thornton Limited, Third Floor, Kensington Chambers, 46/50 Kensington Place, St Helier, Jersey, JE1 1 ET (together the "Joint Liquidators") be and hereby nominated joint liquidators of the Company for the purposes of such winding up and that any act required or authorised under any enactment or resolution of the Company to be done by them. may be done by them jointly or by each of them alone.
- The Joint Administrators of TCLGL (as shareholder of HPL) will vote in favour of all special and ordinary resolutions by way of proxy, nominating the chairman of the meeting to vote on their behalf at the meeting.
- We understand that the required 14-day statutory notice has been issued to the creditors of HPL and that a meeting of creditors will be held on the same day as the shareholders' meeting, on 13 September 2023.
- As TCLGL must pass a shareholders' resolution, the creditors' winding up must commence before the expiry of TCLGL's administration on 14 September 2023.
- The liquidation will therefore commence on 13 September 2023 and we will file our final progress report in the Administration of TCLGL on 14 September 2023, the expiry date of that Administration.



Outcomes for Creditors

Outcome for Creditors

The Administration was separately funded as the Company had insufficient realisable assets to discharge costs of the processes. Consequently, no dividends were paid to any class of creditor.

Key Message

- As expected throughout, we did not pay a dividend to any class of creditors as the Company has insufficient assets. In order to pay the necessary costs, expenses and commitments during the Administration, the Company was separately funded by TCS and the Lenders. There were insufficient assets to repay the non-recourse funding from TCS in full. However, as detailed earlier, the Lender Facility to HPL has been repaid in full in the sum of £9,730,877.42 together with interest in the sum of £23,342.86.
- No further repayments will be made under the Funding Agreements and the full balance received from TCS into HPL in the sum of £5,594,672.56 remains unpaid.

Secured Creditors

- The Group Facility Agreement was secured by way of a debenture creating fixed and floating charges over the assets of the Companies as well as other Group entities. It also benefited from a comprehensive net of guarantors across the Group.
- We have set out the amount owed to Secured Creditors in the adjacent table per the directors' statements of affairs. Since that date, accrued interest and default interest has been charged to the facilities increasing the total amount owed to £114m (as agreed with the Security Agent).
- The Secured Creditors have not made recoveries from the realisation of assets in the Companies, although the continuation of the central services function in TCLL and director appointments at holding company levels, provided a platform for the Secured Creditors to recover value under their security entitlements elsewhere in the Group. We set out in our previous progress reports the transactions delivered to date.
- Such transactions allowed the Secured Creditors to achieve a reduction in indebtedness under the Group facilities.
- The sale of the intellectual property and brand by TCLL resulted in a further reduction in the Lenders' guarantee in TCLL for £100k.

Preferential Creditors

- HPL had no known preferential creditors.

Unsecured Creditors

- In an administration, dividends may become available to unsecured creditors from two sources:
 - The statutory (ring-fenced) Prescribed Part fund; and/or
 - The surplus remaining after any secured and preferential creditors have been paid in full.
- Given the insufficient level of assets, there was no dividend payable to the unsecured creditors of the Company, via the Prescribed Part or otherwise.

Shareholders

- No return was made to the Company's shareholders as there was a material shortfall to the Company's creditors.

HPL Creditor Class	Amount Owed	Recovery
■ Secured Creditors	£107.5m	0 %
■ Preferential Creditors	£nil	0 %
■ Unsecured Creditors	£40.5m	0 %

Please note that this guidance is only an indication and should not be used as the main basis of any bad debt provision. The amounts indicated as owing to the secured creditors are calculated exclusive of make-whole costs.



Appendices

Appendix A: Statutory Information

Company Information	Harewood Properties Limited
Previous name:	No previous names
Trading name:	Non-trading intermediate holding company
Company number:	97431 (Jersey registered)
Date of incorporation:	14 May 2007
Trading address:	Non-trading company
Current registered office:	3rd Floor, 44 Esplanade, St. Helier, JE4 9WG, Jersey
Former registered office:	n/a
Principal trading activity:	Non-trading intermediate holding company
Administrators:	Matthew Boyd Callaghan, Andrew James Johnson and Lisa Jane Rickelton
Administrators' address:	200 Aldersgate, Aldersgate Street, London, EC1A 4HD
Date of appointment:	16 September 2021
Court name and reference:	High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies List (ChD) CR-2021-001681
Appointment made by:	GLAS

Company Information	Harewood Properties Limited
Estimated Value of Net Property and Prescribed Part *	Nil / Nil
Actions of Administrators for the purposes of Paragraph 100(2) Sch B1 IA86	The Joint Administrators may exercise any of the powers conferred on them by the IA86 jointly or individually.
Registered Officers of the Company:	Mohammed Reza Aslam Merchant
Company Secretary:	None
Shareholdings held by the directors and company secretary:	N/A
Share Capital:	Authorised: 100,000,000 ordinary shares GBP 1.00 each Allotted, called up and fully paid: 100,000,000 ordinary shares of GBP 1.00 each
EU Regulation on Insolvency Proceedings:	We considered that these were COMI proceedings as defined in IR16. This is because the Company was not incorporated in an EEA state but had its COMI in the UK.

* We did not make an application to the court under Section 176A(5) IA86 (for the Prescribed Part to be disapplied) because no Prescribed Part funds were expected as there was insufficient Net Property in the Company.

Appendix B: Legal Notices

We have set out below some important notices regarding this report and the appointment of administrators

Information on Creditors' Rights

- A creditors' guide to administrations can be found on our website below. It includes information to help creditors understand their rights and describes how best these rights can be exercised.

www.fticonsulting.com/emea/cip/forms-and-information.

- The website also has a creditors' guide to administrators' fees which is intended to help creditors be aware of their rights under legislation to approve and monitor fees; and explains the basis on which fees are fixed and how creditors can seek information about expenses incurred by the administrator and challenge those they consider to be excessive. Details of these rights are also set out on the right.

Creditors' Right to Request Information

- Any secured or unsecured creditor, with the support of at least 5% in value of the unsecured creditors, or with leave of the Court, may, in writing, request the Joint Administrators to provide additional information regarding remuneration or expenses to that already supplied within this document. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 18.9 IR16.

Creditors' Right to Challenge Remuneration and/or Expenses

- Any secured creditor or unsecured creditor, with the support of at least 10% in value of the secured creditors or with leave of the Court, may apply to the Court for one or more orders (in accordance with Rule 18.36 or 18.37 IR16), challenging the amount or the basis of the remuneration that the Joint Administrators are entitled to charge, or otherwise challenging some or all of the expenses incurred.
- Such application must be made within eight weeks of receipt by the applicant(s) of the report detailing the remuneration and/or expenses in question, in accordance with Rule 18.34 IR16.

Data Protection

- FTI Consulting LLP ("FTI") uses personal information in order to fulfil the legal obligations of its insolvency practitioners under the Insolvency Act and other relevant legislation, and also to fulfil the legitimate interests of keeping creditors and others informed about the insolvency proceedings.
- You can find more information on how FTI uses your personal information on our website at <https://www.fticonsulting-emea.com/~media/Files/emea--files/creditors-portal/cip-emea-forms-info/cip-data-privacy.pdf>

About this report

- This report has been prepared by the Joint Administrators solely to comply with their statutory duties under insolvency law and regulation. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.
- This report has not been prepared in contemplation of it being used, and is not suitable to be used, to inform any investment decision in relation to the debt of (or any financial interest in) the Company.
- Any person that chooses to rely on this report for any purpose or in any context other than under the Insolvency Act 1986 and Insolvency (England and Wales) Rules 2016, does so at its own risk. To the fullest extent permitted by law, the Joint Administrators do not assume any responsibility and will not accept any liability in respect of this report to any such person.
- Any estimated outcomes for creditors included in this report are illustrative only and cannot be relied upon as guidance as to the actual outcome for creditors.

Insolvency Code of Ethics

- Administrators are bound by the Insolvency Code of Ethics which can be found online at: <https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>

Appendix C: Receipts and Payments Account (HPL)

GBP		Statement of Affairs (Estimated to Realise)	16-Sep-21 to 15-Mar-22	16-Mar-22 to 15-Sep-22	16-Sep-22 to 15-Mar-23	16-Mar-23 to 8-Sep-23	Total
		£	£	£	£	£	£
Funding Receipts							
Funding for Administration Expenses	2	-	60,000	-	-	-	60,000
Funding Received (Other)	3	-	6,681,519	4,113,658	-	4,470,373	15,265,550
Secured Creditor Commitments	4	-	(6,433,002)	(3,927,686)	-	-	(10,360,688)
Repayment to the Secured Creditors	5	-	-	-	-	(9,754,220)	(9,754,220)
Third Party Funds	6	-	-	-	87,360	(87,360)	-
Enforcement Proceeds	7	-	-	608,821	-	5,376,222	5,985,043
Funding Transfer to TCLGL	8	-	(195,399)	(38,256)	-	-	(233,655)
Bank Interest Gross	9	-	22	134	760	1,215	2,131
Cash at Bank		12,785	12,785	-	-	-	12,785
Subtotal		12,785	125,927	756,671	88,120	6,229	976,946
Floating Charge Payments							
Officeholder Fees	10	-	-	-	(50,000)	(185,000)	(235,000)
Officeholder Expenses	10	-	-	-	-	(225)	(225)
Bank Charges		-	-	(15)	-	(45)	(60)
Statutory Advertising		-	(184)	-	-	-	(184)
Professional Fees	11	-	-	(41,894)	(8,480)	(55,174)	(105,548)
Legal Fees	11	-	-	(337,347)	(87,134)	(101,240)	(525,721)
Fines and Penalties	11	-	-	-	(1,290)	-	(1,290)
Re-Direction of Mail	11	-	-	-	(321)	-	(321)
Irrecoverable VAT		-	(37)	(20,502)	(24,913)	(63,146)	(108,597)
Subtotal			(221)	(399,758)	(172,138)	(404,829)	(976,946)
Net Receipts and Payments			125,706	356,913	(84,018)	(398,600)	-

Appendix C: Receipts and Payments Account (HPL)

Notes to the Account

1. All amounts are shown net of VAT, unless otherwise stated. The Company is not VAT-registered and therefore VAT is not recoverable.
2. Amount received from the Secured Creditors to fund the costs of the Administration (Joint Administrators' initial fixed fee of £50,000 plus VAT).
3. Amounts received from TCS (£5,594,672.56) and the Secured Creditors (£9,670,877.42) to fund payments on behalf of Group companies and related commitments made by the Secured Creditors under the Funding Agreements.
4. Includes payments made on behalf of Group companies, TCS or the Secured Creditors from the funding source at Note 3 above, that are not expenses of the Administration. A breakdown of these costs is shown on the following page. No payments have been made under this category in the Period.
5. As has been detailed above, the funding under the Lender Facility has been repaid in full (£9,730,877.42), with interest paid in the sum of £23,342.86.
6. Funds were received into our bank account from the Secured Creditors in order to settle certain expenses. However, these expenses were later settled by TCS and the funds have now been returned.
7. Rather than HPL make a further request for funding under the Funding Agreement, it was agreed for certain Enforcement Proceeds, that a portion of the Lenders' entitlements under the Enforcement Waterfall would be waived and that funds in the sum of £608,821.36 would be applied in favour of HPL who sat at the bottom of the Enforcement Waterfall. This enabled HPL to make further payments on behalf of the Group companies. In addition, as detailed earlier in this report, the Secured Creditors agreed that their entitlements under the relevant waterfalls for the 'Paper Factory' proceeds and the cash balances held at GLAS to be waived and that funds in the sum of £5,376,222 would be applied in favour of HPL. Details in respect of this funding repayment process were set out earlier in this report.
8. Of the amounts received in Notes 3 and 7 above, some £195,399 and £38,256 (respectively) were transferred to TCLGL. This funding was required in TCLGL to make payments on behalf of Group companies from that entity.
9. Gross interest has been received in the sum of £2,131. In the Period, HPL's bank account was removed from interest-bearing in order to calculate the interest payable under the Lender Facility, and in order to submit our final tax return in the Administration.
10. Officeholder fees and expenses have now been paid in full.
11. Following the change in the way we received funds to pay Group costs (see note 7, above), we have categorised Group costs as Professional Fees, Legal fees etc., accordingly. Further, any VAT incurred is shown separately as Irrecoverable VAT. As these payments were funded by the Secured Creditors and have been made on behalf of Group companies, they have not been included in our Statements of Expenses at Appendix D. Due to the nature of these expenses, no estimate was made for these costs prior to the determination of our remuneration pursuant to Rule 18.16 IR16.
12. Please refer back to our previous progress reports for further detail in respect of transactions in prior periods.

Appendix C: Receipts and Payments Account (HPL)

Breakdown of Secured Creditor Commitments by transaction category.

GBP	16-Sep-21 to 15-Mar-22	16-Mar-22 to 15-Sep-22	16-Sep-22 to 15-Mar-23	16-Mar-23 to 8-Sep-23	Total
	£	£	£	£	£
Intercompany Flows	5,276,418	3,750,000	-	-	9,026,418
Bank Charges	368	60	-	-	428
Legal Fees	1,120,033	171,901	-	-	1,291,934
Jersey Goods & Service Tax	18	-	-	-	18
Professional Fees	35,275	-	-	-	35,275
Fines and Penalties	890	5,725	-	-	6,615
	6,433,002	3,927,686	-	-	10,360,688

Notes to the Account

1. All amounts are shown gross of VAT. The Company is not VAT-registered and therefore VAT is not recoverable.
2. These payments were funded by the Secured Creditors and have been made on behalf of Group companies. Therefore they have not been included in our Statements of Expenses at Appendix D. Due to the nature of these expenses, no estimate was made for these costs prior to the determination of our remuneration pursuant to Rule 18.16 IR16.
3. The amounts shown represents actual costs paid and the account is therefore not prepared on an accruals basis.

Appendix D: Joint Administrators' Remuneration and Expenses

This appendix provides information in respect of our fees and expenses and the work undertaken during the Administration.

Approved basis of our remuneration

- When a company enters a formal insolvency process under the control of an insolvency practitioner, the costs of the proceedings are paid out of the assets of the company and include the insolvency practitioner's fees and expenses.
- We must seek approval to the basis of our fees and certain categories of expenses before they are paid. Approval must be sought from the appropriate class(es) of creditors or the court, as determined by insolvency law and the circumstances of the case.
- Given the circumstances in this case, the Secured Creditors were the only class of creditor with a financial interest in the conduct of the Administration and our remuneration for acting as joint administrators was determined only by the Secured Creditors, in the absence of a creditors' committee.
- In our Proposals, we explained that, as part of negotiating the necessary funding for the Administration and in order to give the Secured Creditors a degree of certainty and control in respect of our remuneration, we had proposed (and the Secured Creditors agreed) that our remuneration would be determined as a set amount (a fixed fee), totalling £50,000; and to be drawn from the estate of HPL.
- The fixed fee was based on the initial estimate of work required to progress and conclude the Administration (within one year of appointment). However, the Administration has taken longer than originally envisaged and was extended with the consent of the Secured Creditors beyond its first anniversary by 12 months, and was more complex than originally forecast. As a consequence of the additional work required, the set amount was increased by £185k, with the approval of the Secured Creditors.
- Throughout the Administration, we continued to believe that our remuneration was a reasonable and fair reflection of the work performed in the Administration.

Summary of remuneration charged

- Funding was provided by TCS to meet remuneration costs, alongside certain other expenses of the Administration, such as legal fees.
- Included in the additional amount of £185k was a conditional element of £45k that could be drawn due to the Administration continuing beyond 15 March 2023, the end of the first six-month period in the second year of the Administration.
- Therefore the total approved set fee of £235k has been drawn in full. Amounts drawn in the Period can be seen in our Receipts and Payments Account at Appendix C.
- Earlier in this report, we explained the main areas of our work in the Administration. In this appendix, we provide more information on these key areas of work by category. We have also provided the rationale for undertaking the work, such as whether it was required by statute, or whether it had a potential direct benefit for creditors.

Appendix D: Joint Administrators' Remuneration and Expenses

In broad terms our work included protecting value in the Group's assets to maximise recoveries for Secured Creditors, managing the Company's affairs and fulfilling our statutory obligations as joint administrators.

Earlier in this report, we described the main areas of our work in the Administration during the Period covered by this report. The table below provides more detail, but is not an exhaustive list of all work performed. Also provided is an indicated of whether the work provided a financial benefit for creditors or whether (for example) it was required by statute.

Area of work	Description of work	Reason and benefit for creditors
Controlling the appointment	<ul style="list-style-type: none"> ■ Strategy and planning: ongoing work, including devising and maintaining appropriate strategies for achieving the purpose of the Administration, engagement team meetings and documenting key decisions. ■ Case reviews: we have completed periodic reviews of the Administration, typically every six-months. ■ Financial Management: prepared and maintained cost budgets, estimated outcome statements etc., as appropriate for the case. ■ Remuneration: providing information to creditors, maintaining budgets and drawing fees in line with the fee approval previously obtained, in accordance with insolvency legislation requirements. ■ Closure matters: planning and preparation for ending the Administration and ultimate closure following an application to Court. 	<ul style="list-style-type: none"> ■ We have a duty to perform our functions as quickly and efficiently as reasonably practicable in the best interests of the creditors as a whole. ■ Whilst not necessarily generating a direct financial benefit for creditors, these areas of our work ensure that our strategies to maximise realisations and minimise costs (and liabilities where possible), are kept under review and amended as appropriate.
Realising the Assets	<ul style="list-style-type: none"> ■ Review of specific penalty bonding for each of the joint administrators following their appointment on a periodic basis. 	<ul style="list-style-type: none"> ■ Similar to insurance, bonding provides financial protection for preferential and unsecured creditors in respect of the actions of the insolvency practitioners and up to the value of the Company's assets estimated to be available for those classes of creditors. Bonding is a statutory requirement for all insolvency practitioners.

Appendix D: Joint Administrators' Remuneration and Expenses

In broad terms our work includes quantifying its liabilities and returning funds to creditors, managing the Company's affairs and fulfilling our statutory obligations as joint administrators.

Area of work	Description of work	Reason and benefit for creditors
Dealing with Creditors	<ul style="list-style-type: none"> ■ Secured creditors – ongoing work liaising with / periodic reporting to the Secured Creditors; reporting to the Lenders on the cash flow and Administration funding; and continuing to facilitate payments for the Lenders through HPL across the Group. ■ Where required, maintained our systems to record and maintain creditor details and claims received. ■ Creditor queries - for all classes of creditors, shareholders and other third parties: responded to inbound queries received to the extent possible and necessary. ■ Ongoing maintenance of up to date creditor information on the case management system and filing proofs of debt received from creditors. 	<ul style="list-style-type: none"> ■ Responding to general inbound queries can take considerable time and does not have a direct financial benefit for creditors, except for example (for individual creditors) where it is to provide debt confirmations for the purpose of credit insurance claims. To the extent possible, we encourage creditors to review information already available on our website. ■ We continued to facilitate payments for the Secured Creditors through HPL across the Group. The extension to the Administration allowed the funding agreements in HPL to remain in place, which ultimately benefited the Secured Creditors when assets within the wider Group were disposed of.
Fulfilling our Statutory Duties	<ul style="list-style-type: none"> ■ Progress reports: preparing and issuing six-monthly (and final) progress reports to creditors, including receipts and payments accounts. During the Period, we prepared and issued our third and final progress reports to creditors. 	<ul style="list-style-type: none"> ■ Other workstreams arose from statutory requirements due to the Company being in an insolvency process and similarly did not have any direct financial benefit for creditors. Many requirements were for the purpose of keeping creditors informed about the Administration and to protect their interests generally.

Appendix D: Joint Administrators' Remuneration and Expenses

In broad terms our work includes quantifying its liabilities and returning funds to creditors, managing the Company's affairs and fulfilling our statutory obligations as joint administrators.

Area of work	Description of work	Reason and benefit for creditors
Managing the Company's Affairs	<ul style="list-style-type: none"> ■ Corporation Tax: prepared and submitted the necessary and periodic tax returns falling due during the Administration (pre-appointment returns were submitted in the Period). Ongoing work in requesting information for and preparing the first post-appointment return required. ■ Bank account management: maintaining bank accounts (under our control) for the purpose of depositing funding and other receipts, paying expenses and other commitments. Accounts are closed when no longer required and before we cease to act; and are reconciled on a monthly basis. ■ Receipts, payments and accounting journals: maintaining adequate accounting records for the period of the Administration, including the payment of costs and expenses. ■ It has taken the Secured Creditors longer than envisaged to realise their security interests around the Group. This has resulted in a significant amount of additional work in supporting that process. For example, we spent considerable amounts of time managing the audit process for the various Group subsidiaries and liaising with their advisers. For the avoidance of doubt, we were not involved in the performance of the audit work itself. 	<ul style="list-style-type: none"> ■ We had a statutory responsibility to complete and submit post-insolvency tax and VAT returns and account for any tax due. ■ As circumstances can often be complex, the involvement of our VAT and tax specialists ensures that the Company pays the correct amount of tax, to avoid adversely impacting any amounts available for creditors. ■ Having bank accounts for the Administration avoided the costs and logistics of taking control of the Company's existing accounts (which are usually closed shortly after appointment). Regular reconciliations of the new accounts assisted in maintaining accurate records for the Administration.

Appendix D: Joint Administrators' Remuneration and Expenses

An overview of the types of expenses incurred. The table shows the professional advisors and subcontractors engaged on the Administration.

Definition of Expenses

- Expenses are any payments from the estate which are neither office holders' remuneration nor a distribution to a creditor or a member. Expenses also include disbursements. Disbursements are payments which are first met by the office-holder and then reimbursed to the office-holder from the estate.
- 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 relates who are not an associate of the office-holder. Category 1 expenses can be paid without prior approval as these have all been provided by third parties.
 - These expenses are payments to independent third parties where there is specific expenditure directly referable to the case and generally comprise of external supplies of incidental services such as postage, statutory case advertising, invoiced travel, external printing, room hire, and document storage.
 - Category 2 expenses:
 - These are payments to our firm or associates or which have an element of shared costs (for example, photocopying, mileage, or costs shared between different insolvent estates). Before being paid, Category 2 expenses require approval in the same manner as an office-holder's remuneration.
 - The body of creditors who approve our fees also have responsibility for approving Category 2 expenses (in this case, the secured creditors).
- Also chargeable were any properly reimbursed expenses incurred by personnel in connection with the case.
- We did not incur any Category 2 expenses (including payments to associates) and therefore we did not seek approval to the basis upon which these may be charged to the estate.

Professional Advisors and Subcontractors

- The table below provides details of professional advisors and subcontractors that we engaged in this case. The use of subcontractors was in relation to work that we could have done (subject to the exceptions detailed below), but that we outsourced.

Firm	Services	Fee Arrangement
EPE Reynell	Statutory Advertising	Fixed cost per advert
Aon UK Limited	Bonding	Fixed premium
Mayer Brown LLP	Legal Advice	Time costs and expenses
Ogier Global (Jersey) Limited	Legal Advice	Time costs and expenses

- Our choice of professional advisors and subcontractors was based on our perception of their experience and ability to perform this type of work and the complexity and nature of the assignment.
- We also considered that the basis on which they will charge their fees is appropriate in the circumstances. Other than the legal advice and insurance services, the work could have been undertaken by our teams, but we outsourced it as we considered it to be more cost effective and the providers had relevant specialist experience. We also confirmed that they hold appropriate regulatory authorisations. We have reviewed the fees they charged and were satisfied that they were reasonable in the circumstances of this case.
- Details of expenses that we have paid to our professional advisors are included in the Receipts and Payments Account at Appendix C.
- We also utilised the services of other teams within FTI Consulting LLP to assist with the Administration process. The fees of our Tax and Technology teams have been included within the fixed fees. By working closely with our internal teams, we believe a more coordinated and cost-effective approach to the Administration workstreams has been possible.

Appendix D: Joint Administrators' Remuneration and Expenses

We have incurred only a small amount of disbursements during the Administration.

Disbursements

- The table opposite shows what disbursements have been incurred in the Period together with the cumulative position for the Administration.
- All disbursements incurred have been charged to HPL and have been recovered in full. Payments made can be seen in our Receipts and Payments Account at Appendix C.
- As previously reported, we exceeded the original estimate provided for bonding costs in our Proposals. We have a fixed fee arrangement with Aon for bonding, and we can confirm the cost of bonding to be £225.
- No estimates were provided in our Proposals for the other disbursements, which have been incurred as and when necessary.
- Please note that all amounts are exclusive of VAT unless otherwise stated.

Category	Policy	Incurred previously (£)	Incurred in the Period (£)	Total incurred (£)
1	All disbursements reimbursed at cost:			
	■ Specific bonding	225	-	225
		225	-	225

Appendix D: Joint Administrators' Remuneration and Expenses

The only expenses incurred in the Period were in relation to legal fees and expenses.

- The table below shows non-trading expenses incurred in the Period, the cumulative position for the Administration and a comparison against our original estimate. Please note that all amounts are exclusive of VAT unless otherwise stated.
- The total expenses incurred have exceeded the original estimate provided to creditors. We refer you to our previous reports for reasons giving rise to this excess (in respect of EPE Reynell, Aon UK Limited, Royal Mail and Mayer Brown LLP), which are not repeated in detail here. However, in respect of Mayer Brown LLP, the excess in the Period principally relates to the significant legal advice required in respect of ending the Administration and moving the Company to liquidation.
- In respect of Ogier Global (Jersey) Limited, an estimate was not included in our original estimate of expenses. Legal fees here have been incurred in the Period in respect of an annual administration fee (1 October 2021 to 30 June 2023) in respect of its Jersey registration, and in respect of a transfer out and closing down fee, which was a fixed fee from 1 July 2023 to 15 September 2023.
- Any payments made on behalf of Group companies (for which funding has been received) have been excluded from these breakdowns. Payments categorised as Secured Creditor Commitments, however, are included at Appendix C as a separate statement to the Receipts and Payments Account.
- The expenses estimate did not represent a cap on the amount of expenses that could be paid, and approval for payment was only required for those that were Category 2 expenses, as previously defined. Expenses actually paid can be seen in the Receipts and Payments Account in Appendix C.

Payee	Type of Costs	¹ Expenses Estimate (£)	Incurred Previously (£)	Incurred in this Period (£)	Total Incurred (£)
EPE Reynell	Statutory advertising	100	184	-	284
Aon UK Limited	Insurance risk services	1,000	-	-	1,000
Royal Mail	Redirection of mail	-	321	-	321
Ogier Global (Jersey) Limited	Legal fees, Group company secretarial fees and expenses	-	-	7,641	7,641
Mayer Brown LLP	Legal fees and expenses	-	17,000	² 93,599	110,599
	Total (exc. VAT)	1,100	17,505	101,240	119,845

1. The expenses estimate was provided to creditors on 5 November 2021 prior to the initial determination of the basis of our remuneration.

2. Includes Counsel's fee in the sum of £8,500.



Experts with Impact™