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***LB UK RE Holdings  
Limited –  
In Administration***

Joint Administrators' progress  
report for the period 15 March 2017  
to 14 September 2017

9 October 2017

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# ***Section 1 Joint Administrators' progress report***

## ***Introduction***

This is the eighteenth progress report by the joint administrators ("Joint Administrators" or "Administrators") of LB UK RE Holdings Limited (in administration) ("LB UK RE" or the "Company").

If any creditor requires copies of the previous reports these are available on the Administrators' website <http://www.pwc.co.uk/business-recovery/administrations/lehman/lb-uk-re-holdings-limited-in-administration.jhtml>. Alternatively, please contact Stephen Ingle at PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT.

This report provides details of the progress of the administration in the six months to 14 September 2017 (the "Period").

## ***Residual asset distributions***

As previously reported, the terms pursuant to which ownership of LB UK RE's remaining assets is transferred to Lehman Brothers Holdings Inc ("LBHI") or creditors controlled by LBHI (being the only remaining creditors of the Company), were agreed by way of a residual assets transfer agreement ("RATA"). During the Period the Administrators, LBHI and the LBHI-controlled creditors have continued to work closely to determine the most appropriate transfer/closure/realisation strategy for each of the remaining assets. In the meantime, LB UK RE remains in administration.

## ***Extending the administration***

As previously reported, pursuant to an Order of the High Court dated 7 November 2016, the Court extended the Administrators' terms of office by one year to 30 November 2017. The process of dealing with the residual assets has proved to be more complex and time-consuming than was originally anticipated. It is the Administrators' view that the work to finalise the position in respect of the Company's remaining assets will run beyond 30 November 2017 and that this work would be best achieved by the Company remaining in administration. As a result, the Administrators intend to apply to Court to extend the administration for a further year to 30 November

2018. The Administrators have communicated to the remaining two creditors of LB UK RE that they intend to make this application.

## ***Assets***

### ***Introduction***

LB UK RE was principally involved in the management of investments in portfolios of sub-performing, non-performing and performing loans ("SNPLs") and in real estate. It also held other investments and shareholdings in companies and hedge funds ("Principal investments"), as well as various intercompany claims against other insolvent Lehman affiliates.

Please see previous progress reports for more detail in respect of the assets themselves, and the various asset collection strategies adopted by the Administrators.

### ***Key progress in the Period***

#### ***Loan portfolios***

The Administrators have secured collections from the SNPL portfolios during the administration of £363.2m.

Portuguese portfolio - the Administrators have sold Firstcity - Investimentos Imobiliários e Turísticos, Unipessoal, Lda ("Firstcity") to a Portuguese real estate investment company.

German portfolio – the Administrators have:

- Issued a further notice to the holder of an indemnity provided to one of the parties to the securitisations structure, advising that the Administrators are intending to bring the administration to an end, and are therefore seeking confirmation that it has no claims outstanding under the indemnity. The Administrators are liaising with the relevant party in this respect.
- In conjunction with key stakeholders, continued to progress the closure of elements of the securitisation structure for which LB UK RE has contractual or ownership responsibilities, including:

- Withdrawing a German tax ruling request on the basis that the German tax authorities advised that a liquidation of the wholly owned German SPV would not likely trigger a taxable gain;
- Liaising with LBHI in considering the most appropriate strategies for the wind down and disposal of the wholly owned German SPV and notes relating to the securitisation; and
- Continuing to liaise with LBHI and the management services provider for the wholly owned German SPV entity regarding the cessation of the services contract.

Argentinian portfolio - the Administrators have:

- Continued to service the tail end of a small portfolio of loans in Argentina and made steady progress in relation to collections;
- Continued to liaise with LBHI regarding options for selling the residual portfolio and exploring the most efficient method to transfer the portfolio assets; and
- Explored potential settlement opportunities for a non-performing commercial loan.

### ***Real estate investments***

The Administrators have realised £94.3m to date from real estate assets, as a result of:

- Selling investments or loans and enforcing the repayment of loans held by subsidiaries, which resulted in realisations of £24.9m to date;
- Selling individual properties within portfolios to the value of £262m to date to prepay senior lenders and release cash to assist in servicing the remaining assets in the portfolios. In the Period:
  - Worked with our lawyers and the local liquidator to finalise arrangements around an indemnity granted to Calliope Finance S.r.l. by LB UK RE;
  - Liaised with our Spanish lawyers to draft legal documents and powers of attorney to allow an assignment of the proceeds of the tax receivable to LBHI or the LBHI-controlled creditors; and
  - Worked with our joint venture partners to progress the sale of Investrev Limited's remaining asset.

In addition, the Administrators have:

- Liaised with LBHI and the LBHI-controlled creditors in arranging for the efficient transfer of:
  - Cirene Deferred Purchase Price (completed);
  - Dyra S.a.r.l. shares and shareholder loan (ongoing);
  - Investrev Limited shares and shareholder loans (ongoing); and
  - Guadelete Investments S.a.r.l. shares and shareholder loan (ongoing).

Where appropriate, work included negotiating and drafting the transfer or assignment documents, agreeing and finalising third party consent documents, finalising and sending all required notices, providing any required powers of attorney, and attending to all notary meetings.

### ***Principal investments***

As previously reported, all work in respect of the Principal investments has now been completed. Total realisations were £419.7m.

### ***Inter-company claims***

As previously reported, all intercompany debts have either been realised or transferred to LBHI or the LBHI-controlled creditors. Total realisations were £47.5m.

### ***Future strategy***

As set out above, LB UK RE's remaining assets are in the course of being disposed or transferred to LBHI or the LBHI-controlled creditors. In the meantime, the Administrators will continue to:

#### ***Loan portfolios***

- Develop and implement final closure strategies and plans, where appropriate.

#### ***Real estate investments***

- Manage the remaining real estate investments;
- Identify, negotiate and complete realisation opportunities, including up-streaming of dividends, where appropriate; and
- Work with and manage joint venture partners, local asset managers and letting agents to

improve the performance and value of the assets.

## **Taxation issues**

As previously reported, on 2 September 2016 a tax clearance request was submitted with the final corporation tax return for the period ended 30 June 2016. Tax clearance was subsequently granted by HMRC on 5 October 2016. HMRC has acknowledged that the Company can be dissolved, and all tax computations have been agreed up to 30 June 2016. There are no further tax returns to be submitted. To date amounts of £6.1m and £5.9m have been recovered in respect of corporation tax repayments and group relief respectively. The main work undertaken in the Period has been in respect of:

- Continued work on the tax analysis of assets being transferred under the RATA to ensure that transactions are carried out tax efficiently;
- Review of the Credencial settlement agreement to consider potential adverse tax consequences; and
- Ongoing review of tax controls to ensure compliance with the Senior Accounting Officer legislation as required by Paragraph 2 Schedule 46 of Finance Act 2009.

To date, Value Added Tax ("VAT") totalling £7.2m has been repaid to LB UK RE. This includes VAT repayments within the Period totalling £175k, in relation to the first post de-registration claim.

As previously reported, LB UK RE was de-registered for VAT with effect from 1 September 2016. All VAT due to LB UK RE for the period during which it was a member of the VAT group has been recovered by the representative member and paid to LB UK RE.

A portion of the input VAT on costs incurred by LB UK RE after it ceased to be a member of the VAT group can be recovered post de-registration. Claims

submitted by LB UK RE, once agreed, are paid directly by HMRC.

The first post de-registration claim, covering the date of de-registration to 13 March 2017 was submitted and repaid within the Period. A second de-registration claim for input tax incurred after 13 March will be prepared and submitted after the Period.

## **Future reports**

Assuming the Court grants the requested extension the Administrators will next report to creditors in approximately six months.



D Y Schwarzmans

Joint Administrator

LB UK RE Holdings Limited

*DY Schwarzmans, AV Lomas, SA Pearson, and JG Parr have been appointed as Joint Administrators of LB UK RE Holdings Limited. The Joint Administrators were appointed to manage the Company's affairs, business and property as agents without personal liability.*

*DY Schwarzmans, AV Lomas, SA Pearson, and JG Parr are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.*

*The Joint Administrators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the administration.*

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

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## Section 2 Statutory and other information

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<i>Court details for the administration:</i>	High Court of Justice, Chancery Division, Companies Court - case 7944 of 2008.
<i>Full name:</i>	LB UK RE Holdings Limited.
<i>Trading name:</i>	LB UK RE Holdings Limited.
<i>Registered number:</i>	05347966.
<i>Registered address:</i>	7 More London Riverside, London SE1 2RT, United Kingdom.
<i>Date of the administration appointment:</i>	15 September 2008.
<i>Administrators' names and addresses:</i>	DY Schwarzmann, AV Lomas, SA Pearson, and JG Parr of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT.
<i>Appointer's name and address:</i>	High Court of Justice, Chancery Division, Companies Court on the application of LB UK RE's directors.
<i>Objective being pursued by the Administrators:</i>	Achieving a better result for LB UK RE's creditors as a whole than would be likely if LB UK RE were wound up (without first being in administration).
<i>Division of the Administrators' responsibilities:</i>	In relation to Paragraph 100(2) Schedule B1 of the Insolvency Act 1986, during the period for which the administration is in force, any act required or authorised under any enactment to be done by any or all of the Joint Administrators may be done by any one or more of the persons for the time being holding that office.
<i>Details of any extensions of the initial period of appointment:</i>	The court has granted an extension of the administration to 30 November 2017.
<i>Proposed end of the administration:</i>	The Administrators currently envisage that, following the disposal or transfer of the residual assets to the LBHI-controlled creditors, a notice will be submitted to the Registrar of Companies pursuant to Paragraph 84 of Schedule B1 to the Insolvency Act 1986 to move LB UK RE from administration to dissolution. However, the Administrators reserve their rights in relation to other options available to them.
<i>Dividend for unsecured creditors:</i>	Non LBHI-controlled creditors have received 63 pence in the pound in total from LB UK RE. LBHI-controlled creditors should ultimately receive dividends of approximately 60.6%, consisting of both cash and the remaining assets of LB UK RE by way of a distribution in specie.
<i>Estimated values of LB UK RE's net property and the prescribed part:</i>	In the absence of qualifying floating charges, The Insolvency Act 1986 (Prescribed Part) Order 2003 does not apply to these proceedings.
<i>Whether and why the Administrators intend to apply to court under Section 176A(5) IA86:</i>	Not applicable.
<i>The European Regulation on Insolvency Proceedings (Council Regulation(EC) No. 1346/2000 of 29 May 2000):</i>	The European Regulation on Insolvency Proceedings applies to this administration and the proceedings are the main proceedings.

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## Section 3 Joint Administrators' remuneration

The approval of the Administrators' remuneration for the period 1 January 2017 to 31 May 2017, totalling £355k plus VAT, was carried out by way of a written resolution of creditors as a whole pursuant to Section 15.16 of the Insolvency Rules 2016, dated 19 June 2017.

During the Period, the Administrators have drawn remuneration of £351k plus VAT, including remuneration of £58k plus VAT in respect of 75% of their time costs on account from 1 June 2017 to 31 July 2017.

Time cost analyses are submitted to the two remaining creditors along with such further information that the remaining creditors require the Administrators to provide, taking into account the requirements of Statement of Insolvency Practice No.9 governing the disclosure of insolvency office holders' time costs and expenses.

The Administrators have drawn remuneration of £51.5m plus VAT in total since the commencement of the administration.

### Additional analysis of Administrators' remuneration

The table below provides an analysis of the total hours and cost by grade in respect of the period 1 January 2017 to 30 June 2017. Administrators' time costs incurred during the Period totalled £0.2m.

Grade	Hours	Costs (£)
Partner	37	27,139
Director	27	18,385
Senior manager	178	102,548
Manager	316	141,792
Senior associate	372	97,061
Associate	34	7,588
<b>Total</b>	<b>964</b>	<b>394,513</b>

The following table provides a further analysis of the total hours and costs incurred by activity:

Activity	Hours	Costs (£)
Working assets/realisations	444	194,825
Strategy, administration, planning and compliance	208	75,247
Tax and VAT	94	40,387
Creditors, intercompany and LB UK RE group companies	97	41,228
Accounting & treasury	121	42,826
<b>Total</b>	<b>964</b>	<b>394,513</b>

### Creditors' rights

Creditors have the right to ask for more information within 21 days of receiving this report as set out in Rule 18.9 IR16. Any request must be in writing. Creditors can also challenge fees and expenses within eight weeks of receiving this report as set out in Rule 18.34. This information can also be found in the guide to fees at:

<http://www.icaew.com/~media/corporate/files/technical/insolvency/creditors%20guides/a%20creditors%20guide%20to%20administrators%20fees%20010407.ashx>

A copy may be obtained by creditors free of charge by telephoning Stephen Ingle on +44 (0) 207 212 6111.

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## ***Receipts and payments account***

An account of the receipts and payments in the administration for the six months to 14 September 2017, and the cumulative total since commencement of the administration, is set out in Section 4 of this report.

Significant receipts in the Period include:

- £0.2m in respect of VAT refunds; and
- €50k in respect of the sale of Firstcity.

Significant payments in the Period include:

- £0.4m in respect of Administrators' remuneration; and
- £0.2m in respect of legal fees.

Cash held as at 14 September 2017 totals £6.9m (GBP equivalent).



# Section 4 Receipts and payments

	As at 14 September 2017			As at	Movements	As at	As at
	GBP (£)	US (\$)	EUR (€)	14 September 2017	from 15 March 2017 to	14 March 2017	14 March 2017
	mil	mil	mil	TOTAL GBP equivalent	14 September 2017	(GBP equivalent)	(GBP equivalent)
<b>RECEIPTS</b>							
SNPL recoveries	2.0	60.0	351.2	363.2	-	363.2	358.4
Real estate recoveries	17.9	2.2	83.0	94.3	-	94.3	92.3
Principal investments	69.3	236.9	190.7	419.7	-	419.7	430.2
Other recoveries	0.9	-	-	0.9	-	0.9	0.9
Distributions received	43.4	5.4	-	47.5	-	47.5	47.8
Internal currency transfer	646.5	2.8	1.8	650.3	0.1	650.2	650.3
Corporation Tax repayments	12.0	-	-	12.0	-	12.0	12.0
VAT repayments	7.2	-	-	7.2	0.2	7.0	7.0
Interest	1.0	0.9	2.8	4.3	-	4.3	4.3
<b>Receipts Grand Totals</b>	<b>800.2</b>	<b>308.1</b>	<b>629.5</b>	<b>1,599.3</b>	<b>0.3</b>	<b>1,599.0</b>	<b>1,603.2</b>
<b>PAYMENTS</b>							
Building and occupancy costs	5.3	-	0.1	5.4	-	5.4	5.4
Payroll and employee costs	18.2	-	4.5	22.2	0.1	22.1	21.9
Legal fees	19.4	0.1	1.1	20.4	0.2	20.2	20.1
Insurance premiums	2.2	-	0.2	2.4	-	2.4	2.4
Principal investments	-	0.3	-	0.2	-	0.2	0.2
Acquisition of Portuguese loan portfolio	-	-	7.3	6.6	-	6.6	6.4
Office holders' remuneration	61.7	-	-	61.7	0.4	61.3	61.3
Office holders' disbursements	0.3	-	-	0.3	-	0.3	0.3
Other professional fees	4.8	-	2.2	6.8	-	6.8	6.7
Distribution to unsecured creditors	649.6	-	-	649.6	-	649.6	649.6
Legal Settlement	-	0.1	0.2	0.3	-	0.3	0.3
Real Estate valuation costs	0.2	-	-	0.2	-	0.2	0.2
Firstcity credit facility	-	-	4.0	3.6	-	3.6	3.5
Portuguese tax liability	-	-	1.7	1.5	-	1.5	1.5
Bonus payments in relation to Portuguese assets	-	-	5.7	5.1	-	5.1	5.0
Internal currency transfer	3.3	305.3	566.0	743.4	0.1	743.3	748.6
LBHL pursuant to the RATA	16.7	2.3	35.6	50.3	-	50.3	49.5
Transfer to CVA	12.5	-	-	12.5	-	12.5	12.5
<b>Payments Grand Totals</b>	<b>794.2</b>	<b>308.1</b>	<b>628.6</b>	<b>1,592.4</b>	<b>0.8</b>	<b>1,591.6</b>	<b>1,595.5</b>
<b>NET POSITION</b>	<b>6.0</b>	<b>-</b>	<b>0.9</b>	<b>6.9</b>	<b>(0.5)</b>	<b>7.4</b>	<b>7.7</b>
<b>CASH BALANCES</b>							
HSBC/ Barclays	4.3	-	0.9	5.2	-	-	-
Citibank	1.7	-	-	1.7	-	-	-
Money markets	-	-	-	-	-	-	-
<b>Total Cash</b>	<b>6.0</b>	<b>-</b>	<b>0.9</b>	<b>6.9</b>			

Exchange rate as at 14 March 2017

US\$ 1 : GBP 0.8194  
EURO €1 : GBP 0.8750

Exchange rate as at 14 September 2017

US\$ 1 : GBP 0.7542  
EURO €1 : GBP 0.9007

Amounts include VAT where applicable

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