Joint administrators' progress report from 23 March 2017 to 22 September 2017

Mable Commercial Funding Limited (in administration)

High Court of Justice, Chancery Division, Companies Court

12 October 2017

Case no. 8211 of 2008



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Abbreviations and definitions

The following table shows the abbreviations and insolvency terms that are used in this report:

Abbreviation or Definition	Meaning
"Acenden"	Acenden Limited (formerly known as Capstone Mortgage Services Limited)
"Administrators"	DY Schwarzmann, AV Lomas, SA Pearson and JG Parr
"Administration"	Mable's administration
"Court"	The High Court of Justice
"Eldon Street"	Eldon Street Holdings Limited (in administration)
"Firm"	PricewaterhouseCoopers LLP
"Group"	Lehman Brothers UK group
"HMRC"	HM Revenue and Customs
"IR16"	Insolvency Rules 2016
"IA86"	Insolvency Act 1986
"LBIE"	Lehman Brothers International (Europe) (in administration)
"LBL"	Lehman Brothers Limited (in administration)
"Mable" or the "Company"	Mable Commercial Funding Limited (in administration)
"MVL"	A solvent liquidation, known as a members' voluntary liquidation, in which the liquidator is appointed by the shareholders and the company's assets are sufficient to settle all its liabilities, including statutory interest, within 12 months of the commencement of the liquidation.
"Mortgage Assets"	Mortgage loan assets, bonds and residual interests in securitisation structures held by Mable's subsidiaries
"PAG"	The Firm's Portfolio Advisory Group
"Period"	The six months from 23 March 2017 to 22 September 2017
"PF5"	Preferred Funding 5 Limited
"PGL"	Preferred Group Limited
"PHL"	Preferred Holdings Limited
"PML"	Preferred Mortgages Limited
"Preferential creditors"	Claims for unpaid wages earned in the four months before the insolvency up to £800, holiday pay and unpaid pension contributions in certain circumstances
"Proposals"	The Administrators' statement of proposals for achieving the purpose of the Administration, dated 12 November 2008
"Resetfan"	Resetfan Limited
"Secured creditors"	Creditors with security in respect of their debt, in accordance with section 248 IA86
"SIP"	Statement of Insolvency Practice
"SPML"	Southern Pacific Mortgages Limited
"Storm"	Storm Funding Limited (in administration)
"SPPL"	Southern Pacific Personal Loans Limited (in liquidation)
"unsecured creditors"	Creditors who are neither secured nor preferential
"VAT"	Value Added Tax

Key messages

Why we have sent you this report

This is the 18th progress report by the Administrators of the Company.

Creditors should have received the Proposals which were approved at a meeting of creditors held on 27 November 2008 and the Administrators' 17 previous progress reports. All earlier reports can be viewed on our website at http://www.pwc.co.uk/services/business-recovery/administrations/lehman/mable-commercial-funding-limited-in-administration.html.

This report provides an update on the work the Administrators have undertaken and the progress made since their appointment with particular focus on the progress made in the Period.

How much creditors may receive

On 24 June 2013 the Court made an order pursuant to paragraph 65(3) of Schedule B1 to IA86 granting permission for the Administrators to make distributions to unsecured creditors.

The Administrators have paid six interim dividend distributions to creditors. The total dividend paid as at 22 September 2017 is 31.9 pence in the pound.

The following table summarises the possible outcome for creditors*, based on what we currently know.

Class of creditor	Current estimate (p in £)	Previous estimate (p in £)
Secured creditors	n/a	n/a
Preferential creditors	n/a	n/a
Unsecured creditors	73.5 – 80.4	n/a

^{*}Please note this guidance on dividends is only an estimate. Creditors should therefore exercise caution in relying on these figures and all estimates included in this report for any purpose and the Administrators will not be responsible for any losses incurred.

We estimate that the Company's unsecured creditors totalling £720m will receive further dividends of between 41.6 and 48.5 pence in the pound. The amount of any dividends and when they would be paid is largely dependent on the realisations from Mortgage Assets as part of Mable's asset realisation strategy.

What you need to do

If you have not already done so, please send your claim to us so that we can agree it in principle. A claim form can be downloaded from our website at http://www.pwc.co.uk/services/business-recovery/administrations/lehman/mable-commercial-funding-limited-in-administration.html or you can obtain one by telephoning Alison Lieberman on +44 (0) 20 7583 5000.

Overview of what we have done to date

Claims agreement

Mable has received 21 claims from unsecured creditors. Six claims have subsequently been withdrawn and 15 claims with a total value of £720m have been admitted for dividend. The largest admitted claim is from LBIE, at £598m.

Mortgage Assets

The Administrators are continuing to implement a hold strategy for the Mortgage Assets. With input from PAG, the Administrators continue to monitor market changes which could affect the value of the Mortgage Assets. A review of the strategy for managing the Mortgage Assets and the models underpinning assumptions and forecast value has been completed.

Mable's interests in the Mortgage Assets largely comprise the equity held in the Mable sub-group, principally PML and SPML, as further discussed below in the "Restructuring of subsidiaries" section.

In addition, Mable provided a loan to one of its subsidiaries which was used to fund the origination of certain Mortgage Assets. These Mortgage Assets were pledged as security against the loan and are being run-off by Acenden.

The directors of the subsidiary entities which hold Mortgage Assets, continue to implement proactive strategies to maximise value by consolidating interests and restructuring where appropriate.

As previously advised, the Administrators estimate that the overall future benefit to Mable arising from its interest in these assets is in the range of £300m to £350m including the loan referred to above. These valuation estimates have not been tested in the external market. The estimates are not present values but the aggregate of cash flows.

Restructuring of subsidiaries

Discussions with the directors of various Mable subsidiary companies to implement the restructuring proposal for the Mable sub-group are ongoing. The main objectives of the restructuring are to simplify the group, reduce operating costs, minimise tax leakage and accelerate cash repatriation to Mable.

Progress since we last reported

The key developments in the Period are described below.

Mortgage Assets

In the Period the Administrators collected loan interest and principal sums totalling £1m. Overall, £55.3m has been recovered since the beginning of the Administration.

The Administrators are monitoring the agreed strategy to hold and run-off the underlying assets potentially until 2019. The performance and strategy remain subject to regular review.

Restructuring of subsidiaries

As part of the group simplification process, PF5 entered liquidation on 4 September 2017 and work is ongoing to place PHL, PGL and Resetfan into MVL during Q4 of 2017.

Debtors

As creditors will recall, Mable's total claims against various Lehman US affiliates were agreed pursuant to the Joint Chapter 11 Plan dated December 2011 at \$16.5m. To date, Mable has received distributions totalling \$6.5m, \$0.2m of which was received in the Period. A further distribution of \$0.1m was received outside the Period on 5 October 2017.

On 29 July 2013 Storm admitted Mable's claim of £366m. Mable has received dividends from Storm totalling £150.2m. Mable received a ninth interim distribution of £1.5m in the Period.

On 8 October 2013 Eldon Street admitted Mable's claim of £7.1m. Mable received an interim distribution of £0.4m in the Period, bringing recoveries on its claim to £2.8m.

On 31 October 2014, LBL admitted Mable's claim of £160k. Mable received a final distribution of £157k in the Period, bringing total recoveries to 100 pence in the pound.

The timing and quantum of future distributions by Mable's debtors remain uncertain.

Taxation

All corporation tax returns up to the year ended 22 September 2015 have been agreed by HMRC. The corporation tax return for the year ended 22 September 2016 has been submitted to HMRC. The return shows losses which may be carried forward to shelter future trading profits.

No further significant corporation tax refunds are envisaged for pre-appointment periods over and above the £27.1m already recovered.

To date, Mable has received total VAT repayments of just over £1.2m including £2k in the Period in relation to the February 2017 quarterly return.

Connected Parties

There have been no sales or transactions with connected parties with the Company, during the Period.

Investigations and actions

Nothing has come to the Administrators' attention during the Period to suggest that they need to do any more work in line with their duties under the Company Directors' Disqualification Act 1986 and SIP2.

Our receipts and payments account

We set out in Appendix A an account of our receipts and payments in the Administration from 23 March 2017 to 22 September 2017, and cumulative receipts and payments from 23 September 2008 to date.

As advised earlier in the Administration, all of the Company's assets are uncharged, there being no secured creditors.

Significant receipts in the Period comprised:

- £2.1m and \$0.2m in respect of book debt receipts; and
- £1m in respect of principal and interest deriving from Mortgage Assets.

Principal payments in the Period were:

• £0.68m (inclusive of VAT) in respect of the Administrators' fees for the period 1 September 2016 to 28 February 2017.

Total cash held as at 22 September 2017 was £8m (GBP equivalent).

Our expenses

We set out in Appendix B a statement of the expenses we've incurred to the date covered by this report and an estimate of our future expenses.

Our fees

The manner in which Administrators' remuneration is determined and approved is set out in IR16 Part 18.

In accordance with the Proposals, as a creditors' committee was not formed, it is for the general body of creditors to agree the level of the Administrators' remuneration and Category 2 disbursements.

At a meeting held by correspondence on 20 September 2010, creditors who voted unanimously approved a resolution authorising the Administrators to draw remuneration on the basis of their time costs, together with Category 2 disbursements and VAT from 1 July 2010 onwards from time to time.

In accordance with the resolution, the Administrators can draw remuneration 21 days from the day after circulating details to creditors. On 3 October 2017, the fee analysis for the period from 1 March to 31 August was circulated to creditors. There being no objections from creditors, fees of £0.56m (inclusive of VAT) will be approved for payment. This would bring the total amount of Administrators' remuneration to £12.7m (inclusive of VAT).

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

You can also obtain a copy free of charge by telephoning Alison Lieberman on +44 (0) 20 7583 5000.

What we still need to do

The Administrators will continue to:

- Keep the Mortgage Assets held by Mable's subsidiaries under review;
- Work closely with LBIE, being Mable's majority creditor, including consultation over planned asset disposals;
- Work with the Acenden team to ensure that all applicable principal and interest is remitted to Mable;
- Progress the restructuring of Mable's subsidiaries; and
- Make further payments to creditors as funds permit.

Next steps

We continue to consider the best strategy for ending the Administration, taking into account asset realisations and tax implications.

We expect to send our next report to creditors in about six months.

If you have any questions, please get in touch with Alison Lieberman on +44 (0) 20 7583 5000.

Signed:

D Y Schwarzmann Joint Administrator

Mable Commercial Funding Limited

DY Schwarzmann, AV Lomas, SA Pearson and JG Parr were appointed as Joint Administrators of Mable Commercial Funding Limited to manage its affairs, business and property as agents without personal liability. The Joint Administrators 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 bound by the Insolvency Code of Ethics which can be found at: https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics.

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.

Appendix A: Receipts and payments

Amounts include VAT where applicable

The receipts and payments account does not show estimated to realise values from the directors' statement of affairs as this would not provide a meaningful comparison with actual asset recoveries.

As at 22 March 2017 Receipts and Payments to 22 September 2017 Receipts and Payments to 22 September Movements (GBP equivalent)	
D	
	As at
2017 from 23 March to RESTATED 22	March 2017
TOTAL GBP 22 September 2017 at 22 September 2017	(GBP
	equivalent)
RECEIPTS GBP (\mathfrak{E}) EUR (\mathfrak{E}) USD (\mathfrak{s}) \mathfrak{E} \mathfrak{E}	£
000's 000's 000's 000's 000's 000's	000's
Mezzanine loan repayments 3,418 7,677 - 10,210 - 10,210	10,064
Book debts 153,912 322 9,563 161,267 2,246 159,021	159,597
Legal Fees - 5 - 4 - 4	4
Corporation Tax repayments 27,131 27,131 - 27,131	27,131
VAT repayments 1,223 1,223 2 1,221	1,221
Refund of professional fees 6 115 - 107 - 107	105
Foreign currency conversions 12,794 12,794 167 12,627	12,627
Principal and interest on Mortgage Assets 55,269 55,269 988 54,281	54,281
Income from investments 1,022 6 - 1,027 2 1,025	1,024
Receipts Grand Totals 254,775 8,125 9,563 269,032 3,405 265,627	266,054
PAYMENTS	
Building and occupancy costs 663 663 - 663	663
Payroll and employee costs 1,574 1,574 - 1,574	1,574
The state of the s	
Legal fees 2,214 - - 2,214 17 2,197 Insurance premiums 256 - - 256 - - 256	2,197 256
	11,511
0-	51
101cign currency conversions 5,125 9,505 14,25/ 155 14,102	14,530
	196
Distributions to unsecured creditors 229,676 - 229,676 - 229,676	229,676
Payments Grand Totals 246,824 8,125 9,563 261,081 855 260,226	260,654
NET POSITION 7,951 - 7,951 2,550 5,401	5,400
CASH BALANCES	Ť
HSBC 7,951 7,951	
Money markets	
Total Cash 7,951 - 7,951	
Exchange rate as at 22 March 2017	
US\$1:GBP 0.8015	
EURO €1: GBP 0.8657	
Exchange rate as at 22 September 2017	
US\$1: GBP 0.7393	
EURO €1: GBP 0.8847	

Appendix B: Expenses

The following table provides details of our expenses. Expenses are amounts properly payable by us as administrators from the estate and includes our fees, but excludes distributions to creditors. The table also excludes any potential tax liabilities that we may need to pay as an administration expense because amounts becoming due will depend on the position at the end of the tax accounting period.

The table should be read in conjunction with the receipts and payments account at Appendix A, which shows expenses actually paid during the period and the total paid to date. Where appropriate, expenses are shown inclusive of VAT.

	Brought forward from preceding period	Incurred in the Period under review	Cumulative	Estimated future	Anticipated total
	£ 000's	£ 000's	£ 000's	£ 000's	£ 000's
Legal fees	2,197	17	2,214	386	2,600
Wages & salaries	1,574	-	1,574	-	1,574
Building and Occupancy Costs	663	-	663	-	663
Administrators' remuneration	11,510	1,286	12,796	3,404	16,200
Administrators' disbursements	51	0	51	5	56
Insurance	256	-	256	23	279
Other professional fees	195	8	203	316	519
	16,446	1,311	17,757	4,134	21,891

We previously estimated total Administrators' remuneration would be £14.6m. Due to an increased volume of work being undertaken to monitor and realise value from the Mable sub-group, we have revised the anticipated total to be £16.2m.

Appendix C: Remuneration update

Our hours and average rates

The time cost charges incurred in the six months from 1 March to 31 August 2017 are £470,700 (net of VAT).

We set out later in this Appendix details of our work to date, anticipated future work, disbursements, subcontracted work and payments to associates.

Joint Administrators' time costs for the period 1 March 2017 to 31 August 2017

Classification of work	Partn	ier	Direc	tor	Senior Ma	anager	Mana	ger	Senior As	sociate	Assoc	iate	Tota	al
Classification of work	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£
Accounting and Treasury	-	-	-	-	0.1	53	2.0	902	17.2	4,761	11.8	2,780	31.1	8,496
Creditor Claims	-	-	5.8	3,973	-	-	16.7	7,432	4.3	1,166	-	-	26.8	12,571
Realisation of Assets	-	-	92.7	64,497	43.6	23,207	181.1	81,733	23.2	6,375	2.5	578	343.1	176,390
Statutory and Compliance	4.0	3,596	4.0	2,740	1.5	764	31.6	14,059	53.2	14,526	-	-	94.3	35,685
Strategy and Planning	2.5	2,248	12.9	8,859	-	-	32.2	14,363	13.0	3,588	-	-	60.6	29,058
Tax and VAT	12.1	13,487	18.6	17,788	92.8	60,737	111.2	59,176	103.1	41,412	77-4	15,900	415.2	208,500
Total for six months														
ended 31 August 2017	18.6	19,331	134.0	97,857	138.0	84,761	374.8	177,665	214.0	71,828	91.7	19,258	971.1	470,700
Average hourly rate for														
the six month period		1,039		730		614		474		336		210		485
Cumulative total														
to 31 August 2017													15,082.40	10,163,130

These figures do not include VAT

Our time charging policy and hourly rates

We and our team charge our time for the work we need to do in the administration. We delegate tasks to suitable grades of staff, taking into account their experience and any specialist knowledge that is needed and we supervise them properly to maximise the cost effectiveness of the work done. Anything complex or important matters of exceptional responsibility are handled by our senior staff or us.

All of our staff who work on the Administration (including our cashiers) charge time directly to the case and are included in any analysis of time charged. Each grade of staff has an hourly charge out rate which is reviewed from time to time. Work carried out by our support and secretarial staff is charged for separately and isn't included in the hourly rates charged by partners or other staff members. Time is charged in six minute units. The minimum time chargeable is three minutes (i.e. 0.05 units). We don't charge general or overhead costs.

We set out below the maximum charge-out rates per hour for the grades of our staff who already or who are likely to work on the administration.

Grade	Up to 30 June 2017 £	From 1 July 2017 £
Partner	899	935
Director	788	820
Senior manager	527	548
Manager	444	462
Senior associate – qualified	371	386
Senior associate – unqualified	271	282
Associate	236	245

We call on colleagues in our Tax and VAT departments where we need their expert advice. Their specialist charge-out rates vary but the following are the maximum rates by grade per hour.

Up to 30 June 2017 £	From 1 July 2017 £
1,215	1,264
1,108	1,152
932	969
680	707
505	525
236	245
213	222
	1,215 1,108 932 680 505 236

In common with many professional firms, our scale rates may rise to cover inflationary cost increases.

Per the agreement with LBIE's Creditors' Committee, the LBIE Administrators' charge-out rates were held unchanged from 1 July 2015 to 30 June 2017. An increase of 4% is effective from 1 July 2017 to 30 June 2019. In line with other UK affiliates controlled by PwC office holders, this approach is also used for Mable.

Our work in the period

Earlier in this section we have included an analysis of the time spent by the various grades of staff.

Whilst this is not an exhaustive list, in the following table we provide more detail on the key areas of work.

Area of work	Work undertaken	Why the work was necessary	What, if any, financial benefit the work provided to creditors OR whether it was required by statute
Accounting & treasury	Preparing and reviewing the receipts and payments report	 To reconcile estate accounting systems with bank statements To execute a foreign currency conversion 	Required by statute
Creditor claims	 Ongoing updates to the estimated final outcome statement Regular meetings and contact to respond to creditor queries 	To assess whether an eighth dividend distribution to creditors was feasible	Ongoing assessment of the estimated returns due to creditors
Realisation of Assets	 Ongoing work to simplify the subgroup (including solvent liquidations of Resetfan, PHL and PGL) Monitoring the progress and risks associated with the strategy to hold and run-off the underlying Mortgage Assets, bonds and residual interests in securitisation structures 	To realise maximum value for the creditors	Increase value of dividends paid
Statutory & compliance	 Preparing and distributing six monthly progress reports and fee packs Six monthly review by all joint administrators 	 To enable reporting to all creditors To ensure that the correct practice was applied to the estate 	Required by statute and professional guidelines
Strategy & Planning	 Setting and agreeing the strategy for the estate – regular meetings of the team, liaising with other Lehman teams Updating Mable's webpage to inform creditors of the progress made on the estate 	To discuss and agree future actions	Maximise efficiency of work undertaken
Tax & VAT	 Analysis and meetings to review and discuss the tax consequences of the corporate simplification of Mable's sub-group Reconciliation and submission of 2016 accounts and VAT returns for February and May 2017 	To remain as tax efficient as possible	 Maximising tax recoveries to creditors Mitigate tax leakage Statutory returns

$Our future\ work$

We still need to do the following work to achieve the purpose of the administration.

Area of work	Work we need to do	Net estimated cost £	Whether or not the work will provide a financial benefit to creditors
Accounting & treasury	 Accounting and treasury functions including those outlined in the summary above 	• 210,000-260,000	Required by statute to minimise
Creditor claims	• Distribution of future available funds to creditors with admitted claims	• 260,000-310,000	Return of funds to creditors
Realisation of Assets	• Completion of the work to simplify the sub-group (including solvent liquidations of Resetfan, PHL and PGL), which is expected to occur in the second half of 2017	• 800,000-850,000	Increase value of dividends paid
	 Monitoring the progress and risks associated with the strategy to hold and run-off the underlying Mortgage Assets, bonds and residual interests in securitisation structures 		
Statutory & compliance	 Preparing and distributing six monthly progress reports, fee packs and carrying out other statutory and compliance functions 	• 300,000-350,000	Required by statute and professional guidelines
Strategy & Planning	• Setting and agreeing the strategy for the estate – regular meetings of the team, liaising with other Lehman teams	• 250,000-300,000	Maximise efficiency of work undertaken
	 Updating Mable's webpage to inform creditors of the progress made on the estate 		
Tax & VAT	• Tax and VAT compliance including preparing tax computations and returns and seeking final tax clearance prior to closure; and	• 720,000-770,000	 Maximising tax efficiency on recoveries for creditors Statutory returns
	 Tax planning following the changes to tax loss relief introduced by the 2016 budget 		

Disbursements

The Administrators are not required to seek approval to draw expenses or disbursements unless they are for shared or allocated services provided by their own Firm, including room hire, document storage, photocopying, communication facilities. These types of expenses are called "Category 2" disbursements and they must be directly incurred on the case, subject to a reasonable method of calculation and allocation and approved by the same parties which approve their fees.

Category 1 disbursements comprise payments to third parties, for example in relation to travel costs, statutory advertising and insolvency office holders' insurance.

The Administrators' expenses policy allows for all properly incurred expenses to be recharged to the Administration.

Category 1 disbursements with a value of £75 were incurred in the Period. No Category 2 disbursements were incurred in the Period.

Our relationships

We have no business or personal relationships with the parties who approve our fees or who provide services to the Administration where the relationship could give rise to a conflict of interest.

Details of subcontracted work

Mable has contracted out tax services to the Lehman finance team whose employer is LBIE. This work has been subcontracted because it is more cost efficient than if the Administrators were to do it themselves.

Legal and other professional firms

The Administrators have instructed Linklaters LLP to act as their legal advisors in the Period because of their prior knowledge of Mable. Linklaters LLP is remunerated on a time-cost basis.

All third-party professionals are required to submit a detailed time-cost analysis and narrative in support of all invoices rendered. The Administrators have satisfied themselves that the level of legal and professional costs is appropriate.

Appendix D: Other information

Court details for the administration:	High Court of Justice, Chancery Division, Companies Court – case 8211 of 2008		
Company's registered name:	Mable Commercial Funding Limited		
Trading name:	Mable Commercial Funding Limited		
Registered number:	2682316		
Registered address:	7 More London Riverside, London SE1 2RT		
Date of the joint administrators' appointment:	23 September 2008		
Joint administrators' names, addresses and contact details:	DY Schwarzmann, AV Lomas, SA Pearson and JG Parr of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT		
	mable.claims@uk.pwc.com +44 (0) 20 7583 5000		
Extension(s) to the initial period of appointment:	The Court has granted four successive extensions to the Administration period being to 30 November 2010, 30 November 2011, 30 November 2016 and 30 November 2022.		