In accordance with Rule 18.6 of the Insolvency (England & Wales) Rules 2016.

AM10
Notice of administrator's progress report

Companies House

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

1 Company details

Company number	0 0 4 2 5 0 5 7
Company name in full	CRR Realisations Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

2 Administrator's name

Full forename(s)	Catherine
Surname	Williamson

3 Administrator's address

Building name/number	Ship Canal House
Street	8th Floor
	98 King Street
Post town	Manchester
County/Region	
Postcode	M 2 4 W U
Country	United Kingdom

4 Administrator's name ❶

Full forename(s)	Clare
Surname	Kennedy

❶ **Other administrator**
Use this section to tell us about another administrator.

5 Administrator's address ❷

Building name/number	6 New Street Square
Street	
Post town	London
County/Region	
Postcode	E C 4 A 3 B F
Country	United Kingdom

❷ **Other administrator**
Use this section to tell us about another administrator.

AM10

Notice of administrator's progress report

6 Period of progress report

From date	d 0 d 2	m 0 m 1	y 2 y 0 y 2 y 2
To date	d 0 d 1	m 0 m 7	y 2 y 0 y 2 y 2

7 Progress report

☑ I attach a copy of the progress report

8 Sign and date

Administrator's signature	Signature X	X
Signature date	d 2 d 1	m 0 m 7 y 2 y 0 y 2 y 2

AM10
Notice of administrator's progress report

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Grace Cook

Company name AlixPartners

Address Ship Canal House

8th Floor

98 King Street

Post town Manchester

County/Region

Postcode M 2 4 W U

Country United Kingdom

DX

Telephone 0161 838 4500

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.

Important information

All information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Continuation page

Name and address of insolvency practitioner

What this form is for
Use this continuation page to tell us about another insolvency practitioner where more than 2 are already jointly appointed. Attach this to the relevant form.❶ Use extra copies to tell us of additional insolvency practitioners.

What this form is NOT for
You can't use this continuation page to tell us about an appointment, resignation, removal or vacation of office.

Filling in this form
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

1 Appointment type

Tick to show the nature of the appointment:

- ☑ Administrator
- ☐ Administrative receiver
- ☐ Receiver
- ☐ Manager
- ☐ Nominee
- ☐ Supervisor
- ☐ Liquidator
- ☐ Provisional liquidator

❶ You can use this continuation page with the following forms:
- VAM1, VAM2, VAM3, VAM4, VAM6, VAM7
- CVA1, CVA3, CVA4
- AM02, AM03, AM04, AM05, AM06, AM07, AM08, AM09, AM10, AM12, AM13, AM14, AM19, AM20, AM21, AM22, AM23, AM24, AM25
- REC1, REC2, REC3
- LIQ02, LIQ03, LIQ05, LIQ13, LIQ14,
- WU07, WU15
- COM1, COM2, COM3, COM4
- NDISC

2 Insolvency practitioner's name

Full forename(s)	Daniel
Surname	Imison

3 Insolvency practitioner's address

Building name/number	6
Street	New Street Square
Post town	London
County/Region	
Postcode	E C 4 A 3 B F
Country	United Kingdom

AlixPartners

Administrators' Progress Report for the period 2 January 2022 to 1 July 2022

Bella Realisations 2 Limited (formerly Bella Italia Restaurants Limited), CRR Realisations Limited (formerly Café Rouge Restaurants Limited), and Lasig Realisations 2 Limited (formerly Las Iguanas Limited) - All in Administration

21 July 2022

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Ship Canal House
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1. Why this report has been prepared

1.1 As you will be aware Clare Kennedy, Peter Saville, Daniel Imison and Catherine Williamson were appointed Administrators of the Companies and certain other entities within the Group (defined at paragraph 1.3) on 2 July 2020.

1.2 Peter Saville resigned as joint appointee on 27 May 2022 following his departure from AlixPartners UK LLP (**AlixPartners**). The change in appointees has not impacted the Administration and Clare Kennedy, Daniel Imison and Catherine Williamson remain as the joint appointees (the **Administrators**).

1.3 The wider Casual Dining group consists of 40 companies, of which 11 entered Administration on 2 July 2020 (the **Group**). This report is in respect of the companies detailed in the table below, which together will be referred to as the Companies for the duration of this report. Individual companies will be referred to by the abbreviations noted below.

Company name on appointment	Updated company names	Abbreviations
Bella Italia Restaurants Limited	Bella Realisations 2 Limited	BI Restaurants
Café Rouge Restaurants Limited	CRR Realisations Limited	CR Restaurants
Las Iguanas Limited	Lasig Realisations 2 Limited	LI Limited

1.4 In accordance with UK insolvency legislation, an administrator is required to provide a progress report covering the period of six months commencing on the date on which a company entered into administration and every subsequent period of six months. This progress report covers the period 2 January 2022 to 1 July 2022 (the **Period**) and should be read in conjunction with previous reports.

1.5 This report has been prepared in accordance with rule 18.2 of the Insolvency (England and Wales) Rules 2016.

1.6 The purpose of this report is to provide statutory and financial information about the Companies and to provide an update on the progress of the Administrations, including details of assets realised during the Period, details regarding the Administrators' fees and the expected outcome for each class of creditor.

1.7 As a reminder the administrator of a company must perform their functions with a view to achieving one of the following statutory objectives:

Objective 1: rescuing the company as a going concern;

Objective 2: achieving 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); or

Objective 3: realising property in order to make a distribution to one or more secured or preferential creditors.

1.8 In these cases, the Administrators are pursuing the second statutory objective. Further details on the actions taken to achieve that objective can be found in section 3 of this report.

1.9 Details of the Administrators' fees and expenses incurred are provided at Appendices D to G. More information relating to the Administration process, Administrators' fees and creditors' rights can be found on AlixPartners' creditor portal (**https://www.alixpartnersinfoportal.com**). Log-in details to access this information can be found within the initial letter you have received.

1.10 If you require a hard copy of this report or have any queries in relation to its contents, or the Administrations generally, please contact Grace Cook on 0161 838 4500 or by email at **cdg@alixpartners.com**.

2. Summary of information for creditors

Estimated dividend for creditors

A schedule of estimated returns to the Secured Creditor, as defined below, and unsecured creditors of each of the Companies, is provided below. Please note that these returns are estimates before taking into account the costs of making the distributions and are therefore subject to change.

BI Restaurants

Description	Agreed debt £	Actual level of return £
Secured Creditor	127.7 million	18 million
Unsecured creditors	9.3 million	5.46 pence in the pound

CR Restaurants

Description	Agreed debt £	Actual level of return £
Secured Creditor	127.7 million	18 million
Unsecured creditors	5.5 million	1.35 pence in the pound

LI Limited

Description	Agreed debt £	Actual level of return £
Secured Creditor	127.7 million	18 million
Unsecured creditors	9 million	5.73 pence in the pound

Notes:

Please note that the estimated debt amounts shown above reflect the amounts in the Directors' Statements of Affairs (**SoAs**) which are available for download on AlixPartners' creditor portal.

Please note, interest and charges continue to accrue therefore the actual return to the Secured Creditor may be slightly different. The Administrators will provide an update in the next progress report if the actual level of return changes.

Secured Creditor

One of the other Group companies, Casual Dining Bidco Limited, granted a debenture dated 10 December 2015 in favour of US Bank Trustees Limited (**USBT**/the **Secured Creditor**), and a supplemental debenture dated 14 October 2019. USBT acts as security agent on behalf of itself and other secured parties including Pemberton EMMDF 1 Holdings Sárl (**Pemberton**), KKR

(**KKR**) and Barclays Bank Plc (**Barclays**). Barclays provided a Revolving Credit Facility of up to £25 million to the Companies at the time of appointment.

The Companies acceded to the debenture by way of a deed of accession dated 5 February 2016. Supplemental debentures were subsequently granted on 15 August 2018 and 14 January 2020.

The return to the Secured Creditor is shown on a Group basis and further details on the estimated return are provided in section 4 of this report.

Preferential creditors

The Companies did not have any employees therefore no preferential creditors are anticipated.

Unsecured creditors

As detailed above, funds available for distribution and dividend rates are detailed after taking into account the costs of making distributions.

In respect of unsecured creditors, UK insolvency legislation stipulates that creditors of the same class should be treated equally. Hence the funds available for distribution in each company were split on a pro-rata basis amongst all creditors of this class, regardless of the size of their claims.

Further information is provided in section 4 of this report.

3. Progress of the Administrations

3.1 Attached at Appendices B and C are the Administrators' Receipts and Payments Accounts and Trading Receipts and Payments Accounts for the Period. Cumulative Accounts for the period since appointment are also included. These accounts are prepared on a cash basis, therefore details of costs incurred but not yet paid are excluded from the accounts and are summarised at Appendix F.

Objective of the Administrations

3.2 As previously reported, a sale of certain of the Group's business and assets, which completed on 31 July 2020 (the **Sale**), enabled asset realisations to be maximised and mitigated creditor claims, thereby achieving the second objective of Administrations in all cases (as detailed in 1.7 above). Further details were provided in the Administrators' Statement of Proposals (the **Proposals**) and the previous progress reports.

3.3 In addition to their statutory objective, the Administrators have duties imposed by insolvency and other legislation and their regulating professional bodies. The Administrators have set out information in respect of the progress of these duties in addition to that of the realisation of assets and distribution of available funds. The detail provided is intended to provide users of this report with information to allow them to understand how the Administrators' fees and expenses as set out in Appendices D to G have been incurred, as well as the sensitivities that might be applicable to the Administrators' anticipated fees and expenses over the remainder of the Administrations.

Realisation of assets

Sale of businesses and assets

3.4 The Administrators have continued to work with The Big Table Group (the **Purchaser**) to assist with the transition of the business and assets of the Companies in accordance with the Transitional Services Agreement (**TSA**) dated 31 July 2020. As previously reported, the majority of the anticipated work has been completed and the additional services required by the Purchaser under the TSA continue to be provided on an ad-hoc basis as required.

LTO Properties

3.5 During the Period, the Administrators continued to work with the Purchaser in respect of the assignment of the properties under the Licence to Occupy (**LTO**). The agreement with the Purchaser included an LTO in relation to 154 sites (the **LTO Properties**) leased by the Group, of which 135 were leased by the Companies. All 135 leases have now been assigned successfully, or surrendered, and this workstream has now been concluded.

3.6 As previously reported, deferred consideration of up to £9 million was payable to the Group dependent on the successful assignation of each leasehold property and Center Parcs sites subject to the Sale. Each lease/site had a value assigned to it under the Sale and once the value of assignments reached a threshold agreed

with the Purchaser, each subsequent assignment triggered payment of the consideration allocated to that site, up to the maximum of £9 million.

3.7 The total deferred consideration received in relation to the Companies is £7.51 million. Please note, the deferred consideration receipts have been allocated to 'Leasehold Property' and 'Fixtures and Fittings: Sale to Purchaser - LTO sites' on the Receipts and Payments Accounts at Appendix B.

Trading

3.8 Please note that the Trading Accounts included at Appendix C have been prepared on a cash basis and detail the current trading position for each entity as at the end of the Period.

3.9 The below table shows the trading position of the Companies.

Company name	Trading position £
BI Restaurants	(168,313)
CR Restaurants	(73,830)
LI Limited	(170,416)

3.10 Details of the Administrators' anticipated trading position of the Companies at the outset of the Administrations is detailed in Appendix F of the Proposals. The trading losses detailed above are significantly lower than those anticipated on appointment due to successful commercial negotiations between the Administrators, the Purchaser and various suppliers and landlords.

Merchant service providers claim

3.11 As previously reported, the Companies joined a consortium of other retailers to bring a claim against various merchant service providers (the **Consortium**) in respect of anti-competitive merchant interchange fees (the **MIF**) which were incurred via operating card payment systems before the Companies ceased trading.

3.12 Whilst there is ongoing litigation between various retailers and the merchant service providers, the Consortium's proceedings have been stayed to allow the forerunner cases (that are directly relevant to the Consortium's claim) to progress. These cases led to the Supreme Court's decision in favour of the retailers which asserts that the merchant service providers were in breach of competition regulations under EU law.

3.13 Following the Supreme Court's decision and a summary judgment regarding the Interchange Fee regulation, the Consortium agreed to re-enter commercial negotiations with the merchant service providers which are engaging with the Consortium with a view to agreeing a settlement offer.

3.14 Whilst the negotiations are ongoing, certain issues relating to the retailers' claims against the merchant service providers have been referred to the Competition Appeals Tribunal for determination. The Consortium's claims therefore remain stayed.

3.15 Based on current discussions, it is anticipated that additional funds may become available to the Companies, however the quantum and timing remain uncertain.

3.16 Due to the sensitive nature of the ongoing negotiations with the merchant service providers, the Administrators are unable to provide more information at this stage, however a further update will be provided in the Administrators' next progress report, or earlier if the Administrations have been finalised before then.

Utility claim

3.17 During the period, Consultus International Group (**Consultus**) continued to assist the Group with the recovery of a pre-appointment utility claim. The refund was received from NPower Limited on 20 May 2022. The Administrators carried out a detailed review of the claim and, once in receipt of funds, apportioned the funds across the Group based on the number of properties each company within the Group occupied. Accordingly, £89,064, £52,094 and £48,733 was allocated to BI Restaurants, CR Restaurants and LI Limited, respectively.

Rates refunds

3.18 Consultiam Property Limited (t/a CAPA) (**CAPA**) and Gerald Eve LLP (**Gerald Eve**) are continuing to pursue refunds in relation to overpayments of business rates or refunds resulting from incorrect rateable valuations for the period prior to the Administrations. To date, refunds totaling £1.04 million have been received across the Companies.

Sundry refunds

3.19 Sundry refunds of £2,114, £1,229 and £1,131 have been received by BI Restaurants, CR Restaurants and LI Limited during the Period. These amounts are made up of additional utility refunds, that are separate from the amount recovered by Consultus.

Bank interest

3.20 Bank interest of £5,578 has been received during the Period by the Companies.

Other realisations

3.21 The Companies' pre-appointment lawyers identified cash at bank in their client accounts for the benefit of CR Restaurants and LI Limited totalling £150. These balances were received during the Period bringing total cash realisations across the Companies to £25,238.

Administrations (including statutory reporting)

3.22 In addition to their duties relating to realising and distributing the assets of the Companies, the Administrators must comply with certain statutory compliance matters in accordance with the Insolvency Act 1986, which includes preparing bi-annual reports to creditors advising of the progress of the Administrations. The Administrators are also responsible for liaising with HM Revenue & Customs (**HMRC**) to determine the final position in respect of corporation tax, VAT and

other taxes that may be owed by or to the Companies, and for filing tax returns for the duration of the Administrations.

3.23 All of the Companies are part of the same VAT group and are therefore jointly and severally liable for any indebtedness due by any member of the VAT group, which includes additional entities within the wider Casual Dining group.

3.24 In order to ensure the matters of the Administrations are being progressed efficiently, the Administrators have a duty to conduct periodic case reviews and complete case checklists. In addition, the Administrators' treasury function will also comply with cash accounting requirements including raising payments, processing journal vouchers and posting receipts, preparing bank reconciliations and statutory returns.

3.25 The time taken for statutory tasks is largely fixed, insofar as the cost of preparing a report to creditors or filing an annual return is similar for most cases, except where cases are very large or complex. Where the costs of statutory compliance and reporting to creditors exceeds the initial estimate, it will generally be because the duration of the case has been longer than expected, due to, for example, protracted realisation of assets, and therefore additional periodic reports have had to be prepared and distributed to stakeholders.

Creditors (claims and distribution)

3.26 During the Period, time has been spent providing formal updates to the Secured Creditor in relation to its estimated return and the progress of the assignment of the LTO Properties to the Purchaser.

3.27 The Administrators have also incurred time reviewing unsecured claims, including landlord claims, processing the unsecured creditor distributions and dealing with general creditor correspondence.

3.28 The following first and final dividends were distributed to the unsecured creditors of the Companies on 9 June 2022:

Company Name	Unsecured Creditors' Fund £	Amount distributed p/£
BI Restaurants	£600,000	5.46
CR Restaurants	£123,670	1.35
LI Limited	£600,000	5.73

Note: The Unsecured Creditors' Funds detailed above are the amounts available to creditors before the costs of the distribution are taken into account. The actual amounts distributed to unsecured creditors are detailed in the Receipts and Payments Accounts at Appendix B.

3.29 Further information is provided in section 4 of this report.

Outstanding matters

3.30 The Administrators continue to pursue realisations in respect of the merchant service providers claim. As these potential realisations are subject to ongoing commercial negotiations, the Administrators are unable to estimate when this matter will be concluded.

3.31 Once this matter, as well as all statutory and administrative tasks, has been finalised, the cases will be moved to closure.

4. Estimated outcome for creditors

Secured creditor – US Bank Trustees Limited

4.1 One of the other Group companies, Casual Dining Bidco Limited, granted a debenture in favour of the Secured Creditor on 10 December 2015 and a supplemental debenture dated 14 October 2019. USBT acts as a security agent on behalf of itself and other secured parties including Pemberton, KKR and Barclays (all defined in section 2).

4.2 The Companies acceded to the debenture by way of a deed of accession dated 5 February 2016. Supplemental debentures were subsequently granted on 15 August 2018 and 14 January 2020.

4.3 In addition to the above, CR Restaurants granted a rent deposit deed in favour of Network Rail Infrastructure Limited on 26 November 2010.

4.4 At the date of appointment, the Secured Creditor was owed £126 million (excluding accrued interest and charges) under its security. To date, distributions across the Group totalling approximately £14.1 million have been made, which includes £5 million held in the Companies' bank accounts at the date of appointment which was set-off against the Companies' indebtedness. Further distributions to the Secured Creditor will be made, however, the Secured Creditor will suffer an overall shortfall in respect of its lending across the Group.

4.5 The return to the Secured Creditor is shown on an individual entity basis in the Receipts and Payments Accounts at Appendix B. Once the final realisations in the Companies are complete, the estimated return to the Secured Creditor on a Group basis is approximately £18 million.

Preferential creditors

4.6 The Companies did not have any employees therefore no preferential creditors are anticipated.

4.7 Please note the wages, salaries and associated employee agents' costs listed on the Trading Receipts and Payments Accounts at Appendix C are costs that were allocated across the Companies in line with the leases held on appointment. This relates to work that was undertaken by employees of Casual Dining Services Limited, which specifically related to those leases.

Unsecured creditors

4.8 Where there is a floating charge which was created on or after 15 September 2003, the Administrators are required to create a fund from the Companies' net property available for the benefit of unsecured creditors (**Unsecured Creditors' Fund**), commonly known as the 'Prescribed Part'.

4.9 The table below details the values of the net floating charge property and the Unsecured Creditors' Funds in BI Restaurants, CR Restaurants and LI Limited.

Company	Net floating charge property £	Unsecured Creditors' Fund £
BI Restaurants	3.8 million	600,000
CR Restaurants	603,349	123,670
LI Limited	3.03 million	600,000

Notes: The Unsecured Creditors' Funds detailed above, including the statutory maximum of £600,000 for BI Restaurants and LI Limited, are the amounts available to creditors before the costs of the distribution are taken into account. The actual amounts distributed to unsecured creditors are detailed in the Receipts and Payments Accounts at Appendix B.

For further information on the net floating charge property in the Companies and the provisions for future payments, please refer to the Administrators' Notices of Declaration of Dividends which are available for viewing and downloading via the AlixPartners' creditor portal.

Unclaimed dividends

4.10 All cheques paid to unsecured creditors should be banked as soon as possible, and in any event must be banked within six months of the date of the cheque. Any cheques which have not cleared by 9 December 2022 will be cancelled and the proceeds will be forwarded to the Insolvency Service, Estate Accounts Directorate, Unclaimed Monies Team, PO Box 3690, Birmingham, B2 4UY.

4.11 If your cheque is cancelled on or after this date, please allow ten working days to pass before submitting a claim to the Insolvency Service. To make a claim, creditors should contact the Insolvency Service by email at: **CustomerServices.EAS@insolvency.gov.uk** and put the respective company name as the subject.

4.12 The transfer of responsibility to the Insolvency Service is a routine step which requires administrators of an insolvent company to transfer unclaimed dividends to the agency six months after the cheques were issued. The agency will hold the funds for the next six years, after which it will return any money that remains unclaimed to HM Treasury, however, this does not affect creditors' rights to claim funds after the six years has passed.

5. What happens next

Creditors' rights

5.1 Within 21 days of the receipt of this report, the Secured Creditor, or an unsecured creditor (with the agreement of at least 5% of the value of the unsecured creditors in the relevant company) may request in writing that the Administrators provide further information about their fees or expenses which have been itemised in this progress report.

5.2 The Secured Creditor, or an unsecured creditor (with the agreement of at least 10% of the value of unsecured creditors in the relevant company) may, within eight weeks of receipt of this report, make an application to court on the grounds that the basis fixed for the Administrators' fees is inappropriate, or that the fees charged or the expenses incurred by the Administrators during the period of this report are excessive.

Next report

5.3 The Administrators are required to provide a progress report within one month of the end of the next six months of the Administrations, or earlier if the Administrations have been finalised. For details of the potential exit routes please see Appendix H.

For and on behalf of
The Companies

Catherine Williamson
Administrator

Encs

Appendix A. Statutory information

Company information

Company name	Bella Realisations 2 Limited
Former company name	Bella Italia Restaurants Limited
Registered number	00964194
Registered office	Ship Canal House, 8th Floor, 98 King Street, Manchester, M2 4WU
Former registered office	1st Floor, 163 Eversholt Street, London, NW1 1BU
Trading addresses	Trading addresses are detailed in Appendix C of the Proposals
Trading names	Trading names are detailed in Appendix C of the Proposals
Court details	High Court of Justice
Court reference	002502 of 2020

Company name	CRR Realisations Limited
Former company name	Café Rouge Restaurants Limited
Registered number	00425057
Registered office	Ship Canal House, 8th Floor, 98 King Street, Manchester, M2 4WU
Former registered office	1st Floor, 163 Eversholt Street, London, NW1 1BU
Trading addresses	Trading addresses are detailed in Appendix C of the Proposals
Trading names	Trading names are detailed in Appendix C of the Proposals
Court details	High Court of Justice
Court reference	002510 of 2020

Company name	Lasig Realisations 2 Limited
Former company name	Las Iguanas Limited
Registered number	02479566
Registered office	Ship Canal House, 8th Floor, 98 King Street, Manchester, M2 4WU
Former registered office	1st Floor, 163 Eversholt Street, London, NW1 1BU
Trading addresses	Trading addresses are detailed in Appendix C of the Proposals
Trading names	Trading names are detailed in Appendix C of the Proposals
Court details	High Court of Justice
Court reference	002509 of 2020

Appointor's information

Name	Address	Position
Directors	c/o AlixPartners, Ship Canal House, 8th Floor, 98 King Street, Manchester, M2 4WU	Directors

Administrators' information

Name	Address	IP number	Name of authorising body
Clare Kennedy	AlixPartners UK LLP, 6 New Street Square, London EC4A 3BF	20590	Insolvency Practitioners Association
Peter Saville	AlixPartners UK LLP, 6 New Street Square, London, EC4A 3BF	9029	Insolvency Practitioners Association
Daniel Imison	AlixPartners UK LLP, 6 New Street Square, London, EC4A 3BF	13434	Insolvency Practitioners Association
Catherine Williamson	AlixPartners UK LLP, Ship Canal House, 8th Floor, 98 King Street, Manchester, M2 4WU	15570	Insolvency Practitioners Association

Note: Peter Saville resigned as joint appointee on 27 May 2022 following his departure from AlixPartners. The change in appointees has not impacted the Administration and Clare Kennedy, Daniel Imison and Catherine Williamson remain as the Administrators.

In accordance with paragraph 100(2) of schedule B1 of the Insolvency Act 1986, all functions of the Administrators are to be exercised by any or all of the Administrators. All references to the Administrators should be read as the Joint Administrators.

Extension of the Administrations

The Administrations were initially extended for a period of 12 months with the consent of the Secured Creditor (the **Initial Extension**). Due to the outstanding matters in the Administrations as detailed in section 3 of this report, the Administrators applied for a further 12-month extension via court application. This was approved by the court on 30 June 2022.

As part of the extension application, it became apparent that the Secured Creditor's full consent provided in respect of the Initial Extension was not received prior to the initial Administration expiry date of 1 July 2021. By way of background, the Secured Creditor is made up of various lenders and only the senior lender in the Secured Creditor group, which is managed by US Bank Trustees Limited, provided its consent.

this technical oversight, the Administrators sought the court's consent in relation to the following orders:

1. The Administrators be appointed as joint administrators (whose functions can be exercised by any or all the Administrators) of the Companies, with such an order being retrospectively dated 2 July 2021;

2. During the period for which this order is in force the affairs, business and property of the Companies be managed by the Administrators;

3. The Court is satisfied that Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings (recast) (as amended by the Insolvency (Amendment) (EU Exit) Regulations 2019) applied to the proceedings, and that the proceedings flowing from the appointment of the Administrators to the Companies will be main proceedings;

4. Time for service of the application on the Companies and the proposed administrators be abridged pursuant to Civil Procedure Rule 3.1(2)(a) as applied by Rule 12.1(1) and/or paragraph 3 of Schedule 5 to the Insolvency (England and Wales) Rules 2016.

The court consented to the above orders on 30 June 2022. The Administrators can confirm that that the orders do not affect any realisations or distributions made during the course of the Administrations.

The Administrations are now due to expire on 1 July 2023.

Appendix B. Receipts and Payments Accounts for the period 2 January 2022 to 1 July 2022 and Cumulative Accounts for the period since appointment

BI Restaurants

Statement of Affairs £		Period £	Cumulative £
	Fixed charge assets		
	Receipts		
	Leasehold property	(4,033)	210,918
5,500,000	Intellectual property	-	3,138,146
		(4,033)	**3,349,063**
	Payments		
	Administrators' fees	203,713	203,713
		(203,713)	**(203,713)**
	Distributions		
	Fixed charge holder	21,283	3,145,351
		(21,283)	**(3,145,351)**
	Balance of fixed charge assets	**(229,029)**	**-**
	Floating charge assets		
	Receipts		
1,519,072	Fixtures and Fittings:		
	Sale to Purchaser - LTO sites	(559,866)	3,605,583
	Exit sites	-	289,638
	Lease assignment premium	-	35,000
	Lease surrender premium	-	88,802
	LTO receipts	79,548	1,261,577
	Rates refund	6,755	479,406
290,844	Stock	-	415,011
	Sundry refunds	2,114	28,474
	Utility refunds	89,064	89,064
	Cash at bank	-	290
	Bank interest	2,633	2,720
		(379,752)	**6,295,565**
	Payments		
	Administrators' fees	-	565,714
	Legal fees and expenses	8,074	137,194
	Storage costs	-	1,045
	Travel and subsistence	-	191
	Stationery and postage	197	731
	Specific penalty bond	-	225
	Statutory advertising	104	198
	Agent's/valuer's fees	22,120	243,186
	LTO payments	79,548	1,261,577
	Media communications	-	1,026
	Property agent's fees	-	7,345
	Insurance of assets	-	18,564
	Other property expenses	-	3,686
	Transfer of Scottish undertaking	-	14,000
	Trading deficit	3,408	168,313
	Bank charges	64	142
		(113,514)	**(2,423,138)**

Distributions		
Floating charge creditor	1,128,717	3,128,717
Unsecured creditors:		
5.46p/£, 09/06/2022	480,742	480,742
	(1,609,459)	**(3,609,459)**
Balance of floating charge assets	**(2,102,725)**	**262,967**
Total balance	**(2,331,754)**	**262,967**
Represented by		
Interest bearing account		211,837
VAT receivable		51,130
		262,967

Notes: The above is subject to small rounding differences.

1) During the Period and after finalising the LTO workstream, the Administrators completed a reconciliation of the deferred consideration allocation across the Group against the original consideration split in the Business Purchase Agreement dated 31 July 2020. As a result, it was identified that £559,866 related to consideration which was received from the LTO workstream in BI Restaurants but was due to other entities in the Group. The amount has therefore been reallocated in the Period. In addition, £4,033 which was previously allocated to leasehold was re-allocated to fixtures and fittings during the Period, in accordance with the BPA.

2) Please note that of the consideration allocated to fixtures and fittings relating to LTO sites totalling £3.6 million, £3.3 million relates to the deferred consideration detailed in section 3.7 of the report and in accordance with the BPA.

CR Restaurants

Statement of Affairs £		Period £	Cumulative £
	Fixed charge assets		
	Receipts		
	Leasehold property	(7,589)	50,325
500,000	Intellectual property	-	828,291
		(7,589)	**878,615**
	Payments		
	Administrators' fees	-	170,000
		-	**(170,000)**
	Distributions		
	Fixed charge holder	60,000	660,000
		(60,000)	**(660,000)**
	Balance of fixed charge assets	**(67,589)**	**48,615**
	Floating charge assets		
	Receipts		
	Book debts	-	1,700
	Cash at bank	100	23,498
	Fixtures and Fittings:		
	Sale to Purchaser - LTO sites	(367,166)	705,930
781,594	Exit sites	17,861	185,908
	LTO receipts	-	416,887
	Rates refund	98,814	307,411
	Sundry refunds	1,229	1,229
	Utility refunds	52,094	52,094
260,564	Stock	-	142,290
	Bank interest	856	886
		(196,212)	**1,837,833**
	Payments		
	Administrators' fees	110,571	348,606
	Legal fees and expenses	2,571	96,799
	Agent's/valuer's fees	53,750	191,663
	Travel and subsistence	-	120
	Stationery and postage	197	532
	Storage costs	-	2,655
	Specific penalty bond	-	225
	Statutory advertising	104	198
	Insurance of assets	-	8,187
	LTO payments	-	416,887
	Media communications	-	558
	Other property expenses	-	1,909
	Trading deficit	1,852	73,830
	Property agent's fees	-	3,859
	Bank charges	17	64
		(169,062)	**(1,146,092)**
	Distributions		
	Floating charge creditor	-	400,000
	Unsecured creditors:		
	1.35p/£, 09/06/2022	70,559	70,559
		(70,559)	**(470,559)**
	Balance of floating charge assets	**(435,832)**	**221,182**
	Total balance	**(503,421)**	**269,797**
	Represented by		
	Interest bearing account		238,852
	VAT receivable		30,945
			269,797

Notes: The above is subject to small rounding differences.

1) During the Period and after finalising the LTO workstream, the Administrators completed a reconciliation of the deferred consideration allocation across the Group against the original consideration split in the Business Purchase Agreement dated 31 July 2020. As a result, it was identified that £374,755 related to consideration which was received from the LTO workstream in CR Restaurants but was due to other entities in the Group. The amount has therefore been reallocated in the Period.

2) Please note that of the consideration allocated to fixtures and fittings relating to LTO sites totalling £3.6 million, £3.1 million relates to the deferred consideration detailed in section 3.7 of the report and in accordance with the BPA.

LI Limited

Statement of Affairs £		Period £	Cumulative £
	Fixed charge assets		
	Receipts		
	Leasehold property	9,797	182,959
11,000,000	Intellectual property	-	2,527,667
		9,797	**2,710,626**
	Payments		
	Administrators' fees	27,770	210,626
		(27,770)	**(210,626)**
	Distributions		
	Fixed charge holder	-	2,500,000
		-	**(2,500,000)**
	Balance of fixed charge assets	**(17,973)**	**0**
	Floating charge assets		
	Receipts		
	Cash at bank	50	1,450
1,747,388	Fixtures and Fittings:		
	Sale to Purchaser - LTO sites	760,969	3,321,549
	Exit sites	-	78,498
	LTO receipts	454,342	874,789
	Rates refund	110,080	252,217
433,844	Stock	-	243,078
	Sundry refunds	1,131	2,704
	Utility refunds	48,733	48,733
	Bank interest	2,089	2,161
		1,377,393	**4,825,180**
	Payments		
	Administrators' fees	125,228	472,193
	Legal fees and expenses	3,182	78,607
	Agent's/valuer's fees	36,755	117,133
	Travel and subsistence	-	174
	Specific penalty bond	-	225
	Statutory advertising	104	198
	Storage costs	-	1,090
	Stationery and postage	197	685
	Insurance of assets	-	9,901
	LTO Payments account	454,342	874,789
	Media communications	-	1,335
	Other property expenses	-	2,368
	Property agent's fees	-	747
	Trading deficit	4,436	170,416
	Bank charges	11	61
		(624,255)	**(1,729,922)**
	Distributions		
	Floating charge creditor	1,860,000	2,360,000
	Unsecured creditors:		
	5.73p/£, 09/06/2022	511,269	511,269
		(2,371,269)	**(2,871,269)**
	Balance of floating charge assets	**(1,618,130)**	**223,988**
	Total balance	**(1,636,103)**	**223,989**
	Represented by		
	Interest bearing account		181,013
	VAT receivable		42,976
			223,989

Note: The above is subject to small rounding differences.

1) Please note that of the consideration allocated to fixtures and fittings relating to LTO sites totalling £3.6 million, £600,000 relates to the deferred consideration detailed in section 3.7 of the report and in accordance with the BPA.

Appendix C. Trading Receipts and Payments Accounts for the period 2 January 2022 to 1 July 2022 and Cumulative Accounts for the period since appointment

BI Restaurants

	Period £	Cumulative £
Post-appointment sales		
Job Retention Scheme Support	-	2,287,808
	-	**2,287,808**
Other direct costs		
Wages and salaries	-	2,366,112
	-	**(2,366,112)**
Trading expenditure		
Rents	-	15,891
Rates	-	198
Utilities	-	49,771
Lease/HP payments	-	1,299
Repairs and maintenance	-	174
Payroll agent's fees	-	8,846
IT costs	3,408	13,830
	(3,408)	**(90,009)**
Trading deficit	**(3,408)**	**(168,313)**

CR Restaurants

	Period	Cumulative £
Post-appointment sales		
Job Retention Scheme Support	-	976,158
	-	**976,158**
Other direct costs		
Wages and salaries	-	1,018,933
	-	**(1,018,933)**
Trading expenditure		
Rates	-	84
Utilities	-	17,615
Lease/HP payments	-	706
Repairs and maintenance	-	323
Payroll agent's fees	-	4,809
IT costs	1,852	7,518
	(1,852)	**(31,056)**
Trading deficit	**(1,852)**	**(73,830)**

LI Limited

	Period £	Cumulative £
Post-appointment sales		
Job Retention Scheme Support	-	2,023,699
	-	**2,023,699**
Other direct costs		
Wages and salaries	-	2,130,666
	-	**(2,130,666)**
Trading expenditure		
Rates	-	570
Utilities	-	31,669
Lease/HP payments	-	1,691
Payroll agent's fees	-	11,516
IT Costs	4,436	18,004
	(4,436)	**(63,449)**
Trading deficit	**(4,436)**	**(170,416)**

Appendix D. Administrators' fees

Fees

A copy of the R3 creditors' guide on Insolvency Practitioners fees in Administrations can be downloaded from AlixPartners' creditor portal (**https://www.alixpartnersinfoportal.com**). If you would prefer this to be sent to you in hard copy please contact the Administrators and they will forward a copy to you.

As previously reported, the Secured Creditor approved that the basis of the Administrators' fees be fixed by reference to the time properly spent by the Administrators and their staff on matters arising in the Administrations.

To date, fees totalling approximately £1.97 million have been drawn. A summary of the fees drawn can be found in the table below:

Company name	Fees drawn (£)
BI Restaurants	769,427
CR Restaurants	518,606
LI Limited	682,819
Total	**1,970,852**

The Administrators are in the process of drawing their fees relating to the Unsecured Creditors' Funds as detailed in their Notices of Declaration of Dividends. Once drawn, these will be reflected in the Receipts and Payments Accounts in the next progress report.

Administrators' fee estimate

The Secured Creditor approved the following fee uplifts on 19 March 2021 and 17 November 2021:

Company name	Original fee estimate £	Fee uplift (March) £	Fee uplift (November) £	Fee uplift (June) £	Total fee approval
BI Restaurants	380,000	185,714	203,713	30,000	799,427
CR Restaurants	238,035	170,000	110,571	15,000	533,606
LI Limited	346,955	182,866	153,000	30,000	712,821
Total	**964,990**	**538,580**	**467,284**	**75,000**	**2,045,854**

Note: The Administrators previously allocated their agreed fee uplifts dependent on the outstanding matters per entity. Following the last Progress Report and receipt of additional information relating to the claims against the merchant service providers (as detailed in section 4.12 of this report), it was determined that Casual Dining Limited (**CD Limited**), another company within the Group, is not party to the claim and as such, the Administrators re-allocated some of the budget in CD Limited in relation to pursuing this claim to other entities within the Group which are party to the claim. The reallocation has no negative bearing on the return to creditors of the Companies.

Appendix E. Administrators' details of time spent to date

The Administrators' time costs for the Period are summarised in the following time analyses which provide details of the hours incurred by area of activity and the blended rate per hour and time costs per activity category.

BI Restaurants

Activity category	Hours incurred	Average rate per hour £	Time cost for the Period £	Cumulative time cost £
Trading	6	833	5,081	64,206
Realisation of assets	16	477	7,529	281,256
Administration (including statutory reporting)	101	371	37,662	302,955
Investigations	-	-	-	2,322
Creditors (claims and distribution)	200	379	75,808	92,146
Total	**324**	**390**	**126,080**	**742,885**

CR Restaurants

Activity category	Hours incurred	Average rate per hour £	Time cost for the Period £	Cumulative time cost £
Trading		915	3,111	26,126
Realisation of assets	12	459	5,467	197,609
Administration (including statutory reporting)	28	385	10,659	234,097
Investigations	-	-	-	4,715
Creditors (claims and distribution)	13	363	47,726	52,910
Total	**174.3**	**384**	**66,963**	**515,457**

LI Limited

Activity category	Hours incurred	Average rate per hour £	Time cost for the Period £	Cumulative time cost £
Trading	8	915	6,954	61,369
Realisation of assets	12	436	5,365	238,065
Administration (including statutory reporting)	116	379	43,745	326,034
Investigations	-	-	-	3,543
Creditors (claims and distribution)	192	376	72,088	85,069
Total	**326.90**	**392**	**128,152**	**714,080**

NB Cumulative time is the total from the date of the Administrators' appointment to the end date of the Period.

Please note the following in relation to the Administrators' time costs:

(1) In the Period the Administrators have completed a further reconciliation of time incurred across all work streams and entities within the Group which has resulted in a number of time re-allocations. Total time per work stream (and entity) may have changed from the last report due to this re-allocation exercise.

(2) Please be advised the Administrators are required to report their time costs per their standard rates which are set out in Appendix E. However, the Administrators have agreed a blended rate with the Secured Creditor of £425 per hour and have billed their fees as detailed in the Receipts and Payments Accounts in Appendix B.

The Administrators' fees in relation to dealing with unsecured creditor claims and unsecured creditor distributions will be drawn at the AlixPartners' standard rate as set out in Appendix G.

Should any matters arise, such as investigatory matters and/or additional realisable assets, further time may be incurred. If applicable, the Administrators will advise creditors in future communications.

Details of the progress of the Administrations to date, and matters that are outstanding or partially complete, together with an explanation of why the work was undertaken are set out in section 3.

TSA fees

In accordance with the Business Purchase Agreement and the TSA, the Purchaser has agreed to meet the time costs of the Administrators in assisting the Purchaser maintain the continuity of the businesses in substantially the same manner as it was carried on prior to the Sale. The Agreement stated three types of services the Administrators would provide to the Purchaser including; banking services, marketing services and payroll services.

As previously reported, the Administrators incurred time costs totalling £117,470 in providing these services which are funded by the Purchaser in accordance with the TSA. These time costs are therefore not reflected in the Time Analyses in this Appendix. The contribution from the Purchaser, and the payment of the Administrators' time costs, is shown in CD Limited's Receipts and Payments Account which can be found in the final progress report for that entity.

Appendix F. Expenses of the Administrations

In accordance with Statement of Insolvency Practice 9, expenses are any payments from the estate which are neither an administrator's fees nor a distribution to a creditor or member. 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 are payments to persons providing a service who are not an associate of the administrator. Category 1 expenses may include external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel, external printing, room hire and document storage. Also chargeable will be any properly reimbursed expenses incurred by the Administrators and their staff.

Category 1 expenses incurred by third parties

The estimate of anticipated category 1 expenses which will be incurred by third parties during the course of the Administrations was provided to creditors in the Proposals; a copy of that estimate is set out below.

	CD Bidco	BI Restaurants	CR Restaurants	CD Limited	CD Restaurants	LI Limited
Eversheds Sutherland (International) LLP	8,400	57,000	35,700	16,350	31,500	52,050
Kirkland & Ellis International LLP	697	697	697	697	697	697
Consultiam Property Limited	Contingent fee - 20% of recoveries	Contingent fee - 20% of recoveries	Contingent fee - 20% of recoveries	Contingent fee - 20% of recoveries	Contingent fee - 20% of recoveries	Contingent fee - 20% of recoveries
Hilco Appraisal Limited	837	12,072	5,618	1,315	1,554	7,052
Vigilance Properties Limited	976	14,084	6,554	1,534	1,813	8,227
AG&G Limited	541	7,806	3,633	850	1,005	4,560
Aon Risk Solutions	1,400	9,500	5,950	2,725	5,250	8,675
Total	**12,851**	**101,159**	**58,152**	**23,471**	**41,819**	**81,261**

An analysis of the actual costs paid to third parties to date, together with those incurred but not paid as at the end of the Period is provided below.

BI Restaurants

	Paid in prior periods £	Paid in the Period £	Incurred but not paid £	Total anticipated cost £
Legal costs	129,120	8,074	9,808	147,002
Agent's/valuer's fees	221,066	22,120	14,524	257,710
Employee agent's fees	8,846	-	-	8,846
Total	**359,032**	**30,194**	**24,332**	**413,558**

CR Restaurants

	Paid in prior periods £	Paid in the Period £	Incurred but not paid £	Total anticipated cost £
Legal costs	94,228	2,571	4,927	101,726
Agent's/valuer's fees	137,913	53,750	5,617	197,280
Employee agent's fees	4,809	-	-	4,809
Total	**236,950**	**56,321**	**10,544**	**303,815**

LI Limited

	Paid in prior periods £	Paid in the Period £	Incurred but not paid £	Total anticipated cost £
Legal costs	75,425	3,182	4,667	83,274
Agent's/valuer's fees	80,378	36,755	4,760	121,893
Employee agent's fees		-	-	11,516
Total	**167,319**	**39,937**	**9,427**	**216,683**

Category 1 expenses incurred by the Administrators

The estimate of anticipated incidental expenses which will be incurred by the Administrators during the course of the Administrations were provided in the Proposals; a copy of that estimate is set out below. The actual expenses may be found in the Receipts and Payments Accounts at Appendix B.

Cost per company	Anticipated cost £
Specific penalty bond	225
Statutory advertising	95
Storage	3,000
Stationery and postage	1,000
Total	**4,320**

The category 1 expenses paid by the Companies total £8,492.

Category 2 expenses

Category 2 expenses are payments to associates of an administrator or which have an element of shared costs and may consist of:

- costs incurred by AlixPartners in respect of several insolvent companies, that are then allocated between those companies; and
- business mileage for staff travel – charged at the rate of 45 pence per mile.

In these Administrations, the Administrators require prior approval from the Secured Creditor to draw category 2 expenses. The Administrators received approval from the Secured Creditor to draw category 2 expenses on 7 September 2020.

No Category 2 expenses have been drawn to date.

Appendix G. Additional information in relation to the Administrators' fees pursuant to Statement of Insolvency Practice 9

Policy

Detailed below is AlixPartners' policy in relation to:

- staff allocation and the use of sub-contractors; and
- professional advisors.

Staff allocation and the use of sub-contractors

The Administrators' general approach to resourcing their assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The case team will usually consist of a managing director, a director or senior vice president, a vice president and a consultant. The exact case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. On larger, more complex cases, several staff at all grades may be allocated to meet the demands of the case. The Administrators' charge-out rate schedule overleaf provides details of all grades of staff.

With regard to support staff, time spent by treasury staff in relation to tasks such as recording transactions and dealing with bank accounts is charged but secretarial time is only recovered if a large block of time is incurred, eg report compilation and distribution.

The following service is being provided on these assignments by an external sub-contractor.

Service type	Service provider	Basis of fee arrangement	Cost to date £
Payroll assistance	Evolve IS Limited	Rate per employee plus fixed fee	25,171

Professional advisors

On these assignments the Administrators have used the professional advisors listed below. The Administrators have also indicated the basis of their fee arrangements with them, which are subject to review on a regular basis.

Name of professional advisor	Basis of fee arrangement
Eversheds Sutherland (International) LLP (legal advice)	Hourly rate and expenses
Kirkland & Ellis International LLP (legal advice)	Hourly rate and expenses
AG&G (property agents)	Fixed fee plus 10% based on recoveries
Hilco (chattel agents – valuation and disposal)	Fixed fee plus expenses
Vigilance (keyholder services)	Hourly rate and expenses

Consultiam Property Limited (CAPA) (rates recovery agent)	Contingent fee – 20% based on recoveries
Gerald Eve LLP (rates recovery agent)	Contingent fee – 12.5% based on recoveries
Aon UK Limited (insurance and risk assessment)	Risk based premium plus fixed fee
Consultus Group (utility refunds)	Contingent fee – 17.5% of recoveries

The Administrators' choice was based on their perception of the professional advisors' experience and ability to perform this type of work, the complexity and nature of the assignments and the basis of their fee arrangements with them.

Charge-out rates

A schedule of AlixPartners' hourly charge-out rates for these assignments effective from 1 January 2022 is detailed below, together with the rates charged prior to that date. Time is charged by the appointees and case staff in units of six minutes.

Description	Rates from 1 January 2022 £	Rates prior to 1 January 2022 £
Managing director	835-1,080	810-1,050
Director	705-770	690-760
Senior vice president	510-620	485-590
Vice president	380-485	360-460
Consultant	130-350	125-335
Treasury and support	190-375	180-335

Appendix H. Exit routes and discharge from liability

Compulsory liquidation – all Companies

A liquidator of a company has certain powers such as the ability to disclaim onerous contracts or assets that are not available to an administrator. If such powers become necessary, the Administrators may make an application to court to end the relevant Administration and request that the court places the company into compulsory liquidation. The Administrators will send notice of any such application to the relevant company and its creditors.

Dissolution of the Companies

The Administrators have distributed the Unsecured Creditors' Funds in each of the Companies. The Administrators will file notices together with their final progress report at court and with the Registrar of Companies for the dissolution of the Companies once all outstanding matters in the Administrations have been finalised. The Administrators will send copies of these documents to the Companies and the respective creditors. The Administrations will end following the registration of the notices by the Registrar of Companies. Based on current information, the Administrators think that this is the most likely exit route for the Companies.

Discharge from liability

The Administrators will seek approval of their discharge from liability from the Secured Creditor of the Companies. It is proposed that the Administrators will be discharged from liability under paragraph 98 of schedule B1 of the Insolvency Act 1986 directly after their appointments as Administrators cease to have effect.