

AM10

Notice of administrator's progress report



Companies House

FRIDAY



A13 *A8FTUC03* 11/10/2019 #357
COMPANIES HOUSE

1 Company details

Company number 00846922

Company name in full Lehman Brothers Limited

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

2 Administrator's name

Full forename(s) Michael John Andrew

Surname Jervis

3 Administrator's address

Building name/number 7

Street More London Riverside

Post town London

County/Region

Postcode SE1 2RT

Country England

4 Administrator's name ①

Full forename(s) Zelf

Surname Hussain

① Other administrator
Use this section to tell us about
another administrator.

5 Administrator's address ②

Building name/number 7

Street More London Riverside

Post town London

County/Region

Postcode SE1 2RT

Country England

② Other administrator
Use this section to tell us about
another administrator.

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6 Period of progress report

| | | | | | | | | |
|-----------|-----|-----|-----|-----|-----|-----|-----|-----|
| From date | d 1 | d 5 | m 0 | m 3 | y 2 | y 0 | y 1 | y 9 |
| To date | d 1 | d 4 | m 0 | m 9 | y 2 | y 0 | y 1 | y 9 |

7 Progress report

☒ I attach a copy of the progress report

8 Sign and date

Administrator's
signature

Signature

X *M. J. Gervin*

X

Signature date

| | | | | | | | |
|-----|-----|-----|-----|-----|-----|-----|-----|
| d 0 | d 9 | m 1 | m 0 | y 2 | y 0 | y 1 | y 9 |
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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. ①
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

① 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) | Gillian Eleanor |
| Surname | Bruce |

3 Insolvency practitioner's address

| | |
|----------------------|-----------------------|
| Building name/number | 7 |
| Street | More London Riverside |
| Post town | London |
| County/Region | |
| Postcode | S E 1 2 R T |
| Country | England |

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- REC1, REC2, REC3
- LIQ02, LIQ03, LIQ05, LIQ13, LIQ14,
- WU07, WU15
- COM1, COM2, COM3, COM4
- NDISC

2 Insolvency practitioner's name

Full forename(s) Edward John

Surname Macnamara

3 Insolvency practitioner's address

Building name/number 7

Street More London Riverside

Post town London

County/Region

Postcode S E 1 2 R T

Country England

Continuation page

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- REC1, REC2, REC3
- LIQ02, LIQ03, LIQ05, LIQ13, LIQ14,
- WU07, WU15
- COM1, COM2, COM3, COM4
- NDISC

2 Insolvency practitioner's name

Full forename(s) Russell

Surname Downs

3 Insolvency practitioner's address

Building name/number 7

Street More London Riverside

Post town London

County/Region

Postcode S E 1 2 R T

Country England

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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 **Bryony Ball**

Company name **PwC LLP**

Address **8th Floor, Central Square**

29 Wellington Street

Post town **Leeds**

County/Region

Postcode

| | | | | | | |
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| L | S | 1 | | 4 | D | L |
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Country

DX

Telephone



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:

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Further information

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



Checklist

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

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Lehman Brothers Limited – In Administration

Joint Administrators' progress
report for the period 15 March 2019
to 14 September 2019

9 October 2019

Contents

| | | |
|------------------|--|-----------|
| Section 1 | <i>Purpose of the Joint Administrators' progress report</i> | 1 |
| Section 2 | <i>Joint Administrators' actions to date</i> | 2 |
| 2.1 | Intercompany balances | 3 |
| 2.2 | Outstanding matters | 4 |
| 2.3 | Creditor claims and dividend prospects | 5 |
| 2.4 | Tax planning and compliance | 7 |
| Section 3 | <i>Statutory and other information</i> | 8 |
| Section 4 | <i>Joint Administrators' remuneration and other matters</i> | 9 |
| Section 5 | <i>Analysis of the Joint Administrators' time costs</i> | 11 |
| Section 6 | <i>Our future work</i> | 15 |
| Section 7 | <i>Legal and other professionals</i> | 17 |
| Section 8 | <i>Receipts and payments to 14 September 2019</i> | 18 |
| Section 9 | <i>Statement of expenses</i> | 19 |

Section 1 Purpose of the Joint Administrators' progress report

Introduction

This is the 22nd progress report prepared by the Joint Administrators (the "Administrators") of Lehman Brothers Limited ("LBL" or the "Company").

This report provides an update on the work the Administrators have undertaken, with particular focus on progress between 15 March 2019 and 14 September 2019 (the "reporting period").

Objectives of the Administration

The Administrators are pursuing the objective of achieving a better result for LBL's creditors as a whole than would be likely if LBL were wound up (without first being in administration).

The specific aims of this Administration have included:

- Realise all assets of LBL, where value may exist;
- Provide ongoing employee and infrastructure support to the Lehman Brothers Group of companies (the "Group") that are in Administration in exchange for appropriate reimbursement;
- Mitigate, so far as possible, any further liabilities against LBL by the transfer or termination of contracts; and
- Adjudicate the claims of creditors and pay distributions to creditors with admitted claims.

Creditors' Committee

The Administrators regularly meet with the Creditors' Committee (the "Committee") to explain how key aspects of the Administration are being dealt with and to consult with the Committee on critical issues.

To date, the Administrators have held 30 meetings with the Committee.

Outcome for unsecured creditors

Creditors will recall that before the commencement of this reporting period the Administrators had paid:

- a dividend of 100p in the £ to former employees on admitted preferential claims (comprising claims for unpaid wages and holiday pay);

- two dividends totalling 100p in the £ on admitted ordinary unsecured claims;
- two dividends totalling 100p in the £ on admitted subordinated claims ranking ahead of statutory interest; and
- an interim distribution to preferential, unsecured and subordinated creditors of 31.4% of creditors' respective entitlements to interest for post-Administration periods ("statutory interest") was declared on 13 September 2018 and subsequently paid.

At present the quantum and timing of any further distribution in respect of statutory interest is unknown.

Why we remain in office

The Administrators remain in office to deal with the following tasks: collection of outstanding debts; resolution of the Clawback and certain other claims; payment of further and final statutory interest payments; compliance with tax and VAT matters; compliance of statutory tasks; and conclusion of the Administration and winding up of the Company. Further details are contained within the body of this report.

Future reports

The Administrators will circulate their next report to creditors in approximately six months.

Signed



MJA Jervis
Joint Administrator
Lehman Brothers Limited

MJA Jervis, Z Hussain, GE Bruce, R Downs and EJ Macnamara were appointed as Joint Administrators of Lehman Brothers 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 may act as controllers of personal data as defined by UK data protection law depending upon the specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a processor on the instructions of the Joint Administrators. Personal data will be kept secure and processed only for matters relating to the Joint Administrators' appointment. Further details are available in the privacy statement on the PuC.co.uk website or by contacting the Joint Administrators.

Section 2 Joint Administrators' actions to date

Creditors will be aware that before the Administration, LBL held most of the UK service and employee contracts on behalf of the Group, and provided all HR, IT, property, accounting and other services for the Group in the UK and Europe.

Following the Administrators' appointment, LBL continued to provide services to the other UK based Lehman Brothers companies that are in Administration (the "Lehman Administration Companies"). On 31 May 2013, the Administrators agreed with Lehman Brothers International (Europe) (in Administration) ("LBIE") and other Lehman Administration Companies to transfer to LBIE the then continuing services and 400 retained employees.

Throughout the Administration the Administrators have utilised specialist teams from their firm PricewaterhouseCoopers LLP ("PwC"), who have worked with retained LBL and latterly LBIE employees to ensure that LBL's operations are properly coordinated and the objectives of the Administration are met.

As at the date of the Administration, LBL's primary assets included inter-company receivables, tax refunds, IT assets and fixtures & fittings. The management and realisation of these assets have been undertaken by separate work stream teams (e.g. the Intercompany team) to maximise the outcome for LBL's creditors as a whole.

Key progress from 15 March 2019 to 14 September 2019 includes:

- Receipt of further intercompany balances totalling c.£110m;
- Continued adjudication of claims of ordinary unsecured creditors, the payment of further catch-up dividends and the re-issue of returned dividends totalling £526k;
- Continued review of evidence and legal arguments, and engagement with other Lehman entities in relation to the ranking of subordinated debt in LB Holdings Intermediate 2 Ltd (in Administration) ("LBHI2"), which may materially impact realisations in LBL's major debtor, Lehman Brothers Holdings Plc (in Administration) ("LBH Plc");
- Liaison with HMRC in relation to tax deductions from dividends paid on employees' claims, and in relation to Lehman Group corporation tax matters;

- Considering, analysing and liaising with stakeholders in relation to proposals to accelerate the closing of the estates of LBL and other entities; and
- Continued review and liaison with legal advisors regarding intercompany balances and Clawback, including in relation to Clawback addressing proceedings in the English Court, and the bankruptcy Court of the Southern District of New York.

Receipts and payments account

The receipts and payments account at Section 8 shows cash held increasing from c.£114.3m to c.£220.8m in the period. Key movements include:

- Intercompany debtor recoveries of £110m; and
- VAT of c£1.3m recovered in LBL's capacity as the representative member of the VAT group.

Following a reconciliation exercise undertaken in the period, it has come to light that the amount included in the receipts and payments account relating to distributions paid was understated by c£8m, and accordingly the net cash position was overstated by the same. The brought forward balance has been adjusted to correct this.

As set out in earlier Progress Reports, all of the Company's assets are uncharged, there being no secured creditors.

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. Given the nature of the Company's assets and ongoing realisations, the Administrators are not in a position to provide an estimate of the final outcome for creditors.

Statement of expenses

A statement of expenses incurred in the reporting period and an estimate of future expenses is set out at Section 9.

Investigations and actions

No matters have come to the Administrators' attention during the period under review to suggest that they need to do any further work pursuant to their duties under the Company Directors' Disqualification Act 1986 and Statement of Insolvency Practice No.2.

2.1 Intercompany balances

Overview

As set out in previous reports, the global nature of the Lehman business, with highly integrated trading and non-trading relationships across the Group, led to a complex series of intercompany positions at the date of Administration. These included 289 debtor and creditor balances between LBL and the rest of the Group, representing at book value c.£1.2bn of receivables and c.£0.7bn of payables. Of these, c.£1.1bn (>90%) of receivables related to five relationships. In addition, LBL held guarantees from Lehman Brothers Holdings Inc. ("LBHI") in respect of claims against some other Group companies.

As a service company, LBL recharged to other Group companies the costs it incurred in the provision of services. In excess of 95% of such costs were charged to either LBIE or Lehman Brothers Europe Limited (in Administration), ("LBEL").

Approximately 15 other Group balances continue to be monitored and progressed where there remains a reasonable prospect of future realisations.

Progress

As creditors may recall from Progress Reports for earlier periods, the Waterfall III settlement provided that the final account balances between LBL and LBIE, and LBL and LBEL, were to be agreed at nil and c.£282.2m respectively.

Material developments in the period include:

- c.£105.5m has been received from LBH Plc, of this sum c.£87.7m was in respect of a final distribution on LBL's claim for c.£709m, bringing total distributions received to 100p in the £, and c.£17.8m as a first payment of statutory interest on that claim;
- As creditors are aware, a Plan of Reorganisation of LBHI and the other Affiliates in US Chapter 11 proceedings became effective on 6 March 2012. As a result of the Clawback proceedings, described further in Section 2.2, no funds were received in the reporting period on the allowed claim in LBHI, and the total recovery from this claim remains uncertain;
- c.£3.7m was received from the estate of Thayer Properties (Jersey) Limited by way of first distribution; and
- A number of smaller recoveries have been received from group companies in a variety of jurisdictions, and further recoveries are anticipated.

2.2 Outstanding matters

Clawback

LBL's allowed claim in LBHI relates to guarantees of liabilities to LBL of certain other Lehman Brothers companies, including LBH Plc. The allowed claim is, under the terms of the LBHI settlement, subject to a "clawback" mechanism triggered where recoveries exceed the value of guaranteed liabilities.

The basis of calculating the sums payable under the "clawback" mechanism remains subject to continuing discussion with LBHI, in coordination with other Lehman UK Group entities.

On 30 April 2019, LBHI initiated proceedings in the United States Bankruptcy Court Southern District of New York (the "Bankruptcy Court") against LBL and certain other Lehman Brothers companies, without prior notice to the Administrators. LBHI is seeking to reclaim c.\$128m from LBL in relation to the guarantee claims, along with pre-judgment interest of 9%.

Jointly with certain other UK affiliates, the Administrators applied to the English Court for directions as to the proper course of action, whilst simultaneously engaging with LBHI to seek a consensual way forward.

The English Court directed that the matter be heard in the Bankruptcy Court, and those proceedings now continue.

As a result of these proceedings, until such time as the mechanism for calculation of the clawback payment (or other commercial arrangement) is agreed, further sums received from guaranteed entities are reserved and will not be available for distribution.

Subordinated claims in LBHI2

As set out in previous progress reports, LBL's largest debtor, LBH Plc, has a number of assets which it has yet to realise, the largest of which is a subordinated claim in LBHI2.

LBHI2 received material additional funds following settlement of the Waterfall II proceedings, and is now in a position to pay distributions to its creditors with subordinated claims.

In addition to the subordinated claim from LBH Plc described above, there is another material subordinated liability in LBHI2. It is yet to be determined whether the two subordinated claims rank equally (*pari passu*), or if one or the other ranks first. The answer to that question will have a

material impact on realisations in LBH Plc and in turn, in LBL which has material potential recoveries in respect of statutory interest on its claim in LBH Plc.

As stated in previous reports the Administrators of LBHI2 have issued an application to the High Court for directions in relation to the ranking of the two subordinated claims in LBHI2. There is a similar issue in LBH Plc, and the Administrators of LBH Plc have likewise issued an application to the Court for directions; the two issues being related, they will be heard by the Court together, in November 2019. Only the application by LBHI2 is immediately relevant to LBL, LBL's claim in LBH Plc ranking ahead of subordinated claims in that company.

LBL has not been joined to the applications. However, the Administrators have continued to engage with the Administrators of LBH Plc to ensure all arguments that may be beneficial to LBL's position and can be properly made, are made.

Potential settlements of LBL and other affiliate estates

The Administrators have continued to explore with LBHI and other stakeholders potential mechanisms to accelerate the payment of further distributions to creditors, and closure of the estates of LBL and certain other Lehman UK entities.

2.3 Creditor claims and dividend prospects

Preferential creditors

As creditors are aware from previous reports, a dividend of 100p in the £ has been paid to preferential creditors whose claims have been admitted.

Unsecured and subordinated creditors

Creditors are also aware from previous reports that the following dividends have been paid to ordinary unsecured creditors and subordinated creditors whose claims have been admitted:

- a first interim dividend of 1.66p in the £ was declared and paid on ordinary unsecured claims in December 2014;
- a second dividend of 98.34p in the £ was declared and paid in September 2017, bringing the total paid on ordinary unsecured claims to 100p/£;
- additionally, a first interim dividend of 77.44p in the £ was declared and paid in September 2017 on subordinated claims ranking ahead of statutory interest; and
- in April 2018 a second dividend of 22.56p in the £ was declared on such claims, bringing the total paid to 100p in the £.

Interest for post-Administrations periods (“statutory interest”)

On 13 September 2018 an interim distribution was declared and subsequently paid in respect of statutory interest, being 31.4% of the respective entitlements to such interest of preferential creditors, unsecured creditors and subordinated creditors with claims ranking ahead of statutory interest.

During the reporting period the Administrators have paid one further catch up distribution relating to statutory interest and unsecured claims admitted in the period, and will continue to do so when economically viable. The total of statutory interest paid to the date of this report is c.£159.1m.

Claims agreement

The Administrators’ Notice of Intended Dividend dated 6 August 2018 gave notice that the last date for proving for claims was 28 August 2018. As such the deadline for submitting claims has passed and the Administrators are not obliged to adjudicate claims submitted after that date.

A number of additional or amended claims were submitted before 28 August 2018. Work has continued to review and adjudicate the remaining claims. In the reporting period we have reviewed and rejected 17 claims totalling c.£1.9m, one claim has been admitted and a further claim has been admitted in part with a balance still under adjudication. A remaining balance of c.£16.3m (five claims) remains to be formally adjudicated and review of these remains ongoing. One of these claims is discussed in more detail under “Employee claims” below. Another is the claim submitted by HMRC, and is discussed in more detail in Section 2.4.

Employee claims

The Administrators have continued to correspond with a small number of former employees regarding the adjudication of their claims.

Creditors will recall that as at the date of the previous report, six former employees had outstanding Employment Tribunal (“ET”) claims. These six had not responded to repeated efforts to engage with them and the Administrators therefore applied to the relevant ET to strike out their claims.

In the period, four of these claims were struck out and one withdrawn. The sole remaining ET claim is in mediation. We actively continue to seek resolution by means either of strike out, or adjudication of claims in the Administration.

Catch up dividends

It is the Administrators’ policy to make periodic “catch up” dividend payments to creditors when further claims are agreed. During the reporting period, further catch-up dividends, along with re-issued dividends have been paid totalling c.£526k (including statutory interest). Any future catch up payments will be made at a time when it is economically appropriate to do so.

Claim reserves and dividend prospects

The Administrators continue to reserve for claims not yet finally adjudicated.

The quantum and timing of any further payments in respect of post-Administration interest are currently uncertain and will depend on progress in addressing claims reserved for Clawback (as described in Section 2.2), and additional realisations principally from LBL’s claim in LBH Plc which is materially dependent on the ranking of subordinated debt in LBHI2 (also as described in Section 2.2).

Issues and priorities

The Administrators' priorities in relation to creditor claims for the next six months are to continue to review and adjudicate outstanding unsecured claims and make catch up payments as and when it is viable to do so.

2.4 Tax planning and compliance

Overview

Prior to entering Administration, LBL coordinated the Group corporate tax, VAT and PAYE affairs. Since Administration, this role has diminished but LBL continues to act as representative member of the Lehman Administration Companies VAT group and coordinates the Group loss allocation for corporation tax purposes.

Progress

Specific progress in the reporting period includes:

Corporation Tax

- Preparation of the 2017 tax return – including ongoing review of tax legislative changes and impact with regards loss restriction rules and corporate interest deductibility rules;
- Providing tax support to discuss approach and potential methodology to accelerate repayments of cash to creditors, including meetings with LBHI, legal counsel and internal tax team;
- Preparation and submission of CT61 returns for the purposes of withholding income tax from payments of statutory interest;
- Preparation and submission of Schedule 23 returns as requested by HMRC following payments of statutory interest;
- Compliance with our responsibilities under Senior Accounting Officer legislation;
- Working with PwC specialists to assess LBL's compliance in relation to the impending Business Risk Review ("BRR") procedures being implemented by HMRC, in preparation for a meeting with HMRC; and
- Adherence to the UK Corporate Criminal Offence legislation and tax reporting requirements.

VAT

- All VAT returns have been submitted up to, and including, the quarter ended May 2019.
- Since the last report to creditors, LBL has received a repayment from HMRC for the February 2019 quarter, totalling c.£1.3 million of which c.£92k relates to LBL.

PAYE and other employment taxes

- As previously reported, LBL was the employer in relation to certain Employment Benefit Trusts ("EBTs") in respect of which a number of complex tax issues arise. An 'Offer of Settlement' was agreed with HMRC and the Trustees of the EBTs to resolve many of the issues. The Settlement was accepted by all except five of the former Lehman employees who are beneficiaries of the EBTs. It has not been possible to obtain the agreement of the remaining five former employees. Discussions continue with HMRC and the Trustees to identify a means of closing off tax and other obligations in relation to the EBTs. In the period, tax specialists from PwC met with former Lehman employees and reviewed historic records to aide these discussions; and
- Correspondence with HMRC in respect of HMRC's enquiries in relation to tax and NIC deducted from former employees' dividends. In the period, a settlement was agreed and all payments of tax and NI have now been made.

HMRC Unsecured Claim

- Correspondence with HMRC and subsequent agreement of part of HMRC's pre-administration claim principally in respect of employment-related taxes, as well as set off of VAT and corporation tax refunds due; and
- A significant amount of the work in the period was focused on an element of the claim, relating to inheritance tax ("IHT") arising in respect of payments made out of the EBTs. Work is ongoing with the EBT trustees and IHT specialists to review the validity and quantum of this element of the claim.

Section 3 Statutory and other information

| | |
|--|---|
| <i>Court details for the Administration:</i> | High Court of Justice, Chancery Division, Companies Court - Case 7945 of 2008 |
| <i>Full name:</i> | Lehman Brothers Limited |
| <i>Trading name:</i> | Lehman Brothers Limited |
| <i>Registered number:</i> | 00846922 |
| <i>Registered address:</i> | 7 More London Riverside, London, SE1 2RT |
| <i>Date of the Administration appointment:</i> | 15 September 2008 |
| <i>Administrators' names and addresses:</i> | Michael John Andrew Jervis, Zelf Hussain, Gillian Eleanor Bruce, Edward John Macnamara and Russell Downs of PricewaterhouseCoopers LLP, 7 More London Riverside, SE1 2RT lblequiries@uk.pwc.com |
| <i>Changes in Administrator:</i> | Derek Anthony Howell was appointed as an additional Joint Administrator on 30 November 2009. Julian Guy Parr replaced Derek Anthony Howell as a Joint Administrator on 22 March 2013. Zelf Hussain replaced Dan Yoram Schwarzman as a Joint Administrator on 1 June 2016, on which day Anthony Victor Lomas, Steven Anthony Pearson and Julian Guy Parr also ceased to act as Joint Administrators. Gillian Eleanor Bruce, Edward John Macnamara and Russell Downs were appointed as additional Joint Administrators on 26 July 2018. |
| <i>Appointer's / applicants' name and address:</i> | High Court of Justice, Chancery Division, Companies Court on the application of the directors of the Company, 25 Bank Street, London, E14 5LE. |
| <i>Division of the Administrators' responsibilities:</i> | In relation to paragraph 100(2) Sch.B1 IA86, during the period for which the Administration is in force, any act required or authorised under any enactment to be done by either or all of the Joint Administrators may be done by any or 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 five successive extensions to the Administration to: 30 November 2011; 30 November 2013; 30 November 2014; 30 November 2016; and 30 November 2020. |
| <i>Estimated dividend for unsecured creditors:</i> | An Order was granted giving the Joint Administrators leave to pay distributions to (non-preferential) unsecured creditors of LBL. The Administrators declared and paid a first interim dividend of 1.66p in the £ to ordinary unsecured creditors on 15 December 2014, and declared on 6 September 2017 and paid shortly thereafter a second dividend of 98.34p to ordinary unsecured creditors. A first interim dividend of 77.44p in the £ was declared and paid to subordinated creditors ranking above statutory interest in 11 September 2017, and a second and final dividend of 22.56p in the £ was paid to such creditors on 14 April 2018. The Administrators have issued a final Notice of Intended Dividend for unsecured claims and post-Administration interest setting a last date for proving of 28 August 2018, and on 13 September 2018 declared a distribution of 31.4% of creditors' entitlements statutory interest. |

Section 4 Joint Administrators' remuneration and other matters

Background

The Creditors Committee is responsible for agreeing the basis and quantum of the Administrators' remuneration.

The Insolvency legislation

There are three alternative fee bases under Insolvency legislation, being either, or a combination of:

- A percentage of the value of the property with which the administrator has to deal.
- By reference to the time properly given by the administrator and his staff in attending to matters arising in the administration.
- As a set amount.

Insolvency legislation also provides that in arriving at its decision on remuneration, the Committee is required to consider the following matters:

- The complexity (or otherwise) of the case;
- Any responsibility of an exceptional kind or degree which falls on the administrator;
- The effectiveness with which the administrator appears to be carrying out, or to have carried out, their duties; and
- The value and nature of the property which the administrator has to deal with.

Statement of Insolvency Practice No. 9 ("SIP9")

In addition to Insolvency legislation, SIP9, issued by the Joint Insolvency Committee, provides guidance to insolvency practitioners in relation to the disclosure of payments to insolvency office holders and their associates.

The purpose of SIP9 is to set out the principles and key compliance standards with which insolvency practitioners are required to comply with regard to the provision of information to creditors and other interested parties who have a financial interest in the level of office holders' remuneration, disbursements and expenses paid from an insolvent estate.

In accordance with SIP9, which was revised with effect from 1 December 2015, Sections 5 and 6 shows a summary of the work undertaken by the Administrators in the reporting period and, to the extent that is not prejudicial to the interests of the Company, the expected future work the Administrators are to carry out to achieve the purpose of the Administration is shown in Section 2.

Creditors have the right to ask for information and challenge the Administrators' fees if they believe that they are too high. Creditors can find an explanatory note online at:

<https://www.icaew.com/-/media/corporate/files/technical/insolvency/creditors-guides/2017/administration-creditor-fee-guide-6-april-2017.ashx?la=en>

A copy, free of charge, can be obtained from the Administrators.

Resolutions of the Creditors' Committee

Given the fundamental uncertainties about the value of the property with which the Administrators have to deal, the Committee resolved that the Administrators' remuneration be based on the 'time properly given' basis – i.e. an hourly billing basis.

The Committee also resolved that the Administrators may draw 75% of their time costs on account to assist with the smoothing of working capital. All such costs are subject to detailed reporting to the Committee and the extent to which the Administrators can draw remuneration is subject to its approval.

Costs incurred and approved to date

To 14 September 2019, the Administrators have drawn fees of c.£38m, including c.£1m of disbursements (exclusive of VAT) in accordance with the Committee resolution and approvals. These fees are shown in the receipts and payments account at Section 7. During the reporting period, the Administrators drew fees of c.£973k on account of their time costs.

The time cost charges incurred in the period 1 March 2019 to 31 August 2019 are c.£936k. An analysis of the total hours and cost incurred by grade of staff can be found at Section 5.

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, support and secretarial staff) 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 cashiers, support and secretarial staff is charged for separately and is not 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.

The following table summarises the hourly rate ranges charged per hour for the grades of staff who have already worked on the Administration during the reporting period:

| Grade | Min Rate (£) | Max Rate (£) |
|------------------|---------------------|---------------------|
| Partner | 812 | 1,385 |
| Director | 370 | 1,295 |
| Senior Manager | 450 | 1,290 |
| Manager | 355 | 775 |
| Senior Associate | 182 | 435 |
| Associate | 95 | 270 |

Payments to associates

No work by associates has taken place during the reporting period.

Subcontractors

No work was subcontracted by the Administrators in the reporting period.

Relationships

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

Legal and other professional firms

A summary of legal advisors instructed by the Administrators can be found at Section 7. The Administrators are satisfied that the level of legal and professional costs are appropriate.

Disbursements

The Administrators do not need 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 "Category 2" disbursements must be directly incurred on the case, subject to a reasonable method of calculation and allocation and approved by the same party who approves 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.

The following disbursements were incurred in the reporting period:

| Description | Category 1 (£) | Category 2 (£) |
|---------------------------------|-----------------------|-----------------------|
| Reimbursement of staff expenses | 1,256.95 | - |
| Posting and Printing | 6.73 | - |
| Total | 1,263.68 | - |

Section 5 Analysis of the Joint Administrators' time costs

The table below summarises time spent by the Administrators and their staff in the six month period from 1 March 2019 to 31 August 2019.

| Reporting Category | Partner | | Director | | Senior Manager | | Manager | | Senior Associate | | Associate | | Total | |
|------------------------------|------------|----------------|-----------|---------------|----------------|----------------|------------|----------------|------------------|----------------|------------|---------------|--------------|----------------|
| | Hours | Cost £ | Hours | Cost £ | Hours | Cost £ | Hours | Cost £ | Hours | Cost £ | Hours | Cost £ | Hours | Cost £ |
| Accounting and Treasury | 5 | 3,768 | 1 | 1,292 | 21 | 11,519 | 23 | 9,665 | 239 | 86,421 | 32 | 6,793 | 319 | 119,457 |
| Employee and creditor claims | - | - | - | - | 7 | 3,588 | 18 | 6,748 | 34 | 7,493 | 45 | 6,955 | 103 | 24,784 |
| Intercompany | - | - | - | - | - | - | 7 | 2,753 | - | - | 2 | 324 | 9 | 3,076 |
| Litigation | 4 | 3,460 | - | - | 58 | 34,318 | 42 | 16,318 | 19 | 5,497 | - | - | 122 | 59,592 |
| Statutory and Compliance | 2 | 1,841 | 1 | 950 | 4 | 2,058 | 56 | 20,823 | 4 | 1,210 | 57 | 9,907 | 124 | 36,787 |
| Strategy and Planning | 187 | 175,859 | - | - | 261 | 146,684 | 67 | 26,892 | 37 | 10,926 | 45 | 7,814 | 597 | 368,175 |
| Tax & VAT | 27 | 31,254 | 58 | 62,159 | 166 | 139,388 | 88 | 55,814 | 43 | 13,726 | 112 | 22,019 | 494 | 324,360 |
| Total | 224 | 216,182 | 60 | 64,401 | 516 | 337,554 | 301 | 139,012 | 375 | 125,273 | 291 | 53,810 | 1,768 | 936,231 |
| Average rate (£/Hour) | | 966 | | 1065 | | 654 | | 461 | | 334 | | 185 | | 530 |

| Summary of time costs incurred to 31 August 2019 | | Cost £ |
|--|--|-------------------|
| Cumulative time costs to 28 February 2019 | | 36,096,530 |
| Time costs incurred in the period 1 March 2019 to 31 August 2019 | | 936,231 |
| Total | | 37,032,761 |

Examples of work undertaken in the six-month period 1 March 2019 to 31 August 2019, broken down by category, are as follows:

Accounting and treasury – £119,457

Work reported in this category relates to LBL's accounting and treasury activities to maximise interest receipts, manage liquidity and minimise financial risk, preserving value for creditors. Key activities include:

- Investment, monitoring and control of LBL's free cash resources, including ensuring cash held at best rates only in approved banks and subject to frequently reviewed limits;
- Monitoring investment strategy and reviewing in response to changing market conditions;
- Reviewing liquidity and investment maturities to ensure sufficient cash to meet Administration expenses;
- Periodic audit of treasury processes and procedures;
- Adherence to the UK and US FATCA (Foreign Account Tax Compliance Act) and CRS (Common Reporting Standard);
- Preparing of periodic receipts & payments reports and information to support financial management and decision making;
- Periodic reconciliation of bank accounts to ledger;
- Providing input to VAT returns and distribution of VAT receipts to other Lehman Administration Companies;
- Processing of general day to day payments and receipts;

- Foreign exchange transfers on receipt of material foreign currency balances; and
- Facilitating payments of statutory interest distribution, catch-up and reissued dividends.

Employee and creditor claims – £24,784

Work reported in this category relates to LBL's claim adjudication and creditor details the work has been done in preparation for a return to creditors and to ensure ease of receipts. Key activities include:

General supplier creditor claims

- Adjudication of supplier claims and corresponding with creditors to obtain further information;
- Preparing and paying a further catch up distribution in the reporting period;
- Obtaining and verifying revised bank account details from creditors;
- Re-issue of returned dividends to creditors; and
- Updating creditor contact details when notified.

Employee claims

- Obtaining and verifying revised bank account details from employee creditors;
- Calculating and paying of catch up dividends to employee creditors;
- Re-issue of returned dividends to employee creditors;

- Continued work to review and adjudicate former employees' claims;
- Ongoing engagement with employee creditors to resolve outstanding employment tribunal claims and discussions with lawyers to agree strategy to deal with these claims; and
- Updating employee creditor contact details as notified.

See Section 2.3 for further information on the above work streams.

Intercompany – £3,076

This work relates to the agreement of intercompany balances and collection of receivables for the benefit of creditors and increased returns to creditors. This excludes matters actually or potentially the subject of litigation. See Section 2.1 for further detail.

Litigation – £59,592

This work relates to the agreement of intercompany balances and collection of receivables for the benefit of creditors and maximising returns to creditors, inclusive of matters actually or potentially the subject of litigation.

- The Administrators have engaged extensively with solicitors and Counsel to ascertain how best to approach the application for directions, the principle objective being to ensure that all arguments that could properly be made in favour of LBL's position were made to the Court.

See Section 2.1 and 2.2 for further information on the above work streams.

Statutory and compliance – £36,787

Work the Administrators undertake in order to ensure compliance with statutory and regulatory requirements. Key activities include:

- Preparing for and reporting to the Committee at the meeting held on 29 May 2019;

- Preparing and issuing of March 2019 progress report to creditors;
- Six monthly review of case progress;
- Other statutory filings at Companies House and Court;
- Recording, monitoring and reporting of time spent by Administration case staff; and
- Reviewing and approving legal and other third party costs and invoices.

Strategy and planning – £368,175

This work relates to directing and coordinating the overall conduct of the Administration so that it is progressed in a timely and efficient manner for the benefit of the Company's creditors. Key activities include:

- Considering and directing the overall strategy for LBL, including engagement with stakeholders and legal advisers in particular with regard to potential mechanisms to accelerate payments to creditors, and the Clawback litigation in the English Court and the Bankruptcy Court;
- Oversight of the claims adjudication process and reserving for claims and other matters including provisioning for any outstanding claims and matters to a sufficient level;
- Liaison with legal advisers and LBL Plc in relation to the application for directions as regards the ranking of subordinated debt in LBHI2, reviewing documents and considering evidence, to ensure arguments favouring LBL's position that can be properly made, are made;
- Working with other Lehman Administration Companies to pay distributions in a coordinated manner;
- Coordinating, directing and resourcing work stream activities;

- Oversight of reporting and accounting, including periodic meetings to monitor progress; and
- Oversight of funds management and investment strategy.

Tax and VAT – £324,360

Work reported in this category includes compliance with tax legislation under the Administrators' obligations as proper officers for tax, and planning to ensure the efficient realisation of assets for the benefit of the Company's creditors as a whole. Work performed includes:

- Preparation and submission of VAT returns;
- Distribution of VAT receipt received as Representative Member to other Lehman estates and collecting VAT contributions;
- Preparation of accounting information to support tax computations;
- Preparation of corporation tax returns;
- Adjudicating HMRC's pre-administration claim, primarily with respect to Inheritance Tax, arising in respect of payments made out of the Employment Benefit Trust, which is a complex element of their claim;
- Separate correspondence with HMRC, EBT trustees and IHT specialists to agree certain elements of their claim;
- Audit of VAT and tax returns, implementation and monitoring of risk and quality metrics;
- Submission of monthly RTI (Real Time Information) returns for dividends paid to former employee and related tax adjustments;
- Consideration of impact on the Company of changes to UK tax legislation, including loss restriction and interest deductibility rules, and the potential impact as part of the corporation tax returns;

- Compliance with various reporting obligations including tax strategy, Senior Accounting Officer and corporate criminal offence legislation;
- Working with PwC specialists to assess LBL's compliance in relation to the impending business risk review ("BRR") procedures being implemented by HMRC, in preparation for a meeting with HMRC; and
- Extensive tax support to discuss approach and potential methodology to accelerate repayments of cash to creditors, including meetings with LBHI, legal counsel and internal tax specialists, and review of cash flow models.

For further information see Section 2.4.

Section 6 Our future work

Examples of work still to be done to achieve the purpose of the Administration are shown below, due to complexities and uncertainties as to timescale and quantum of further receipts into LBL, estimated costs have not been provided with our below summary. Costs are reported to and approved by the creditors committee on a six monthly basis. This is not an exhaustive list and contains samples of the work still to be undertaken:

Accounting and treasury

- Investment, monitoring and control of LBL's free cash resources, including ensuring cash held at best rates only in approved banks and subject to frequently reviewed limits;
- Adherence to the UK and US FATCA (Foreign Account Tax Compliance Act) and CRS (Common Reporting Standard);
- Processing of general day to day payments and receipts; and
- Facilitating payments of catch-up and reissued dividends.

Employee and creditor claims

General supplier creditor claims

- Adjudication of final supplier claims and corresponding with creditors to obtain further information;
- Payment of further catch up dividends and statutory interest; and
- Re-issue of returned dividends to creditors.

Employee claims

- Re-issue of returned dividends to employee creditors;
- Payment of further catch up dividends and statutory interest; and
- Ongoing engagement with employee creditors to resolve outstanding employment tribunal claims and discussions with lawyers to agree strategy to deal with these claims.

Intercompany

- Continued recovery of intercompany balances and coordination of distributions between intercompany debtor balances; and
- Review of "clawback" mechanism and liaising with legal advisors and other Lehman Companies regarding next steps and conclusion of matters.

Litigation

- Continued involvement in intercompany litigation where LBL has a beneficial interest.

Statutory and compliance

- Preparing and issuing of further progress reports to creditors;
- Six monthly review of case progress;
- Other statutory filings at Companies House and Court; and
- Planning for further extension of the Administration as required.

Strategy and planning

- Considering and directing the overall strategy for LBL, including engagement with stakeholders and legal advisers in relation to the Clawback litigation, and potential mechanisms to accelerate distributions to creditors;
- Preparation of and reporting to creditors committee on a periodic basis; and
- Oversight of reporting and accounting, including periodic meetings to monitor progress.

Tax and VAT

- Providing tax support to discuss approach and potential methodologies to accelerate repayments of cash to creditors;
- Preparation and submission of VAT returns;
- Consideration of impact on the Company of changes to UK tax legislation, including loss restriction and interest deductibility rules, and the potential impact as part of the corporation tax returns;
- Meetings with HMRC to agree HMRC's pre-administration claim principally in respect of employment-related taxes, including set off of corporation tax refunds due;
- Compliance with various reporting obligations including tax strategy and corporate criminal offence legislation; and
- Meetings with HMRC employment specialists.

Closure

- Preparing for and dealing with closure of the Administration and dissolution of the Company.

Section 7 Legal and other professionals

| Service provided | Name of firm / organisation | Reason selected | Basis of fees |
|---|---|--|---|
| Legal services, including: | <ul style="list-style-type: none"> Buis Burgi AG | <ul style="list-style-type: none"> Specialist knowledge and experience (in overseas jurisdictions, where applicable). | <ul style="list-style-type: none"> Time cost basis. Time cost analyses are reviewed and approved prior to payment of invoices. |
| <ul style="list-style-type: none"> Local advice on overseas asset realisations. | <ul style="list-style-type: none"> Dechert LLP Linklaters LLP | | |
| <ul style="list-style-type: none"> Legal input into the claims adjudication process and settlement where required. | <ul style="list-style-type: none"> Davis Polk Wardell LP | | |
| <ul style="list-style-type: none"> Legal input into ET claims, employee claims and tax advice on such claims. | | | |
| <ul style="list-style-type: none"> Advise in respect of clawback and responses to proceedings issued by LBHI. | | | |
| <ul style="list-style-type: none"> Advice on other ad-hoc matters. | | | |

Section 8 Receipts and payments to 14 September 2019

| Amount in millions | Notes | GBP | EUR | USD | CHF | As at 14 Sep 2019 Total in GBP | As at 14 Mar 2019 Total in GBP | Movement |
|---------------------------------|--|------------------|--------------|----------------|--------------|-----------------------------------|-----------------------------------|--------------|
| Receipts | | | | | | | | |
| 1 | Contribution from third parties | 141.9 | 0.6 | 11.3 | - | 148.6 | 149.6 | - |
| | Building recharge receipts | 130.4 | - | - | - | 130.4 | - | - |
| | Payroll recharge receipts | 502.0 | 0.1 | 57.1 | - | 538.4 | 538.4 | - |
| | Other (including relocations and payments for other companies) | 989.5 | 3.9 | 222.0 | 0.2 | 1,144.2 | 1,033.8 | 110.4 |
| | Tax related receipts | 723.0 | - | - | - | 723.0 | 723.0 | - |
| | VAT received on invoices | 11.9 | - | - | - | 11.9 | 10.6 | 1.3 |
| | Total receipts for period | 2,588.7 | 4.6 | 290.4 | 0.2 | 2,887.5 | 2,585.8 | 111.7 |
| Payments | | | | | | | | |
| 2 | Building and occupancy cost | (178.4) | (0.3) | (82.8) | - | (219.7) | (219.7) | - |
| | Payroll and employee costs | (520.5) | (2.6) | (46.2) | - | (569.6) | (551.6) | - |
| | Return of recharge surplus | (2.4) | - | - | - | (2.4) | (2.4) | - |
| | Other costs and payments | (69.5) | (0.3) | (1.2) | - | (70.9) | (70.5) | - |
| | Other advisors' costs | (1.3) | - | - | - | (1.3) | (1.3) | - |
| | Legal fees | (37.1) | - | (0.5) | - | (37.4) | (36.4) | (1.0) |
| | Administrators' fees | (38.0) | - | - | - | (38.0) | (38.9) | (1.1) |
| | Return of Corporation Tax to group companies | (469.9) | - | - | - | (469.9) | (469.9) | - |
| | VAT related payments | (207.4) | - | - | - | (207.4) | (205.2) | (2.2) |
| | VAT paid on invoices | (15.1) | - | (1.4) | - | (16.0) | (15.6) | (0.4) |
| | Intercompany transfer | (1.5) | - | - | - | (1.5) | (1.5) | - |
| | Total payments for period | (1,542.0) | (3.4) | (111.2) | - | (1,615.7) | (1,611.0) | (4.7) |
| Inter-currency transfers | | | | | | | | |
| | Receipts from inter-currency transfers | 151.5 | 2.7 | 57.8 | - | 190.6 | 190.6 | - |
| | Payments from inter-currency transfers | (31.1) | (3.8) | (28.9) | (0.2) | (195.2) | (185.2) | - |
| | Net inter-currency transfers | 120.4 | (1.2) | (178.0) | (0.2) | 5.4 | 5.4 | - |
| Distributions | | | | | | | | |
| | Distribution to preferential creditors @ 100p£ (declared 07/05/13) | (1.9) | - | - | - | (1.9) | (1.9) | - |
| | Distribution to unsecured creditors @ 1.66p£ (declared 19/12/14) | (11.3) | - | - | - | (11.3) | (11.3) | - |
| | Distribution to unsecured creditors @ 88.34p£ (declared 06/09/17) | (869.0) | - | - | - | (869.0) | (868.6) | (0.4) |
| | Distribution to subordinated creditors @ 77.44p£ (declared 06/09/17) | (19.4) | - | - | - | (19.4) | (19.4) | - |
| | Distribution to subordinated creditors @ 22.56p£ (declared 14/04/18) | (5.6) | - | - | - | (5.6) | (5.6) | - |
| | Gross distribution to preferential, unsecured and subordinated creditors of statutory interest @ 31.4% (declared 13/05/18) | (159.2) | - | - | - | (159.2) | (159.1) | (0.1) |
| | Total distributions | (865.4) | - | - | - | (865.4) | (865.9) | (0.5) |
| | Net cash position | 220.7 | 0.0 | 0.3 | - | 220.9 | 114.3 | 106.5 |
| Bank balances | | | | | | | | |
| 4 | Bank of England | - | - | - | - | - | - | - |
| | HSBC | 7.3 | - | 0.3 | - | 7.4 | 3.3 | 4.1 |
| | Money Market Funds | 213.4 | - | - | - | 213.4 | 111.0 | 102.4 |
| | Net bank balance | 220.7 | - | 0.3 | - | 220.8 | 114.3 | 106.5 |

Notes:
1) Includes elements of building & occupancy and payroll related recharges
2) Payroll cost attributable to L&L
3) Includes Administrators' disbursements of £1m
4) Funds held in interest-bearing accounts

Rates used for conversion are Financial Times rates fixed on 14 March 2012.
1 USD = 0.8366 GBP
1 EUR = 0.8322 GBP
1 CHF = 0.8774 GBP

Section 9 Statement of expenses

The following table provides details of Administration expenses. Expenses are amounts properly payable by the Administrators from the estate including fees, but excluding distributions to creditors. The table also excludes any potential tax liabilities payable 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 Section 8, which shows expenses paid during the period and the total paid to date.

| R&P category | Paid in previous periods (£m) | Paid in period (£m) | Incurred in period but not paid (£m) | Cumulative (£m) | Estimated future (£m) ¹ | Estimated total (£m) |
|--|-------------------------------|---------------------|--------------------------------------|-----------------|------------------------------------|-----------------------------|
| Building and occupancy costs | 219.8 | - | - | 219.8 | - | 219.8 |
| Payroll and employee costs ¹ | 551.5 | - | - | 551.5 | - | 551.5 |
| Return of recharge surplus | 2.4 | - | - | 2.4 | - | 2.4 |
| Other costs and payments | 70.5 | - | - | 70.5 | 5.0 | 75.5 |
| Other advisors' costs ² | 1.3 | - | - | 1.3 | Materially uncertain | Materially uncertain |
| Legal fees ² | 37.3 | 1.0 | 3.4 | 41.7 | Materially uncertain | Materially uncertain |
| Administrators' time costs ^{2,3} | 35.9 | 1.0 | 0.3 | 37.2 | Materially uncertain | Materially uncertain |
| Administrators' disbursements ² | 1.0 | 0.1 | - | 1.1 | Materially uncertain | Materially uncertain |
| Total ⁴ | 919.7 | 2.1 | 3.7 | 925.5 | Materially uncertain | Materially uncertain |

Notes:

- 1) Relates only to LBL costs. No provision has been made for costs borne by LBL and recharged to other Lehman estates.
- 2) These costs are highly contingent on the outcome of ongoing and prospective litigation, further information on which can be found at Section 2. As a result, it is not possible to provide a meaningful estimate of the total expense.
- 3) The Administrators estimate that those costs not dependent (except in duration) upon the progression of issues subject to litigation and that are currently required to maintain the routine aspects of the Administration are c. £500k per annum.
- 4) Excludes VAT, which is partly recoverable.

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