In accordance with Rule 3.35 of the Insolvency (England & Wales) Rules 2016 & Paragraph 49(4) of Schedule B1 to the Insolvency Act 1986

AM03
Notice of administrator's proposals

Companies House

WEDNESDAY
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A6HST62B
A24 25/10/2017 #167
COMPANIES HOUSE

A6GIIN89
A13 06/10/2017 #356
COMPANIES HOUSE

1 Company details

Company number	0 4 4 2 5 3 3 9
Company name in full	Fairpoint Group Plc

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

2 Administrator's name

Full forename(s)	Lindsey
Surname	Cooper

3 Administrator's address

Building name/number	3
Street	Hardman Street
Post town	Manchester
County/Region	
Postcode	M 3 3 H F
Country	

4 Administrator's name ❶

Full forename(s)	Alexander
Surname	Kinninmonth

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

5 Administrator's address ❷

Building name/number	Highfield Court
Street	Tollgate Chandlers Ford
Post town	Eastleigh
County/Region	
Postcode	S O 5 3 3 T Y
Country	

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

AM03
Notice of Administrator's Proposals

6	Statement of proposals	
	✓ I attach a copy of the statement of proposals	

7	Sign and date	
Administrator's Signature	Signature ✕	✕ 5/10/17
Signature date	d 0 d 5 m 1 m 0 y 2 y 0 y 1 y 7	

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. ● 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

● 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)	Gareth
Surname	Harris

3 Insolvency practitioner's address

Building name/number	4th Floor Springfield House
Street	76 Wellington street
Post town	Leeds
County/Region	
Postcode	L S 1 2 A Y
Country	

AM03
Notice of Administrator's Proposals

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	Tom Haley
Company name	RSM Restructuring Advisory LLP
Address	3 Hardman Street
Post town	Manchester
County/Region	
Postcode	M 3 3 H F
Country	
DX	
Telephone	0161 830 4000

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 and dated the form.

Important information

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

Where to send

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Crown Way, Cardiff, Wales, CF14 3UZ.
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In the matter of

Fairpoint Group Plc
('the Company')

In the High Court of Justice No 5980 of 2017

Joint Administrators' Proposals and Report 5 October 2017

Date of delivery of Proposals: 5 October 2017

Alexander Kinninmonth, Lindsey Cooper and Gareth Harris
Joint Administrators
Appointed 10 August 2017

RSM Restructuring Advisory LLP
3 Hardman Street
Manchester M3 3HF

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1 Purpose of report

The Joint Administrators are pleased to present their Proposals and Report pursuant to Paragraph 49, Schedule B1 to the Insolvency Act 1986 and other relevant legislation.

This proposal has been prepared solely to comply with the statutory requirements of Paragraph 49, Schedule B1 to the Insolvency Act 1986. It has not been prepared for use in respect of any other purpose, or to inform any investment decision in relation to any debt or financial interest in the Company. Any estimated outcomes for creditors are illustrative and may be subject to significant change. Neither the Administrators nor RSM Restructuring Advisory LLP accept any liability whatsoever arising as a result of any decision or action taken or refrained from as a result of information contained in this proposal.

2 Events leading up to the administration

Brief background

The Company was originally incorporated as YPCS 120 plc on 26 April 2002 before changing its name to Debt Free Direct Group plc on 22 May 2002. The Company was set up as a purchasing entity in the management buy out of the Debt Free Direct business which provided financial solutions (primarily Individual Voluntary Arrangements ("IVA")) to individuals experiencing debt problems.

On 2 December 2002 the Company purchased the entire share capital Debt Free Direct Limited. On 16 December 2002 the Company purchased the entire share capital of DFD (Investments) Limited.

Following the purchase of these two companies the Company was floated on the AIM market in late December 2002.

The first set of accounts following the acquisitions dated 30 April 2003 show that the Company and its subsidiaries ('the Group') had made a loss of £95k after a charge for goodwill amortisation and depreciation of £150k had been provided for.

The overall Group traded profitably over the next two years showing profits of £56k and £978k for the periods ending 30 April 2004 and 2005 respectively. The Group had net assets of £5.5m and £14.7m in the same periods with the increase in the shareholder funds being due to two further AIM placements on which a premium of £13.5m was paid for the shares. The fundraising provided working capital to enable the Group to expand organically.

In 2006 the Company relocated to its current leasehold premises in Adlington, Lancashire. This property was far larger than the previous premises to accommodate the anticipated growth in the business.

The Company acquired the entire share capital of Clearstart UK Limited in June 2007

Over the next couple of years the IVA market changed with the introduction of new protocols which restricted the level of fee income. In order to diversify the business model the Company offered alternative solutions including Debt Management Plans ("DMP").

The Company changed its name in 2008 to Fairpoint Group plc.

Over the next few years the Company grew both organically and through making strategic acquisitions of DMP businesses and IVA back books. The Company also started to provide a service pursuing PPI mis-selling claims for consumers through the 'Writefully Yours' brand.

In April 2012 the Company entered into a £13m revolving credit facility with PNC Financial Services UK Limited to provide additional working capital for continued expansion. The accounts for December 2012 show that the group made a net profit for the year of £5.7m on a turnover of £30m and had net assets of £41m.

The Company had developed a cost effective system to streamline customers into appropriate solutions to deal with problematic debt. Despite the efficiencies of this process automation model the income level and profitability was declining due to further regulation of the sector. In order to increase revenue and margins the Company elected to further diversify into the consumer legal market with the intention that a similar process could be implemented in offering routine legal services where it was anticipated that the profitability would be greater.

A new subsidiary of the Company, Fairpoint Shelf Company Limited, was incorporated in February 2014 which subsequently changed its name to Fairpoint Legal Services Limited in June 2014. In June 2014 Fairpoint Legal Services Limited completed the purchase of Simpson Millar LLP, a £16m turnover law firm offering a wide variety of legal services.

The Company also acquired law practice Foster and Partners in July 2014 the share capital of Debtline Topco Limited in August 2014.

The Group's strategy was to provide a full suite of professional services in both the financial and legal sectors.

The purchase was funded through a new £20m banking facility with AIB Group (UK) plc ("AIB") which replaced the PNC credit facility.

A further volume law firm, Coleman CTTS, was acquired in August 2015 to further complement the legal services offering. By December 2015 the turnover for the Group had reached £54m and there were a total of 34 companies within the Group. A Group structure chart as attached as Appendix M.

During 2016 the Company decided to exit the DMP market and complete an orderly wind down of the DMP operations. The first half of 2016 resulted in Group turnover of £28m generating a profit for the period of £655k.

The Company also made the decision to focus on the legal sector and exit from the IVA market. Dow Schofield Watts were engaged by the Company in October 2016 to seek a purchaser for the IVA business.

In early December 2016 the Company issued a RNS announcement advising investors that the results for the second half of the year would be below expectations and that dividends would be suspended. Later that month, Chris Moat, the group CEO, stepped down from the board and was replaced by David Broadbent.

A further RNS was issued in March 2017 advising that the group was anticipated to make a loss for 2016 due to exceptional costs and impairment provisions. Investors were advised that there was an indefinite suspension of all dividend payments.

The Company looked to dispose of investments in order to reduce costs and to raise working capital. This resulted in the sale of PIX Limited, a medico legal claims business, in March 2017.

In June 2017 the Company announced that it would be unable to sign off the 2016 accounts on a going concern basis as the facility with AIB Group (UK) plc had been withdrawn. This resulted in a suspension of trading of the shares on the stock market.

An assignment of AIB debt was completed on 30 June 2017 to Doorway Capital Limited ("Doorway"), a specialist provider of capital to legal practices. As part of the transaction a £5m receivables funding facility was provided to Simpson Millar LLP to provide additional working capital.

On 3 August 2017 the directors of the Company filed a Notice of Intention to Appoint Administrators in Court. On 10 August 2017 Doorway appointed Alexander Kinninmonth, Lindsey Cooper and Gareth Harris were appointed as Joint Administrators of the Company.

Company's trading history

The Company filed consolidated accounts for the entire Group, extracts from these accounts are provided below:

Profit and Loss Account	Interim accounts for the six months ending 30 June 2016 £'000	Audited financial statements for the year ending 31 December 2015 £'000	Audited financial statements for the year ending 31 December 2014 £'000
Turnover	28,348	54,121	38,324
Cost of sales	(14,039)	(25,553)	(18,000)
Gross profit	**14,309**	**28,568**	**20,324**
Expenses	(10,457)	(34,462)	(18,794)
Operating profit / loss	**3,852**	**(5,894)**	**1,530**
Finance income	632	898	2,425
Finance costs	(473)	(654)	(506)
Profit before tax and exceptional items	**4,011**	**(5,650)**	**3,449**
Tax	(802)	(695)	(591)
Profit after tax	**3,209**	**(6,345)**	**2,858**
Dividends	(1,761)	(2,858)	(2,582)
Retained earnings	**1,448**	**(9,203)**	**276**

Balance Sheet	Interim accounts as at 30 June 2016 £'000	Audited financial statements as at 31 December 2015 £'000	Audited financial statements as at 31 December 2014 £'000
Fixed Assets			
Intangible fixed assets	34,527	34,639	34,194
Intermediate assets	4,983	6,388	8,294
Tangible fixed assets	1,842	1,665	1,175
	41,352	**42,692**	**43,663**
Current Assets			
Trade Receivables	16,715	16,076	15,366
Other current assets	11,704	11,485	3,630
Unbilled income	12,419	10,639	5,359
Cash and cash equivalents	4,058	4,767	2,370
	44,896	**42,967**	**26,725**
Creditors: amounts falling due within one year	(24,045)	(24,848)	(11,281)
Net current assets	**20,851**	**18,119**	**15,444**
Total assets less current liabilities	**62,203**	**60,811**	**59,107**
Non current liabilities	(23,860)	(21,230)	(12,932)
Net assets	**38,343**	**39,581**	**46,175**
Capital and Reserves			
Called up share capital	468	468	450
Reserves	6,837	6,837	13,366
Retained earnings	31,038	32,276	32,359
Shareholder' funds	**38,343**	**39,581**	**46,175**

3 Statement of Affairs

The directors' estimated Statement of Affairs as at 10 August 2017 is shown at Appendix B and was provided by David Broadbent. No Statements of Concurrence have been provided. A court order *limiting the disclosure of the Statement of Affairs has not been sought.*

4 Purpose of the administration

Paragraph 3 to Schedule B1 to the Insolvency Act 1986 sets out the purposes of an administration. The Administrators' must perform their functions with the objective of either:

(a) rescuing the Company as a going concern; or

(b) 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

(c) realising property in order to make a distribution to one or more secured or preferential creditors.

It was not possible to achieve statutory purpose (a) because the Company has significant overheads which could not be serviced using available group funds. In addition statutory purpose (b) could not be achieved because it would have been possible to achieve a similar estimated outcome if the Company were wound up. Therefore statutory purpose (c) is being pursued by the Administrators.

Strategy

In order to achieve the statutory purpose of the Administration the Joint Administrators will maximise the asset recoveries in order to make a distribution to the secured and preferential creditors.

5 Conduct of the administration

The Company was a non trading company that held the share capital of its subsidiaries. Upon appointment the necessary RNS announcement was made to the stock exchange. The Joint Administrators immediately attended the premises to advise the directors and employees of the appointment. The majority of the employees were made redundant with a skeleton staff retained to assist the Administrators in their statutory duties and in securing assets and Company books and records.

The costs incurred to date and those expected to be incurred in dealing with the matters below are set out in detail at Section 12.

Realisation of assets / Sale of business

Investments in subsidiary undertakings

The Company is the ultimate parent of a group which comprised 33 entities as at the date of appointment.

- ***Debt Free Direct Limited ('DFD') – In Administration / Allixium Limited / IVA Insurance Limited***

Prior to the appointment of the Administrators, the board had identified DFD as a subsidiary with a residual value which could be disposed of to generate funds to service the secured liabilities. Announcements to this effect had previously been issued to the stock market.

Corporate Finance firm, Dow Schofield Watts, had been engaged by the Company to identify potential interested parties and negotiate a sale of DFD in October 2016.

It was apparent that two further subsidiaries, Allixium Limited and IVA Insurance Limited could also be sold as part of this process. Allixium Limited provides PPI reclaim services to individuals. IVA Insurance Limited is a Guernsey registered captive insurance vehicle used to reinsure case bonds.

Following an initial meeting with the Company's secured charge holder and Company's board on 25 July 2017, RSM were engaged to undertake an Accelerated Merger and Acquisition ("AMA") process of DFD, Alixium Limited and IVA Insurance Limited on 31 July 2017.

Discussions around cashflow and the liabilities of DFD quickly established that the company was insolvent and that a sale would need to complete within an insolvency process.

RSM met with Dow Schofield Watts on 27 July 2017 to discuss progress and take over the marketing process. RSM, having made contact with all previously identified potential interested parties and, calling for best and final offers for the business and assets, received final offers from four parties as detailed below:

- Aperture Debt Solutions LLP ("Aperture")
  - £1.3m for the IVA book
  - £49,999 for the claims book
  - £50,000 for shares of Allixium Limited plus an amount equivalent to the cash at bank of £5,652.
  - £450,000 to acquire the shares in IVA Insurance Limited to be realised via the rebonding of the insurance bond plus an amount equivalent to the cash at bank on the date of completion.

A second offer from Payplan was broadly in line with the Aperture offer but was structured to include a deferred element of sale consideration. The offers received from two other parties were significantly lower than the Aperture and Payplan offers.

On 1 September 2017 Doorway as the secured creditor made the appointment of Joint Administrators in respect of DFD who subsequently concluded the sale of the trade and assets of DFD to Aperture. The Administrators of the Company also concluded the sale of the shares in Allixium Limited to Aperture.

For the avoidance of doubt, the IVA book and the claims book are realisations within the administration of DFD, not the Company.

Contracts have exchanged in respect of the sale of the shares in IVA Insurance Limited however completion of the sale is deferred pending authorisation of the acquiring company in Guernsey. A long stop date for completion has been set at 60 days from 1 September and progress is being monitored.

- ***Simpson Millar LLP / Fairpoint Legal Services Ltd***

The Company owns the entire share capital of Fairpoint Legal Services Ltd which in turn owns the shares in the trading law firm, Simpson Millar LLP.

The Joint Administrators are looking to sell the Company's shareholding in Fairpoint Legal Services Ltd.

An information memorandum and high level forecasts have been prepared and seven potentially interested parties have been identified and approached. Four parties subsequently requested further information and non-disclosure agreements have been issued.

The Joint Administrators are currently in discussions with the interested parties and will continue to progress the disposal of the legal division of the Group with a further update to be provided in the next progress report.

- ***Other Subsidiaries***

The Administrators are currently performing a review of the position in respect of the remaining subsidiaries within the group in order to understand whether any value can be realised from either a sale of shares or the repayment of the intercompany debt.

The directors' Statement of Affairs identifies investments in subsidiaries totalling £6.3m and debts due from subsidiaries totalling £36.7m which have both been attributed estimated to realise values of 'uncertain'. At present it is not possible to accurately assess the potential realisations from this category of asset.

Leasehold Improvements

The Company's financial records detail leasehold improvements totalling £78,000.

This relates to improvements made to the property which has now been handed back to the landlord and therefore no recoveries are anticipated from this source.

Chattel Assets

The chattel assets of the Company, predominately fixtures and fittings, office furniture and IT equipment has been valued by independent agents, JPS Chartered Surveyors ('JPS').

The Administrators have instructed JPS to secure and dispose of the Chattel assets. In view of the anticipated costs of disposal, we understand that the likely recoveries in respect of this class of asset will be minimal.

Intercompany Debtors

As at the date of the Administrators appointment, the Company was owed approximately £36.7m from associated group companies.

As at the date of these proposals the sum of £100,000 has been recovered from Fairpoint Legal Services Limited. A full options review is being prepared by the Administrators which will summarise the likely recoveries from the various group companies. At present it is not possible to accurately assess the potential return for creditors from this category of asset.

Prepayments

The director's statement of affairs details prepayments totalling £308,665.

It is not anticipated that any recoveries will be generated from this source.

Cash at Bank

At the date of appointment an amount of £18,902 was held by the Company's bankers.

These funds have now been received in full by the Administrators.

Other Intangible Assets

The director's statement of affairs details other intangible assets with a book value of £940,048 and comprises capitalised software development costs.

It is not anticipated that any recoveries will be generated from this source.

Claim for compensation for mis-selling of Interest Rate Hedging Product ('IRHP')

The Joint Administrators are conducting investigations into whether the Company was ever mis-sold an IRHP and will report to creditors on the outcome of their investigations in due course.

Connected party transactions

There are no connected party transactions to report.

Case specific matters

The VAT and corporation tax position of the Company and the wider Group will require significant investigation which may ultimately result in increased realisations. RSM UK Tax and Accounting Limited have been instructed to review the tax position and to correspond with HMRC accordingly.

Administration and planning

Time in this category includes activities such as filing of appointment documents, preparation of reports to creditors, handling of receipts and payments accounts, review of VAT returns, dealing with post appointment taxation, investigating pension schemes and liaising with all stakeholders. As the Company was listed on the AIM there have been additional duties to comply with the regulations for a floated company.

6 Creditors' claims and dividend prospects

The value at which creditors' claims are stated in the directors' Statement of Affairs are, as is required by legislation, those which were provided by the Directors of the Company. It is our view that the position appears relatively accurate based on our knowledge to date. In addition, certain claims may be subject to reduction in respect of mitigation, set-off or retention of title.

The agreement of creditors' claims by the Administrators (or any subsequently appointed Supervisor or Liquidator) is a separate matter and will be dealt with as appropriate in due course, initially by reference

to the proofs of debt lodged in the proceedings by creditors themselves.

Dividend prospects and projected returns to creditors, where known, are detailed in Appendix A, including any amount under the prescribed part. Please note that these are indicative only and should not be used as the sole or principal basis for any bad debt provision or other purposes. They may be subject to revision and additional costs.

Prescribed part

The 'Prescribed Part' is a statutory amount, calculated as a percentage of net floating charge realisations, which entitles unsecured creditors to a share of realisations. This is calculated on a sliding up to maximum of £600,000 before costs.

Based on current information there is unlikely to be any net property after the costs of the administration have been discharged. There is therefore no requirement to calculate the prescribed part.

Return to Shareholders

There is no prospect of any distribution being made to the shareholders of the Company.

7 Joint Administrators' receipts and payments

We attach as Appendix C a summary of our receipts and payments.

VAT basis

Receipts and payments are shown net of VAT, with any amount due to or from HM Revenue and Customs shown separately. The Company was previously part of a VAT group which included DFD. The Joint Administrators have liaised with HMRC to break the group and have re-registered the Company with its own VAT number.

8 Joint Administrators' statement (deemed approval)

The Joint Administrators are not seeking a decision from creditors because in their opinion:

The Company has insufficient property to enable a distribution to be made to unsecured creditors other than by virtue of the Prescribed Part.

Under the relevant legislation the Administrators' Proposals shall be deemed to be approved unless sufficient creditors request that a decision be sought by a qualifying decision procedure within 8 business days of delivery of these Proposals.

The Joint Administrators may require any such creditor to lodge with them a deposit, at an amount to be determined by the Administrators, as security for expenses of seeking a decision.

You may wish to note that R3 have also produced general guidance on the different insolvency processes, which can again be located at their website, www.R3.org.uk.

9 Joint Administrators' proposals

The Joint Administrators' proposals in relation to the Company are:

The Administrators should arrange to distribute available funds from the realised assets to those creditors entitled to them in such manner as they consider will lead to an early distribution of the available assets in an economic manner.

The Administrators be authorised to make such application to court for directions as they consider appropriate with a view to achieving the purposes of the administration or their proposals.

Subject to paragraph 10 below, the Company exits the administration by way of dissolution. If any asset is identified (including redress from a mis-sold interest rate hedging product) as a result of which it is anticipated that a distribution will be made to unsecured creditors, which is not a prescribed part distribution, then the Company shall exit administration by Creditors' Voluntary Liquidation.

That Lindsey Cooper of RSM Restructuring Advisory LLP, 3 Hardman Street, Manchester, M3 3HF, Alexander Kinninmonth of RSM Restructuring Advisory LLP, Highfield Court, Tollgate, Chandlers Ford, Eastleigh, SO53 3TY and Gareth Harris of RSM Restructuring Advisory LLP, 4th floor Springfield House, 76 Wellington Street, Leeds, LS1 2AY be appointed Joint Liquidators of the Company following

the cessation of the administration and the Joint Liquidators will have the power to act jointly and severally.

10 Proposed exit from administration

It is proposed that the Company shall exit administration by dissolution.

If any asset is identified (including redress from a mis-sold interest rate hedging product) as a result of which it is anticipated that a distribution, which is not a prescribed part distribution, will be made to unsecured creditors, then the Company shall exit administration by Creditors' Voluntary Liquidation.

If the Company exits administration by moving into Creditors' Voluntary liquidation, it is proposed that Lindsey Cooper of RSM Restructuring Advisory LLP, 3 Hardman Street, Manchester, M3 3HF, Alexander Kinninmonth of RSM Restructuring Advisory LLP, Highfield Court, Tollgate, Chandlers Ford, Eastleigh, SO53 3TY and Gareth Harris of RSM Restructuring Advisory LLP, 4th floor Springfield House, 76 Wellington Street, Leeds, LS1 2AY be appointed Joint Liquidators of the Company following the cessation of the administration. The Liquidators will have the power to act jointly and severally and any act required or authorised to be done by the Liquidators may be done by all or any one or more of the persons holding the office in question.

Creditors should note that they may nominate a different person as the proposed Liquidator, provided that:

(a) the nomination is made, through a decision procedure, before the proposals (or any revised proposals) are approved; and

(b) where the nomination relates to more than one person, or has the effect that the office is to be held by more than one person, a declaration is made as to whether any act required or authorised to be done by the Liquidators is to be done by all or any one or more of the persons for the time being holding the office in question.

11 Discharge from liability

As there is unlikely to be any return to unsecured creditors we will, in accordance with legislation, be seeking a resolution from the secured and preferential creditors, as appropriate for discharge from liability in respect of any action of ours as Administrators to take effect immediately following our cessation to act as Administrators.

12 Costs and Joint Administrators' remuneration

Pre-administration costs

Details of the fees charged and expenses incurred by the Joint Administrators prior to appointment are set out in Appendix L, together with details of the amounts paid to discharge these costs (if any), and the balance that remains unpaid (if any).

These fees were incurred with a view to maximising the level of realisations achievable in the Administration. Fees were also incurred in relation to conducting the AMA process and dealing with interested parties in respect of the Company's investments in other group entities. This work further achieved the purpose of the administration by ensuring that sufficient funds can be realised to enable a distribution to the secured charge holder.

I would advise you that payment of unpaid pre-administration costs as an expense of the administration is:

(i) Subject to approval under the relevant legislation, and

(ii) Not part of the proposals subject to approval under paragraph 53 of Schedule B1 to the Insolvency Act 1986.

I can confirm that I have unpaid pre-administration costs of £36,749.63

As there is unlikely to be any return to unsecured creditors we will, in accordance with legislation, seek approval for the outstanding pre-appointment costs, fees and disbursements from the secured and preferential creditors, as appropriate. Please note that, if a Creditors' Committee is appointed, it will be for the Committee to approve these costs.

We shall propose to them that

- The Administrators shall be authorised to draw their outstanding pre-appointment remuneration and disbursements as set out in Appendix L, in the sum of £26,959.13, such disbursements to include 'category 2' disbursements at the rates prevailing at the time the cost was incurred, current details of which are attached at Appendix F.
- The Administrators shall be authorised to discharge the outstanding pre-appointment expenses as set out in Appendix L, in the sum of £9,790.50.

Joint Administrators' post appointment remuneration and disbursements

As there is unlikely to be any return to unsecured creditors other than by the prescribed part we will, in accordance with legislation, agree our fees and disbursements with the secured and preferential creditors ('the specified creditors'), as appropriate.

Please note that, if a Creditors' Committee is appointed, it will be for the Committee to approve these costs.

We shall propose to the specified creditors or, if one is appointed, to the Committee that:

- In accordance with the fee estimate provided to creditors at Appendix H to these Proposals the Administrators shall be authorised to draw their remuneration based upon their time costs limited to the sum of £181,075 (plus VAT).

If so approved, the maximum amount that the Joint Administrators will be able to draw in relation to their post-appointment fees without further approval will be £181,075, ie the total of the fee estimate (plus VAT). The fee estimate has been prepared based on the assumptions stated thereon. Should these prove to be inaccurate, or the circumstances change, the Joint Administrators may need to seek approval to increase their fees.

The Joint Administrators' fee and expenses estimate has been prepared to incorporate the work that they anticipate will be done during the life of the appointment. The Administrators do not anticipate that it will be necessary to seek approval from creditors for an increase to their proposed fee, based on the information currently available.

Joint Administrators' post appointment costs incurred in the period from 10 August 2017 to 29 September 2017

Since appointment, the Joint Administrators have incurred time costs of £105,325.00. An analysis of time incurred in the period is attached at Appendix J.

Details of the work that has been done to date and the benefit to creditors are explained in Section 5 above.

The Administrators are required by statute to carry out much of that work, for example, issuing progress reports to creditors and reporting to the Department of Business, Energy and Industrial Strategy on the conduct of the Company's directors. Other work will be determined by the particular circumstances of the appointment.

Post appointment expenses and category 1 disbursements

The Administrators consider that post-appointment expenses (including category 1 and category 2 disbursements) of £47,060.05 are likely to be incurred in the administration. A breakdown of these estimated expenses and disbursements is attached at Appendix I.

Based on the information currently available, we do not expect the expenses will exceed the details of expenses given to creditors in Appendix I.

Post appointment category 2 disbursements

Category 2 disbursements include elements of shared or overhead costs. Insolvency guidelines require these to be identified separately and are subject to approval as if they were remuneration. The current rates are attached at Appendix E and details of category 2 disbursements already incurred are attached at Appendix F. No category 2 disbursements have been drawn and none can be drawn until creditor approval has been obtained.

We shall propose to the specified creditors or, if one is appointed, to the Committee, that:

- The Administrators shall be authorised to draw category 2 disbursements as an expense of the administration at the rates prevailing at the time the cost is incurred, current details of which are attached at Appendix E. In the event that the administration exits by way of liquidation and the Administrators are appointed Liquidators, such resolution shall be treated as being passed in the liquidation.

Guide to Joint Administrators' fees

A Guide to Administrators Fees, which provides information for creditors in relation to the remuneration of an Administrator, can be accessed at http://rsm.insolvencypoint.com under 'general information for creditors'. A hard copy can be requested from my office by telephone, email or in writing.

13 EC regulations

It is considered that the EC regulations will apply and that these proceedings will be main proceedings as defined in Article 3 of the EC regulations as the centre of main interest of the Company is in the UK.

Lindsey J Cooper
RSM Restructuring Advisory LLP
Joint Administrator

Lindsey Cooper, Alexander Kinninmonth and Gareth Harris are licensed to act as Insolvency Practitioners in the UK by the Institute of Chartered Accountants in England and Wales

Insolvency Practitioners are bound by the Insolvency Code of Ethics when carrying out all professional work relating to an insolvency appointment

The affairs, business and property of the Company are being managed by the Joint Administrators who act as agents of the Company and without personal liability

Appendix A

Statutory, dividend and other information

Company registered name:	Fairpoint Group Plc
Functions of Administrator(s):	The Joint Administrators' appointment specified that they would have power to act jointly and severally. The Joint Administrators have exercised, and will continue to exercise, all of their functions jointly and severally as stated in the notice of appointment.
Previous company names:	Debt Free Direct Group plc (until 3 January 2008) YPCS 120 PLC (until 22 May 2002)
Company number:	04425339
Previous registered name(s) in the last 12 months:	None
Date of incorporation:	26 April 2002
Trading name:	Fairpoint Group Plc
Trading address:	Fairclough House, Chorley, Lancashire, PR7 4EX
Principal activity:	Financial Intermediation
Registered office:	RSM Restructuring Advisory, 3 Hardman Street, Manchester, M3 3HF
Previous Registered Office:	Eversheds House, 70 Great Bridgewater Street, Manchester, M1 5ES
Share capital:	Authorised share capital:
Nominal & issued share capital	49,443,685 Ordinary shares Issued: 49,443,685 Ordinary Shares at a par value of £0.01 per share
Shareholders:	See below
Directors:	David Broadbent (resigned 10 August 2017) John Stephens Alkins Michael James Fletcher David Terrance Rigby
Secretary:	David Broadbent (resigned 10 August 2017)
Mortgages & charges:	Debenture created on 19 May 2014 and registered on 27 May 2014 in favour of AIB Group UK Plc* Fixed Charge Created on 11 August 2015 and registered on 18 August 2015 in favour of AIB Group UK Plc*
Appointor:	Doorway Capital Limited, 5 Chancery Lane, London EC4A 1BL

Dividend prospects	**Owed**	**Paid to date**	**Estimated future prospects**
Doorway Capital Limited*	£23,345k	Nil	Shortfall
Preferential creditors	£5k	NIL	not known
Unsecured creditors	£5,824k	NIL	NIL
Estimated net property	NIL		
Estimated prescribed part available for unsecured creditors	N/A		

* Doorway were assigned the debt in favour of AIB Group UK Plc ('AIB') totalling £23,345k on 30 June 2017.

Appendix A

Shareholder Name	Holding
THE BANK OF NEW YORK (NOMINEES) LIMITED	6,343,496
BNY (OCS) NOMINEES LIMITED	4,022,064
THE BANK OF NEW YORK (NOMINEES) LIMITED	3,352,340
TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED	2,765,645
STATE STREET NOMINEES LIMITED	2,296,500
HSDL NOMINEES LIMITED	2,238,462
BARCLAYSHARE NOMINEES LIMITED	1,970,168
HARGREAVES LANSDOWN (NOMINEES) LIMITED	1,296,027
PERSHING NOMINEES LIMITED	1,194,167
HSDL NOMINEES LIMITED	1,167,994
PERSHING NOMINEES LIMITED	1,121,649
JIM NOMINEES LIMITED	1,012,800
HARGREAVES LANSDOWN (NOMINEES) LIMITED	979,705
COMPUTERSHARE NOMINEES (CHANNEL ISLANDS) LIMITED	838,596
LYNCHWOOD NOMINEES LIMITED	724,196
NORTRUST NOMINEES LIMITED	716,785
VIDACOS NOMINEES LIMITED	670,473
MR KEITH SEELEY	654,001
TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED	635,799
HARGREAVES LANSDOWN (NOMINEES) LIMITED	614,801
ROGER JOHN COLEMAN	573,879
GREGORY FRANCIS COX	573,879
NIGEL ARTHUR TARRANT	573,879
JANET CATHERINE TILLEY	573,879
W B NOMINEES LIMITED	462,000
VIDACOS NOMINEES LIMITED	451,020
HSBC CLIENT HOLDINGS NOMINEE (UK) LIMITED	412,398
WINTERFLOOD SECURITIES LIMITED	404,109
INVESTOR NOMINEES LIMITED	398,297
WEALTH NOMINEES LIMITED	368,880
SHARE NOMINEES LTD	350,979
LAWSHARE NOMINEES LIMITED	350,752
HSDL NOMINEES LIMITED	344,160
JIM NOMINEES LIMITED	341,606
TRANSACT NOMINEES LIMITED	335,008
PLATFORM SECURITIES NOMINEES LIMITED	328,128
HARGREAVES LANSDOWN (NOMINEES) LIMITED	305,065
JAMES CAPEL (NOMINEES) LIMITED	292,312
WEALTH NOMINEES LIMITED	286,191
BNY (OCS) NOMINEES LIMITED	274,655
INTERACTIVE BROKERS LLC	267,557
SVS SECURITIES (NOMINEES) ISA LTD	216,290
ROCK (NOMINEES) LIMITED	198,000
LAWSHARE NOMINEES LIMITED	186,961
HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED	180,000
ROCK (NOMINEES) LIMITED	178,119
SMITH & WILLIAMSON NOMINEES LIMITED	163,500
STATE STREET NOMINEES LIMITED	162,632
PLATFORM SECURITIES NOMINEES LIMITED	152,000

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EMMA COSTIN	151,664
MR HOWARD DAVIES	151,664
MR ADRIAN FAWDEN	151,664
MR CRAIG JONES	151,664
MR BRYAN NOTT	151,664
MR PETER WATSON	151,663
VIDACOS NOMINEES LIMITED	150,000
ALLIANCE TRUST SAVINGS NOMINEES LIMITED	132,414
HSDL NOMINEES LIMITED	128,731
FOREST NOMINEES LIMITED	125,000
INVESTOR NOMINEES LIMITED	117,911
PLATFORM SECURITIES NOMINEES LIMITED	100,000
JIM NOMINEES LIMITED	98,100
SBS NOMINEES LIMITED	95,000
BREWIN NOMINEES LIMITED	94,550
REDMAYNE (NOMINEES) LIMITED	90,500
HSDL NOMINEES LIMITED	90,038
PLATFORM SECURITIES NOMINEES LIMITED	87,500
MORGAN STANLEY CLIENT SECURITIES NOMINEES LIMITED	80,961
ROCK (NOMINEES) LIMITED	78,557
PLATFORM SECURITIES NOMINEES LIMITED	77,500
LAWSHARE NOMINEES LIMITED	72,252
SCM NOMINEES LIMITED	71,000
VIDACOS NOMINEES LIMITED	70,740
VIDACOS NOMINEES LIMITED	70,674
BREWIN NOMINEES LIMITED	70,000
HSDL NOMINEES LIMITED	68,284
PERSHING NOMINEES LIMITED	63,000
MR JEFFREY MICHAEL BLACKBURN	60,000
BEAUFORT NOMINEES LIMITED	58,602
PLATFORM SECURITIES NOMINEES LIMITED	53,830
CGWL NOMINEES LIMITED	53,750
ROCK (NOMINEES) LIMITED	51,064
ALLIANCE TRUST SAVINGS NOMINEES LTD	47,500
TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED	46,410
CHEVIOT CAPITAL (NOMINEES) LTD	45,399
FERLIM NOMINEES LIMITED	44,000
W B NOMINEES LIMITED	42,750
PLATFORM SECURITIES NOMINEES LIMITED	42,500
HSDL NOMINEES LIMITED	42,297
HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED	38,650
HARGREAVES LANSDOWN (NOMINEES) LIMITED	38,238
HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED	37,680
HSDL NOMINEES LIMITED	35,720
PUMA NOMINEES LIMITED	34,133
REDMAYNE (NOMINEES) LIMITED	34,000
IDEALING NOMINEES LIMITED	31,920
MRS JEAN MARY RAVEN	31,500
MURRAY ASSET NOMINEES UK LIMITED	30,000
MR JAMES WILLIAM MACANDREW FAULKNER	29,500

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THE CORPORATION OF LLOYDS	27,064
ALLIANCE TRUST SAVINGS NOMINEES LTD	26,759
REDMAYNE (NOMINEES) LIMITED	25,000
MR PETER RAYMOND SIMMS	25,000
VIDACOS NOMINEES LIMITED	24,000
IDEALING NOMINEES LIMITED	23,250
HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED	21,943
THE CORPORATION OF LLOYDS	20,973
MRS PATRICIA ANNE GORMAN	20,000
MR RICHARD NICHOLSON	20,000
PLATFORM SECURITIES NOMINEES LIMITED	20,000
REDMAYNE (NOMINEES) LIMITED	20,000
VIDACOS NOMINEES LIMITED	20,000
HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED	18,560
HARGREAVES LANSDOWN (NOMINEES) LIMITED	18,296
MR PETER HUTCHINSON BLACKER	18,060
HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED	18,000
MRS CAROLINE ANNA ELSTON	17,694
PROF PETER THOMAS WILSON	17,500
MR JAMES DERECK JOHN	17,000
REDMAYNE (NOMINEES) LIMITED	16,872
MORSTAN NOMINEES LIMITED	15,448
MR PETER JOHN ANTHONY	15,000
ING BANK N.V.	15,000
TIMOTHY KNOWLES ESQ	15,000
REDMAYNE (NOMINEES) LIMITED	15,000
ST ANNS SQUARE NOMINEES LIMITED	13,491
HARGREAVE HALE NOMINEES LIMITED	13,350
PRINCIPAL NOMINEES LIMITED	12,600
REDMAYNE (NOMINEES) LIMITED	12,000
WILLIAM LENIHAN	11,555
REDMAYNE (NOMINEES) LIMITED	11,500
VIDACOS NOMINEES LIMITED	11,167
DAUPHIN CAPITAL LP	10,930
STATE STREET NOMINEES LIMITED	10,852
MR CHRISTOPHER ROBIN ROGERS	10,706
MR MATTHEW RICHARD PARKER	10,353
PENNY ROGERS	10,353
MR IAN SMITH	10,353
DOUGLAS EDWARD JOHN ASHPOLE ESQ	10,000
DAVYCREST NOMINEES	10,000
MR JOHN RICHARD HALL	10,000
MR EDWARD JOHNSON	10,000
REDMAYNE (NOMINEES) LIMITED	10,000
STATE STREET NOMINEES LIMITED	10,000
VIDACOS NOMINEES LIMITED	10,000
MR JAMES EDWARD CRACKNELL	9,260
SMITH & WILLIAMSON NOMINEES LIMITED	9,000
MR JOHN LEONARD	8,500
MR RALPH RUVIN	8,400

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ROCK (NOMINEES) LIMITED	8,189
K.B. (C.I.) NOMINEES LIMITED	8,000
PERSHING NOMINEES LIMITED	8,000
RULEGALE NOMINEES LIMITED	8,000
VESTRA NOMINEES LIMITED	8,000
MR REGINALD JOHN BASS	7,977
HARGREAVE HALE NOMINEES LIMITED	7,700
MRS GILLIAN BARTLETT	7,621
MRS ANN DICKINSON	7,500
REDMAYNE (NOMINEES) LIMITED	7,500
HARGREAVES LANSDOWN (NOMINEES) LIMITED	7,490
MRS MARY BLACKMORE	7,400
PERSHING NOMINEES LIMITED	7,000
VIDACOS NOMINEES LIMITED	7,000
JAMES BREARLEY CREST NOMINEES LIMITED	6,964
PERSHING NOMINEES LIMITED	6,409
MRS FELICE PATRICIA CAIN	6,000
MRS CATHERINE JANE ORMISHER	6,000
MR RICHARD ORMISHER	6,000
MR MICHAEL JOHN GOULDEN-PAGE	6,000
PLATFORM SECURITIES NOMINEES LIMITED	6,000
RENE NOMINEES (IOM) LIMITED	6,000
MR ARNOLD TALBOT	5,750
DAVYCREST NOMINEES	5,500
MR JOHN ANTHONY SHORT	5,400
MR JULIAN MACK	5,176
REDMAYNE (NOMINEES) LIMITED	5,144
RULEGALE NOMINEES LIMITED	5,140
BARCLAYS DIRECT INVESTING NOMINEES LIMITED	5,011
DR PETER HOWARD	5,000
REDMAYNE (NOMINEES) LIMITED	5,000
ROCK (NOMINEES) LIMITED	5,000
MR DOUGLAS COLIN SLADE	5,000
SVS SECURITIES (NOMINEES) LTD	4,934
MR BRIAN BEUES TAYLAR	4,866
MR ROGER BARTLETT	4,802
MR PETER DOUGLAS HUEY	4,770
MR STEPHEN WILLIAM ATHERTON	4,500
REDMAYNE (NOMINEES) LIMITED	4,500
ANTOINE DE CARBONNEL	4,372
THE HONOURABLE MRS R TARLING	4,141
MRS FELICE PATRICIA CAIN	4,000
FERLIM NOMINEES LIMITED	4,000
MR RODGER ANTHONY MCGEADY	4,000
PERSHING INTERNATIONAL NOMINEES LIMITED	4,000
MISS JENIFER ROSEMARY TOMPKINS	3,920
REDMAYNE (NOMINEES) LIMITED	3,700
REDMAYNE (NOMINEES) LIMITED	3,500
GOODBODY STOCKBROKERS NOMINEES LIMITED	3,455
J M FINN NOMINEES LIMITED	3,150

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MR DAVID AUGUSTUS BAILEY	3,000
MR JOHN BENNER	3,000
MR HARRY EDWARD JOFFRE BROWN	3,000
MISS GILLIAN MARGARET CAIRD	3,000
MR JOHN FITZPATRICK	3,000
REDMAYNE (NOMINEES) LIMITED	3,000
SECURITIES SERVICES NOMINEES LIMITED	3,000
MR JOHN LONGDON SPENCER	3,000
MRS JANET JEAN MACKLIN	2,831
HARGREAVE HALE NOMINEES LIMITED	2,800
MR BRETT DAVID HAWES	2,766
PEEL HUNT HOLDINGS LIMITED	2,762
MR ANDREW PETER HOPKINS	2,755
MR MICHAEL FREDERICK CLARK	2,724
REDMAYNE (NOMINEES) LIMITED	2,715
MR WARREN JAMES ALLISON COATES	2,500
MR ALAN JONES	2,500
MR PETER BARRY MOLYNEUX	2,500
MR DAVID JOHN WILLIAMS	2,500
THOMAS GWYTHER GEORGE ESQ	2,380
DARTINGTON PORTFOLIO NOMINEES LIMITED	2,225
CHRISTOPHER BREWER ESQ	2,000
MR ALBERT OSMOND CHANDLER	2,000
MR JOSEPH DAKIN	2,000
DAVYCREST NOMINEES	2,000
TERENCE WILLIAM FRY ESQ	2,000
MR DENIS MARGEY	2,000
MR TERENCE MUNDY	2,000
MRS NIRMALA RAOJIBHAI PATEL	2,000
R C GREIG NOMINEES LIMITED	2,000
REDMAYNE (NOMINEES) LIMITED	2,000
REDMAYNE (NOMINEES) LIMITED	2,000
DR BRIAN FREDERICK SAGAR	2,000
MR ROBERT SCRIVEN	2,000
STEPHEN SELLWOOD ESQ	2,000
MRS DYMPNA TALBOT	2,000
MR LESLIE JOSEPH BURNETT	1,750
HSDL NOMINEES LIMITED	1,659
MR NIGEL MORRISON	1,642
MR TERENCE WESLEY BELCHER	1,634
MR PETER RICHARD CHANDLER	1,600
DAVID JAMES MILLER ESQ	1,600
LYNCHWOOD NOMINEES LIMITED	1,503
REDMAYNE (NOMINEES) LIMITED	1,500
REDMAYNE (NOMINEES) LIMITED	1,500
MR RICHARD EDWIN WAITE	1,500
DOROTHY LINDA ANN DAVIES	1,480
FRANCIS JAMES LONGE ESQ	1,440
MRS JEANETTE ALEY	1,400
MR ADRIAN COLLINS	1,375

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MR ALAN ROGER CORBETT	1,300
MR ROGER GATH ESQ	1,233
MR ALAN ROGER CORBETT	1,200
HUBWISE NOMINEES LIMITED	1,186
FUNDSDIRECT NOMINEES LIMITED	1,178
DAVYCREST NOMINEES	1,170
KAS NOMINEES LIMITED	1,129
MR JAMES EDWARD CRACKNELL	1,093
MR RICHARD M MUIRHEAD	1,093
MR DANIEL SELBY	1,093
MR RICHARD GEOFFREY PRATT	1,058
MR ROBIN NICHOLAS FRANCIS	1,056
MR RODNEY JOSEPH HOGG	1,043
MR NEWTON ELIND ADAMS	1,006
MR ANDREW SYDNEY CLEGG	1,000
BARRIE JAMES COLMAN ESQ	1,000
MRS REBECCA ANN EVANS	1,000
MR TONY EDWARD EVANS	1,000
MR JOHN GIBB	1,000
JOHN HORROCKS	1,000
MISS JANE MARGARET HOUGH	1,000
MRS SHEILA JOAN HOLMES HOYTE	1,000
JEAN-MARIE VACANCES LIMITED	1,000
MR MARTIN ROBERT JONES	1,000
MR KEITH JUDGE	1,000
MR JOHN GARRY KITCHING	1,000
MR GARY RALPH LITTLE	1,000
MICHAEL JOHN LITTLEBOY ESQ	1,000
MR PETER MOLYNEUX	1,000
MR JOHN FRANK NEWTON	1,000
MR SATNAM PARHAR	1,000
PERSHING NOMINEES LIMITED	1,000
MR ANDREW HODSON PHILLIPS	1,000
MR JOHN ALAN RAY	1,000
REDMAYNE (NOMINEES) LIMITED	1,000
MISS ELEANOR TALBOT	1,000
MRS GWENDOLINE MONA TAYLOR	1,000
MICHAEL FREDERICK WELLS ESQ	1,000
MR CHARLES ELLIOTT	991
MRS PHILLIPA HELEN BARGH	988
HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED	976
MARTIN ANDREW BALDWIN ESQ	954
ROY NOMINEES LIMITED	915
MR COLIN BRUCE CAMPBELL	912
MR MARK EDWARD LUCIAN KENNEDY	900
MICHAEL WILLIAM LUNN ESQ	900
EXORS OF HARRY BINYSH DECEASED	879
MR PHILIP BATTLEY	874
CLIVE ANTHONY GERALD ROLT ESQ	850
RATHBONE NOMINEES LIMITED	842

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MR CHRISTOPHER JOHN LONGMAN	826
MR MAURICE EMBERTON	810
PHILIP HIGHAM	800
TRACEY WHITTAKER	800
MISS JAINE ELIZABETH REDMOND	775
MRS JILL MARGARET GRAMANN	750
REDMAYNE (NOMINEES) LIMITED	741
JOHN TAYLOR BRENNAN ESQ	732
MR JAMES WILSON	725
THOMAS IAN DAVISON ESQ	700
MR GRAHAM ARTHUR WORTLEY	666
MRS SARAH ANN DUNCAN	660
MALCOLM BIGGS ESQ	639
MR CHRISTOPHER CRIPPS	632
FRANCIS JAMES LONGE ESQ	630
MR JOHN KINSMAN	620
MR MICHAEL PHILIP CHAFFE	600
MRS GWYNETH ANN WICKS	600
MR STEWART JACOBS	564
MR STEPHEN DENNIS WARD	560
REDMAYNE (NOMINEES) LIMITED	550
LYNCHWOOD NOMINEES LIMITED	528
BREWIN NOMINEES (CHANNEL ISLANDS) LIMITED	510
MR FREDERICK CHARLES CRYER	504
MR WARREN JAMES ALLISON COATES	500
MR ANTON DAHLBERG	500
MISS LINNEA DAHLBERG	500
MR DAVID MAURICE DANN	500
MR MICHAEL THOMAS DODDS	500
PROF SYDNEY HAYNES	500
MR RICHARD PETER LUMB	500
MR THOMAS MCCOY	500
MR ANTONIO FRANCISCO MENDES	500
MR JOHN REGINALD OSBORNE	500
MR RODNEY BETTINSON PARMENTER	500
REDMAYNE (NOMINEES) LIMITED	500
MR MICHAEL HARRY REEVES	500
MRS JANE SARGESON	500
MR THOMAS THOMPSON	500
VIDACOS NOMINEES LIMITED	500
PAUL JOHN WEBBER ESQ	500
MR ANTHONY DAVID MASON	495
MRS HELEN LESLEY HUGHES-ALDERSON	465
MRS GEORGINA EARLE	430
MRS GEORGINA EARLE	430
MR AUBREY BASS	417
MR LESLIE HOWARTH	416
MRS SUSAN WEALD	408
MR PHILIP MIDDLETON	400
MRS MARGARET MARY RODGER	400

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MS MARELLA SLATTERY	400
ANDREW TAYLOR ESQ	400
MR GEORGE SINCLAIR WATT	400
MISS KATHERINE GAULD	385
C I P M NOMINEES LIMITED	370
MRS KAREN ASPDEN	365
MS BARBARA ANNE DOWNIE	350
MR ANTHONY CHARLES LEWIS	350
MR PHILLIP MARSH	350
MR JOHN ELIOT SUTCLIFFE	325
MR KISHOR NAGJI BHARDWA	324
DECLAN O'CONNOR	320
JONATHAN PAUL EARLE	300
SIR DENIS PEREIRA GRAY	300
WILLIAM JOHN STUART PRITCHARD ESQ	300
MRS DIANE TAIT	300
PANMURE GORDON (UK) LIMITED	275
MR BERNARD MANNING	265
ALLAN NIGEL ISRAEL ESQ	250
MR JOHN RAEBURN MARSDEN	250
MR PAUL WILLIAM WIGHAM	250
MR PAUL HOOD	240
MR GLYN DAVIES	238
PETER BROUDE ESQ	225
KEITH ROLAND AUSTIN ESQ	200
MR CHRISTOPHER CRIDLAND-BALLETT	200
MR MUKESH THAKORBHAI JAGJIVAN	200
MR ANDREW PAUL TAYLOR	200
MR KENNETH PAUL WIDDOWSON	200
MR STUART MALONE GRIFFITHS	184
MISS PAT PROSSER	166
MRS SUSAN SMITH	166
MRS JOYCE PASHLEY	150
CARL JOHN USHER	150
MR ROBERT SHON HORLER	149
MR RICHARD JAMES WILDASH	140
MR MOHAN PATEL	137
BRUCE DAVID HOLDAWAY ESQ	130
MR RODNEY WARD	119
MRS MARIE MOORE	105
MR COLIN HUTCHINSON	100
MRS DOROTHY JOAN SMITH	100
KIERAN PAUL TANSWELL	94
APOLLO NOMINEES LTD	71
MR RICHARD DRUMMOND	65
MR ANUBHAV KAUSHAL	63
KIN CHUNG WONG ESQ	51
MS SALLY TAYLOR	42
MR JAGMOHAN SINGH	30
MR MARK ROBERT HALL	29

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KINGSTON UNIVERSITY ENTERPRISES LTD	21
MRS CAROLYN LESLEY CARTER	19
PLATFORM SECURITIES NOMINEES LIMITED	8
ISS EUROPE LIMITED	4
REVENUE ASSURANCE SERVICES PLC	4
MR JOHN ANTHONY DALY	1
MR ROBERT SPENCER PARRY	1
Total Number of Shares	**49,443,685**

Rule 2.29 Form 2.14B

Statement of affairs

Name of company
Fairpoint Group Plc

Company number
04425339

In the
High Court of Justice, Chancery Division, Companies Court

Court case number
5980 / 2017

Statement as to the affairs of

(a) Insert name and address of registered office of the company

(a) Fairpoint Group Plc

of 3 Hardman Street, Manchester M3 3HF

on the 10th day of August 2017, the date that the company entered administration.

(b) Insert date

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the above named company as at (b) 10 August 2017 the date that the Company entered administration.

Full name

Signed

Dated 28/9/17

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A - SUMMARY OF ASSETS

	Book Value £	Estimated to Realise £
Assets Subject to Fixed Charge		
Leasehold Property	76,188	nil
Other Intangible Assets	940,038	nil
Investments	6,276,969	Uncertain
Less: Doorway Capital Limited	(22,750,000)	(22,750,000)
Surplus/(Deficit) c/f		(22,750,000)
Assets Subject to Floating Charge		
Office Equipment	235,486	7,750
Intercompany Debtors	36,692,888	Uncertain
Prepayments	341,158	nil
Cash at Bank	10,172	10,172
Available to preferential creditors		17,922

Signature _____ Date: 28/9/17

A1 – SUMMARY OF LIABILITIES

	£	Estimated to Realise £
Estimated total assets available for preferential creditors		17,922
Preferential creditors:		
Employee wages	(6,140)	
Employee holiday pay	(2,233)	
		(8,373)
Estimated Surplus (Deficiency) as regards preferential creditors		9,549
Estimated Prescribed Part of net property (50% of first £10,000 and 20% thereafter, up to a maximum of £600,000)		(4,775)
Estimated total assets available for floating charge holders		4,775
Debts secured by floating charge - Doorway Capital Limited		(22,750,000)
Total assets available to unsecured creditors		(22,745,226)
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)		
Trade Creditors	(495,650)	
HM Revenue & Customs	(85,080)	
Intercompany Creditors	(5,336,928)	
Employee claims for redundancy	(11,612)	
Employee claims for pay in lieu of notice	(21,492)	
Employee claims for unsecured arrears of pay	(8,651)	
Other creditors	(625,804)	
		(6,585,216)
Estimated Surplus (Deficiency) as regards non preferential creditors (excluding any shortfall to floating charge holders)		(29,330,442)
Share Capital:		(494,436)
Estimated Surplus (Deficiency) as regards members		(29,824,878)

Signature _____ Date: 28/9/17

B COMPANY CREDITORS - FAIRPOINT GROUP PLC

NOTE: You must include all creditors and identify any creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession.

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held	Date security given	Value of security £
Adlington House		306,162.72			
ADT Fire & Security	ADT House, Mucklow Hill, Halesowen, West Midlands, B62 8DA	525.77			
Allixium		142,194.38			
Amey Metering Limited	Oakland House, Talbot Road, Manchester, M16 0QH	432.00			
BDO	3 Hardman Square, Manchester M3 3AT	9,486.46			
Calders	4 Woodside Court, Clayton Wood Rise, Leeds, LS16 6RF	392.89			
Capita Registrars Limited	The Registry, 34 Beckenham Road, Beckenham Kent BR3 4TU	7,670.60			
Claranet	21 Southampton Row, Holborn, London WC1B 5HA	24.00			
Consortia Personnel Ltd	Broad Quay House, Broad Quay, Bristol BS1 4DJ	2,880.00			
Debt Free Direct Ltd		4,702,310.03			
Debt Advice Trust		4,022.62			
Deloitte	The Pinnacle, 150 Midsummer Boulevard, Milton keynes Buckinghamshire MK9 1FD	19,067.94			

Signature [illegible] Date: 28/9/17

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held	Date security given	Value of security £
Doorway Capital Limited	5 Chancery Lane, London, EC4A 1BL	22,750,000.00	Fixed and floating charge debenture	11-Aug-15	22,750,000.00
EACS Limited	Unit 7 Ramsay Court, Hinchingbrooke Buisness Park, Huntingdon, Cambridgeshire, PE29 6FY	4,967.78			
Eclipse	Kelso House, 11 Burnett Street, Little Germany, Bradford BD1 5BJ	1,524.00			
EliteTelecom.com	Dawson House, Matrix Business Park, Buckshaw Village, Chorley PR7 7NA	-			
Energize Recruitment Services	The Pavillion, Towers Business Park, Wimslow Road, Didsbury, Manchester M20 2LS	-			
EON	Buisness Customer Service, E.On Energy Solutions Ltd, PO BOX 2010	4,425.48			
EQS Group	Karlstrade 47, 80333 Munchen, Germany	6,048.00			
Equity Development Ltd	Accounts Dept, Equity Development Ltd, 65 London Wall, London EC2M 5TU	14,400.00			
Experian	Sir John Peace Building, Experian Way, Nottingham, NG80 1ZZ	7,236.65			
Evans Cycles	Camino Park, James Watt Way, Crawley West Sussex RH10 9TZ	2,000.00			
Evotech	Unit B3, Lowfields Close, Lowefields Business Park, Elland HX5 9DX	4,454.99			
Financial Reporting Council	8th Floor, 125 London Wall, London, EC2Y 5AS	535.00			
Floorbrite	Cranford House, Cranford Avenue, Sale M33 2AU	233.56			

Signature [illegible] Date: 28/9/17

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held	Date security given	Value of security £
Forsyth Barnes	86-90 Paul Street, London, EC2A 4NE	3,150.00			
Gazprom Energy	5th Floor, Bauhaus, 27 Quay Street, Manchester, M3 3Gy	407.02			
GCI Network Solutions	Global House 2, 2 Crofton Close, Lincoln LN3 4NT	20,244.34			
Holiday Travelwatch		87,751.48			
Insolvency Service, Redundancy Payments	PO Box 16685 Birmingham B2 2LX	-			
Institute of Chartered Accoutants	Gloucester House, 399 Silbury Boulevard, Milton Keynes MK9 2HL	335.00			
Kash Industries	55 Lindsay Road, Worcester Park, KT4 8LF	9,000.00			
London Stock Exchange	Old Broad Street London EC2N 1HP	9,000.00			
Macdonald Burlington	Burlington Arcade, 126 New Street, Birmingham B2 4JQ	257.50			
McGuireWoods	11 Pilgrim Street, London EC4V 6RN	12,294.70			
MHP Communications	60 Great Portland Street London W1W 7RT	12,757.20			
Mourant Ozannes	1 Le Marchant Street, St Peter Port, Guernsey GY1 4HP	5,098.08			
Office Team Ltd	Unit 4, 500 Purley Way Croydon CR0 4NZ	1,775.21			
Panmure Gordon & Co	One New Chage, London EC4M 9AF	14,538.46			
PricewaterhouseCooper	Hay's Galleria, 1 Hay's Lane, London SE1 2RD	166,044.72			
Protec Fire Detection plc	Protec House, Churchill Way Nelson BB9 6RT	660.00			

Signature [illegible] Date: 28/9/17

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held	Date security given	Value of security £
Red Chillies	19 Grove Crescent, Adlington, Chorley PR6 9RJ	8.58			
Refreshment Systems Ltd	Bolling Road, Bradford BR4 7HN	7,171.20			
Restore Data Shred	Unit Q1 Queen Elizabeth Distribution Centre, Purfleet, Essex RM19 1NA	1,927.33			
Retreat Adlington	19 Church Street, Adlington PR7 4EX	70.00			
Richard Barber & Co	3rd Floor, Onward Buildings, 207 Deansgate, Manchester, M3 3NW	3,312.00			
RSM UK Consulting	3 Hardman Street, Manchester, M3 3HF	78,000.00			
SagePay	3rd Floor The Angel Building, 407 St John Street London EC1V 4AB	120.00			
Selection Group	6 Millennium Way West, Pheonix Centre, Nottingham, NG8 6AS	2,010.00			
Shore Capital and Corporate Limited	Bond Street House, 14 Clifford Street London W1S 4JU	12,005.38			
Shorebird Recruitment	5 Feast Field, Horsforth, Leeds, West Yorkshire LS18 4TJ	1,944.00			
Shorebird Software	5 Feast Field, Horsforth, Leeds, West Yorkshire LS18 4TJ	600.00			
Simpson Millar Financial Services	21 - 27 St Pauls Street, Leeds LS1 2JG	75,221.00			
Solarwinds Software Europe	Unit 1101, Building 1000, City Gate, Mahon	2,054.00			
Star Technology Services	21 Southampton Row, Holborn, London WC1B 5HA	290.00			

Signature [illegible] Date: 28/9/17

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held	Date security given	Value of security £
Streetwise Couriers	Unit 5, Hook Rise Business Centre, 225 Hook Rise South, Surbiton, Surrey KT6 7LD	37.58			
Teradata	206 Marylebone Road, London NW1 6LY	2,010.00			
The Bubbles Brushes & Wiper Co	Areo Mill, Edward Street Accrington BB5 4JS	155.88			
The Debt Support Company		19,265.64			
Tusker Direct	Unit 7-9 Building 2, Marlins Meadow, Watford WD18 8YF	6,863.79			
UKFast.Net Limited	UK Fast Campus, Birley Fields, Manchester M15 5QJ	2,763.02			
Veolia	Lindon Road, Brownhills, Walsall, West Midlands WS8 7BB	351.54			
Wainwright & Co	13 Park Place, Leeds LS1 2SJ	1,500.00			
Ward Hadaway Solicitors	1A Tower Square, Wellington Street, Leeds LS1 4DL	420.00			
Warren Partners	Warren House, Rudheath, Gadbrook Park, Northwich CW9 7LT	30,115.32			
Westfield Health	60 Charter Row, Sheffield, South Yorkshire S1 3FZ	52.50			

Signature [illegible] Date: 28/9/17

Appendix C

Fairpoint Group plc - in Administration

Joint Administrators' Receipts and Payments Abstract for the period from 10 August 2017 to 5 October 2017			
SOA Value £		£	£
	SECURED ASSETS		
0.00	Leasehold Property	0.00	
0.00	Other Intangible Assets	0.00	
0.00	Investments	450,001.00	
			450,001.00
	COST OF REALISATIONS		
0.00			
			0.00
	SECURED CREDITORS		
(22,750,000.00)	Fixed Charge Claims	0.00	
			0.00
	ASSET REALISATIONS		
10,172.00	Cah at Bank	18,902.30	
0.00	Intercompany Debt	100,000.00	
7,750.00	Office Equipment	0.00	
			118,902.30
	COST OF REALISATIONS		
0.00	Health care contributions	(21.50)	
0.00	Pension contribution	(145.43)	
0.00	Salaries	(2,245.46)	
			(2,412.39)
	PREFERENTIAL CREDITORS		
(2,233.00)	Holiday Pay	0.00	
(6,140.00)	Wages	0.00	
			0.00
	UNSECURED CREDITORS		
(495,650.00)	Trade Creditors	0.00	
(85,080.00)	HM Revenue and Customs	0.00	
(5,336,928.00)	Intercompany	0.00	
(41,755.00)	Employee Claims	0.00	
(625,804.00)	Other Creditors	0.00	
			0.00
	EQUITY		
(494,436.00)	Ordinary	0.00	
			0.00
(29,820,104.00)			**566,490.91**
	REPRESENTED BY		
	Payables	754.70	
	RBS Admin Acc	116,612.22	
	RBS Admin No 2 Account	450,001.00	
	VAT Receivable (Payable)	(877.01)	
			566,490.91
			566,490.91

Appendix D

Rule 14.4 Insolvency (England and Wales) Rules 2016

Proof of Debt

In the High Court of Justice No CR-2017-006489 **Fairpoint Group Plc In Administration** **Company No: 04425339** **Lindsey Cooper, Alexander Kinninmonth and Gareth Harris appointed as Administrators to the above Company on 10 August 2017**		
Relevant date for creditors' claims: 10 August 2017		
1	Name of creditor If a company please also give company registration number	
2	Address of creditor for correspondence.	
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the relevant date. Less any payments made after that date in relation to the claim, any deduction in respect of discounts and any adjustment by way of mutual dealings and set off in accordance with relevant legislation	£
4	Details of any documents by reference to which the debt can be substantiated. There is no need to attach them now unless the Joint Administrator has requested it	
5	If amount in 3 above includes outstanding uncapitalised interest please state amount.	£
6	Particulars of how and when debt incurred If you need more space append a continuation sheet to this form	
7	Particulars of any security held, the value of the security, and the date it was given.	£ Date
8	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates.	
	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Date	
	Position with or in relation to creditor	
	Address of person signing (if different from 2 above)	

Notes:

1. This form can be authenticated for submission by email, to restructuring.manchester@rsmuk.com, by entering your name in block capitals and sending the form as an attachment from an email address which clearly identifies you or has been previously notified to the office holder. If completing on behalf of a company, please state your relationship to the company.

Appendix E

RSM RESTRUCTURING ADVISORY LLP

Charging, expenses and disbursements policy statement

Charging policy

- Partners, directors, managers, administrators, cashiers, secretarial and support staff are allocated an hourly charge out rate which is reviewed from time to time.
- Work undertaken by cashiers, secretarial and support staff will be or has been charged for separately and such work will not or has not also been charged for as part of the hourly rates charged by partners, directors, managers and administrators.
- Time spent by partners and all staff in relation to the insolvency estate is charged to the estate.
- Time is recorded in 6-minute units at the rates prevailing at the time the work is done.
- The current charge rates for RSM Restructuring Advisory LLP Southampton are attached.
- Time billed is subject to Value Added Tax at the applicable rate, where appropriate.
- It is the office holder's policy to ensure that work undertaken is carried out by the appropriate grade of staff required for each task, having regard to its complexity and the skill and experience actually required to perform it.
- RSM Restructuring Advisory LLP's charge out rates are reviewed periodically.

Expenses and disbursements policy

- Only expenses and disbursements properly incurred in relation to an insolvency estate are re-charged to the insolvency estate.
- Expenses and disbursements which comprise external supplies of incidental services specifically identifiable to the insolvency estate require disclosure to the relevant approving party, but do not require approval of the relevant approving party prior to being drawn from the insolvency estate. These are known as 'category 1' disbursements.
- Expenses and disbursements which are not capable of precise identification and calculation (for example any which include an element of shared or allocated costs) or payments to outside parties that the firm or any associate has an interest, require the approval of the relevant approving party prior to be being drawn from the insolvency estate. These are known as 'category 2' disbursements.
- A resolution to consider approving category 2 disbursements at the rates prevailing at the time the cost is incurred to RSM Restructuring Advisory LLP Southampton will be proposed to the relevant approving party in accordance with the legislative requirements.
- General office overheads are not re-charged to the insolvency estate as a disbursement.
- Any payments to outside parties in which the office holder or his firm or any associate has an interest will only be made with the approval of the relevant approving party.
- Expenses and disbursements re-charged to or incurred directly by an insolvency estate are subject to VAT at the applicable rate, where appropriate.

Appendix F

RSM Restructuring Advisory LLP

Joint Administrators' current charge out and disbursement rates

Hourly charge out rates		
	Rates at commencement £	**Current rates £**
Partner	480 - 530	480 - 530
Directors / Associate Directors	365-425	365-425
Manager	230-350	230-350
Assistant Managers	225-230	225-230
Administrators	171-190	171-190
Support staff	160-195	160-195

Category 2 disbursement rates	
Subsistence	£25 per night (from 3rd September 2013)
Travel (car)	42.5p per mile (from 1 April 2011)
'Tracker' searches	£10 per case

Appendix G

Category 2 disbursement table

Amounts paid or payable to the Office Holder's firm or to any party in which the office holder or his firm or any associate has an interest			
Recipient, type and purpose	**£**		
	***Incurred* to date**	***Paid* to date**	***Unpaid* to date**
Mileage	103.72	0.00	103.72
Total	**103.72**	**0.00**	**103.72**

Appendix H

Company Name: Fairpoint Group Plc
Joint Administrators' fee estimate
As at: 29 September 2017

	Budgeted Hours								SCOPE
	Partners	Directors / Associate Directors	Managers	Assistant Managers	Administrators	Assistants / Support Staff	Other	Total	
Charge rate (average per hour)	£520	£425	£0	£230	£190	£195	£0	-	
Administration and planning	19.0	36.0	-	72.0	67.0	14.0	-	208.0	Work that must be carried out in order to comply with statutory requirements imposed by the insolvency legislation. This includes filing and advertising of appointment documents, filing of Statement of Affairs, handling of receipts and payments, submission of VAT and *Corporation Tax returns*, undertaking file reviews, case planning and strategy, dealing with redirected mail, convening any non-statutory meetings, dealing with the winding up of pension schemes, liaising with the Company's *directors*, case closure formalities. this budget assumes that the Company's records are up to date, that no creditors' committee is appointed, and that the case can be concluded in 12 Months.
Investigations	2.0	10.0	-	18.0	6.0	-	-	36.0	Collection and review of the Company's accounting records in order to identify any potential or actual asset recoveries, antecedent transactions, transactions at *under value or voidable dispositions*. Reporting to the Department of Business Innovation and Skills on the conduct of the Company's directors. The budget assumes that the Office Holders' investigations uncover no material antecedent transactions which require legal advice or recovery *action being undertaken*.
Realisation of Assets	20.0	75.0	-	70.0	32.0	-	-	197.0	All aspects of the realisation of assets including identifying, securing and insuring assets such as book debts, property and chattels with no contentious matters Dealing with Retention of Title claims and the return of third party assets. Sale of business including preparation of sales pack, dealing with interested parties, contract negotiations etc. Rent collection and dealing with tenants and *utility suppliers. The budget assumes* there will be no legal action required to realise the assets, the Office Holder receives full co-operation of directors and that no contentious matters will arise. The budget also assumes that there are no environmental and/or health and safety issues.
Trading	-	-	-	-	-	-	-	-	No trading is expected
Creditors	10.0	34.0	-	40.0	26.0	-	-	110.0	Includes dealing with creditor queries, agreement of claims, distributions to creditors. Also includes preparation of statutory formal reports to creditors. Fee estimate assumes claims will be agreed without any dispute, litigation or contentious matters arising and that the Company's *records are complete* and up to date.
Case Specific Matters	5.0	16.0	-	18.0	8.0	-	-	47.0	Includes legal advice on various matters including the position with the property lease. Also includes individual discussions with various shareholders regarding the progres
Total Hours	56.0	171.0	-	218.0	139.0	14.0	-	598.0	
Total time costs	£29,120	£72,675	£0	£50,140	£26,410	£2,730	£0	£181,075	
Average hourly rate								£303	
Total time costs for approval								£181,075	

Appendix I

Estimate of all expenses likely to be incurred by the Joint Administrators in the administration

Joint Administrators' expenses likely to be incurred

	£		
	Incurred to date	**Expected future**	**Expected total**
Bond	85	Nil	85.00
Statutory advertising	84.6	84.6	169.20
Website fee	8	Nil	8.00
Storage agent (collection/storage of records)	Nil	1,250.00	1,250.00
Legal fees	2,773.58	25,000.00	27,773.58
Insurance	Nil	500	500.00
RNS announcements	1,800.00	Nil	1,800.00
Mileage	103.72	40	143.72
Payroll costs	6,630.55	500	7,130.55
Pension Advice	Nil	1,200.00	1,200.00
Statement of Affairs preparation	7,000.00	0.00	7,000.00
Total	**18,485.45**	**28,574.60**	**47,060.05**

Appendix J

Fairpoint Group PLC

Joint Adminsitrators' SIP9 time cost analysis for the period from 10 August 2017 to 29 September 2017

Period	Hours Spent	Partners	Directors / Associate Directors	Managers	Assistant Managers	Administrators	Assistants & Support Staff	Total Hours	Total Time Costs	Average Rates
From Jan 2003	**Administration and Planning**									
	Appointment	0.3	2.0	0.0	2.9	20.5	0.0	25.7	£ 4,546.50	176.91
	Background information	0.0	8.1	0.6	12.1	7.8	0.0	28.6	£ 7,182.50	251.14
	Case Management	18.2	27.6	0.7	16.1	4.3	0.0	66.9	£ 23,934.00	357.76
	Director(s)/debtor/bankrupt	0.0	2.0	0.0	2.3	0.0	0.0	4.3	£ 1,247.50	290.12
	Pension Scheme	0.0	2.7	0.0	2.4	0.8	0.0	5.9	£ 1,677.50	284.32
	Post-appointment - general	0.2	4.2	0.0	13.2	2.5	0.9	21.0	£ 5,107.50	243.21
	Pre-appointment matters	0.7	0.0	0.0	1.3	0.0	0.0	2.0	£ 643.00	321.50
	Receipts and Payments	0.2	0.5	0.0	0.1	8.4	2.3	11.5	£ 2,145.00	186.52
	Statement of Affairs	0.0	1.7	0.0	0.5	0.0	0.0	2.2	£ 733.00	333.18
	Tax Matters	2.1	3.2	0.0	0.1	0.0	0.0	5.4	£ 2,371.00	439.07
	Total	**21.7**	**52.0**	**1.3**	**51.0**	**44.3**	**3.2**	**173.5**	**£ 49,587.50**	**285.81**
	Investigations									
	Investigations/CDDA	0.0	5.8	0.0	7.6	0.3	0.0	13.7	£ 3,846.50	280.77
	Total	**0.0**	**5.8**	**0.0**	**7.6**	**0.3**	**0.0**	**13.7**	**£ 3,846.50**	**280.77**
	Realisation of Assets									
	Assets - general/other	2.8	4.4	0.0	0.5	0.0	0.0	7.7	£ 3,200.50	415.65
	Chattels	0.0	7.0	0.0	3.1	0.0	0.0	10.1	£ 3,264.50	323.22
	HP/Leasing creditors	0.0	0.6	0.0	0.0	0.0	0.0	0.6	£ 219.00	365.00
	Land and Property	0.0	5.6	0.0	0.7	0.5	0.0	6.8	£ 2,296.50	337.72
	Sale of business	1.7	11.6	38.9	0.0	0.1	0.0	52.3	£ 16,510.00	315.68
	Total	**4.5**	**29.2**	**38.9**	**4.3**	**0.6**	**0.0**	**77.5**	**£ 25,490.50**	**328.91**
	Creditors									
	1st creditors/shareholders meetings and reports	0.0	1.6	0.0	10.2	2.2	0.0	14.0	£ 3,333.00	238.07
	Employees	0.0	19.7	7.3	8.5	1.2	0.0	36.7	£ 10,778.50	293.69
	Other Creditor Meetings and Reports	0.0	0.0	0.0	0.1	0.3	1.2	1.6	£ 301.50	188.44
	Preferential Creditors	0.0	0.0	0.0	8.6	0.0	0.0	8.6	£ 1,935.00	225.00
	Secured Creditors	0.4	4.9	0.0	0.5	0.0	0.0	5.8	£ 2,383.00	410.86
	Unsecured Creditors	0.0	13.5	1.5	3.6	3.9	0.0	22.5	£ 6,657.50	295.89
	Total	**0.4**	**39.7**	**8.8**	**31.5**	**7.6**	**1.2**	**89.2**	**£ 25,388.50**	**284.62**
	Case Specific Matters - Shareholders									
	Shareholders / Members	0.0	1.5	0.0	0.0	0.0	0.0	1.5	£ 547.50	365.00
	Total	**0.0**	**1.5**	**0.0**	**0.0**	**0.0**	**0.0**	**1.5**	**£ 547.50**	**365.00**
	Case Specific Matters - Legal Matters									
	Legal Matters	0.4	0.5	0.0	0.4	0.0	0.0	1.3	£ 464.50	357.31
	Total	**0.4**	**0.5**	**0.0**	**0.4**	**0.0**	**0.0**	**1.3**	**£ 464.50**	**357.31**
	Total Hours (From Jan 2003)	**27.0**	**128.7**	**49.0**	**94.8**	**52.8**	**4.4**	**356.7**	**£ 105,325.00**	**295.28**
	Total Time Cost (From Jan 2003)	**£ 13,322.50**	**£ 48,229.50**	**£ 13,207.00**	**£ 21,366.50**	**£ 8,363.50**	**£ 836.00**	**£ 105,325.00**		
Total Hours		**27.0**	**128.7**	**49.0**	**94.8**	**52.8**	**4.4**	**356.7**	**£ 105,325.00**	**295.28**
Total Time Cost		**£ 13,322.50**	**£ 48,229.50**	**£ 13,207.00**	**£ 21,366.50**	**£ 8,363.50**	**£ 836.00**	**£ 105,325.00**		
Average Rates		**493.43**	**374.74**	**269.53**	**225.39**	**158.40**	**190.00**	**295.28**		

Appendix K

Fairpoint Group PLC

Pre Appointment Administration Time Costs for the period to 9 August 2017

Period	Hours Spent	Partners	Directors / Associate Directors	Managers	Assistant Managers	Administrators	Assistants & Support Staff	Total Hours	Total Time Costs	Average Rates
From Jan 2003	**Administration and Planning**									
	Appointment	0.0	2.5	0.0	0.3	0.4	0.0	3.2	£ 1,106.00	345.63
	Background information	28.2	37.8	1.0	30.8	3.3	0.0	101.1	£ 35,095.50	347.14
	Case Management	13.9	19.3	0.0	7.4	0.9	0.0	41.5	£ 17,028.00	410.31
	Director(s)/debtor/bankrupt	0.0	0.5	0.0	0.2	0.0	0.0	0.7	£ 227.50	325.00
	Post-appointment - general	0.0	0.0	0.0	0.6	0.0	0.0	0.6	£ 135.00	225.00
	Pre-appointment matters	9.0	14.9	0.0	7.7	5.4	0.0	37.0	£ 12,762.50	344.93
	Receipts and Payments	0.0	0.0	0.0	0.0	1.4	0.0	1.4	£ 224.00	160.00
	Tax Matters	0.0	0.9	0.0	0.0	0.0	0.0	0.9	£ 352.50	391.67
	Total	**51.1**	**75.9**	**1.0**	**47.0**	**11.4**	**0.0**	**186.4**	**£ 66,931.00**	**359.07**
	Realisation of Assets									
	Assets - general/other	0.0	0.3	0.0	0.0	0.0	0.0	0.3	£ 127.50	425.00
	Chattels	0.0	1.5	0.0	0.4	0.0	0.0	1.9	£ 637.50	335.53
	Land and Property	0.0	0.0	0.0	0.3	0.0	0.0	0.3	£ 67.50	225.00
	Sale of business	0.0	0.0	0.0	1.3	0.0	0.0	1.3	£ 292.50	225.00
	Total	**0.0**	**1.8**	**0.0**	**2.0**	**0.0**	**0.0**	**3.8**	**£ 1,125.00**	**296.05**
	Creditors									
	Employees	0.0	3.0	0.0	2.2	0.0	0.0	5.2	£ 1,610.00	309.62
	Secured Creditors	0.0	2.0	0.0	0.0	0.0	0.0	2.0	£ 730.00	365.00
	Unsecured Creditors	0.0	0.8	0.0	0.0	0.0	0.0	0.8	£ 292.00	365.00
	Total	**0.0**	**5.8**	**0.0**	**2.2**	**0.0**	**0.0**	**8.0**	**£ 2,632.00**	**329.00**
	Case Specific Matters - Legal Matters									
	Legal Matters	0.0	1.5	0.0	0.7	0.0	0.0	2.2	£ 705.00	320.45
	Total	**0.0**	**1.5**	**0.0**	**0.7**	**0.0**	**0.0**	**2.2**	**£ 705.00**	**320.45**
	Total Hours (From Jan 2003)	**51.1**	**85.0**	**1.0**	**51.9**	**11.4**	**0.0**	**200.4**	**£ 71,393.00**	**356.25**
	Total Time Cost (From Jan 2003)	**£ 25,161.00**	**£ 32,315.00**	**£ 215.00**	**£ 11,679.50**	**£ 2,022.50**	**£ 0.00**	**£ 71,393.00**		
Total Hours		**51.1**	**85.0**	**1.0**	**51.9**	**11.4**	**0.0**	**200.4**	**£ 71,393.00**	**356.25**
Total Time Cost		**£ 25,161.00**	**£ 32,315.00**	**£ 215.00**	**£ 11,679.50**	**£ 2,022.50**	**£ 0.00**	**£ 71,393.00**		
Average Rates		**492.39**	**380.18**	**215.00**	**225.04**	**177.41**	**0.00**	**356.25**		

Appendix K

Fairpoint Group Plc - In Administration

Joint Administrators' SIP9 pre appointment time cost anaylsis - sale of investments

Period	Hours Spent	Partners	Directors / Associate Directors	Managers	Assistant Managers	Administrators	Assistants & Support Staff	Total Hours	Total Time Costs	Average Rates
From Jan 2003	**Administration and Planning**									
	Appointment	0.0	0.6	1.2	0.0	0.0	0.0	1.8	£ 522.00	290.00
	Background information	19.7	3.8	117.7	14.5	0.0	0.0	155.7	£ 52,832.50	339.32
	Case Management	13.7	13.4	0.0	1.9	0.0	0.0	29.0	£ 12,624.50	435.33
	Director(s)/debtor/bankrupt	0.0	1.3	0.0	0.0	0.0	0.0	1.3	£ 474.50	365.00
	Pre-appointment matters	5.0	6.0	1.5	0.4	0.0	0.0	12.9	£ 5,172.00	400.93
	Receipts and Payments	0.0	0.0	0.0	0.0	0.2	0.0	0.2	£ 32.00	160.00
	Tax Matters	0.5	0.0	0.2	0.0	0.0	0.0	0.7	£ 315.50	450.71
	Total	**38.9**	**25.1**	**120.6**	**16.8**	**0.2**	**0.0**	**201.6**	**£ 71,973.00**	**357.01**
	Realisation of Assets									
	Chattels	0.0	0.2	0.0	0.0	0.0	0.0	0.2	£ 85.00	425.00
	Land and Property	0.0	0.8	0.0	0.0	0.0	0.0	0.8	£ 292.00	365.00
	Sale of business	51.7	74.8	17.8	0.7	14.1	0.0	159.1	£ 61,882.50	388.95
	Total	**51.7**	**75.8**	**17.8**	**0.7**	**14.1**	**0.0**	**160.1**	**£ 62,259.50**	**388.88**
	Creditors									
	Employees	0.0	1.2	0.0	0.0	0.0	0.0	1.2	£ 438.00	365.00
	Secured Creditors	0.0	5.1	0.0	0.0	0.0	0.0	5.1	£ 1,939.50	380.29
	Total	**0.0**	**6.3**	**0.0**	**0.0**	**0.0**	**0.0**	**6.3**	**£ 2,377.50**	**377.38**
	Case Specific Matters - Legal Matters									
	Legal Matters	2.0	1.2	0.0	0.0	0.0	0.0	3.2	£ 1,398.00	436.88
	Total	**2.0**	**1.2**	**0.0**	**0.0**	**0.0**	**0.0**	**3.2**	**£ 1,398.00**	**436.88**
	Total Hours (From Jan 2003)	**92.6**	**108.4**	**138.4**	**17.5**	**14.3**	**0.0**	**371.2**	**£ 138,008.00**	**371.79**
	Total Time Cost (From Jan 2003)	**£ 45,813.00**	**£ 42,560.00**	**£ 43,514.50**	**£ 4,300.00**	**£ 1,820.50**	**£ 0.00**	**£ 138,008.00**		
Total Hours		**92.6**	**108.4**	**138.4**	**17.5**	**14.3**	**0.0**	**371.2**	**£ 138,008.00**	**371.79**
Total Time Cost		**£ 45,813.00**	**£ 42,560.00**	**£ 43,514.50**	**£ 4,300.00**	**£ 1,820.50**	**£ 0.00**	**£ 138,008.00**		
Average Rates		**494.74**	**392.62**	**314.41**	**245.71**	**127.31**	**0.00**	**371.79**		

Note: the above SIP9 details time expended in dealing with the pre packaged sale of the business and assets of the Debt Free Direct Limited. The SIP9 also details time expended in dealing with the sale of the shares held in Alixium Limited, IVA Insurance Limited and the intended share sale of of Fairpoint Legal Services Limited prior to the appointment of administrators on 10 August 2017. The Adminsitrators have performed an analysis of the time incurred and can confirm that the time expended relating solely to the share sales of group entities totals £20,547

Appendix L

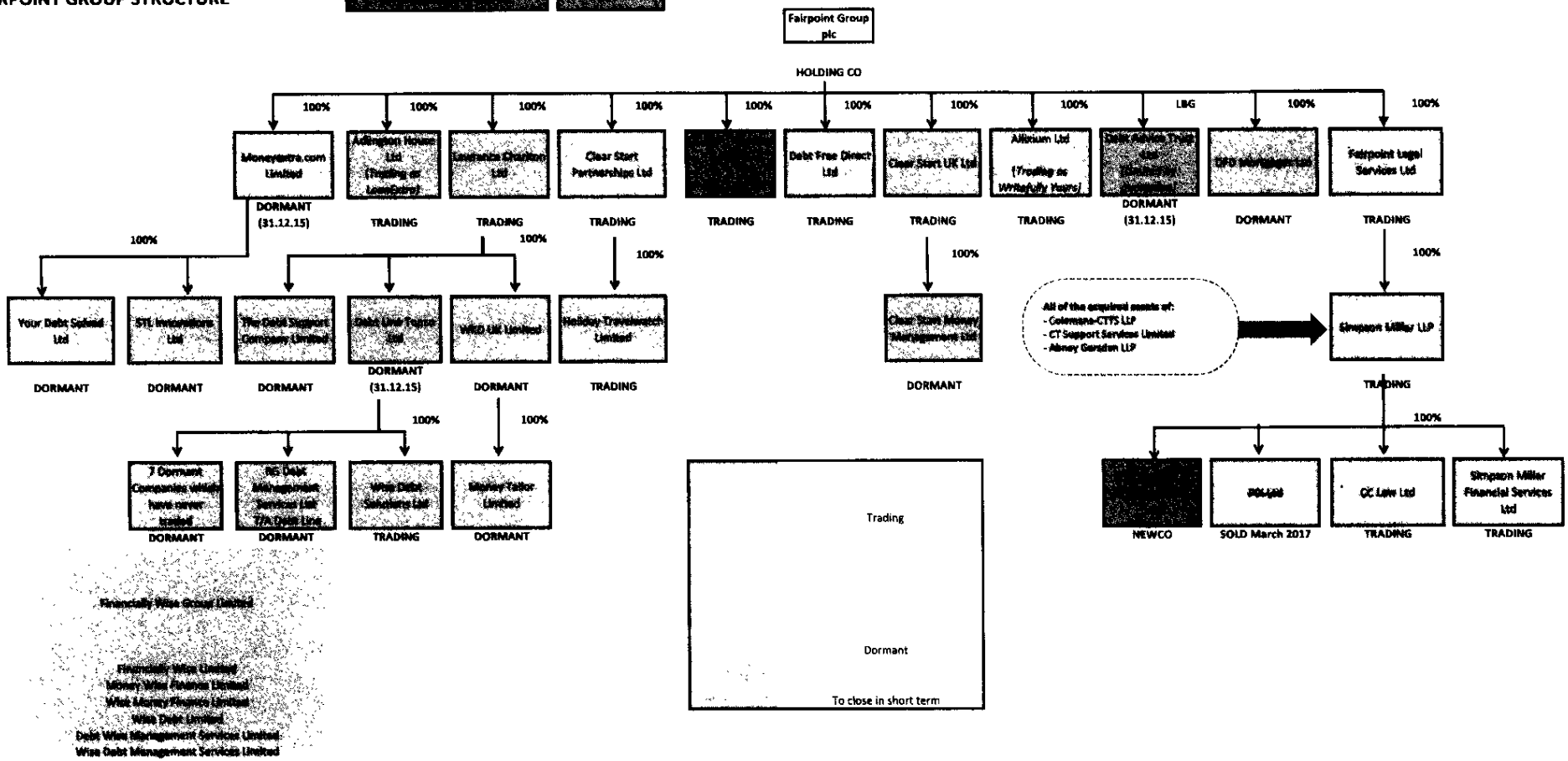
Analysis of pre-administration costs

Pre-administration costs incurred			
	£		
	Incurred	**Paid**	**Unpaid**
Administrators' fees	71,393.00	44,453.00	26,940.00
Administrators' fees re sale of investments	20,547.00	20,547.00	0.00
Administrators' Disbursements – Mileage & Travel	19.13	0.00	19.13
Administrators' expenses – Legal Fees (Eversheds)	9,790.50	0.00	9,790.50
Total	**101,749.63**	**65,000.00**	**36,749.63**

Pre-administration costs paid & identity of payer			
	By whom paid	**Date paid**	**Amount (£)**
Administrators' fees	Fairpoint Group Plc	7 August 2017	65,000.00
Total			**65,000.00**

FAIRPOINT GROUP STRUCTURE

[redacted]



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