

AM23

Notice of move from administration to dissolution



Companies House

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

1 Company details

Company number

Company name in full

→ Filling in this form

Please complete in typescript or in bold black capitals.

2 Court details

Court name

Court number

3 Administrator's name

Full forename(s)

Surname

4 Administrator's address

Building name/number

Street

Post town

County/Region

Postcode

Country

AM23

Notice of move from administration to dissolution

5 Administrator's name ①

Full forename(s) Alan Michael

Surname Hudson

① Other administrator

Use this section to tell us about another administrator.

6 Administrator's address ②

Building name/number Ernst & Young LLP

Street 1 More London Place

Post town

County/Region London

Postcode

S E 1 2 A F

Country

United Kingdom

② Other administrator

Use this section to tell us about another administrator.

7 Final progress report☒ I have attached a copy of the final progress report**8 Sign and date**

Administrator's signature

Signature

X 

X

Signature date

d 1 d 4 m 1 m 2 y 2 y 2 y 3

In accordance with the provisions of paragraph 84(1) of Schedule B1 to the Insolvency Act 1986, the Joint Administrators' by filing this form and as confirmed within the final progress report, provide notice that there is no remaining property to permit a distribution.

**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

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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

**Important information**

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

**Where to send**

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

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

**Further information**

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

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

Continuation page

Name and address of insolvency practitioner

✓ **What this form is for**
Use this continuation page to tell us about another insolvency practitioner where more than 2 are already jointly appointed. ①
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

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)

Surname

3 Insolvency practitioner's address

Building name/number

Street

Post town

County/Region

Postcode

Country

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Country

TO ALL KNOWN CREDITORS

13 December 2023

Ref: AH/JR/LW/SE/LN
Switchboard: (0) 20 7951 2000
Email: Julius.yee@parthenon.ey.com

Dear Sirs

FBE Realisations 2021 Limited (formerly “Flybe Limited”) (in Administration) (“the Company” or “FBE”)

High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List (ChD), Number CR-2020-001582

I refer to the appointment of Alan Hudson, Joanne Robinson, Lucy Winterborne and myself as joint administrators (the “Joint Administrators”) of the Company on 5 March 2020. The Joint Administrators act as agents of the Company only and without personal liability. Under the terms of the appointment, any act required or authorised to be done by the Joint Administrators can be done by any of them.

I write in accordance with Rule 3.53 of the Insolvency (England and Wales) Rules 2016 (the “Rules”) to provide you with our eighth and final progress report (“the Final Progress Report”) of the administration (“the Administration”), which includes details of the outcome. The report covers the period from 5 September 2023 to 1 December 2023 (being the date of closure of the administration) and should be read in conjunction with the Joint Administrators’ Statement of Proposals (the “Proposals”) dated 29 April 2020 and the Joint Administrators’ previous progress reports for the periods:-

- 5 March 2020 to 4 September 2020 (“the First Progress Report”);
- 5 September 2020 to 4 March 2021 (“the Second Progress Report”);
- 5 March 2021 to 4 September 2021 (“the Third Progress Report”);
- 5 September 2021 to 4 March 2022 (“the Fourth Progress Report”);
- 5 March 2022 to 4 September 2022 (“the Fifth Progress Report”);
- 5 September 2022 to 4 March 2023 (“the Sixth Progress Report”); and
- 5 March 2023 to 4 September 2023 (“the Seventh Progress Report”),

including the definitions contained therein.

Statutory information about the Company, the Administration and the office holders is given at Appendix 1. A copy of the Proposals and the above mentioned progress reports can be obtained at https://www.ey.com/en_uk/fbe-realisations-2021-limited-administration.

Summary of the Joint Administrators' Proposals

As set out in the Proposals, the Joint Administrators were of the opinion that the Company had insufficient assets to enable a distribution to be made to unsecured creditors other than by virtue of the prescribed part. Consequently, in accordance with the provisions of paragraph 52(1)(b) of Schedule B1 to the Insolvency Act 1986, we did not seek a decision on approval of the Proposals from the Company's creditors.

Further, no request was received for a decision on approval of the Proposals from creditors whose debts amounted to at least 10% of any of the Company's total debts, nor was there a request received from the unsecured creditors of the Company to call an initial meeting of creditors. Accordingly, the Proposals were deemed to be approved on 12 May 2020.

The Proposals stated that the purpose of the Administration was to achieve a going concern sale of the business and assets of the Company. It was subsequently reported in the Third Progress Report that the sale of the Company's business and certain assets (the "Transaction") to Thyme Opco Limited (subsequently renamed to Flybe Limited) completed on 13 April 2021 (with the new company herein referred to as "New Flybe"). Nominal consideration of £1 was payable upon completion of the Transaction with a prospect of certain contingent deferred consideration becoming payable to the Company in due course in the event that certain conditions were met, linked to the future performance of New Flybe. On 28 January 2023, New Flybe entered into Administration with David Pike and Mike Pink of Interpath Limited ("Interpath") appointed as administrators. As reported in the Sixth Progress Report, it is understood from Interpath's statement of proposals for New Flybe that New Flybe has insufficient property to enable a distribution to unsecured creditors (including the Company) other than by virtue of the prescribed part (which is capped at the statutory maximum of £800,000). As a consequence, the Joint Administrators concluded that nil deferred consideration under the Transaction is likely to be realised. As such, there were no funds in the estate available for distribution to the unsecured creditors of the Company other than in relation to the prescribed part (on which, see further below).

The Proposals stated that the Joint Administrators intended to make an application to the court, under section 176A(5) of the Insolvency Act 1986, for an order that the requirement to distribute the prescribed part shall not apply on the grounds that the cost of making a distribution to unsecured creditors would be disproportionate to the benefits of doing so. It was subsequently confirmed in the Seventh Progress Report that the court had made an order to disapply the prescribed part. Pursuant to Rule 14.37 (2) of the Insolvency (England and Wales) Rules 2016, this was notified to creditors on 21 September 2023.

The Joint Administrators are now of the view that the Company has no property which might permit a distribution to its creditors. On registration of the form AM23 (notice of the move from Administration to dissolution) by the registrar of companies, the appointment of the Joint Administrators shall cease to have effect in accordance with paragraph 84(4) of Schedule B1 to the Insolvency Act 1986. In accordance with the provisions of paragraph 84(6) of Schedule B1 to the Insolvency Act 1986, the Company will be deemed to be dissolved three months after the registration of that notice.

The Joint Administrators have also sought and, on 1 December 2023, obtained from the court a court order that the Joint Administrators shall be discharged from liability in respect of any action of theirs as administrators 28 days following registration of this Final Progress Report with the registrar of companies, pursuant to paragraphs 98(1) and 98(2)(c) of Schedule B1 to the Insolvency Act 1986. A copy of this order is provided at Appendix 5.

In summary, the Administration has been conducted in accordance with the Proposals, with no major amendments to or deviations from those Proposals. The Joint Administrators have concluded that the statutory purpose of the Administration (being to achieve 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) has been sufficiently achieved during the course of the Administration.

Summary of Steps taken during the Administration

Since the Joint Administrators last wrote to you in the Seventh Progress Report, the below steps have been taken:

Trading liabilities

All trading liabilities have now been settled. Payments made in the period of this report as shown in the Summary of Receipts and Payments at Appendix 2 include:

- IT & Finance systems costs of £510.90, which relate to the storage of the Company's books and records to satisfy the Joint Administrators' statutory obligations to retain the Company's books and records for the required statutory period of one year from the date of dissolution; and,
- Public notice costs of £94.50 which relates to the Joint Administrators' notice to the Company's creditors of the court order disapplying the Prescribed Part.

Corporation Tax

As reported in the Seventh Progress Report, the Joint Administrators had submitted the final corporation tax return for the Company and sought confirmation from HM Revenue & Customs ("HMRC") that they had no objections to the closure of the Administration by 28 July 2023, being 28 days from the date of submission. HMRC responded on 18 September 2023 raising an objection to clearance due to an £800 penalty against the Company which the Company had not received a notice for. The Joint Administrators sought a pragmatic solution to this and suggested that this sum should be netted off the Company's final submitted VAT return. However, the Company received a full refund (in the amount of £50,042.98) against the Company's final submitted VAT return on 3 November 2023 without any such deduction having been applied. Accordingly, in the interests of efficiently closing the account and promptly settling any outstanding liabilities, the Company made payment of the £800 liability on 20 November 2023. This payment and the reasons for making it were communicated to HMRC on 23 November 2023. On the basis that the Company has no other liabilities and no other objections were raised by HMRC, the Joint Administrators are not aware of any objection by HMRC to the closure of the Administration.

VAT

In the period of this report, the Company submitted the final VAT return of the Company for the period from July to September 2023. Following the submission, an application was made to de-register the Company's VAT obligations effective from 30 September 2023. Noting this was the final VAT return, the Joint Administrators wrote to HMRC on 2 October 2023 notifying them of their imminent discharge from office, providing HMRC 28 days to raise any objections in regard to the Company's VAT position. The 28 day period passed without any objections from HMRC or thereafter.

Remaining Assets

As disclosed in the Seventh Progress Report, there were a small number of assets remaining within the estate for which the timeframe for realisation remained highly uncertain and which were unlikely to be resolved before the closure of the Administration without further action being taken by the Joint Administrators. In order to resolve the position, the Joint Administrators executed deeds of assignment for the below assets to be assigned as follows:

- HMRC tax recoveries
 - the rights of the Company to payment of a VAT refund in the amount of £50,042.98 due from HMRC in respect of professional fees paid in the Administration between July 2023

and September 2023 were assigned to GLAS Trust Corporation Limited ("GLAS") in its capacity as security trustee for the Senior Secured Lenders, given such amounts would be covered by the floating charge security granted by the Company to GLAS. The full refund has since been received by the Company and the Joint Administrators have distributed this to Senior Lenders in accordance with their floating charge security; and,

- the rights to payment of a separate VAT refund claim of approximately £377,252.09 relating to pension Administration and management costs for the benefit of the Company's pension scheme were assigned to BRAL Trustee (IOM) Limited ("BRAL"), the pension trustee. These VAT refunds are in respect of invoices in the name of the Company, but because they were paid by BRAL, the VAT refund would have been payable to BRAL.
- Multilateral Interchange Fees ("MIF") claims
 - the rights of the Company to payment of potential deferred consideration due to the Company in respect of MIF claims against Visa and Mastercard were assigned to GLAS in its capacity as security trustee for the Senior Secured Lenders being a contingent asset secured by floating charge.

Distributions to Creditors

Secured Creditors

In the period of this report, £1.3m was distributed to GLAS as security trustee for the Senior Secured Lenders from fixed and floating charge realisations of £0.1m and £1.2m respectively.

This marked the final payment to Secured Creditors, bringing the total distribution made by the Company to:

- £31.3m to GLAS for the benefit of the Senior Secured Lenders (£8.3m from fixed charge realisations and £23.0m from floating charge realisations); and
- £3.1m to the BRAL Trustee pursuant to the fixed charge security held over the Training Academy.

Preferential Creditors

As detailed in the Sixth Progress Report, a preferential dividend of 100p in the £ was paid to 2,066 preferential creditors and in respect of four Redundancy Payment Service claims at a total value of £2.7m.

There are no further distributions to preferential creditors.

Non-Preferential (Unsecured) Creditors

As reported in the Seventh Progress Report, the requirement to distribute the prescribed part was disapplied by an order of the court on 18 September 2023 on the basis that the costs of making the distribution would outweigh the benefits of doing so. Notices to creditors and to the Registrar of Companies were issued in the prescribed form and in accordance with the court order.

There will be no distribution to the Company's non-preferential (unsecured) creditors.

Notice of No Dividend

In accordance with Rule 14.37(2) of the Insolvency (England and Wales) Rules 2016, I give notice to the creditors of the Company that we are unable to declare any further dividend to preferential creditors nor any distribution to non-preferential creditors because the funds realised have already been distributed or used for paying the expenses of the Administration.

Details of Assets still to be Realised

The Joint Administrators are not aware of any other assets that may be realisable for the benefit of the Company's creditors.

Receipts and Payments Account

I enclose a receipts and payments account for the period from 5 September 2023 to 1 December 2023.

Bank Interest Received / Charges Paid

In the period of the report, the Company paid bank charges of £4.50.

Investigations

The Joint Administrators conducted the required SIP2 investigations relating to the conduct of all persons who were directors, shadow directors or de facto directors of the Company in the three years preceding the Administration, as detailed in the First Progress Report dated 2 October 2020. These investigations have concluded, no further action was undertaken and no specific investigations or actions were requested by creditors.

Joint Administrators' Remuneration

The statutory provisions relating to remuneration are set out in Part 18 of the Insolvency (England and Wales) Rules 2016. Further information is given in the Association of Business Recovery Professionals' publication 'A Creditors' Guide to Administrators' Fees' a copy of which may be accessed from the web site of the Institute of Chartered Accountants in England and Wales at <https://www.icaew.com/en/technical/insolvency/creditors-guides> or is available in hard copy upon written request to me.

In certain circumstances, creditors are entitled to request further information about our remuneration or expenses, or to apply to court if they consider the costs to be excessive (Rules 18.9 and 18.34 of the Insolvency (England and Wales) Rules 2016). Further information is provided in 'A Creditors' Guide to Administrators' Fees' referred to above.

By a resolution of the creditors' committee, the Joint Administrators' remuneration was fixed on the basis of time properly given by the Joint Administrators and their staff in dealing with matters arising in the Administration of the Company. The Joint Administrators have not drawn remuneration in excess of the uplifted fee estimate approved by the creditors' committee on 17 November 2022.

At Appendix 3 to this report, there is an analysis and narrative explanation of the time spent.

Joint Administrators' Expenses

The total expenses (excluding remuneration) incurred for and on behalf of the Administration to date is £16.4m.

These expenses represent expenses incurred and paid by the Company and includes, but is not limited to legal costs, employee costs, rent and rates, and insurance. The expenses are distinct and separate from the Joint Administrators' remuneration.

An analysis of the expenses incurred in the period of this report, and cumulatively for the Administration, is provided at Appendix 4 to this report.

As referenced at Appendix 4, certain expenses of the Administration were funded by the purchaser of the Transaction, to the extent that they were incurred in relation to the Transaction since 24 August 2020. For reasons of confidentiality, we are unable to disclose the total amount of funding received by the Joint Administrators in respect of such costs. However, since these costs are not being borne by the Company, there is no incremental cost to the Administration and therefore no requirement to disclose them to comply with the Statement of Insolvency Practice 9.

Professional Fees Paid in the Period (not incurred)

In the period of this report, £179.2k was paid for the Joint Administrators' time costs, bringing the total amount billed and paid to £17.4m. This payment related to work progressed in the previous period. The Joint Administrators have been discharged from office and there are no further time costs to be paid.

Legal fees of £45.6k were paid in the period of this report for legal consultation on the Joint Administrators' discharge from office and moving the Company to dissolution. This brings total legal fees paid to £4.4m and €8k. The Joint Administrators have agreed a fixed fee of £25k plus VAT with their legal advisers and counsel for the remaining work associated with the Joint Administrators' discharge and court hearing. This fee was paid shortly following the Period with all legal fees and disbursements now having been settled.

The Outcome of the Administration

The Joint Administrators have concluded that the statutory purpose of the Administration (being to achieve 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) has been sufficiently achieved.

The Joint Administrators applied for a court order discharging the Joint Administrators from liability in respect of any action of theirs as joint administrators. A hearing was held at 12.30 p.m. (case number CR-2020-001582) on 1 December 2023 for this purpose, with the court granting the order requested. The Joint Administrators' discharge from liability will become effective 28 days following lodgement of this report.

As envisaged in the Proposals, because the Company has no property which might permit a distribution to its creditors, the Joint Administrators will send a notice to that effect to the Registrar of Companies (a copy of Form AM23 is enclosed). The Administration of the Company will come to an end on the registration of that notice by the Registrar of Companies. The Company will be deemed dissolved three months later.

Should you have any remaining questions about the Administration, please do not hesitate to contact Julius Yee at this office on the details provided above.

Yours faithfully
For the Company



Simon Edel
Joint Administrator

Enc: Copy of Form AM23
Copy of Court Order for Joint Administrators' discharge from liability

A Hudson, S Edel, J Robinson and L Winterborne are licensed in the United Kingdom to act as an Insolvency Practitioner by The Insolvency Practitioners Association.

The affairs, business and property of the Company were being managed by the Joint Administrators, A Hudson, S Edel, J Robinson and L Winterborne who acted as agents of the Company only and without personal liability.

The Joint Administrators may act as data controllers of personal data as defined by the UK General Data Protection Regulation (as incorporated in the Data Protection Act 2018), depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Company may act as a data 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. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy.

Appendix 1

Information about the proceedings, the company and the office holders, as required by Rule 18.3(1) of the Insolvency (England and Wales) Rules 2016

Name of court:	High Court of Justice Business and Property Courts of England and Wales, Insolvency and Companies List
Court reference:	CR-2020-001582
Registered name of the company:	FBE Realisations 2021 Limited
Registered office address of the company:	1 More London Place, London, SE1 2AF
Registered number:	02769768
Country of incorporation (for a company incorporated outside the United Kingdom):	N/A
Date of appointment of the Joint Administrators:	5 March 2020
Details of any changes of administrator:	None
Full names of the Joint Administrators:	Alan Michael Hudson, Simon Jamie Edel, Joanne Honor Robinson and Lucy Winterborne
Office holder number(s):	9200, 9810, 19890 and 21130 respectively
Joint Administrators' address(es):	
Alan Michael Hudson	Simon Jamie Edel
Ernst & Young LLP	Ernst & Young LLP
1 More London Place,	1 More London Place,
London, SE1 2AF	London, SE1 2AF

Joanne Honor Robinson

Ernst & Young LLP

1 More London Place,

London, SE1 2AF

Lucy Winterborne

Ernst & Young LLP

The Paragon,

32 Counterslip, Bristol, BS1 6BX

Telephone number:

(0) 20 7951 2000

Name of alternative person to contact with
enquiries about the case:

Julius Yee

Appendix 2

FBE Realisations 2021 Limited (in Administration)

Joint Administrators' Summary of Receipts and Payments from 5 September 2023 to 1 December 2023

	Note	Directors' Statement of Affairs – Estimated to Realise	GBP			EUR			USD		
			Position as at 05-Sep-23	Movement in Period	Position as at 01-Dec-23	Position as at 05-Sep-23	Movement in Period	Position as at 01-Dec-23	Position as at 05-Sep-23	Movement in Period	Position as at 01-Dec-23
Receipts											
Fixed Charge											
Property (Training Academy)		3,500,000	3,525,000	-	3,525,000	-	-	-	-	-	-
Share in FAS		Uncertain	4,540,385	-	4,540,385	-	-	-	-	-	-
Aircraft		85,462,700	-	-	-	-	-	-	-	-	-
Aircraft Engines		17,144,100	-	-	-	-	-	-	10,928,730	-	10,928,730
			8,065,385	-	8,065,385	-	-	-	10,928,730	-	10,928,730
Floating Charge											
Cash at Bank (unrestricted)		6,437,608	5,967,346	-	5,967,346	627,894	-	627,894	398,473	-	398,473
Third Party Funding		-	1,570,577	-	1,570,577	-	-	-	-	-	-
Derivatives		580,000	580,000	-	580,000	-	-	-	-	-	-
Card receipts		4,005,755	7,509,946	-	7,509,946	8,772,380	-	8,772,380	107,110	-	107,110
Petty Cash		-	14,931	-	14,931	9,771	-	9,771	-	-	-
Fleet Maintenance		-	10,145,797	-	10,145,797	344,712	-	344,712	37,583	-	37,583
Trade Debtors		12,863,838	9,932,137	-	9,932,137	107,722	-	107,722	110,640	-	110,640
Other Debtors		-	302,655	-	302,655	18,190	-	18,190	-	-	-
Refund of pre-payment		-	6,183	-	6,183	-	-	-	-	-	-
Bank Interest		-	35,642	-	35,642	-	-	-	-	-	-
Chattel sales		-	16,600	-	16,600	-	-	-	-	-	-
Airport Slots		Uncertain	-	-	-	-	-	-	-	-	-
Spares and Parts		Uncertain	1,219,150	-	1,219,150	-	-	-	2,145,978	-	2,145,978
Carbon Credits		7,253,792	39,482	-	39,482	8,183,521	-	8,183,521	-	-	-
Insurance rebates		2,500,000	666,417	-	666,417	40,505	-	40,505	563,889	-	563,889
Fixed Assets – Software		Uncertain	-	-	-	-	-	-	-	-	-
Fixed Assets – Plant and Equipment		50,000	-	-	-	-	-	-	-	-	-
Intercompany Debtors		Uncertain	-	-	-	-	-	-	-	-	-
Other Receivables		Uncertain	-	-	-	-	-	-	-	-	-
RECEIPTS TOTAL			46,072,248	-	46,072,248	18,104,695	-	18,104,695	14,292,402	-	14,292,402

	Note	Directors' Statement of Affairs - Estimated to Realise	GBP			EUR			USD		
			Position as at 04-Sep-23	Movement in Period	Position as at 01- Dec-23	Position as at 04-Sep-23	Movement in Period	Position as at 01- Dec-23	Position as at 04-Sep-23	Movement in Period	Position as at 01- Dec-23
Payments											
Wages			6,026,606	-	6,026,606	-	-	-	-	-	-
Legal Fees			4,403,375	45,565	4,448,940	7,712	-	7,712	-	-	-
Rent and Rates			2,191,826	-	2,191,826	-	-	-	-	-	-
Facilities Management and Security			398,717	-	398,717	-	-	-	-	-	-
Testing and Maintenance			399,586	-	399,586	-	-	-	31,108	-	31,108
Transportation			138,409	-	138,409	-	-	-	-	-	-
Equipment Leasing			64,671	-	64,671	-	-	-	-	-	-
IT & Finance Systems			901,989	511	902,500	54,260	-	54,260	-	-	-
Agents			966,087	-	966,087	-	-	-	30	-	30
Regulatory and License Payments			30,452	94	30,546	-	-	-	-	-	-
Interest Charges			209	-	209	6,107	-	6,107	-	-	-
Bank Charges			5,058	5	5,063	194	-	194	266	-	266
Employee Expenses			62,080	-	62,080	-	-	-	-	-	-
Sundry Expenses			94	-	94	-	-	-	-	-	-
Corporation Tax			136,501	-	136,501	-	-	-	-	-	-
Customs Duty			103,023	-	103,023	-	-	-	-	-	-
Insurance payments			423,508	-	423,508	38,001	-	38,001	-	-	-
Intercompany Loan (FAS)			-	-	-	-	-	-	-	-	-
Joint Administrators' pre-appointment fees			64,348	-	64,348	-	-	-	-	-	-
Administrator Fees	1		17,351,669	179,233	17,530,902	-	-	-	-	-	-
Administrator Expenses			37,871	-	37,871	-	-	-	-	-	-
PAYMENTS TOTAL			33,706,078	225,408	33,931,486	106,273	-	106,273	31,404	-	31,404
	2					<i>GBP equivalent as at 1 Dec 2023</i>		91,159	<i>GBP equivalent as at 1 Dec 2023</i>		24,855

Intracompany Transfers										
Receipts	3	26,470,009	-	26,470,009	-	-	-	-	-	-
Payments	3	-	-	-	18,028,001	-	18,028,001	14,265,319	-	14,265,319
Payment to secured lenders		29,981,349	1,326,345	31,307,694	-	-	-	-	-	-
Payment to BRAL in respect of sale of the Training Academy		3,116,971	-	3,116,971	-	-	-	-	-	-
Payment to preferential creditors		2,666,722	-	2,666,722	-	-	-	-	-	-
NET RECEIPTS/PAYMENTS TOTAL		3,071,137	(1,326,345)	1,519,383	76,693	-	(29,580)	(14,265,319)	-	(4,321)
Net Input/(Output) VAT		396,687	(4,183)	392,504	-	-	-	(42,737)	-	(42,737)
Cash at Bank	4	1,577,596	(1,547,570)	30,025	(0)	-	(0)	0	-	0
Pension Control Account		(800)	-	(800)	-	-	-	-	-	-
Payroll Deductions Control Account		60	-	60	-	-	-	-	-	-
Trade Creditors	4	1,034,041	-	1,034,041	(29,580)	-	(29,580)	(1,108)	-	(1,108)
PAYENIC Control Account		5,024	-	5,024	-	-	-	-	-	-
BRAL Control Account		(40,039)	-	(40,039)	-	-	-	-	-	-
MRO Control Account		102,918	-	102,918	-	-	-	39,525	-	39,525
FAS Control Account		(4,350)	-	(4,350)	-	-	-	-	-	-
REPRESENTED BY TOTAL		3,071,136	(1,551,753)	1,519,383	(29,580)	-	(29,580)	(4,321)	-	(4,321)
GBP Equivalent on 1 Dec 2023	2				(25,334)			(3,424)		(3,420)
Interest Bearing				-			-			-
Non Interest Bearing				1,519,383			(29,580)			(4,321)
TOTAL				1,519,383			(29,580)			(4,321)

Notes

- Administrators' fees above include £150,000 billed to BRAL for the sale of the training academy which is a fixed charge asset realised exclusively for their benefit as fixed charge holders. This amount is separate to and excluded from the amounts approved by the Unsecured Creditors Committee as detailed in Appendix 3 overleaf.
- Currency conversion rates applied to the consolidated R&P to provide an indicative view of the GBP equivalent figures for the EUR and USD amounts are based on the Bank of England Rates as at 1 December 2023 of EUR 1.1658 and USD 1.2635 respectively. This is in accordance with SIP 7.
- Intercompany transfers (i.e. Receipts and Payments) details the movements of cash between our various Administration bank accounts which are denominated in three separate currencies. The net receipt shown in the GBP column pertains to the transfer of funds at set bank FX rates at various dates in the Administration.
- The opening cash and trade creditor balances (being the closing balances as at the Seventh Progress Report) have been restated by an increase and decrease of £25,090 respectively due to an agency fee payment of £25,090 being double counted in a previous period which has now been corrected (note: this reflects an accounting adjustment only with no impact to the Company's actual cash position). Receipts and payments are stated net of VAT.
- Receipts and payments are shown net of Transaction funding due to the confidentiality agreement.

FBE Realisations 2021 Limited (in Administration)

Joint Administrators' Time-Costs from 5 September 2023 to 1 December 2023

and a comparison with the updated fee estimate dated 17 November 2022

Workstream	Estimated Hours as of 17 Nov 2022	Estimated fee as of 17 Nov 2022	Estimated Average Hourly Rate £/h	Actual to 4 September 2023 (Hours)*	Actual to 4 September2 023 (£)*	From 5 September 2023 to 1 December 2023 (Hours)	From 5 September 2023 to 1 December 2023 (£)	Cumulative to 1 December 2023 (Hours)	Cumulative to 1 December 2023 (£)	Actual Average Hourly Rate £/h
Sale of Business, Other Assets and Slots	9,139	5,335,949	584	8,873	5,136,145	-	-	8,873	5,136,145	579
Fleet, Engines & Equipment	4,330	1,985,969	459	4,336	1,926,053	-	-	4,336	1,926,053	444
Trading, Cashflow and Funding	8,549	3,145,313	368	8,849	3,211,082	18	6,309	8,867	3,217,391	363
Creditors, Critical Suppliers and Property	5,098	1,193,800	234	5,121	1,205,221	31	12,038	5,152	1,217,259	236
Communications, Customers & Employees	5,109	1,644,159	322	5,199	1,633,586	4	1,913	5,203	1,635,499	314
Accounting & Administration	1,769	559,068	316	1,938	621,861	52	14,714	1,990	636,575	320
Bank & Statutory Reporting	1,150	585,176	509	1,195	640,293	108	38,835	1,303	679,128	521
Job Acceptance and Strategy	1,515	667,254	440	1,371	680,200	1	1,088	1,372	681,288	496
Immediate Tasks & Day 1	754	340,595	452	754	340,596	-	-	754	340,596	452
VAT & Taxation	1,929	1,012,437	525	1,944	1,057,444	31	14,167	1,975	1,071,611	542
Regulatory	235	151,076	643	174	132,695	-	-	174	132,695	763
Investigations	1,672	631,662	378	1,838	709,677	50	29,739	1,888	739,416	392
MIF Claims	275	128,442	468	184	87,208	8	2,619	192	89,827	469
	41,524	17,380,902	419	41,776	17,382,061	303	121,422	42,079	17,503,483	416

*Actuals to 4 September 2023 have been restated following an accounting reconciliation. These changes reflect accounting adjustments only with no impact to actual amounts billed or billable.

UCC approved limit as at 17 Nov 22 17,380,902

Fees paid (approved by Senior Lenders) £ (17,380,902)

Residual billable (approved by Senior Lenders) £ Nil

FBE Realisations 2021 Limited (in Administration)

Description of narrative for the Joint Administrators' time costs for the period 5 September 2023 to 1 December 2023

Type of work	Description of work completed during the period
Sale of Business, Other Assets and Airport Slots	<p>Tasks providing a direct benefit to creditors via asset realisations and preservation of critical assets:</p> <ul style="list-style-type: none"> Discussions with Henderson & Jones and Senior Lenders regarding a potential forex claim to ascertain potential value recoverable. Preliminary assessment to quantify the potential value of the forex claim to assist the Senior Lenders in considering this potential recovery. <p><i>Note: no time associated with the Group business sale is being charged to the creditors as and from 24 August 2020 as these costs are being met by the purchaser</i></p>
Fleet, Engines & Equipment	<p><i>Note: no time associated with the Group business sale is being charged to the creditors as and from 24 August 2020 as these costs are being met by the purchaser</i></p>
Trading, Cashflow, and Funding (including Debtor and Cash Realisations)	<p>Tasks providing a direct benefit to creditors by preserving and realising value in assets:</p> <ul style="list-style-type: none"> Dealing with cash flow monitoring and general trading matters; Managing payments & receipts and accounting reconciliations as required; and Preparing and finalising EOS and trading cash flows, including extending the forecast period to the end of the Administration.

Type of work	Description of work completed during the period
Creditors, Critical Suppliers & Property	<p>Tasks providing an indirect benefit to creditors:</p> <ul style="list-style-type: none"> • Communication with Senior Lenders and GLAS regarding distribution and payment of Senior Lender distribution • Managing payment of final invoices and settlement of accounts; and • Preparing the court application and witness statement to disapply the Prescribed Part.
Communications, Customers & Employees	<p>Tasks providing a benefit to employee creditors:-</p> <ul style="list-style-type: none"> • Dealing with queries from former employees.
Accounting & Administration	<p>Tasks providing an indirect benefit to creditors:</p> <ul style="list-style-type: none"> • Overall financial management of the Administration, processing daily, weekly and fortnightly payments (as necessary), updating internal accounting systems and preparation of bank account reconciliations.
Bank & Statutory Reporting	<p>Tasks providing a direct benefit to the Senior Lenders and reports as required by statute:</p> <ul style="list-style-type: none"> • Regular reporting to the Company's Senior Lenders providing details on key Administration strategy and recommendations, including requesting authority for the sale of assets subject to fixed and floating charges; • Preparing estimated outcome statements, including and cash flow updates for the Senior Lenders; • Preparation and filing of progress reports in compliance with the statutory requirements; • Coordinating to organise and confirm the retention and separation of the Company's records; and • Planning and preparing for the Joint Administrators' exit from office.
Job Acceptance and Strategy	<p>Tasks providing an indirect benefit to creditors:</p> <ul style="list-style-type: none"> • Strategic planning and meetings to progress of the Administration, ensure alignment of activities and making sure that strategic priorities of the Administration are met. • Various emails, calls and meetings between the Joint Administrators and central EY coordination team to discuss job strategy and make key decisions.

Type of work	Description of work completed during the period
VAT & Taxation	<p>Tasks required by statute and potentially providing a direct and/or indirect benefit to creditors:</p> <ul style="list-style-type: none"> • General tax compliance, including responding to HMRC on tax returns; • Preparing the final VAT return for the Company, including preparing a detailed reconciliation for the return to support VAT recovery; and • Chasing HMRC for outstanding VAT refunds.
Investigations	<ul style="list-style-type: none"> • Not applicable.
MIF Claims	<ul style="list-style-type: none"> • Dealing with post-MIF assignment queries from Henderson & Jones (including provision of MSAs/agreements); and • Correspondence with H&J to ascertain the status of the claims as well as the timing and likelihood of recovery.

FBE Realisations 2021 Limited (In Administration)

Summary of Joint Administrators' expenses incurred

Type of Expense	Per Estimate Dated 29 April 2021	Total Incurred as at 4 September 2023	Total incurred in the Period 5 September 2023 to 1 December 2023	Total Incurred 5 March 2020 – 1 December2023	Estimate to Complete
Payments made from the estate which are not disbursements (see notes 1 and 2 at the end of this table)					
Employee Costs	5,424,629	6,088,686	4,284	6,092,970	-
Legal Fees	3,640,286	4,398,2250	45,565	4,443,790	25,000
IT & Finance Systems	1,090,100	948,952	511	949,462	-
Rent and Rates	754,864	2,191,826	-	2,191,826	-
Insurance payments	517,737	456,398	-	456,398	-
Facilities Management and Security	144,477	394,484	-	394,484	-
Testing and Maintenance	124,919	424,238	(31)	424,207	-
Agents	89,232	966,110	-	966,110	-
Transportation	54,993	138,409	-	138,409	-
Equipment Leasing	30,090	64,671	-	64,671	-
Regulatory and license payments	11,739	30,452	94	30,461	-
Bank Charges	2,500	5,436	4	5,440	-

Type of Expense	Per Estimate Dated 29 April 2021	Total incurred as at 4 September 2023	Total incurred in the Period 5 September 2023 to 1 December 2023	Total incurred from 5 March 2020 to 4 September 2022	Estimate to Complete
Interest Charges	1,000	5,494	-	5,494	-
Sundry Expenses	1,000	94	-	94	-
Public Notices	625	-	-	-	-
Customs Duty	500	103,023	-	103,023	-
Corporation Tax	-	136,501	-	136,501	-
Category 1 disbursements (see Note 2)					
Travel	21,466	19,335	-	19,335	-
Accommodation	9,286	9,330	-	9,330	-
Specific Penalty Bond	1,280	1,280	-	1,280	-
Office Supplies	1,055	1,477	-	1,477	-
Parking	551	490	-	490	-
Postage, Photocopying and Printing	123	4,342	-	4,342	-
Category 2 disbursements (note 2 and 3)			-		-
Mileage	1,500	2,218	-	2,218	-
Telephone	-	416	-	416	-
Internal bulk copying, printing and postage	-	3,216	(3,216)		-
EY Germany – employee advice invoice	-	5,150	-	5,150	-
Totals	11,923,952	16,400,251	47,212	16,447,462	25,000

Notes

- 1 Statement of Insolvency Practice No.9 defines expenses as any payments from the insolvency estate which are neither an office holder's remuneration or a distribution to a creditor or member.
- 2 Expenses are divided into those that do not need approval before they are charged to the estate (Category 1) and those that do require prior approval (Category 2):
 - Category 1 expenses are payments to persons providing the service to which the expense relates who are not an associate of the office holder
 - Category 2 expenses are payments to associates or which have an element of shared costs.
- 3 Expenses also include disbursements. Disbursements are payments which are first met by the office holder and then reimbursed to the office holder from the estate. Disbursements fall into either Category 1 or Category 2
- 4 Expenses are shown net of Transaction Funding. Due to timing difference, costs incurred in the Period will be subject to final adjustments once all accounts are finally settled.
- 5 We note that a number of the expenses detailed in the table above are higher than estimated in our Proposals as at 29 April 2020. The reasons for these differences have been outlined in the Fourth and Fifth Progress Reports which you may refer to for further information.
- 6 Certain expense items, such as rent and rates, relating to third party funded costs (i.e. licenced areas to Exeter Aerospace and the purchaser of New Flybe) have not been included in the summary above. This is because the expense is recovered in full – so there is net nil cost to the Administration.
- 7 Legal fees of £4,443,790 above is disclosed separately to the EY Germany employee legal advice fee of £5,150 in compliance with SIP 9. Collectively, the total legal fee is £4,448,940 as disclosed in the Summary of Receipts and Payments (Appendix 2).
- 8 Legal fees of £25,000 was the only cost remaining to be paid as at Period end. This expense was paid shortly after the Period with no further expenses remaining.



CASE NUMBER: CR-2020-001582

**IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
INSOLVENCY AND COMPANIES LIST (ChD)**

CR-2020-001582

BEFORE DEPUTY ICC JUDGE AGNELLO KC

**IN THE MATTER OF FBE REALISATIONS 2021 LIMITED (FORMERLY FLYBE
LIMITED) (IN ADMINISTRATION)
AND IN THE MATTER OF THE INSOLVENCY ACT 1986**

ORDER

UPON THE APPLICATION dated 10 October 2023 of Simon Jamie Edel, Joanne Honor Robinson, and Alan Michael Hudson, all of Ernst & Young LLP, 1 More London Place, London, SE1 2AF; and Lucy Winterborne, of Ernst & Young LLP, The Paragon, 32 Counterslip, Bristol, Avon, BS1 6BX, the joint administrators (the "**Administrators**") of FBE Realisations 2021 Limited (in administration) (the "**Company**") with registered number 02769768 and the registered office of which is Ernst & Young LLP 1 More London Place, London, SE1 2AF

AND UPON HEARING Robert Amey, Counsel for the Administrators

AND UPON READING the third witness statement of Simon Jamie Edel dated 10 October 2023

IT IS ORDERED THAT:

1. Pursuant to paragraphs 98(1) and 98(2)(c) of Schedule B1 to the Insolvency Act 1986, the Administrators be discharged from liability in respect of any action of theirs as Administrators 28 days following registration of the final progress report with Companies House;
2. The costs and expenses of this application be paid as an expense of the administration of the Company;
3. This order shall be served on creditors by publication on the website used by the Administrators for making documents available to creditors for viewing and downloading.

Dated this 1 December 2023

SERVICE OF THIS ORDER

The Court has provided a sealed copy of this order to the solicitors for the Administrators:

Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW (c/o Lynn Dunne,
lynn.dunne@ashurst.com)

Reference: LDUNNE/LYOUNG/ 1000-122-751