

TO ALL KNOWN CREDITORS

25 March 2014

Ref: MLP7E/ARB/DE/SB/LO3465/PF16.1

Direct line: 020 7951 5608

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Dear Sirs

**Heritable Bank Plc (In Administration) (“the Company”)**

**Court of Session number: P1684/08**

**Registered office address: Ernst & Young LLP, George House, Glasgow, G2 1RR**

**Registered company number: SC000717**

I write, in accordance with Rule 2.38 of the Insolvency (Scotland) Rules 1986 (the “Rules”), to provide creditors with a report on the progress of the Administration. This report covers the period from 14 August 2013 to 13 February 2014 and should be read in conjunction with the Administrators’ proposals dated 20 November 2008 (the “Proposals”) and the Administrators’ previous progress reports dated 17 April 2009, 13 August 2009, 14 January 2010, 30 April 2010, 11 August 2010, 10 November 2010 (the “November 2010 Report”), 10 February 2011 (the “February 2011 Report”), 11 May 2011 (the “May 2011 Report”), 10 August 2011 (the “August 2011 Report”), 4 November 2011 (the “November 2011 Report”), 10 February 2012 (the “February 2012 Report”), 2 May 2012 (the “May 2012 Report”), 27 July 2012 (the “July 2012 Report”), 11 February 2013 (the “February 2013” Report) and 9 September 2013 (the “September 2013” Report).

The Company, registered number SC000717, entered Administration on 7 October 2008 and AR Bloom, PJ Brazzill, TM Burton and ME Mills were appointed to act as Joint Administrators (the “Administrators”). The appointment was made by the Court of Session in Scotland under the provisions of paragraph 13 of Schedule B1 to the Insolvency Act 1986 (the “Act”). Under the terms of the appointment, any act required or authorised to be done by the Administrators can be done by any of them.

On 11 September 2013, Thomas Merchant Burton was replaced as a Joint Administrator of the Company by Colin Peter Dempster of Ernst & Young, 10 George Street, Edinburgh, EH2 2DZ by a Court Order.

On 1 October 2013, the Court of Session in Scotland approved the extension of the Administration for a further year, to 7 October 2014, in accordance with paragraph 76 of Schedule B1 to the Insolvency Act 1986.

## **Summary of progress since the September 2013 Report**

### **1. Deposits**

#### **1.1 Trust claims**

As previously reported, the trust settlement was concluded on 22 March 2012 and the necessary payments required under the Settlement Deed were made by the Administrators.

### **2. Books of business**

#### **2.1 Structured Property Finance (“SPF”)**

At the time of the Administrators’ appointment, the SPF loan book comprised 252 loans with a book value of £372.4 million (£317.2 million net of impairments). The net book value of the loan book as at the date of Administration was revised to £330.1 million, which reflected the Administrators’ recovery expectations. Also included within the SPF loan book at the date of Administration were 99 short term funding loans (“STLB”) with a net book value of £26.9 million. The net book value of the STLB was subsequently revised to £41.1 million following a transfer of more complex STLB accounts from the residential mortgage loan book to SPF, a write back of £4.6 million of impairments and also additional litigation receipts of £8.0 million.

As previously reported, in January 2012 the Administrators received an offer from the management of the SPF book to acquire the majority of the SPF and STLB loan books and this offer was subsequently accepted. The sale of the remainder of the SPF and STLB loan books, with the exception of four loans, was completed on 13 April 2012 and generated net receipts of £12.2 million.

Net cash receipts totalled £371.0 million as at 31 December 2012. This comprised of 296 loan redemptions and other capital receipts of £511.0 million and interest and fees of £16.0 million (less work in progress draw-downs of £111.8 million and less payments to Landsbanki Guernsey Limited (in Administration) of £44.2 million).

The number of loans outstanding has decreased from 351 to one remaining loan and funds have been set aside to fund work in progress payments for the Swaylands development project.

#### **2.2 Landsbanki Guernsey Limited (In Administration) (“LBG”)**

As described in the February 2013 Report, a settlement agreement was reached to release the Company’s security relating to the one remaining site that we worked collaboratively with the Administrators of LBG to assist them in recovering.

## **2.3 Residential Mortgages (“RM”)**

As previously reported, the RM loan book was in run-off until market conditions improved and/or the Administrators considered that creditors’ interests would be best served by a sale of the book. The gross value of the RM loan book on appointment was £690.0 million (including £64.7 million in relation to the STLB).

On 15 May 2013, following a targeted marketing campaign, the Administrators agreed to sell the remaining RM loan book to Mars Capital Finance Limited for £223.8 million (based on the value of the RM loan book as at 30 November 2012). This represented a return on the remaining RM loan book of c. 88 pence in the pound.

Gross receipts to 13 February 2014, including interest collections, capital repayments and the sale to Mars Capital Finance Limited, total £659.5 million.

Following the sale to Mars Capital Finance Limited, the Administrators have terminated the agreement with Oakwood Global Finance LLP in relation to the outsourcing of the administration of the RM loan book.

## **3. Subsidiary companies**

### **3.1 Heritable Capital Partners Limited (In Administration) (“HCP”)**

As previously reported, the Company is the largest creditor of HCP, being the beneficiary of an intercompany loan of £20.0 million in relation to the Swaylands development project (“Swaylands”).

As at 31 December 2012, HCP had one loan outstanding to Neptune (Ealing Road) LLP (“Neptune”). As its only asset was sold in May 2012, and there was no other prospect of recovery, the remaining outstanding loan was written off and the Neptune entity subsequently wound up.

In relation to Swaylands, as previously reported, the sale of all units within the development has been completed and receipts have been sufficient to allow HCP to repay the capital balance of its loan (in relation to this project) to the Company in full. HCP remains liable to carry out remedial works to the development including the re-roofing of Swaylands House.

In June 2011, the Planning Inspectorate determined the planning appeal and ruled that the replacement roof did not comply with the planning permission. The Company reached an agreement with the local authority on the works to be undertaken and employed a contractor to carry out the required works. In November 2013, HCP wrote to Swaylands Estate Management Limited (“SEML”) to confirm practical completion of the works to the Swaylands Development, including the roofing works referred to above.

However, on 23 December 2013 the Joint Administrators became aware that several units in the Drummond Hall and Woodgate Manor blocks of the Swaylands development were materially affected by water ingress issues. Consequently, in February 2014 the Joint Administrators and SEML jointly instructed the Building Research Establishment to investigate the causes of the water ingress affecting Drummond Hall and Woodgate Manor. Until the results of the investigation become available in May 2014, the Joint Administrators will not

know whether it will be necessary for them to take any action in relation to the water ingress issues; nor what the cost of such action might be.

### **3.2 Heritable Asset Finance Limited (In Administration) (“HAF”)**

Following a sale of the remaining loan book to Aldermore Bank Plc on 2 March 2010 for a consideration of £23.0 million, which represented a return on the remaining book of 83.0 pence in the pound, HAF was subsequently dissolved on 13 September 2011.

HAF made an overall return to creditors of 95.4 pence in the pound, of which the Company received a total of £71.5 million.

### **3.3 Key Business Finance Limited and Key Business Finance Corporation Plc (formerly in Administration) (“KBFL” and “KBFC” respectively)**

Following a sale of the KBFL and KBFC loans, the Administrators concluded that KBFL and KBFC had no remaining property which might permit any further distributions to creditors. Accordingly, both companies were dissolved on 12 April 2010.

## **4. Customer collections**

As previously reported, the terms of an agreement reached with HSBC Bank Plc (“HSBC”) provided for funds of £2.0 million to be retained by HSBC as collateral against claims brought against it as a result of its previous and ongoing sponsorship of the Company.

To date, direct debit indemnity claims totalling £69,729 have been settled as an expense of the Administration.

Following the sale of the Company’s loan book to Mars Capital Finance Limited in May 2013, the Joint Administrators are now in discussions with HSBC to release any excess cash collateral to the Company.

## **5. Employees**

There are now no remaining members of staff employed by the Company.

## **6. Statutory matters**

The Administrators have complied with their statutory duties under the Act.

## **7. Receipts and payments account**

I enclose an abstract of receipts and payments account for the period 7 October 2008 to 13 February 2014. This does not reflect estimated future realisations or costs.

To date, receipts total £1,345.95 million. Cash at bank as at 13 February 2014 was £36.7 million after total payments of £1,309.3 million. For the period 14 August 2013 to 13 February 2014, receipts totalled £818,795 and payments totalled £188.5 million (substantially comprising payments made to creditors in respect of the fourteenth interim dividend).

## 8. Administrators' remuneration and disbursements

The Administrators' remuneration was fixed on a time-cost basis by a resolution of the creditors' committee passed on 22 December 2008. The Administrators have incurred time costs of £28.4 million (including VAT) against which the sum of £27.9 million (including VAT) has been drawn. An analysis of the time spent is included at Appendix 2 of this report. Appendix 3 includes a statement of the Administrators' policy in relation to charging time and disbursements.

All remuneration drawn to date has been reviewed and approved by the Company's creditors' committee.

To date, the sum of £62,323 (including VAT) has been drawn in respect of disbursements, as recorded in the abstract of receipts and payments at Appendix 1.

## 9. Creditors

### 9.1 Secured creditors

The Company has no secured creditors.

### 9.2 Preferential creditors

As previously reported, we have adjudicated upon preferential claims and a first and final dividend of 100 pence in the pound was paid to all preferential creditors on 28 July 2009. The amount of this distribution was £34,843.21.

### 9.3 Non-preferential creditors

Total non-preferential claims received (excluding those received from Landsbanki Islands h.f. ("LIHF")) amount to c. £1,003.0 million. These claims were adjudicated upon and admitted in the following amounts:

Retail Deposits – Financial Services Compensation Scheme ("FSCS")	£547,062,084
In House and Pending Accounts – FSCS	£8,150,595
In House and Pending Accounts – not paid by FSCS	£641,097
Landsbanki Guernsey	£34,347,647
Wholesale Deposits – not paid by FSCS	£414,943,788
Wholesale Deposits – FSCS	£490,324
Trade Creditors	£1,400,117
Employees	£1,693,595
RPO	£128,931
Settlement of Trust	(£6,977,773)
	<u>£1,003,011,508</u>

Claims of c. £0.2 million have been formally rejected.

The claims submitted by LIHF and the Administrators' treatment of these claims is discussed in section 9.4.1 below.

### **9.3.1 Retail deposits**

The position remains as previously reported.

### **9.3.2 Other creditors**

The Administrators have received claims of £1.6 million from other unsecured non-preferential creditors, comprising of amounts due to wholesale brokers and trade suppliers, of which claims totalling £1.4 million have been admitted.

### **9.3.5 Employees**

The non-preferential element of employees' claims admitted to date totals £1.7 million.

The Redundancy Payment Office ("RPO") claim relating to payments made to employees in respect of the non-preferential elements of their claims has been admitted for £0.1 million.

## **9.4 Intercompany claims**

### **9.4.1 Intercompany liabilities**

We refer to the summary of developments and the Administrators' position as set out in their previous reports.

The Supreme Court appeal hearing in respect of the preliminary issue was held on 4 and 5 February 2013, and judgment was handed down on 27 February 2013. The Court dismissed Landsbanki's appeal and held that the existence and quantum of Landsbanki's liabilities to the Company should be determined in accordance with Scots law.

Landsbanki has been ordered to pay the Company's costs of litigating the preliminary issue. Landsbanki has agreed to pay £250,000 to the Company in respect of its costs of the appeal to the Supreme Court. The Company's costs of the Outer and Inner House, Court of Session proceedings in Scotland are yet to be determined.

The Company will now need to prove the existence and quantum of its claims against Landsbanki that it is seeking to set off against Landsbanki's claim in the Company's administration. On 1 October 2013, the Outer House, Court of Session agreed to issue a letter of request to the English High Court under section 426 of the Insolvency Act 1986 asking it to determine the existence and quantum of the Company's claims. The matter has therefore been remitted to the English High Court for determination, but no steps have yet been taken to commence the proceedings in England.

The Administrators shall report further on developments in their next report.

#### **9.4.2 Intercompany receivables**

As previously reported, intercompany receivables (other than the amounts claimed by the Company from LIHF) are made up of the following amounts owed by its subsidiaries:

Key Business Finance Corporation Plc	£48,976,122
Heritable Asset Finance Limited (in Administration)	£75,147,222
Heritable Capital Partners Limited (in Administration)	<u>£19,989,588</u>
	<u>£144,112,932</u>

As previously reported, the Company's claim in the Administration of HAF had increased by £0.1 million. This was due to an assignment by KBFC to the Company of a claim KBFC had against HAF, arising from certain payments made to HMRC by KBFC in respect of group VAT liabilities incurred by HAF.

Claims had been submitted by the Company in the Administration of the respective subsidiaries as a creditor for the above amounts.

As stated previously, KBFC had paid the Company total dividends of £46.1 million and had moved to dissolution.

HAF had paid the Company total dividends of £71.6 million. The Administrators of HAF filed for dissolution on 13 September 2011 and HAF has now been dissolved.

The Administrators of HCP are not in a position to make any distribution at the present time.

#### **10. Distributions to creditors**

The Company declared and paid a first and final dividend of 100 pence in the pound to preferential creditors in July 2009.

The Company has declared and paid the following interim dividends to the Company's unsecured non-preferential creditors:

- (i) a first interim dividend of c. 16.1 pence in the pound in an amount of c. £162.7 million on 28 July 2009;
- (ii) a second interim dividend of c. 12.7 pence in the pound in an amount of c. £127.7 million on 16 December 2009;
- (iii) a third interim dividend of c. 6.2 pence in the pound in an amount of c. £62.5 million on 26 March 2010;
- (iv) a fourth interim dividend of c. 6.3 pence in the pound in an amount of c. £63.3 million on 15 July 2010;

- (v) a fifth interim dividend of c. 4.1 pence in the pound in an amount of c. £41.8 million on 14 October 2010;
- (vi) a sixth interim dividend of c. 4.7 pence in the pound in an amount of c. £47.6 million on 14 January 2011;
- (vii) a seventh interim dividend of c. 6.2 pence in the pound in an amount of c. £63.1 million on 15 April 2011;
- (viii) an eighth interim dividend of c. 4.1 pence in the pound in an amount of c. £41.0 million on 13 July 2011;
- (ix) a ninth interim dividend of c. 4.2 pence in the pound in an amount of £42.2 million on 18 October 2011;
- (x) a tenth interim dividend of c. 3.3 pence in the pound in an amount of £33.5 million on 18 January 2012;
- (xi) an eleventh interim dividend of c. 3.8 pence in the pound in an amount of £38.0 million on 18 April 2012;
- xii) a twelfth interim dividend of c. 2.9 pence in the pound in an amount of £31.8 million on 19 July 2012;
- xiii) a thirteenth interim dividend of c. 2.7 pence in the pound in an amount of £30.3 million on 15 January 2013; and
- xiv) a fourteenth interim dividend of 16.7 pence in the pound in an amount of £185.1 million on 21 August 2013.

As per the September 2013 report, the Administrators retained a reserve to fully provide for legal costs in relation to the Landsbanki claim and for Administrators' costs and expenses until its conclusion. The Administrators do not intend to make any further distributions to unsecured creditors until the conclusion of this matter, with the quantum and timing dependent on the progress and outcome of the trial referred to in 9.4.1.

I will report to you again within six weeks of the end of the next accounting period.

Yours faithfully  
for Heritable Bank Plc (In Administration)



AR Bloom  
Joint Administrator

Enc: Joint Administrators' Abstract of Receipts and Payments Account  
Summary of Joint Administrators' Time-Costs and Category 2 Disbursements  
Joint Administrators' Policy on Fees and Disbursements  
Form 2.20B (Scot)

The Insolvency Practitioners Association in the UK authorises Patrick Joseph Brazzill to act as an Insolvency Practitioner under section 390(2)(a) of the Insolvency Act 1986 and the Institute of Chartered Accountants of Scotland in the UK authorises Colin Peter Dempster to act as an Insolvency Practitioner under section 390(2)(a) of the Insolvency Act 1986. The Institute of Chartered Accountants in England and Wales in the UK authorises Alan Robert Bloom and Margaret Elizabeth Mills to act as Insolvency Practitioners under section 390(2)(a) of the Insolvency Act 1986.

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

## Appendix 1

### Heritable Bank Plc (In Administration) - Joint Administrators' Abstract of Receipts and Payments from 7 October 2008 to 13 February 2014

	Balance as at 13 August 2013	Movement from 14 August 2013 to 13 February 2014	Balance as at 13 February 2014
	£	£	£
<b>Receipts</b>			
SPF Interest	13,128,278	-	13,128,278
Mortgage Receipts	108,268,740	55,117	108,323,856
Sundry	24,448	-	24,448
Mortgage Redemptions	550,794,755	431,038	551,225,793
Funds from Aldermore Bank	158,062	-	158,062
SPF Loan Book Sale	6,313,208	-	6,313,208
SPF Plot Sale	491,705,415	137,056	491,842,472
SPF Capital Reduction	11,994,035	-	11,994,035
Post Appointment VAT refund	1,286,993	85,170	1,372,163
Receipts from ING	935,926	-	935,926
Refund of Cash Ratio from BOE	597,406	-	597,406
Financing	113,995	-	113,995
Bank Interest	1,078,108	110,414	1,188,522
Dividends From Subsidiaries	119,143,450	-	119,143,450
Intercompany Recharges	5,523,462	-	5,523,462
Cash at Bank	49,689	-	49,689
Bawag Loan	20,000,000	-	20,000,000
Recovered Court Costs	250,000	-	250,000
Dividends Received From Related Parties	7,550	-	7,550
Settlement from Trust Account	6,977,774	-	6,977,774
Transfer from Direct Debit indemnity	92,187	-	92,187
Transfer from Euro account	4,515,051	-	4,515,051
Transfer from Claims Reserve	2,172,970	-	2,172,970
	1,345,131,502	818,795	1,345,950,296
<b>Payments</b>			
Direct Labour	12,067	-	12,067
Pension	1,000,545	-	1,000,545
Net Wages	7,509,342	40,717	7,550,059
Employees NIC Reimbursement / NIC	31,476	-	31,476
Employee Life Insurance	11,795	-	11,795
RML Other	70,744	-	70,744
Professional Fees	260,536	-	260,536
Scottish Lodgement Fee	15	-	15
Refund of overpayment	144,482	-	144,482
Business Rates	2,245,845	-	2,245,845
Repayment of post-appointment receipts	52,859	-	52,859
Employee Expenses	36,493	1,276	37,770
Sundry Expenses	486,753	10	486,763
Bank Charges and Interest	65,603	1,881	67,484
Administrators Fees	25,670,280	2,207,563	27,877,843
Administrators Disbursements	58,521	3,803	62,323
Legal Disbursements	121,636	-	121,636
Legal Fees	12,128,841	563,853	12,692,694
Loans to Subs	6,310	-	6,310
SPF - Legal	1,698,347	-	1,698,347
Purchase Orders/Trade Suppliers	11,252,240	626,978	11,879,218
SPF Drawdown	98,443,802	-	98,443,802
RML Drawdown	2,699,594	-	2,699,594
HCP Drawdown	663,143	-	663,143
Ransom Payments - Trade / Legal	273,080	-	273,080
RML - Legal	256,321	74,065	330,386
Bawag Loan Interest	22,657,706	-	22,657,706
Bawag Loan fee	1,000,000	-	1,000,000
Transfer to claims reserve account	64,955,631	17,157,375	82,113,006
Payments on behalf of HCP	12,485,918	8,718	12,494,636
Direct Debit Indemnity Claims	69,729	-	69,729
Insurance	503,959	-	503,959
PAYE	5,211,719	26,502	5,238,221
Transfer to HSBC DD Cash Collateral A/c Newcastle building society	148,224 670,025	- -	148,224 670,025
Payments to Landsbanki Guernsey	44,014,930	-	44,014,930
Sale process due diligence costs	150,000	-	150,000
VAT Payment	1,844,170	-	1,844,170
Distribution to preferential creditors	36,564	-	36,564
First distribution to unsecured creditors	163,195,292	-	163,195,292
Second distribution to unsecured creditors	127,732,167	-	127,732,167
Third distribution to unsecured creditors	62,482,199	-	62,482,199
Fourth distribution to unsecured creditors	63,317,833	-	63,317,833
Catch up payments for previous dividends	407,254	1,221	408,474
Fifth distribution to unsecured creditors	41,752,900	-	41,752,900
Sixth distribution to unsecured creditors	47,610,416	-	47,610,416
Seventh distribution to unsecured creditors	63,111,769	-	63,111,769
Eighth distribution to unsecured creditors	45,565,923	-	45,565,923
Ninth distribution to unsecured creditors	42,203,502	-	42,203,502
Tenth distribution to unsecured creditors	36,752,076	-	36,752,076
Eleventh distribution to unsecured creditors	37,560,274	-	37,560,274
Twelfth distribution to unsecured creditors	28,679,470	-	28,679,470
Thirteenth distribution to unsecured creditors	30,267,660	(2,092)	30,265,568
Fourteenth distribution to unsecured creditors	-	167,787,541	167,787,541
Oakwood Management Fee	10,612,090	-	10,612,090
Assignment of VAT Liability	128,165	-	128,165
Petty Cash	14,000	-	14,000
Property Surrender Payment	228,000	-	228,000
HMRC tax/nc deductions re emp dividend	102,563	85,853	188,416
VAT payable			
	1,120,672,797	188,499,411	1,309,258,060
	224,458,705	(187,766,468)	36,692,236
<b>Represented By:</b>			
Royal Bank of Scotland	93,702,533	(91,269,982)	2,432,551
Royal Bank of Scotland - Mature Account	-	5,000,000	5,000,000
Santander	949	276	1,225
Santander - Mature Account	-	5,806,519	5,806,519
HBOS	45,527,772	(37,702,805)	7,824,967
HSBC Current Account	16,634	(16,634)	-
HSBC - Mature Account	-	7,807,567	7,807,567
HSBC - SPF Account	42,602,219	(42,601,408)	811
Barclays	42,608,598	(42,606,199)	2,399
Barclays - Mature Account	-	7,816,198	7,816,198
	224,458,705	(187,766,468)	36,692,236

## Appendix 2

### Heritable Bank Plc (In Administration)

#### Summary of Joint Administrators' time-costs and category 2 disbursements from 7 October 2008 to 13 February 2014

Classification of work function	Partner	Executive Director	Senior Manager	Manager	Senior	Staff	Total Hours	Average Hourly Rate (£)	Time costs for period (£)
Accounting, Administration, Bank & Statutory Reporting, Statutory Duties and Immediate Tasks	306.30	25.30	974.20	1,249.80	4,194.00	8,903.30	15,652.90	262.83	£4,110,407.60
Creditors and Debtors	257.50	28.60	569.70	1,376.20	3,249.90	2,296.70	7,778.60	252.64	£2,029,631.02
Employee Matters	42.70	-	166.40	83.50	699.80	39.80	1,011.00	346.02	£334,639.18
FSA/BoE Reporting	7.50	1.00	112.30	90.50	191.00	-	402.30	369.43	148,507.65
Investigations	2.00	0.50	14.00	3.50	17.00	38.00	75.00	125.43	£9,407.50
IT	20.00	-	544.50	321.50	153.00	6.40	1,045.40	544.10	£568,800.47
Legal Issues	100.00	6.00	32.50	5.00	107.20	83.40	334.10	380.84	£130,420.41
Other Assets and KBFC	10.00	0.50	8.20	75.60	20.80	16.00	131.10	420.14	55,080.81
Public Relations	6.10	4.00	6.00	3.00	-	-	19.10	450.79	8,610.00
Residential Mortgage	588.30	374.40	1,746.80	1,698.80	1,760.10	412.40	6,580.80	441.32	£2,904,225.61
Outsourcing of Residential Mortgage Book	39.60	130.80	764.00	57.00	102.50	-	1,093.90	518.38	570,124.93
Retail Book	45.80	1.50	182.50	668.50	516.00	219.30	1,633.60	329.25	£537,861.56
Retention of Title	1.50	-	1.10	-	5.50	-	8.10	356.36	2,886.50
Sale Process	180.80	123.80	425.30	355.00	1,491.00	76.40	2,652.30	426.19	£1,135,300.08
Structured Property Finance	663.80	865.80	5,535.20	3,707.80	8,199.10	1,542.00	20,513.70	426.18	£8,768,463.90
Steps pre-appointment	12.00	4.00	15.00	-	-	-	31.00	567.42	17,590.00
Trading	4.00	-	391.80	1,611.20	1,264.20	604.20	3,875.40	311.31	£1,206,450.41
VAT & Taxation	188.00	270.70	553.50	690.40	962.90	436.10	3,101.60	515.14	£1,572,095.74
Wholesale Depositors	-	-	-	-	25.60	40.00	65.60	103.41	£6,784.00
<b>Grand Total</b>	<b>2,355.30</b>	<b>1,823.80</b>	<b>11,651.20</b>	<b>11,934.10</b>	<b>22,652.50</b>	<b>14,379.20</b>	<b>64,796.10</b>	<b>364.64</b>	<b>£24,117,287.37</b>

Please note that this includes fees and other charges reclaimed in relation to services performed by ING under the Transfer orders, as referred to in the Administrators' Statement of Proposals

#### Charge out rates for the Administration team

Grade	Standard Rates for Restructuring 2013/2014	Standard Rates for M&A 2013/2014
Partner	765	836
Director	694	732
Assistant Director	536	602
Senior Executive	393	448
Executive	289	361
Assistant Executive	224	-
Client Service Associate	213	-
Analyst	185	-
Business Trainee	158	-

The above rates represent a 3% uplift as approved by the Creditors' Committee effective from 1 July 2012.

## **Appendix 3**

### **Heritable Bank Plc (In Administration)**

#### **Office Holders' Charging Policy for Fees**

The Company's creditors have determined that the Administrators' remuneration should be fixed on the basis of time properly spent by the Administrators and their staff in attending to matters arising in the Company's Administration.

The Administrators have engaged a manager and other staff to work on the cases. The work required is delegated to the most appropriate level of staff taking account of the nature of the work and the individual's experience. Additional assistance is provided by Accounting and Treasury Executives dealing with the Company's bank accounts and statutory compliance issues. Work carried out by all staff is subject to the overall supervision of the Administrators.

All time spent by staff working directly on case-related matters is charged to a separate time code established for each case. Each member of staff has a specific hourly rate, which is subject to change over time. The average hourly rate for each category of staff over the period is shown in Appendix 2, as are the current hourly rates used. The current hourly rates may be higher than the average rates, if hourly rates have increased over the period covered by this report.

#### **Office Holders' Charging Policy for Disbursements**

Statement of Insolvency Practice No. 9 (Scotland) ("SIP 9") published by R3 (The Association of Business Recovery Professionals) divides disbursements into two categories.

Category 1 disbursements comprise payments made by the office holders' firm, which comprise specific expenditure relating to the administration of the insolvent's affairs and referable to payment to an independent third party. These disbursements can be paid from the insolvent's assets without approval from the Committee. In line with SIP 9, it is our policy to disclose such disbursements drawn but not to seek approval for their payment. We are prepared to provide such additional information as the Committee require to support the disbursements drawn.

Category 2 disbursements comprise payments made by the office holders' firm which include elements of shared or overhead costs. Such disbursements are subject to approval from the Company's creditors as if they were remuneration. It is our policy, in line with SIP 9, to seek approval for this category of disbursement before they are drawn.

We do not propose to draw any Category 2 disbursements.

**Administrators' progress report****Pursuant to Rule 2.38 of the Insolvency (Scotland) Rules 1986**

Name of Company Heritable Bank Plc (In Administration)	Company number SC000717
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(a) Insert full name(s) I / We (a) Alan Robert Bloom, Patrick Joseph Brazzill, Margaret Elizabeth Mills and Colin Peter Dempster  
and address(es) of  
administrator(s) of Ernst & Young LLP, 1 More London Place, London SE1 2AF

administrator(s) of the above company attach a progress report for the period

	from	to
(b) Insert date	(b) <u>14 August 2013</u>	(b) <u>13 February 2014</u>

Signed



Joint Administrator

Dated

25 March 2014

**Contact Details:**

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

Scott Brady	
Ernst & Young LLP, 1 More London Place, London SE1 2AF	
	Tel: 0207 951 5608
DX Number:	DX Exchange:

Companies House receipt date  
barcode

When you have completed and signed this form please send it to the Registrar of Companies at:

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
DX 235 Edinburgh / LP 4 Edinburgh-2