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TO ALL KNOWN CREDITORS

15 February 2023

Ref: R/CAL/SH/RK/HOFL Direct line: +44 (0) 207 951 8971 Fmail: hofadministrations@uk.ev.com

**Dear Sirs** 

# HFL Realisations Limited (formerly House of Fraser Limited) (Formerly in Administration) ('the Company')

Court of Session, Number P793/18

Registered office address: c/o Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX

I write to provide you with our final progress report in the administration, which includes details of the outcome. The report covers the one-day period of 10 February 2023 ('the Period') and should be read in conjunction with our previous reports dated 15 February 2023, 7 September 2022, 21 March 2022, 15 September 2021, 22 March 2021, 17 September 2020, 19 March 2020, 20 September 2019 and 6 March 2019. Statutory information about the Company, the administration and the office holders is given at Appendix 1.

The Company, registered number SC021928, entered administration on 10 August 2018 ('the Date of Appointment') and A M Hudson, R H Kelly, C P Dempster and I were appointed to act as Joint Administrators ('Joint Administrators'). The appointment was made by The Court of Session under the provisions of paragraph 12 of Schedule B1 to the Insolvency Act 1986. Under the terms of the appointment, any act required or authorised to be done by the Joint Administrators can be done by any one of them.

RH Kelly resigned as an Administrator of the Company on account of his retirement as a Partner of EY. Mr Kelly's resignation took effect on 29 June 2022.

#### Summary of the administrators' proposals

As creditors will recall from the Joint Administrators' Statement of Proposals dated 17 August 2018 ('the Proposals'), on 10 August 2018 the Joint Administrators completed a sale of substantially all of the business and assets of the Company to entities forming part of the Sports Direct Group ('Purchaser') such sale being part of a transaction with total consideration of £90 million, of which c£89.3m was paid to HF Stores Realisations Limited (formerly House of Fraser (Stores) Limited) ('HOFS'), c£0.7m to Jam B Realisations Limited (formerly James Beattie Limited) ('JBL') and the balance of £0.24 to the Company. All of the consideration was paid on completion and the Company's share of the sale proceeds is reflected in our receipts and payments account attached at Appendix 2. A detailed explanation of this transaction was provided to creditors in the Proposals, which can be accessed at: www.ev.com/uk/houseoffraseradministration



As reported in the Proposals, the Joint Administrators were of the opinion that the Company had insufficient property to enable a distribution to be made to unsecured creditors. Consequently, in accordance with the provisions of paragraph 52(1) of Schedule B1 to the Act, the Administrators did not call an initial meeting of creditors.

No formal request to call an initial meeting of creditors was received from the unsecured creditors of the Company and accordingly, the Proposals were deemed to be approved on 30 August 2018.

#### Summary of progress since the last report

#### Rates refunds

A rates refund of £17,971.79 was received during the prior period and total rate refunds recovered in the administration by the Joint Administrators totalled £576,837.55. No further rates refunds are anticipated to be received.

#### Leasehold properties

The Company held several head leases, all of which were subject to underleases to HF Stores Realisations Limited (formerly House of Fraser (Stores) Limited) ("HOFS"), which operated and traded from these sites. Following the sale to Sports Direct, a number of these leases have been surrendered for £nil value as part of the wider rationalisation of the leasehold estate.

#### Other debtors

As previously reported, a claim of £155,264.56 was submitted for the inter-company balance due to the Company from Jam B Realisations Limited (formerly James Beattie Limited) ("JBL"). This ranked as an unsecured creditor in the Creditor's Voluntary Liquidation of JBL, and a final dividend of £2,359.92 was recovered on 5 July 2022. No further sums will be received.

#### **Bank interest**

During the prior period the Company received bank interest of £515.60, bringing the total interest received in the administration to £2,375.83. No further bank interest is to be received.

#### **Investigations**

There were no further investigations ongoing or concluded in the Period.

#### VAT

All nil VAT returns in the prior period were submitted by their due dates and a request to de-register the Company for VAT purposes has been sent to HM Revenue & Customs.

#### **Corporation tax**

We instructed EY tax specialists to prepare the corporation tax returns for the Company.

Corporation tax returns for the period up to 10 August 2022 and the stub period up to 9 February 2023 have been submitted and no further tax returns filings are required in respect of the Company. Based on the returns submitted, there is no liability for Corporation Tax for the period of the administration.



All Corporation tax and other tax related time costs are included within the Joint Administrators' total time costs, set out in detail at Appendix 3.

#### **Distributions to creditors**

#### Secured creditors

As previously reported on entering administration, the House of Fraser Group's secured funding could be analysed into three categories:

- Super senior secured working capital facility ("Super senior facilities").
- Senior secured revolving credit facility, senior overdraft and senior secured term loan lenders ("Senior facilities").
- Holders of senior secured floating rate notes, due 2020 ("Bondholders").

The table below summarises the facilities provided:

	£m
Super senior facilities	10.0
Senior facilities	225.0
	165.0
Bondholders	400.0

Other than the Super senior facility, which had priority ranking, the senior facilities and bondholders indebtedness ranked pari passu with each other.

The Joint Administrators made a first and final floating charge distribution to secured creditors of £232,036.74 on 9 February 2023. This distribution was made to HF Stores Realisations Limited (formerly House of Fraser (Stores) Limited), to be held on trust pending a final distribution to be made from that company to the Secured Creditors.

#### **Preferential creditors**

There were no preferential creditors of the Company.

#### Non-preferential creditors

As previously reported, the Company received twelve claims totalling £183,897,780.60 from unsecured creditors. All unsecured claims were adjudicated in the administration and a first and final dividend was paid from the Prescribed Part (see below for further details).



#### The Prescribed Part

The Prescribed Part is a proportion of floating charge assets set aside for unsecured creditors pursuant to section 176A of the Act. The Prescribed Part applies to floating charges created on or after 15 September 2003.

Prior to the Joint Administrators making a dividend under the Prescribed Part, the Joint Administrators calculated, to the best of their knowledge and belief, that:

- The value of the net property as at the 2 August 2022 was £283,078.
- The value of the Prescribed Part as at the 2 August 2022 was £59,616, being the amount available to be set aside, before the costs of dealing with the Prescribed Part.

In line with Rule 3.108 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018, a list of all claims accepted and rejected in the administration was made available for viewing at <a href="https://www.ey.com/en\_uk/ey-house-of-fraser-administration">https://www.ey.com/en\_uk/ey-house-of-fraser-administration</a>. A hard copy of the list could be provided on request.

The Joint Administrators paid a first and final dividend under the Prescribed Part on 9 August 2022 to creditors of the Company whose claims have been accepted. The dividend was 0.0324563922 pence in the £ on total accepted claims of £183,678,837.80.

Three creditors did not cash their dividend cheques and a payment of £4.20 has been made to the Insolvency Service Unclaimed Monies Account.

#### Receipts and payments account

I enclose a receipts and payments account for the one-day period of 10 February 2023.

#### Joint administrators' remuneration

The statutory provisions relating to remuneration are set out in Rules 3.95 to 3.101 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018.

In certain circumstances, creditors are entitled to request further information about our remuneration or outlays, or to apply to court if they consider the costs to be excessive (Rule 3.100, Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018. Further information is given in 'A Creditors' Guide to Administrators' Fees', a copy of which may be accessed from the web site of the Institute of Chartered Accountants of Scotland at <a href="https://www.icas.com/technical-resources/creditor-guides-to-office-holder-remuneration">https://www.icas.com/technical-resources/creditor-guides-to-office-holder-remuneration</a> or is available in hard copy upon written request to the Joint Administrators.

Following the receipt of the substantial rates refunds and the anticipated intercompany debtor realisation during the administration, the Joint Administrators sought approval from the secured creditors to the basis of our remuneration and the payment of Category 2 disbursements in accordance with Rule 3.97 (6) (a) of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018. Approval was granted on 23 September 2021 and Administrators' fees of £250,000 plus VAT and



£185.61 plus VAT of Administrators' expenses were drawn in the administration in accordance with the resolutions of the Secured Creditors.

 During the one-day period of 10 February 2023, the Joint Administrators incurred time costs of £nil. This takes the total time costs to £843,670.04, against which £250,000 plus VAT was drawn in the administration. Appendix 3 provides an analysis of the time spent.

During the Period, the Joint Administrators incurred no further disbursements, bringing the total disbursements to £237.98, against which £185.61 were paid in the administration. An analysis of Category 2 disbursements (i.e. charges made by the office holders' firm that include elements of shared or overhead costs) is set out in Appendix 3.

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

#### The outcome of the administration

An application to the Court of Session had been made for the purposes of the Administrators receiving their discharge from liability. A hearing took place on 14 February 2023, at which it was ordered that the administrators (including the former administrator, R H Kelly), will be discharged from any liability in respect of their actions as joint administrators of the Company with effect from 10 March 2023.

The administration came to an automatic end on 10 February 2023 through expiry of time.

All matters of the administration have now been concluded and the Administrators have submitted their final receipts and payments account together with relevant forms to Companies House.

Should you have any remaining questions about the administration, please do not hesitate to contact Natasha Debens at this office.

Yours faithfully For the Company

C A Lewis

Former Joint Administrator

Enc: Appendix 1 – Information about the proceedings, the Company and the office holders

Appendix 2 - Joint Administrators' Receipts and Payments Account

Appendix 3 - Summary of the Joint Administrators' time costs and category 2 disbursements

Appendix 4 - Breakdown of outlays incurred in this Period and in the administration

Craig Anthony Lewis is licensed in the United Kingdom to act as an insolvency practitioner by The Institute of Chartered Accountants in England and Wales, Alan Michael Hudson is licensed in the United Kingdom to act as an insolvency practitioner by The Insolvency Practitioners Association and Colin Peter Dempster is licensed in the United Kingdom to act as an insolvency practitioner by The Institute of Chartered Accountants of Scotland.

The affairs, business and property of the Companies are being managed by the Joint Administrators, A M Hudson, C P Dempster and C A Lewis who act as agents of the Companies 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 3.94 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018

Name of court: Court of Session, Parliament

House, Parliament Square, Edinburgh, EH1 1RQ

Court reference: P793/18

Registered name of the company:

HFL Realisations Limited

c/o Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, Scotland, EH3 8EX

Registered number: SC021928

Country of incorporation (for a company incorporated outside the United

Kingdom):

Date of appointment of the joint administrators: 10 August 2018

Details of any changes of administrator: R H Kelly resigned as an

administrator of the Company on 29 June 2022 on account of

his retirement from EY

Details of the Joint Administrators

Registered office address of the company:

Name: Office Holder Number:

Alan Michael Hudson 9200

Ernst & Young LLP, 1 More London Place, London, SE1 2AF

Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX

Craig Anthony Lewis 9356

Ernst & Young LLP, 1 More London Place, London, SE1 2AF

Colin Peter Dempster 8908

Telephone number: +44 (0)207 951 1856

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





# HFL Realisations Limited (formerly House of Fraser Limited) (Formerly in Administration) ('the Company')

Joint Administrators' Summary of Receipts and Payments to 10 February 2023

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Bank Interest		-	-	0.01	718.15	976.53	26.90	27.18	17.28	94.18	515.60	-	2,375
ent and Rates Refund		-	-	24,795.32	533,392.30	-	78,712.77	(78,034.63)	-	-	17,971.79	-	576,837
ther Debtors		-	-	35.41	-	-	-	180.66	-	3,717.17	-	-	3,933
egal Refund		-	-	-	3,621.65		-	-	-	27.31	-	-	3,621
re-Appointment Funds		-	-	-	-	1,386.76	-	-	-	27.31	-	-	1,414
upplier Overpayments			0.24	24.830.74	537,732.10	2,363.29	78.739.67	(77,826,79)	17.28	3,838.66	18.487.39	$\overline{}$	588.182
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rescribed Part Dividend				-		-		-		(59,615.52)	4.20		(59,611
tent and Rates Refund		-	-	-	-	-	-	-	-	-	-	-	
oint Administrators' Expenses		-	-	-	-	-	-	-	(185.61)	-	-	-	(185
rrecoverable VAT		-	-				-	-	(951.30)	-	(1,590.40)	-	(2,541
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let Receipts/(Payments)		-	(0.75)	24,831.49	537,729.10	(22,052.53)	78,739.67	(83,008.59)	(256,999.43)	(55,776.86)	(223,462.10)	-	
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ISBC-GBP-Current-71434012		-	(0.75)	0.75	-	-	-	-	-	-	-	-	(
ISBC-EUR-Current-83948991		-	-	-	-	-	-	-	-	-	-	-	
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#### Notes

- 1. Receipts and payments are stated net of VAT.
- 2. The amount paid to unsecured creditors by virtue of the application of section 176A, Insolvency Act 1986 (the prescribed part) was £59,615.52



# **Appendix 3**

# HFL Realisations Limited (formerly House of Fraser Limited) (Formerly in Administration) ('the Company')

# Joint Administrators' Time-Costs on 10 February 2023

			Staff	Grade			_		<b>A</b>
	Partner	Director	Senior Manager	Senior Executive	Executive	Analyst	Total Hours	Time Cost	Average Hourly Rate
								(£)	(£)
Accounting and Administration	-	-		-	-			-	
Bank & Statutory Reporting	-	-		-	-			-	
Creditors (Mandatory)	-	-		-	-			-	
Debtors	-	-		-	-			-	
Employee Matters	-	-		-	-			-	
Immediate Tasks	-				-			-	
Investigation/CDDA (Mandatory)	-	-		-	-			-	
Job Acceptance & Strategy (M)	-	-			-			-	
Legal Issues	-	-			-			-	
Other Assets (Mandatory)	-	-			-			-	
Other Matters	-	-			-			-	
Out of scope	-	-			-			-	
Property	-	-		-	-			-	
Statutory Duties	-	-		-	-			-	
VAT & Taxation	-	-	-	-	-			-	
Total Hours		-	-	-	-				
Time Costs (£)		-			-		 <u>-</u> -	-	
Average Hourly Rate (£)	-	-	-		-		-	-	
Category 1 Disbursements (£)	-								
Category 2 Disbursements (£)									
	-	•							



### Joint Administrators' Time-Costs from 10 August 2018 to 10 February 2023

			Staff (	Grade					
	Partner	Director	Senior Manager	Senior Executive	Executive	Analyst	Total Hours	Time Cost	Average Hourly Rate
								(£)	(£)
Accounting and Administration	0.5	24.2	1.4	28.1	156.2	71.1	281.5	147,249.50	523.09
Bank & Statutory Reporting	9.8	72.3	2.1	95.4	197.0	78.4	455.0	274,626.50	603.57
Creditors (Mandatory)	12.8	6.5	-	13.5	46.0	64.7	143.5	82,869.50	577.49
Debtors	-	1.1	-	-	2.0	-	3.1	2,004.00	646.45
Employee Matters	-	2.7	-	-	1.7	-	4.4	3,473.50	789.43
Immediate Tasks	-	-	-	1.0	-	2.5	3.5	1,005.00	287.14
Investigation/CDDA (Mandatory)	-	4.6	8.0	-	-	-	12.6	9,924.00	787.62
Job Acceptance & Strategy (M)	-	1.0	-	-	-	-	1.0	1,145.00	1,145.00
Legal Issues	-	5.0	-	-	0.3	-	5.3	6,250.50	1,179.34
Other Assets (Mandatory)	-	-	0.9	0.4	-	-	1.3	1,023.50	787.31
Other Matters	-	1.0	-	-	-	-	1.0	1,650.00	1,650.00
Out of scope	-	-	-	6.0	-	7.6	13.6	6,020.00	442.65
Property	-	-	-	3.8	6.3	-	10.1	4,316.00	427.33
Statutory Duties	6.5	24.5	27.3	47.8	23.7	24.5	154.3	102,491.00	664.23
VAT & Taxation	1.5	54.8	12.1	41.7	95.5	49.5	255.1	199,622.04	782.52
Total Hours	31.1	197.7	51.8	237.7	528.7	298.3	1,345.3		
Time Costs (£)	43,560.00	254,753.00	36,208.50	153,158.00	244,557.50	111,433.04	_	843,670.04	
Average Hourly Rate (£)	1,400.64	1,288.58	699.01	644.33	462.56	373.56		627.12	
Category 1 Disbursements (£)	237.98								
Category 2 Disbursements (£)	-								
	237.98								

#### Time charging policy

The Administrators have engaged managers and other staff to work on the Administration. 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 diaries. 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 time code established for the case. Time is recorded in units of six minutes. 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 below, as are the current hourly rates used.

		Restructuring hourly rate (£/hour)						Tax/VAT hourly rate (£/hour)					
Grade description	03-11-18 to 28-	29-06-19 to 3-	4-07-20 to 2-07-	3-07-21 to 31-	1-01-22 to 1-07	4-07-22 to 30-	03-11-18 to 28-	29-06-19 to 3-	4-07-20 to 2-07	3-07-21 to 1-07	4-07-22 to 30-		
	06-19	07-20	21	12-21	22	06-23	06-19	07-20	21	22	06-23		
Partner	1140	1195	1255	1320	1450	1595	1570	1650	1650	1650	1650		
Executive Director	1090	1145	1200	1260	1385	1525	1570	1650	1650	1650	1650		
Director	930	975	1025	1075	1185	1305	1295	1360	1360	1360	1360		
Assistant Director	775	815	855	900	990	1090	1145	1200	1200	1200	1200		
Senior Executive	590	620	650	685	755	830	945	990	990	990	990		
Executive	435	455	480	505	555	610	695	730	615 - 730	615 - 730	615 - 730		
Assistant Executive	395	415	435	455	500	550	N/A	615	N/A	N/A	N/A		
Analyst	280 - 395	295 - 415	310 - 435	325 - 455	360 - 500	395 - 550	220 - 430	230 - 450	230 - 450	230 - 450	230 - 450		
Business Trainee	240	250	265	280	310	340	N/A	N/A	N/A	N/A	N/A		
Accounting & Treasury													
Executives	N/A	330	345	360	395	435	N/A	N/A	N/A	N/A	N/A		
Global Talent Hub	N/A	235	340-855	355-900	390-990	430-1090	N/A	N/A	N/A	N/A	N/A		
GDS staff	N/A	235	340	355	390	430	N/A	N/A	N/A	N/A	N/A		
GDS senior	N/A	235	480	505	555	610	N/A	N/A	N/A	N/A	N/A		
GDS manager	N/A	235	650	685	990	830	N/A	N/A	N/A	N/A	N/A		



# Payments to other professionals

The Administrators have engaged the following professionals to provide assistance:

Name of firm	Nature of services	How contracted to be paid
Montagu Evans	Professional Services Securing rates refunds for the Company	Paid on a percentage basis, with a "no win no fee". Fees have been reviewed in line with rates refunds secured.
Burness Paul	Professional Services relating to the Paragraph 98 application for the Company	Paid in full on receipt of invoice.



### **Appendix 4**

# HFL Realisations Limited (formerly House of Fraser Limited) (Formerly in Administration) ('the Company')

### Summary of joint administrators' outlays incurred

Type of Outlay	Paid as at 09/08/2021	Paid in Period 10/08/2021 to 09/02/2022	Paid in Period 10/02/2022 to 09/08/2022	Paid in Period 10/08/2022 to 09/02/2023	Paid in one- day Period of 10/02/2023	Outstanding	Total (£)
Category 1 disbursements (see Note 1)							
Specific penalty bond	-	£40.00	-		-	-	£40.00
Statutory advertising	-	£84.60	-		-	-	£84.60
Filing fees	-	£15.00	-		-		£15.00
Travel	-	£10.10	-		-	-	£10.10
Land title searches	-	£30.00	-		-	-	£30.00
Category 2 disbursements (see Note 2)							
Printing & Postage	-	£5.91		£8.24		£44.13	£58.28
Totals	-	£185.61	-	£8.24	-	£44.13	£237.98

#### Notes:

- SIP 9 defines disbursements as a type of expense which is met by, and reimbursed to, an
  office holder in connection with an insolvency appointment. Disbursements fall into two
  categories: Category 1 and Category 2.
  - Category 1 disbursements are payments to independent third parties where there is specific expenditure directly referable to the appointment
  - Category 2 disbursements are expenses which are directly referable to the appointment but not a payment to an independent third party. They may include shared and allocated costs.

It is our policy, in accordance with SIP 9, to disclose Category 1 and Category 2 disbursements but only to seek approval for Category 2 disbursements before they are drawn.

Name of company

Fraser Limited)

The Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018

# Notice of automatic end of administration

HFL Realisations Limited (formerly House of

	Country of incorporation (if not in the UK)
	In the Court of Session, Parliament House, Parliament Square, Edinburgh, EH1 1RQ  [full name of court]  Court case number P793/18
(a) Insert name(s) and address(es) of administrator(s)	HWe (a) A M Hudson and C A Lewis of Ernst & Young LLP, 1 More London Place, London,  SE1 2AF and C P Dempster of Ernst & Young LLP, 144 Morrison Street, Edinburgh, EH3 8EX
(b) Insert name and ddress of the registered office of company	having been appointed administrator(s) of (b)
(c) Insert date of appointment  (d) Insert name of appointor / applicant  * Delete as applicable	on (c) 10 August 2018 by (d)  hereby give notice that our appointment ceased to have effect on 10 February 2023  We attach a copy of the final progress report.
	Signed  Joint / Administrator(s)  Dated 15 February 2023

Company number

SC021928