Joint Administrators' progress report for the period 23 March 2018 to 22 September 2018

17 October 2018

Lehman Brothers Europe Limited (in administration)

High Court of Justice, Chancery Division, Companies Court

Case 8243 of 2008



Contents

Section 1	Abbreviations and definitions	1
Section 2	Purpose of the Administrators' progress report	2
Section 3	Administrators' actions to date	4
Section 4	Statutory and other information	6
Section 5	Financial information	7
Section 6	Receipts and payments account	9
Section 7	Statement of expenses	10
Section 8	Summary of the Administrators' work	11

Section 1 Abbreviations and definitions

The following table shows the abbreviations and insolvency terms used in this report.

Abbreviation or definition	Meaning
"Administrators"	DY Schwarzmann, EJ Macnamara, R Downs and GE Bruce
"Administration"	LBEL's administration
"Committee"	LBEL's creditors' committee
"Company" or "LBEL"	Lehman Brothers Europe Limited (in administration)
"Court"	High Court of Justice
"Firm"	PricewaterhouseCoopers LLP
"Group"	Lehman Brothers UK group
"HMRC"	HM Revenue & Customs
"IA86"	Insolvency Act 1986
"IR16"	Insolvency (England and Wales) Rules 2016
"LBIE"	Lehman Brothers International (Europe) (in administration)
"LBH"	Lehman Brothers Holdings Plc (in administration)
"LBHI"	Lehman Brothers Holdings Inc.
"LBL"	Lehman Brothers Limited (in administration)
"M&A"	Mergers and Acquisitions
"Period"	The six months from 23 March 2018 to 22 September 2018
"Proposals"	The Administrators' statement of proposals for achieving the purpose of the Administration, dated 14 November 2008
"Sch.B1 IA86"	Schedule B1 to the Insolvency Act 1986
"SAO"	Senior Accounting Officer
"SIP"	Statement of Insolvency Practice
"unsecured creditors"	Creditors who are neither secured nor preferential
"VAT"	Value Added Tax
"WHT"	Withholding tax

Section 2 Purpose of the Administrators' progress report

Introduction

This is the twentieth progress report by the Administrators of LBEL.

Copies of the Proposals which were approved at a meeting of creditors held on 1 December 2008 or the previous 19 progress reports are available on the Administrators' website at http://www.pwc.co.uk/business-

nttp://www.pwc.co.uk/businessrecovery/administrations/lehman/lehman-brotherseurope-limited-in-administration.jhtml. Alternatively, please contact Nigel Rackham at PricewaterhouseCoopers LLP, 7 More London Riverside, London, SE1 2RT.

This report provides an update on the work that the Administrators have undertaken with particular focus on developments in the Period.

This report is for your information and you do not need to do anything.

Business activities

The Company's principal activity before the Administrators' appointment was the provision of investment banking services such as advising on M&A transactions.

LBEL utilised employees from LBL and operated from the Group's former premises at 25 Bank Street, London, E_{14} 5LE.

Objectives of the Administration

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

Committee

The payment of statutory interest to creditors and the subsequent payment of WHT to HMRC means that all creditors including the former Committee members have been paid in full and are therefore no longer creditors. On 20 June 2018, the Committee members were informed that their membership had therefore automatically ceased.

Distributions and outcome for creditors

As reported in the previous progress report, the Administrators have paid dividends totalling 100 pence in the pound, together with statutory interest at a simple rate of 8% per annum on admitted claims. Please refer to Section 3 for further details.

Extension of the Administration

Upon the application of the Administrators, the Court made an order on 5 November 2015 extending the period of the Administration to 30 November 2019.

Change of Administrators

On 2 July 2018 a court order was granted which provided for AV Lomas, SA Pearson and JG Parr to be removed from office as Administrators and be replaced by EJ Macnamara, R Downs and GE Bruce.

Future reports

The Administrators will next report in approximately six months.

Signed:

D Y Schwarzmann Joint Administrator

Lehman Brothers Europe Limited

DY Schwarzmann, EJ Macnamara, R Downs and GE Bruce were appointed as Joint Administrators of Lehman Brothers Europe Limited to manage its affairs, business and property as its agents without personal liability. The Joint Administrators are licensed in the United Kingdom to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

The Joint Administrators may act as Data Controllers of personal data as defined by UK data protection law depending upon specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a processor on the instructions of the Joint Administrators. Personal data will be kept secure and processed only for matters relating to the Administrators' appointment. Further details are available in the privacy statement on the PwC.co.uk website or by contacting the Administrators.

The Joint Administrators are bound by the Insolvency Code of Ethics which can be found at: https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics.

Section 3 Administrators' actions to date

Progress to date

The key outstanding matters and developments in the Period are described below.

Debtor Claims

a) LBHI and its US debtor affiliates

LBEL, in conjunction with other UK affiliates, reached a final settlement agreement with LBHI and its US debtor affiliates in Chapter 11. This agreement became fully binding and operational on 6 March 2012. As a result, LBEL has received a total of \$10.3m in dividends from LBHI and its US debtor affiliates, including \$0.1m received during the Period.

b) LBL

Previous progress reports explained that LBEL's claim in the LBL Administration was admitted and paid in full in the amount of £282.2m. During the Period statutory interest in the amount of £63.7m was received. It is possible that further statutory interest will be received although the timing and quantum are uncertain.

c) Other Debtors

LBEL does not expect to submit any further intercompany claims.

The Company continues to receive dividends on previously agreed claims, including £0.6m in the Period.

The timing and quantum of future distributions from debtor claims remain uncertain.

Creditor claims

All of LBEL's creditor claims have been agreed and paid in full.

Distributions to creditors

As previously reported, all claims have been admitted for dividend purposes and have been paid in full. In addition a distribution of statutory interest at 8% per annum has been paid on these claims. As previously reported a WHT element, which amounts to £7.5m had been retained, however, this has now been paid to HMRC (see Taxation section for further details).

Proceedings in the LBIE administration known as Waterfall II tranche A, sought direction on whether distributions paid to unsecured creditors should be treated as having first discharged accrued postadministration interest rather than the capital amount of the claim (known as the Bower v Marris approach). On 24 October 2017, the Court of Appeal decided that the Bower v Marris approach does not apply to statutory interest. This decision was upheld by the Supreme Court and an amount that had been reserved for potential additional interest payments has accordingly been released.

Surplus

As outlined in previous progress reports, a dividend of £374.7m had been declared and paid to LBEL's sole shareholder, LBH.

During the Period, a further dividend of £97.8m was declared and paid to LBH.

Should additional funds be available for distribution after necessary provisions and reserves have been made for any prior ranking claims and costs, these will be paid to LBH.

Taxation

All corporation tax returns up to and including the year ended 5 October 2015 have been agreed by HMRC. The corporation tax return for the year ended 5 October 2016 has been submitted to HMRC, but the HMRC review period is still open. The corporation tax return for the year ended 5 October 2017 has been drafted and will be submitted shortly.

New tax legislation may affect the use of LBEL's carried forward losses and the availability of losses in the wider group for group relief purposes. LBEL has £5.3m of tax losses carried forward as at 5 October 2016.

Further tax analysis needs to be performed in light of the above as well as the tax implications of the settlements with LBL and other Lehman affiliates.

Uncertainty with regard to WHT led to an amount of £7.5m being held back from the total statutory interest payment of £37.4m made in September 2017. The £7.5m held back represents the total income tax due to HMRC if the Court finds that income tax is required to be deducted from payments of statutory interest. The Court of Appeal Judgement found in favour of HMRC. On 9 May 2018 the £7.5m amount was paid to HMRC. Creditors were provided with a

certificate of income tax deduction, which should be accepted by HMRC as evidence of tax deducted if a creditor is entitled to make a claim for repayment of tax.

The Administrators have met their obligations under the SAO legislation and submitted the 2017 certificate and notification and complied with their obligations regarding the publication of the Lehman group Tax Strategy. The Administrators have also adhered to the UK and US Foreign Account Tax Compliance Act and Common Reporting Standards and have considered their obligations under the new Corporate Criminal offences rules which came into effect in September 2017.

To date, VAT totalling £3.5m has been repaid to LBEL. The February and May 2018 VAT returns were submitted in the Period, showing repayments of £2.7k and £5.6k respectively. VAT repayments of £1.86m have been received by LBL, the VAT representative member, and will be distributed to the Company in the near future. In the Period, work commenced to prepare the return for the August 2018 quarter.

Investigations and actions

Nothing has come to the Administrators' attention during the Period to suggest that they need to do any more work in line with their duties under the Company Directors' Disqualification Act 1986 and SIP 2.

Future strategy

The Administrators will:

- Manage any remaining asset realisations;
- Deal with any remaining reserves for costs and other matters;
- Submit and agree the corporation tax return for 5
 October 2017 and subsequent periods in light of
 the recent legislation changes; and
- Where appropriate, make dividend payments to LBEL's shareholder, LBH.

Section 4 Statutory and other information

Court details for the Administration:	High Court of Justice, Chancery Division, Companies Court - case 8243 of 2008.		
Full name:	Lehman Brothers Europe Limited.		
Trading name:	Lehman Brothers Europe Limited.		
Registered number:	03950078.		
Registered address:	7 More London Riverside, London, SE1 2RT.		
Date of the Administration appointment:	23 September 2008.		
Administrators' names and addresses:	DY Schwarzmann, EJ Macnamara, R Downs and GE Bruce of PricewaterhouseCoopers LLP, 7 More London Riverside, London, SE1 2RT.		
	Email: Lbel.claims@uk.pwc.com telephone: 020 7583 5000		
Appointer's / applicant's name and address:	High Court of Justice, Chancery Division, Companies Court on the application of the directors.		
Objective being pursued by the Administrators:	Achieving a better result for LBEL's creditors as a whole than would be likely if LBEL were wound up (without first being in administration).		
Division of the Administrators' responsibilities:	In relation to Paragraph 100(2) Schedule B1 of the IA86, during the period for which the Administration is in force, any act required or authorised under any enactment to be done by any or all of the Administrators may be done by any or one or more of the persons for the time being holding that office.		
Details of any extensions of the initial period of appointment:	The Court has granted five successive extensions to the Administration period being to 30 November 2010, 30 November 2011, 30 November 2013, 30 November 2015 and 30 November 2019.		

Section 5 Financial information

Administrators' remuneration

The manner in which the Administrators' remuneration is determined and approved is set out in the Rules.

There are three bases of remuneration, which can be used in any combination, under IR16, being:

- A percentage of the value of the property with which the Administrators have to deal;
- By reference to the time properly given by the insolvency practitioner and his staff in attending to matters arising in the Administration; and
- As a set amount.

IR16 also provides that in arriving at its decision on remuneration the fee approving body is required to consider the following matters:

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

In October 2008 a Court order authorised the Administrators, subject to ratification by the Committee, to draw remuneration of 75% of the time costs incurred at the time of the application, being £2.8m including VAT. At a meeting held by correspondence on 20 February 2009, the creditors resolved to form a Committee whose duties would include approving the basis and quantum of the Administrators' remuneration.

The Committee did not agree that the Administrators' remuneration be fixed on a time cost basis, but instead the Committee resolved that the Administrators' remuneration be fixed at 5% of the value of the property with which the Administrators have to deal. The Administrators were authorised to draw such remuneration as and when realisations became available.

On 19 May 2017, the Administrators agreed to restrict their remuneration and shall be entitled to

receive remuneration of 5% of cash received up to £280m from the date of that agreement.

In addition, it was agreed that the Administrators shall be entitled to receive fees of 2.5% of cash received above £280m from the date of the agreement, up to a maximum amount of £3.5m of fees received.

To date, remuneration of £37.2m (excluding VAT) has been drawn. No remuneration has been drawn in the Period.

During the Period, fees of £1.65m plus VAT became available to be drawn down as remuneration and have subsequently been paid after the period.

SIP 9

In addition to IR16, SIP 9, issued by the Joint Insolvency Committee, provides guidance to insolvency practitioners in relation to the disclosure of payments to insolvency office holders and their associates.

The purpose of SIP 9 is to set out the principles and key compliance standards with which insolvency practitioners are required to comply with regard to the provision of information to creditors and other interested parties who have a financial interest in the level of office holders' remuneration, disbursements and expenses paid from an insolvent estate.

In accordance with SIP 9, which was revised with effect from 1 December 2015, Section 8 of this report shows a summary of the work undertaken by the Administrators in the Period and, to the extent that is not prejudicial to the Company's interests, the expected future work the Administrators are to carry out to achieve the purpose of the Administration.

Relationships

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

Disbursements

The Administrators are not required to seek approval to draw expenses or disbursements unless they are for shared or allocated services provided by their Firm, including room hire, document storage, photocopying and communication facilities. These types of expenses are called "Category 2" disbursements and they must be directly incurred on the case, subject to a reasonable method of calculation and allocation and approved by the same parties which approve the Administrators' fees.

Category 1 disbursements comprise payments to third parties, for example in relation to travel costs, statutory advertising and insolvency office holders' insurance.

The Administrators' expenses policy allows for all properly incurred expenses to be recharged to the Administration.

No disbursements were incurred during the Period.

Receipts and payments account

An account of the receipts and payments for the six months to 22 September 2018, and a cumulative total since commencement of the Administration, is set out in Section 6.

Significant receipts in the Period include:

- £63.7m in relation to LBL statutory interest;
- £0.7m in relation to dividends from various affiliates, including payments from LBHI as stated in Section 3; and
- £0.3m in relation to interest earned on funds invested.

Significant payments in the Period (inclusive of VAT) include:

- £7.5m in WHT to HMRC; and
- £97.8m in respect of a dividend to LBH.

Total cash held as at 22 September 2018 was approximately £96.4m (GBP equivalent).

As advised earlier in the Administration, all of the Company's assets are uncharged, and there are therefore no secured creditors.

The receipts and payments account does not show estimated to realise values from the directors' statement of affairs as this would not provide a meaningful comparison with actual asset recoveries.

Investments

All the Company's funds as detailed in Section 6 are currently invested in money market deposits, except for a nominal amount held in an interest bearing current account to fulfil ongoing working capital requirements. Funds are converted into GBP to avoid any currency risk exposure.

The Administrators' expenses

Expenses are amounts properly payable by the Administrators from the estate including fees but excluding distributions to creditors. A statement of LBEL's expenses for the Period is set out in Section 7.

In addition to expenses paid in the Period shown in the receipts and payments account, the Administrators incurred expenses of £16,656 plus VAT in respect of outstanding legal fees, which have not yet been paid.

Subcontracted work

LBEL has contracted out tax compliance to the Lehman finance team whose employer is LBIE. This work has been subcontracted because it is more cost efficient than if the Administrators were to do it themselves.

Legal firms

The Administrators have instructed Linklaters LLP to act as their legal advisors in the Period because of their prior knowledge of LBEL. Linklaters LLP is remunerated on a time-cost basis.

All third-party professionals are required to submit a detailed time-cost analysis and narrative in support of all invoices rendered.

The Administrators have satisfied themselves that the level of legal and professional costs is appropriate.

Section 6 Receipts and payments account

	As at	22 September :		As at 22 September 2018 TOTAL GBP equivalent	Movements 23 March 2018 to 22 September 2018 (GBP equivalent)	As at 22 March 2018 (GBP equivalent) RESTATED at 22 September 2018 exchange rate	As at 22 March 2018 (GBP equivalent)
RECEIPTS	GBP (£)	U\$ (\$)	EUR (I)	£	£	£	£
	000s	000s	000s	000s	000s	000s	000s
Book debts	4,848	20,631	21,373	39,784	710	39,074	37,440
LBL claim	345,884	-		345,884	63,684	282,200	282,200
GMRA settlement agreement proceeds	371,589	-	-	371,589	-	371,589	371,589
Interest	5,301	36	110	5,427	340	5,087	5,083
Corporation tax repayment	48,443			48,443	-	48,443	48,443
VAT repayment	3,454	-	-	3,454	-	3,454	3,454
Foreign currency conversions*	31,049		1,541	32,432	52	32,380	32,343
Receipts Grand Totals	810,568	20,667	23,024	847,013	64,786	782,227	780,552
PAYMENTS							
Employee costs	6,106	80	67	6,227	15	6,212	6,206
Building and occupancy costs	952			952		952	952
Legal fees	5,306	240		5,489	5	5,484	5,471
Tax function costs	350		6	356		356	356
Payment for group relief losses	4,925		·	4,925		4,925	4,325
Corporation Tax	7,707			7,707	7,607	100	100
Distribution to unsecured creditors	117,791		2,677	120,194	1,001	120,194	120,129
Distribution to shareholder, LBH	472,437		2,011	472,437	97,792	374,645	374,645
Pension settlement	50,418			50,418	31,132	50,418	50,418
Administrators' remuneration**	44,434			44,434		44,434	44,434
Administrators' disbursements	39			39		39	39
Investment management charges	2,433			2,433		2,433	2,433
Foreign currency conversions*	1,250	20,347	20,274	34,982	59	34,323	33,332
Payments Grand Totals	714,148	20,667	23,024	750,593	105,478	645,115	643,440
Payments Grand Lotals	114,140	20,001	20,024	130,333	103,410	045,115	043,440
NET POSITION	96,420			96,420	(40,692)	137,112	137,112
CASH BALANCES							
HSBC	9,075			9,075			
Barclays	9			9			
Money markets	87,336			87,336			
Total Cash	36,420			96,420			

Exchange rate as at 22 March 2018

Exchange rate as at 22 September 2018

US\$ 1 : GBP 0.7634 EURO I1 : GBP 0.2977

Amounts include YAT where applicable

^{*}The difference in total GBP equivalents arises from converted sums being restated at exchange rates as at the end of each reporting period. No actual gains/losses on currency were made in the Period.

[&]quot;This amount includes £2.76m that had previously been paid by another Lehman Group company on behalf of LBEL.

Section 7 Statement of expenses

	Brought forward as at 22 March 2018 RESTATED as at 22 September 2018 GBP (£) 000s	Incurred in the period under review GBP (£) 000s	Cumulative to 22 March 2018 GBP (£) 000s	Estimated future GBP (£) 000s	Anticipated total GBP (£) 000s
Employee costs	6,214	24	6,238	-	6,238
Building and occupancy costs	952	-	952	-	952
Legal	5,474	16	5,490	100	5,590
Tax function costs	356	-	356	-	356
Payment for group relief losses	4,925	-	4,925	-	4,925
Pension settlement	50,418	-	50,418	-	50,418
Administrators' remuneration	44,434	1,975	46,409	*-	46,409
Administrators' disbursements	55	-	55	-	55
Investment management charges	2,433		2,433		2,433
Expenses Total	115,261	2,015	117,276	100	117,376

Amounts include VAT where applicable

^{*}see note on page 13

Section 8 Summary of the Administrators' work

Work carried out in the Period

Whilst this is not an exhaustive list, the key areas of work have been as follows:

Accounting and treasury

The Administrators' statutory duties include managing the affairs, business and property of the Company and keeping proper books and records. The work undertaken in this area was necessary in order to pay Administration expenses, to maintain the books and records of LBEL and to ensure that funds invested are maximised at minimum risk. Approximately £0.3m in interest on funds invested was received in the Period:

- Processing a dividend payment to the sole shareholder, LBH;
- Processing other receipts and payments in various currency accounts;
- Performing bank account reconciliations for all bank accounts;
- Exploring investment strategies to maximise returns on the invested funds of £128m held on deposit for the majority of the Period;
- Monitoring of credit limits and counterparty credit ratings, credit default swap prices and market capitalisation to minimise risk;
- Moving deposits between counterparties when credit limits or counterparty credit ratings are not in line with the investment strategy;
- Ensuring deposits are repaid from counterparty banks on the correct value date;
- Preparing and reviewing the receipts and payments reports, authorising all payments and reviewing and managing cashflow;
- Producing monthly management and ad hoc reporting; and
- Investigating future investment options.

Claims due to and from LBEL

The Administrators have a duty to act in the best interests of all creditors and its shareholder. It is an objective of the Administration to realise assets and distribute funds to unsecured creditors with admitted claims:

Updating the debtor schedule as and when required.

Strategy and planning

The Administrators are required by statute to perform their functions as quickly and efficiently as possible. The activities undertaken in the Period were necessary to resolve outstanding matters in line with the purpose of the Administration:

- Consulting with the shareholder to discuss strategy;
- Reviewing enquiries from members of the Committee and consulting with legal advisors where necessary;
- Setting and agreeing the strategy for the estate including regular team meetings; and
- Preparing detailed status updates for the Administrators to review strategy and key issues.

Statutory and compliance

The work in this area was necessary in order for the Administrators to comply with regulatory requirements or statute:

- Preparing and finalising the 19th progress report and circulating to all creditors;
- Ensuring Administrators' statutory obligations are discharged;
- Ensuring that time recording is properly managed and reviewed;
- Preparing the budget for future Administration costs; and
- Updating the compliance database and the Administrators' internal databases.

Tax and VAT compliance

This work is required by statute. Tax losses may shelter future profits, thus reducing the level of corporation tax and maximising dividends to LBEL's sole shareholder, LBH. VAT refunds will increase the level of funds available for distribution:

- Researching WHT obligations in light of Appeal Court Hearing. Meetings and correspondence with HMRC regarding a pragmatic way forward in respect of tax deduction and disclosure of creditors information;
- Communicating with creditors in respect of action taken regarding WHT, and providing creditors with certificates of income tax deduction:
- Analysing and modelling in relation to the new tax rules and the tax implications of the settlements with LBL and other Lehman affiliates;
- Ongoing review of tax controls within the Lehman group to ensure compliance with the SAO legislation, including preparation and submittal of the SAO certification;
- Preparing the Tax Strategy documentation for publication on behalf of the Lehman group to ensure compliance with Schedule 19 of the Finance Act 2016, describing the group's approach to tax risk, planning, governance and HMRC;
- Considering the new Corporate Criminal offences rules which came into effect from September 2017;
- Preparing the Corporation Tax return for 5 October 2017;
- Preparing the VAT reconciliation for the 2017 VAT return;
- Finalising and submitting the VAT returns for the February and May 2018 quarter ends;
- Commencing work for preparation of the August 2018 quarter end VAT return;
- Attending regular strategy meetings: and
- Drafting tax input into the 19th progress report to creditors.

Future work

The Administrators will need to do the following work to achieve the purpose of the Administration. These activities are not exhaustive and exclude matters which are commercially sensitive.

Accounting and treasury

Work in this area may increase the returns on the funds invested and ultimately funds available for distribution, as well as managing associated risks:

- Preparing, reviewing and processing payment of post-appointment invoices;
- Reconciling post-appointment bank accounts to internal systems;
- Investing funds in accordance with the investment strategy; and
- Monitoring and reviewing invested funds.

Claims due to LBEL

Monitoring recoveries due to LBEL.

Strategy and planning

The Administrators have a duty to realise LBEL's assets:

- Internal meetings to review and update ongoing strategy;
- Allocating tasks between team members and following up on progress;
- If applicable, distributing further shareholder dividends to LBH;
- Liaising with the LBEL director as appropriate;
- Consulting with legal advisors as required; and
- Concluding exit route planning.

Statutory and compliance

This work is required by statute and professional regulations:

- Compliance requirements including six monthly review process;
- Preparing and circulating the Administrators' six monthly and final progress reports to the shareholder; and
- Bringing the Administration to an end in line with the Proposals, including securing the Administrators' discharge from liability.

Tax and VAT Compliance

This work is required by statute. Tax losses may shelter future profits, thus reducing the level of corporation tax and maximising dividends to LBEL's sole shareholder, LBH. VAT refunds will increase the level of funds available for distribution:

- Calculating and submitting corporation tax and VAT returns;
- Preparation of VAT reconciliations for VAT returns;
- Liaising with HMRC in regard to any queries;
- Complying with the Administrators' obligations as SAO and under the UK and US Foreign Account Tax Compliance Act and Common Reporting Standards and Corporate Criminal offences rules;
- Complying with the Administrators' obligations in relation to the publication of the Lehman group Tax Strategy;
- Considering appropriate exit route planning including settlement of open tax positions; and
- Obtaining tax clearance in due course.

As stated in Section 5, the Administrators' remuneration is now fixed as a percentage of cash received. By reason of the ongoing matters detailed in Section 3 above, the Administrators are not in a position to estimate the level of future fees.



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