Joint administrators' progress report from 23 March 2017 to 22 September 2017

Storm Funding Limited

(in administration)

12 October 2017

High Court of Justice, Chancery Division, Companies Court

Case no. 8210 of 2008



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Abbreviations and definitions

The following table shows the abbreviations and insolvency terms that are used in this report:

Abbreviation or definition	Meaning			
Acenden	Acenden Limited (formerly known as Capstone Mortgage Services Ltd)			
Administrators	DY Schwarzmann, AV Lomas, SA Pearson and JG Parr			
Administration	Storm's administration			
Bankhaus	Lehman Brothers Bankhaus AG			
Court	The High Court of Justice			
Curl	Consumer Unsecured Reperforming Loan PLC			
Firm	PricewaterhouseCoopers LLP			
Group	Lehman Brothers UK Group			
HMRC	HM Revenue and Customs			
IMA	Investment Management Agreement			
IR16	Insolvency (England and Wales) Rules 2016			
IA86	Insolvency Act 1986			
LBHI	Lehman Brothers Holdings Inc			
LBIE	Lehman Brothers International (Europe) (in administration)			
Mable	Mable Commercial Funding Limited (in administration)			
Period	The six months from 23 March 2017 to 22 September 2017			
Proposals	The Administrators' statement of proposals for achieving the purpose of the Administration, dated 12 November 2008			
Storm or the Company	Storm Funding Limited (in administration)			
Secured creditors	Creditors with security in respect of their debt, in accordance with section 248 IA86			
Preferential creditors	Claims for unpaid wages earned in the four months before the insolvency up to £800, holiday pay and unpaid pension contributions in certain circumstances			
Unsecured creditors	Creditors who are neither secured nor preferential			

Repo claim	A claim arising from a repo/reverse repo arrangement.
Shortfall claim	The Storm claim against LBIE arising from a shortfall in the number of securities held in the Lehman depository accounts
VAT	Value added tax

Key messages

Why we have sent you this report

This is the 18th progress report by the Administrators of the Company.

Creditors should have received the Proposals which were approved at a meeting of creditors held on 27 November 2008 and the Administrators' 17 previous progress reports. All earlier reports can be viewed on our website at http://www.pwc.co.uk/services/business-recovery/administrations/lehman/storm-funding-limited-in-administration.html.

This report provides an update on the work the Administrators have undertaken and the progress made since their appointment with particular focus on the progress made in the Period.

How much creditors may receive

On 24 June 2013 the Court made an order pursuant to paragraph 65(3) of Schedule B1 to IA86 granting permission for the Administrators to make distributions to unsecured creditors.

The Administrators have paid nine dividends totalling 41.01 pence in the pound on admitted claims. Cumulative distributions to date total £959.1m, of which £0.6m is still to be paid to two creditors.

The timing and quantum of future dividends are dependent on further asset recoveries, which are presently uncertain.

What you need to do

If you have not already done so, please send your claim to us so that we can agree it in principle. A claim form can be downloaded from our website at http://www.pwc.co.uk/services/business-recovery/administrations/lehman/storm-funding-limited-in-administration.html or you can obtain one by telephoning Alison Lieberman on +44 20 7583 5000.

Overview of what we have done to date

Securities held in Lehman depository accounts

As reported previously, the Administrators have filed an affiliate asset claim against LBIE in respect of its securities held in the Lehman depository accounts.

The Administrators also entered into an IMA with LBIE to market and realise these securities on behalf of Storm.

All recoverable securities have been realised or disposed of. As outlined in earlier reports, the Administrators discovered that a number of securities were no longer held in the depository accounts and as a result a Shortfall Claim was submitted to LBIE.

Inter-company debtors - LBIE

In addition to the Shortfall Claim, Storm has a Repo Claim against LBIE. Both the Shortfall Claim and the Repo Claim were agreed with LBIE in March 2014. After offsetting a small intercompany balance owed to LBIE, the net claim amounts to £158m. This claim was agreed on the basis that Storm has waived its entitlement to statutory interest accrued before 31 August 2012. Storm has received 100 pence in the pound on the principal amount of its claim and the Administrators anticipate a further distribution of statutory interest.

Inter-company debtors – US affiliates

Storm's total claims against the various Lehman US affiliates were agreed pursuant to the Joint Chapter 11 Plan dated December 2011 at \$1.1bn. In August 2014 Storm sold its largest US affiliate claim to a third party, leaving a total claim of \$335.7m. The cumulative dividends received to date are \$485.8m.

Acenden sale

In 2010 Storm purchased Acenden from another group entity. An element of the purchase price was deferred consideration due to the vendor on Storm realising value from its shareholding in Acenden.

The sale of Storm's shareholding in Acenden was completed on 6 January 2015, following a competitive sale process. Under the terms of the sale, details of the final consideration agreed with the buyer are confidential.

Storm recovered £14m after payment of deferred consideration to the group entity under the original acquisition.

Claims agreement

Storm has received 14 claims from unsecured creditors, mainly Lehman affiliates, totalling £3.2bn. The two largest agreed claims are £1.8bn from Bankhaus which has been assigned to LBHI and £366m from Mable. Nine other claims have also been admitted for dividend and three claims have been withdrawn.

Taxation

All corporation tax returns up to the year ended 22 September 2015 have been agreed by HMRC.

Progress since we last reported

The key developments in the Period are described below.

Securities held in Lehman depository accounts

Storm has an entitlement to income on a security which continues to be paid. Income of \$47k was received in the Period. The timing and quantum of future income are uncertain. The aggregate cumulative recovery, including funds from corporate actions and interest, is £295.7m (GBP equivalent at 22 September 2017 exchange rates). There has been a £21m reported fall in the cumulative recoveries total as a result of exchange rate movements.

Inter-company debtors – US affiliates

During the Period the Company has received \$3.9m from its US affiliate claims. A further distribution of \$6m was received outside the Period on 5 October 2017. The timing and quantum of future distributions remain uncertain.

Acenden sale

The sale of Storm's shares in Acenden provides for the payment of deferred consideration on 3 June 2020, provided that certain preconditions are met. The Administrators' team continues to monitor the position in this regard.

Storm is also entitled to deferred consideration in respect of the CURL asset held by Acenden. In the Period, Storm received net proceeds of £275k. Future payments will be made on a quarterly basis but the amounts are uncertain. In addition net VAT recovered in regards to Acenden totalled £154k. There are no further VAT recoveries to be made.

Taxation

The corporation tax return for the year ended 22 September 2016 is currently being prepared. To date, VAT totalling £2.7m has been repaid to Storm including £3k in the Period in relation to a VAT repayment for the quarter ending February 2017.

Connected party transactions

There have been no sales or transactions with connected parties with the Company during the Period.

Investigations and actions

Nothing has come to our attention during the Period to suggest that we need to do any more work in line with our duties under the Company Directors' Disqualification Act 1986 and Statement of Insolvency Practice No.2.

Our receipts and payments account

We set out in Appendix A an account of our receipts and payments in the Administration from 23 March 2017 to 22 September 2017, and cumulative receipts and payments from 23 September 2008 to date.

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

Significant receipts in the period were:

- Acenden proceeds net of deferred consideration of £429k; and
- Intercompany debtors of £2.9m recoveries largely comprising \$3.9m in respect of dividends on intercompany debts from US affiliates.

Significant payments included:

- Administrators' remuneration of £257k; and
- Distributions to unsecured creditors of £9m.

Our expenses

We set out in Appendix B a statement of the expenses we've incurred to the date covered by this report and an estimate of our future expenses.

Our fees

The manner in which the Administrators' remuneration is determined and approved is set out in IR16 part 18.

In accordance with the Proposals, as a creditors' committee was not formed, it is for creditors to agree the level of the Administrators' remuneration and Category 2 disbursements.

At a meeting held by correspondence on 20 September 2010, creditors approved resolutions authorising the Administrators to draw remuneration on the basis of their time costs, together with Category 2 disbursements and VAT from 1 July 2010 onwards from time to time.

In accordance with the resolution, the Administrators can draw remuneration 21 days or more after circulating details to creditors. On 3 October 2017, the fee analysis for the period from 1 March 2017 to 31 August 2017 was circulated to creditors. There being no objections from creditors, fees of £0.23m (inclusive of VAT) have now been approved for payment. This would bring the total amount of Administrators' remuneration to £22.10m (inclusive of VAT).

We set out in Appendix C an update on our remuneration which covers our fees, disbursements and other related matters in this case.

Creditors' rights

Creditors have the right to ask for more information within 21 days of receiving this report as set out in Rule 18.9 IR16. Any request must be in writing. Creditors can also challenge fees and expenses within eight weeks of receiving this report as set out in Rule 18.34. This information can also be found in the guide to fees at:

https://www.icaew.com/-/media/corporate/files/technical/insolvency/creditors-guides/2017/administration-creditor-fee-guide-6-april-2017.ashx?la=en

What we still need to do

The Administrators will continue to:

- Realise value from the remaining assets; and
- Make further payments to creditors as funds permit.

Next steps

We continue to consider the best strategy for ending the Administration, taking into account asset realisations and tax implications.

We expect to send our next report to creditors in about six months.

If you have any questions, please get in touch with Alison Lieberman on +44 20 7583 5000.

Yours faithfully For and on behalf of

Joint administrator

DY Schwarzmann, AV Lomas, SA Pearson, and J G Parr were appointed as Joint Administrators of Storm Funding Limited to manage its affairs, business and property as 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 are bound by the Insolvency Code of Ethics which can be found at: https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics

The joint administrators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the administration.

Appendix A: Receipts and payments

Amounts include VAT where applicable

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. Given the nature of the Company's assets and ongoing realisations, the Administrators are not in a positon to provide an estimate of the final outcome for creditors.

Storm Funding Limited	Acat	22 September	2015	As at 22 September 2017 TOTAL GBP equivalent	Movements from 23 March 2017 to 22 September 2017 (GBP equivalent)	As at 22 March 2017 (GBP equivalent) RESTATED at 22 September 2017	As at 22 March 2017 (GBP equivalent)
RECEIPTS	GBP (£)	EUR (€)	USD (\$)	equivalent £	equivalent)	2017 £	equivalent)
RECEIFIS	000's	000's	000's	000's	000's	000's	000's
Principal and interest on mortgage assets	107,757	51,190	000 8	153,045	000 s	153,045	152,203
Acenden net proceeds	27,940	51,190	-	27,940	429	27,511	27,511
Income from investments		400	76	6,062		6,031	6,030
Corporation Tax repayments	5,652	400	70	,	31		
	23,296	-	-	23,296		23,296	23,296
VAT	2,699		-	2,699	3	2,696	2,696
Other income	400	1,517	-	1,742	-	1,742	1,717
Intercompany debtors	225,632	98	485,792	584,865	2,860	582,005	613,801
PML and SPML legal costs recovered	172	-	-	172	-	172	172
Foreign currency conversions	589,820	-	-	589,820	3,136	586,684	586,685
Trust asset recoveries	21,919	35,654	327,712	295,740	34	295,706	316,739
Receipts grand totals	1,005,289	88,859	813,581	1,685,381	6,493	1,678,885	1,730,850
PAYMENTS							
Building and occupancy costs	685	_	_	685	_	685	685
Payroll and employee costs	3,096	_	_	3,096	_	3,096	3,096
Acenden share repurchase	50	_	_	50	_	50	50
Asset management company expenses	80	_	_	80	_	80	80
Legal fees	4,500	_	5	4,502	8	4,494	4,495
Insurance fees	7,300	_	-	7,302	-	7	7
Administrators' remuneration	21,916	_	_	21,916	257	21,659	21,659
Administrators' disbursements	46			46	6	40	40
Other professional fees	517	_	_	517	5	512	512
Foreign currency conversions	31/	88,592	811,102	678,024	2,880	675,144	726,949
Trust asset fees	138	267	2,455	2,189	2,000	2,188	2,346
Distributions to unsecured creditors	958,505	20/	2,400	958,505	8,959	949,546	949,546
Payments grand totals		88,859	910 =60	1,669,617	12,116		
rayments grand totals	989,539	00,059	813,563	1,009,01/	12,110	1,657,501	1,709,465
NET POSITION	15,750			15,764	(5,623)	21,385	21,385
CASH BALANCES						<u> </u>	
HSBC	1,749	-	18	1,763			
Money markets	14,001	-	-	14,001			
Total cash	15,750		18	15,764			
Exchange rate as at 22 March 2017							
EURO €1: GBP	0.8683						
USD \$1: GBP							
Exchange rate as at 22 September 2017	0.0053						
EURO €1: GBP	0.8847						
USD \$1: GBP	0.7393						

Appendix B: Expenses

The following table provides details of our expenses. Expenses are amounts properly payable by us as administrators from the estate and includes our fees, but excludes distributions to creditors. The table also excludes any potential tax liabilities that we may need to pay as an administration expense because amounts becoming due will depend on the position at the end of the tax accounting period.

The table should be read in conjunction with the receipts and payments account at Appendix A, which shows expenses actually paid during the period and the total paid to date. Where appropriate, expenses are shown inclusive of VAT.

	Brought forward from preceding period £'000	Incurred in the period under review £'000	Cumulative £'000	Estimated future £'000	Anticipated total
Legal fees	4,521	10	4,531	407	4,938
Payroll and employee costs	3,096	-	3,096	-	3,096
Building and occupancy costs	686	-	686	-	686
Administrators' remuneration	21,659	513	22,172	2,467	24,639
Administrators' disbursements	40	6	46	-	46
Trust asset fees	2,076	-	2,076	-	2,076
Other professional fees	514	7	521	112	633
Total	32,592	536	33,128	2,986	36,114

Appendix C: Remuneration update

Our hours and average rates:

The time cost charges incurred in the six months from 1 March to 31 August 2017 are £191,722 (net of VAT).

We set out later in this Appendix details of our work to date, anticipated future work, disbursements, subcontracted work and payments to associates.

Joint Administrators' time costs for the period 1 March 2017 to 31 August 2017

Classification of work	Parti	ner	Direc	ctor	Senior M	anager	Mana	ger	Senior A	ssociate	Assoc	iate	Tot	tal
Classification of work	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£	Hours	£
Accounting and Treasury	-	-	-	-	0.5	238.2	10.1	4,524.3	44.6	13,063.5	21.1	4,940.5	76.1	22,766
Creditor Claims	0.8	748.0	2.1	1,468.2	2.5	1,094.5	29.1	12,658.0	12.5	4,773.0	-	-	47.0	20,742
Asset Realisations	-	-	13.5	9,247.5	-	-	9.8	4,356.6	2.3	623.3	-	-	25.6	14,227
Statutory and Compliance	2.2	1,977.8	3.2	2,192.0	1.8	928.6	35.4	15,823.8	84.7	25,230.7	-	-	127.2	46,153
Strategy and Planning	1.0	899.0	4.6	3,172.6	-	-	20.4	9,154.8	40.9	11,438.1	-	-	66.9	24,665
Tax and VAT	4.7	5,196.7	-	-	15.9	11,107.5	10.0	5,875.3	91.7	33,945.8	36.3	7,043.4	158.5	63,169
Total for six months														
ended 31 August 2017	8.7	8,822	23.4	16,080	20.6	13,369	114.8	52,393	276.6	89,074	57.4	11,984	501.4	191,722
Average hourly rate for														
the six month period		1,014		687		651		45 7		322		210		382
Cumulative total														
to 31 August 2017													44,976.2	18,637,016

All figures are net of VAT

Our time charging policy and hourly rates

We and our team charge our time for the work we need to do in the Administration. We delegate tasks to suitable grades of staff, taking into account their experience and any specialist knowledge that is needed and we supervise them properly to maximise the cost effectiveness of the work done. Anything complex or important matters of exceptional responsibility are handled by our senior staff or us.

All of our staff who work on the Administration (including our cashiers) charge time directly to the case and are included in any analysis of time charged. Each grade of staff has an hourly charge out rate which is reviewed from time to time. Work carried out by our support and secretarial staff is charged for separately and isn't included in the hourly rates charged by partners or other staff members. Time is charged in six minute units. The minimum time chargeable is three minutes (i.e. 0.05 units). We don't charge general or overhead costs.

We set out below the maximum charge-out rates per hour for the grades of our staff who already or who are likely to work on the administration.

Grade	Up to 30/06/2017 £	From 01/07/2017 £
Partner	899	935
Director	685	712
Senior manager	527	548
Manager	444	462
Senior associate – qualified	371	386
Senior associate – unqualified	271	282
Associate	236	245
Support staff	271	282

We call on colleagues in our Tax and VAT departments where we need their expert advice. Their specialist charge-out rates vary but the following are the maximum rates by grade per hour.

Grade	Up to 30/06/2017 £	From 01/07/2017 £
Partner	1,101	1,204
Director	999	1,128
Senior manager	932	969
Manager	632	657
Senior Associate	416	433
Associate	218	227
Support staff	118	123

In common with many professional firms, our scale rates may rise to cover annual inflationary cost increases.

As agreed with Lehman Brothers International Europe ("LBIE")'s Creditors' Committee, the LBIE Administrators' charge out rates were held unchanged from 1 July 2015 to 30 June 2017. An increase of 4% is effective from 1 July 2017 to 30 June 2019. In line with other UK affiliates controlled by PwC office holders, this approach is also used for Storm.

Our work in the period

Earlier in this section we have included an analysis of the time spent by the various grades of staff.

Whilst this is not an exhaustive list, in the following table we provide more detail on the key areas of work:

Area of work	Work undertaken	Why the work was necessary	What, if any, financial benefit the work provided to creditors OR whether it was required by statute
Accounting and treasury	 Daily monitoring of the funds held Investing surplus cash Preparing and reviewing the receipts and payments report 	• To monitor the funds held within the company	 Required by statue Manage risk of loss through credit default
Creditor claims	Undertaking payment of ninth dividend	• To ensure funds are paid out to creditors	• Sufficient recoveries were made to enable an interim dividend
Asset realisations	• Discussions with HMRC regarding the additional release of Acenden VAT	• To realise maximum value for the creditors	• Increase value of dividends paid
Statutory and compliance	 Preparing and issuing fee pack and progress reports Six month review by all joint administrators 	 To enable reporting to all creditors To ensure that the correct practice was applied to the estate 	Required by statue and professional guidelines
Strategy and planning	 Updating a budget to closure for the estate Maintaining budget and updating the estimated financial outcome 	• To understand and control costs	Maximise efficiency of work undertaken
Tax and VAT	 Managing the tax strategy Ongoing management of tax controls Reconciliation and submission of 2016 accounts and VAT returns for Feb and May 2017 	To remain as tax efficient as possible	 Maximising tax recoveries Statutory returns Mitigate tax leakages

Our future work

We still need to do the following work to achieve the purpose of administration.

Area of work	Work we need to do	Estimated cost £	Whether or not the work will provide a financial benefit to creditors
Accounting and treasury	Daily monitoring of the funds	• 240k-310k	• Required by statue
	held		Manage risk of loss through gradit default
	 Investing surplus cash Preparing and reviewing the receipts and payments report		through credit default
Creditor claims	 Preparation and payment of further dividends 	• 250k-300k	• Further return of creditor funds
Asset realisations	• The pursuit and monitoring of all claims Storm has in other Lehman estates	• 300k-350k	• Increase value of dividends paid
Statutory and compliance	 Preparing and issuing fee pack and progress reports Six month review by all joint administrators 	• 300k-350k	• Required by statue and professional guidelines
Strategy and planning	• The monitoring of the strategy to the estate is appropriate	• 250k-300k	Maximise efficiency of work undertaken
Tax and VAT	• Continuing the preparation of the accounts and tax returns	• 540k-590k	• Maximising tax recoveries
			• Statutory returns
			 Mitigate tax leakages

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 own Firm, including room hire, document storage, photocopying or 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 approves their 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.

The following disbursements arose in the Period.

Category	Policy	Costs incurred £
2	Print Costs	0.60
	Total	0.60

Our relationships

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

Details of subcontracted work

Storm has contracted out tax services 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 and other professional firms

The Administrators have instructed Linklaters LLP to act as their legal advisors in the Period because of their prior knowledge of Storm. 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.

Appendix D: Other information

High Court of Justice, Chancery Division, Companies Court – case 8210 of 2008
Storm Funding Limited
Storm Funding Limited
2682306
7 More London Riverside, London, SE1 2RT
28 September 2008
DY Schwarzmann, AV Lomas, SA Pearson and JG Parr of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT. storm.claims@uk.pwc.com +44 20 7583 5000
The Court has granted four successive extensions to the Administration period being to 30 November 2010, 30 November 2011, 30 November 2016 and 30 November 2022.