In accordance with Rule 18.6 of the Insolvency (England & Wales) Rules 2016.

AM10

Notice of administrator's progress report



VACCETION



29/06/2021 COMPANIES HOUSE

#24

1	Company details	
Company number	0 3 9 5 8 4 2 3	→ Filling in this form Please complete in typescript or i
Company name in full	Redcastle Finance Limited	bold black capitals.
2	Administrator's name	·
Full forename(s)	Matthew David	
Surname	Smith	
3	Administrator's address	
Building name/number	60 St Martin's Lane	
Street	London	
Post town	WC2N 4JS	
County/Region		
Postcode		
Country		
4	Administrator's name •	
Full forename(s)	Daniel Francis	Other administrator Use this section to tell us about
Surname	Butters	another administrator.
5	Administrator's address o	
Building name/number	60 St Martin's Lane	Other administrator
Street	London	Use this section to tell us about another administrator.
Post town	WC2N 4JS	
County/Region		
Postcode		
Country		

AM10
Notice of administrator's progress report

6	Period of progress report		
From date	^d 3 d	7.61.940	
To date	2 9 0 5 ½ ½ ½ ½ 1		
7	Progress report		
	☑ I attach a copy of the progress report		
8	Sign and date		
Administrator's signature	Signature X	×	
Signature date	$\begin{bmatrix} \frac{1}{6} & \frac{1}{6} & \frac{1}{6} & \frac{1}{2} & \frac{1}{2} \end{bmatrix} \begin{bmatrix} \frac{1}{6} & \frac{1}{2} & \frac{1}{2} \end{bmatrix} \begin{bmatrix} \frac{1}{6} & \frac{1}{2} & \frac{1}{2} \end{bmatrix}$		

AM10

Notice of administrator's progress report

Presenter information

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

Contact name	Wendy Packwood	
Company name	Teneo Restructuring Ltd	
Address	156 Great Charles Street	
	Queensway	
·		
Post town	Birmingham	
County/Region		
Postcode	B 3 3 H N	
Country		
DX		
Telephone	+44 121 619 0120	

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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

Important information

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

Where to send

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

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

Further information

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

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

Continuation page Name and address of insolvency practitioner

- ✓ What this form is for

 Use this continuation page to
 tell us about another insolvency
 practitioner where more than
 2 are already jointly appointed.
 Attach this to the relevant form.

 Use extra copies to tell us of
- What this form is NOT for You can't use this continuation page to tell us about an appointment, resignation, removal or vacation of office.
- → Filling in this form
 Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

	additional insolvency practitioners.	
1	Appointment type	
	Tick to show the nature of the appointment: Administrator Administrative receiver Receiver Manager Nominee Supervisor Liquidator Provisional liquidator	● You can use this continuation page with the following forms: - VAM1, VAM2, VAM3, VAM4, VAM6, VAM7 - CVA1, CVA3, CVA4 - AM02, AM03, AM04, AM05, AM06, AM07, AM08, AM09, AM10, AM12, AM13, AM14, AM19, AM20, AM21, AM22, AM23, AM24, AM25 - REC1, REC2, REC3 - LIQ2, LIQ3, LIQ05, LIQ13, LIQ14, WU07, WU15 - COM1, COM2, COM3, COM4
2	Insolvency practitioner's name	
Full forename(s)	Daniel James Mark	·
Surname	Smith	
3	Insolvency practitioner's address	
Building name/number	Peter House	
Street	Oxford Street	
Post town	Manchester	
County/Region		
Postcode	M 1 5 A N	
Country		



High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies List

> Registered office: c/o Teneo Restructuring 156 Great Charles Street Queensway Birmingham R3 3HN

Redcastle (Holdings) Limited ("Redcastle HoldCo") Redcastle Finance Limited ("Redcastle FinCo") (both in administration) ("the Companies")

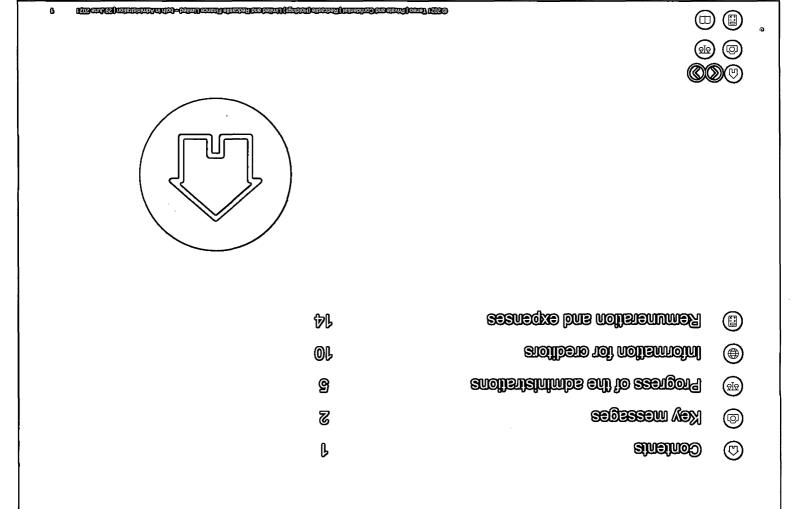
Progress report to creditors for the period 30 November 2020 to 29 May 2021 pursuant to rules 18.2 to 18.6 inclusive of the Insolvency (England & Wales) Rules 2016 ("the Rules")

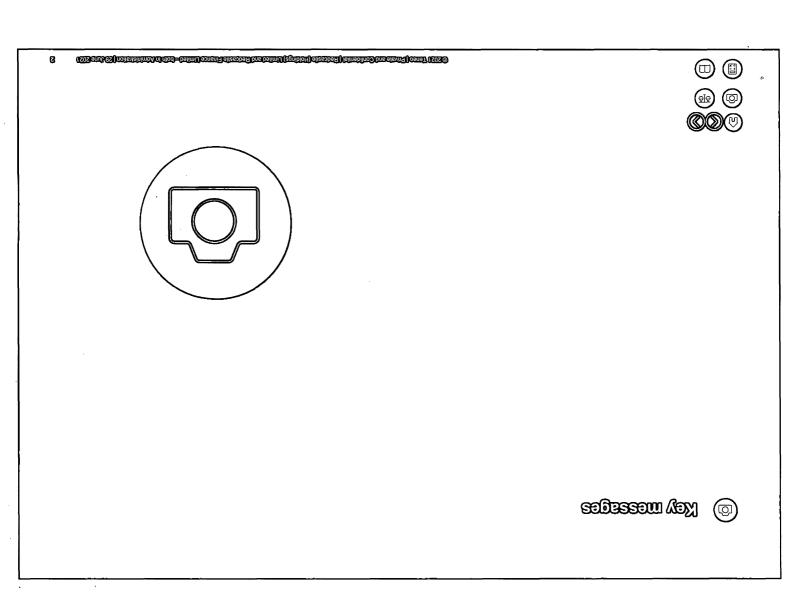
29 June 2021

Matthew David Smith, Daniel Francis Butters and Daniel James Mark Smith ("the Joint Administrators") were appointed Joint Administrators of Redcastle (Holdings) Limited and Redcastle Finance Limited ("the Companies") on 30 Nomber 2020 by the High Court of Justice. The affairs, business and property of the Companies are managed by the Joint Administrators. The Joint Administrators act as agents of the Companies and continuous personal liability, All licensed Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purposes of paragraph 100(2) of Schedule B1 of the Insolvency Act 1986 (as amended), ("the Act"), the Joint Administrators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

Council Regulation (EU) No 2015/848 applies and these are the main proceedings as defined in Article 3(1) of that regulation.





Key messages

Joint Administrators of the Companies

Matthew David Smith

Daniel Francis Butters

Daniel James Mark Smith

Tenen

156 Great Charles Street

Queensway

Birmingham

B3 3HN

Contact details

Email: arcadiacreditors@teneo.com

www.ips-docs.com

Tel: 0808 178 2848

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	Commentary
Purpose of administrations	The purpose of the administrations is to make a distribution to the secured creditors.
Important Notice re Administrators' Contact Details	On 29 May 2021 the UK Restructuring Practice of Deloitte LLP was sold to Teneo Restructuring Limited (the "Transaction"). The majority of live insolvency appointments, including these administration appointments were transferred to Teneo Restructuring Limited ("Teneo") with their respective officeholders and case teams, as part of the Transaction. Please also note that our Teneo contact details are provided on the left hand column of this page.
Progress of administrations	 We are continuing to assess recoverability of the intercompany debtors, as discussed in our Proposals and on page 6; and We are also liaising with the administrators of Redcastle (214 Oxford Street) Limited ("Redcastle 214") regarding progress and likely outcome on the sale of that entity's principal asset, the former flagship store of TopShop/TopMan at 214 Oxford Street. Ongoing fulfilment of statutory and compliance obligations and other tasks of an administrative nature.
Costs	 We propose to seek approval to charge our fees on the basis of a fixed fee of £135k in each of the Companies. Please see page 15 for further details. We have incurred disbursements of £4.5k and £7.4k in Redcastle HoldCo and Redcastle FinCo respectively, in the report period. Please see page 16 for further details. Third party costs and expenses of £28.3k have been incurred in Redcastle Holdco and £28.4k incurred in Redcastle FinCo during the report period. Please see page 8 for further details.
Outstanding matters	 Finalisation and receipt of intercompany receivables. Realisation of any funds from Redcastle 214. If funds allow, make distributions to the unsecured creditors as detailed on page 11. Statutory closing procedures.

Key messages

Joint Administrators of the Companies

Dividend prospects On current information, we anticipate the following outcome for each category of creditor: - Secured creditors - HoldCo has no secured creditors. The secured creditors in FinCo will be repaid in full from other Group entities. - Preferential creditors - Neither of the Companies had any employees thus no preferential claims are anticipated to be made. - Unsecured creditors - the dividend prospects for unsecured creditors are uncertain and will depend on distributions from the Redcastle 214 administration and recoveries in respect of the intercompany dividends. Please see page 11 for further details. Extensions to administration periods It maybe necessary to extend the period of the administrations to enable the sale of Redcastle 214 to conclude as this will determine if funds are available for distribution to the unsecured creditors, please see page 12 for further details. The administrations are currently due to end on or before 29 November 2021, any extension would be for 12 months to 29 November 2022.









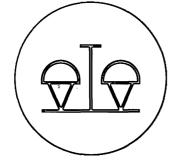
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Progress of the administrations Summary

Background

Arcadia Group Limited ("AGL") and its subsidiaries ("the Group") operated as a retailer across eight well established brands; Topshop, Topman, Dorothy Perkins, Burton, Wallis, Evans, Miss Selfridge and Outfit brands along with associated centralised functions (many of which are undertaken by AGL) and property ownership entities.

Work done during the period

Redcastle HoldCo

As previously reported Redcastle HoldCo is a holding company and the parent company of Redcastle FinCo. It holds no assets other than:

- a £220m (book value) intercompany receivable with a Statement of Affairs ("SOA") estimated value of £10.1m due from AGL (which is matched by an intercompany payable due to its subsidiary, Redcastle Finco); and
- the shares in Redcastle FinCo.

The quantum and timing of recovery of the intercompany receivable from AGL is not yet confirmed and is dependent on the completion of the group-wide receipt and payment allocation process from the trading period, and the conclusion of all asset realisations in the wider Group.

On present information there is no prospect of a distribution in respect of its shares in Redcastle Finco.

Redcastle FinCo

Redcastle FinCo is a holding company and wholly owned subsidiary of Redcastle Holdco. It holds no assets other than:

- A £220m (book value) intercompany receivable with a SOA estimated value of £10.1m due from its parent, Redcastle HoldCo (and which is matched by an intercompany payable due to Redcastle 214); and
- the shares in its wholly owned subsidiary, Redcastle 214 which is also in administration and partners from Interpath Advisory are appointed as administrators.

We are continuing to assess recoverability of the intercompany debtors, as discussed opposite.

Work done during the period (continued)

We are also liaising with the administrators of Redcastle 214 regarding progress and likely outcome on the sale of that entity's principal asset, the former flagship store of TopShop/TopMan at 214 Oxford Street. Whilst we are unable to provide any details regarding the sale process (as these are commercially sensitive) it is possible that sufficient funds may be realised to enable a return of value to Redcastle FinCo, at some point in the future.

As shown on page 9, there have been no receipts or payments made by the Companies.











Progress of the administrations Summary

Work done during the period (continued)

Statutory tasks

During the period, we have carried out the following tasks which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature:

- Case set-up and management actions, including updating the creditor portal for the cases, filing and regular diary reviews to ensure compliance matters are dealt with accordingly;
- Statutory reporting, including the preparation of the Proposals;
- Appointment notifications, including notifying the relevant parties of the appointment;
- Confidential reports to the Insolvency Service on the directors' conduct;
- Cashiering functions, including account set up and monitoring; and
- Interaction with HM Revenue & Customs in respect of VAT and Corporation Tax matters.

These tasks are a necessary part of the engagement but do not generate any direct financial benefit for creditors.

Investigations

We have reviewed the information available to assess whether there are any matters that might lead to a recovery for the benefit of creditors, such as potential claims that may be brought against parties either connected to or who have had past dealings with the Companies.

Having completed this review, no further avenues of recovery have been identified.

If you have any information that you feel should be brought to our attention, please contact us in writing using the contact details on the cover page.

Director Conduct Reports

We have complied with our statutory duty to report on the conduct of the Companies' directors and submitted our confidential reports to the Insolvency Service on 26 February 2021.







Progress of the administrations Summary

Third party costs incurred during the report period

Third party costs incurred during the report period are set out below.

Professional costs - Legal

Freshfields Bruckhaus Deringer LLP ("Freshfields")

- · Costs of application and appointment:
 - Freshfields was instructed to assist in planning for the administrations and to undertake formalities of the administration appointments in relation to the Companies and the wider Group, including but not limited to: drafting and preparation of Court documents and notices; Court attendance; and advice on timings and procedural aspects of appointments.
 - In respect of this work, Freshfields incurred £25k fees plus £3.4k in disbursements in each of the Companies. The Court ordered that costs relating to the administration applications be paid as an expense of the administrations. These costs have been paid by AGL and will be recharged to the Companies once they have asset realisations.
- Freshfields is the principal legal advisors for the administration companies and the Joint Administrators. Their workstreams to date include (but are not limited to) procedural appointment preparation and formalities and covering general insolvency matters.
- Freshfields have incurred minimal discounted costs for the report period (only £122 in Redcastle FinCo) and no costs in Redcastle HoldCo. This is in line with expectations (see page 23 of our Proposals).
- No costs have been paid in the report period.









Progress of the administrations

Receipts and payments

Redcastle (Holdings) Limited Joint Administrators' Receipts and Payments Account 30 November 2020 to 29 May 2021

£	Notes	SoA	To date
Receipts			
Amounts Due from Group Undertakings		10,135,000	-
Total Receipts	_	10,135,000	-
Payments			
Total Payments			<u>-</u>
Balance		-	

Redcastle Finance Limited
Joint Administrators' Receipts and Payments Account
30 November 2020 to 29 May 2021
Notes SOA

HOLES	301	10 000
	10,135,000	-
_	10,135,000	
	•	
		10,135,000

A receipts and payments account is provided opposite for each of the Companies detailing the transactions during the report period, being 30 November 2020 to 29 May 2021.

As shown, there have been no receipts or payments within either of the Companies.









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Information for creditors Outcome

Outcome for creditors

Secured creditors

As previously reported in our Proposals the Companies' records show that, at the date of our appointment, the following amounts were outstanding to secured creditors.

Redcastle HoldCo

Bank of Scotland Plc ("BOS")

According to the records at Companies House and as stated in our Proposals, BOS has an outstanding charge (fixed and floating) dated 18 December 2002. We have since established that this security was satisfied on 18 January 2005.

HSBC Investment Bank Pic ("HSBC")

In addition to the above HSBC hold a share pledge, this appears to be an outdated/expired charge for a £360m RCF and multicurrency loan facility in 1999. As at appointment HSBC was not the RCF provider and only had the facility at Tottenham Court Road and the cash collateralised LCs. HSBC have confirmed that they no longer have any debt, however no steps have yet been taken to vacate the charge registered at Companies House, therefore Redcastle HoldCo has no secured creditor.

Redcastle FinCo

Redcastle FinCo has granted the following securities:

AG Pension Trust

A fixed charge in favour of AG Pension Trust pursuant to a charge dated 17 December 2019; and

The total value of the secured element of the above is capped at £185m.

Situs Asset Management Limited ("Situs")

A fixed charge in favour of Situs pursuant to a charge dated 17 December 2019 in relation to a £310m facility.

Based on currently available information, we do not expect there will be sufficient asset realisations in Finco to repay the secured creditors in full. However, as incorrectly reported in the Joint Administrators Proposals, realisations in other Group companies will repay the secured creditors in full. To date £184m has been repaid to AG Pension Trust leaving a balance of £1m.

Preferential creditors

As the Companies had no employees we do not anticipate any preferential creditor claims.

Prescribed Part

As there are no floating charges, the prescribed part does not apply.

Unsecured creditors

As per the Companies' records as at 30 November 2020, there are no unsecured creditors of the Companies.

This listing does not capture a number of other unsecured creditor claims which are expected in the administrations, including any shortfalls to specific secured creditors, which may include amounts due under guarantees crystallised by the insolvency of other Group companies and amounts due to HMRC in respect of VAT.

The total value of the unsecured creditors is expected to be materially higher should these other liabilities be quantified and included.

Based on present information, the dividend prospects for unsecured creditors are uncertain and will depend on distributions from the Redcastle 214 administration and recoveries in respect of the intercompany dividends.







Information for creditors Outcome

Claims process

Creditors with debts of £1,000 or less

You do not need to prove your debt for dividend purposes if the amount you are owed, according to the Companies' statements of affairs, is £1,000 or less. Instead, we will notify you if funds become available for dividend purposes and provide you with details of the amount at which your claim has been admitted. If you disagree with that amount, you will be provided with an opportunity to notify us of the correct amount.

Please note that should you wish to vote in a decision procedure, you will then need to submit a proof of claim to us.

Creditors with debts of more than £1,000

As the current dividend prospects are uncertain, we do not intend to undertake any work to agree any creditor claims received. This work will be performed by any subsequently appointed liquidator only once the dividend prospects are

Extensions to the administrations

We may need to request a further extension to the period of the administrations for a period of 12 months from 30 November 2021 to enable the sale of Redcastle 214 to conclude as this will determine if funds are available for distribution to the unsecured creditors.

Exit

As detailed in our Proposals, a move to dissolution is the most appropriate exit route.









Information for creditors (Statutory information)

Statutory information Redcastle (Holdings) Limited Redcastle Finance Limited 03958469 03958423 Company number Registered office c/o Teneo c/o Teneo 156 Great Charles Street 156 Great Charles Street Queensway Queensway Birmingham Birmingham B3 3HN B3 3HN Court High Court of Justice, the High Court of Justice, the Business and Property **Business and Property** Courts of England & Wales Courts of England & Wales Court reference CR-2020-004401 CR-2020-004397 Company directors Richard Leeroy Burchill Richard Leeroy Burchill Richard Dedombal Gillian Anne Hague Gillian Anne Hague Sally Marion Wrightman Sally Marion Wrightman Company Secretary Rebecca Rose Flaherty Rebecca Rose Flaherty * Resigned 21 April 2021 * Resigned 21 April 2021







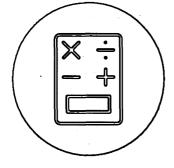




Remuneration and expenses

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Remuneration and expenses

Joint Administrators' remuneration

Joint Administrators' remuneration

"A Creditors' Guide to Remuneration" is available for download at www.ips-docs.com

Should you require a paper copy, please send your request in writing to us at the address on the cover page and this will be provided to you at no cost.

Basis of remuneration

At the date of our Proposals, no distribution to the unsecured creditors of the Companies was expected, accordingly, it was the intention of the Joint Administrators to request that each secured creditor (or the creditors' committee should one be formed) fix the basis of our remuneration as a set amount in each of the Companies. As we have now identified that Redcastle HoldCo has no secured creditors, we will invite the unsecured creditors of that company to make the decision on our fee basis.

As we now anticipate having to keep the administrations open for a further period (to enable the matters discussed on previous pages to be finalised) we will also be seeking approval for a higher recovery than as stated in our Proposals, i.e. a set fee of £135k in each company. This is in consideration of the additional statutory compliance and reporting responsibilities.

Fees drawn to date - Set amount

No fees have been drawn to date in either Company.







Remuneration and expenses

Detailed information

Category 1 Disbursements

These are payments made by us direct to third parties and for which no approval is required.

Category 2 Disbursements

These are costs and expenses initially paid by us and which are not generally made to a third party, for example, reimbursement to staff engaged on the case for their mileage costs. These may also include shared or allocated costs.









Joint Administrators' Disbursements

Details of all disbursements not yet recovered are given below.

Category 2 Disbursements

Specific approval is required before these costs and expenses can be drawn from the administration estates.

Mileage is calculated at the prevailing standard mileage rate of up to 45p used by Teneo at the time when the mileage is incurred. The mileage estimates below are a provision for mileage expenses which may be incurred by staff engaged on the cases. The duration and nature of lockdown measures in response to the COVID-19 pandemic will impact actual mileage expenses incurred.

Redcastle Holdings disbursements

Redeastie Holdings dispursements			
	Proposals		Revised
£ (net)	Estimate	Incurred	Estimate
Category 1			
Specific Penalty Bond	230	153	230
Total category 1 disbursements	230	153	230
Category 2			•
Mileage	500	-	-
Deloitte Ireland	14,000	4,312	4,312
Total category 2 disbursements	14,500	4,312	4,312
Total disbursements	14,730	4,466	4,542

Redcastle Finance disbursements

	Proposals		Revised
£ (net)	Estimate	Incurred	Estimate
Category 1			
Specific Penalty Bond	230	230	230
Total category 1 disbursements	230	230	230
Category 2			
Mileage	500	-	-
Deloitte Ireland	14,000	7,212	7,212
Total category 2 disbursements	14,500	7,212	7,212
Total disbursements	14,730	7,442	7,442

Deloitte Ireland

As indicated in our Proposals, we engaged the services of Deloitte Ireland to assist with undertaking work in connection with preparation of appointment notifications and related matters

The costs of Deloitte Ireland in this regard have been reported as disbursements as they were, prior to 29 May 2021 when the UK Restructuring Practice of Deloitte LLP was sold to Teneo, an internal service delivery team. We will therefore seek approval from creditors before making payment to Deloitte Ireland in relation to these costs (which are no longer on going) and this will be done as part of the decision procedure as discussed on page 15.

Their work is charged on a time costs basis, the charge out rates for which are provided below:

Ireland charge out rates

Grade	Rate (£ / hour)
Assistant Manager	340
Associate	180
Analyst	160
Administrator	90

Creditors' right to request information

Any secured creditor or unsecured creditor (with the support of at least 5% in value of the unsecured creditors or with leave of the Court) may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 18.9 of the Rules.

Creditors' right to challenge remuneration and/or expenses

Any secured creditor or unsecured creditor (with the support of at least 10% in value of the unsecured creditors or with leave of the Court) may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34(3) of the Rules.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.



This document is confidential and prepared solely for your information. Therefore you should not, without our prior written consent, refer to or use our name or this document for any other purpose, disclose them or refer to them in any prospectus or other document, or make them available or communicate them to any other party. No other party is entitled to rely on our document for any purpose whatsoever and thus we accept no liability to any other party who is shown or gains access to this document.

Teneo Restructuring Limited is registered in England & Wales with registered number 13192958 and its registered office at 5th Floor, 6 More London Place London, SE1 2DA, United Kingdom