

AM03 (Scot)

Notice of administrator's proposals



Companies House

COMPANIES HOUSE
EDINBURGH

12 APR 2019

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SCT 12/04/2019 #6
COMPANIES HOUSE

1 Company details

Company number S C 1 0 4 6 5 7

Company name in full British Midland Regional Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) Francis Graham

Surname Newton

3 Administrator's address

Building name/number c/o BDO LLP Central Square

Street 29 Wellington Street

Post town Leeds

County/Region

Postcode L S 1 1 5 R U

Country

4 Administrator's name

Full forename(s) Antony

Surname Nygate

① Other administrator
Use this section to tell us about
another administrator.

5 Administrator's address

Building name/number 55 Baker Street

Street London

Post town W1U 7EU

County/Region

Postcode

Country

② Other administrator
Use this section to tell us about
another administrator.

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. ①
Use extra copies to tell us of additional insolvency practitioners.

✗ **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.

1 Appointment type

Tick to show the nature of the appointment:

- ☒ Administrator
- ☐ Receiver
- ☐ Nominee
- ☐ Supervisor
- ☐ Liquidator
- ☐ Provisional liquidator

① You can use this continuation page with the following forms:

- VAM1 (Scot), VAM2 (Scot), VAM3 (Scot), VAM4 (Scot), VAM6 (Scot), VAM7 (Scot), VAM8 (Scot)
- CVA1 (Scot), CVA3 (Scot), CVA4 (Scot)
- AM02 (Scot), AM03 (Scot), AM04(Scot), AM05 (Scot), AM06 (Scot), AM07 (Scot), AM08 (Scot), AM09 (Scot), AM10 (Scot), AM12 (Scot), AM13 (Scot), AM14 (Scot), AM19 (Scot), AM20 (Scot), AM21 (Scot), AM22 (Scot), AM23 (Scot), AM24 (Scot), AM25 (Scot)
- REC1(Scot), REC3 (Scot)
- LIQ13 (Scot), LIQ14 (Scot),
- WU15 (Scot)
- COM1 (Scot), COM2 (Scot),

2 Insolvency practitioner's name

Full forename(s) James

Surname Stephen

3 Insolvency practitioner's address

Building name/number 4 Atlantic Quay

Street 70 York Street

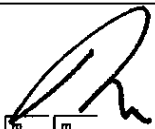
Post town Glasgow

County/Region

Postcode G 2 8 J X

Country

AM03 (Scot) Notice of Administrator's Proposals

6	Statement of proposals		
	<input checked="" type="checkbox"/> I attach a copy of the statement of proposals		
7	Sign and date		
Administrator's Signature	<div>Signature ✕</div> 	✕	
Signature date	<div><div>^d1^d1</div><div>^m0^m4</div><div>^y2^y0^y1^y9</div></div>		

AM03 (Scot) Notice of Administrator's Proposals



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	James Stephen
Company name	BDO LLP
Address	4 Atlantic Quay
	70 York Street
Post town	Glasgow
County/Region	
Postcode	G 2 8 J X
Country	
DX	BRNOTICE@bdo.co.uk
Telephone	01412 483 761



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 and dated 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,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh.



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

British Midland Regional Limited t/a flybmi - In Administration ['the Company']

Statement to Creditors pursuant to Rule 3.35 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018 ('the Insolvency (Scotland) Rules 2018') and Statement of Proposals under Paragraph 49 of Schedule B1 of the Insolvency Act 1986

Francis Graham Newton, Antony David Nygate and James Bernard Stephen of BDO LLP, 4 Atlantic Quay, 70 York Street, Glasgow, G2 8JX, were appointed Joint Administrators on 18 February 2019. The business and assets of the Company are now managed by the Joint Administrators. The Joint Administrators act as agents of the Company, without personal liability.

Francis Graham Newton is authorised to act as an insolvency practitioner in the UK by the Insolvency Practitioners Association. Office holder number 9310; Antony David Nygate is authorised to act as an insolvency practitioner in the UK by the Institute of Chartered Accountants in England & Wales. Office holder number 9237; and James Bernard Stephen is authorised to act as an insolvency practitioner in the UK by the Institute of Chartered Accountants in England & Wales. Office holder number 9273.

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 as defined by the General Data Protection Regulations. Personal data will be kept secure and processed only for matters relating to the Administration of British Midland Regional Limited t/a flybmi. Please see the privacy statement at <https://www.bdo.co.uk/en-gb/legal-privacy/privacy-notice>.

This report has been prepared by the Joint Administrators solely to comply with their statutory duty under the Insolvency Act and Scottish Rules 2018. This report should not be relied upon by persons other than creditors or shareholders of the Company or for any purpose or in any other context including any decision in relation to the debt of or any financial interest in the Company. Any person that chooses to rely on this report for any purpose or in any context other than as a creditor or shareholder of the Company and pursuant to the Insolvency Act and Scottish Rules 2018 does so at their own risk. Any estimated outcomes for creditors included in this report are illustrative only and cannot be relied upon as guidance as to the actual outcomes for individual creditors.

Table of Contents

1	Introduction	2
2	Events leading up to the Appointment of the Joint Administrators	3
3	Statement of Affairs and Statutory Information	5
4	Creditors' Claims	6
5	Prescribed Part	6
6	Achieving the purpose of the Administration	7
7	Management of the Company's affairs since the Joint Administrators' appointment	8
8	Other Matters	17
9	EC Regulations on Insolvency Proceedings	19
10	Joint Administrators' Remuneration	19
11	Pre Appointment Time & Expenses	20
12	Possible outcomes for the Company and Creditors	23
13	Joint Administrators' Discharge	23
14	Statement of proposals under Paragraph 49 of Schedule B1 of the Insolvency Act 1986	23
15	Other Resolutions to Be Considered by a Qualifying Decision Process	24

Appendices

A.	Statutory Information
B.	Joint Administrators' Receipts & Payments
C.	Directors' Statement of Affairs
D.	Summary of Joint Administrators' Time Costs and Category 2 Disbursements the for Period 18 February 2019 to 5 April 2019
E.	A Creditor's Guide to Administrators' Remuneration (Scotland)
F.	BDO LLP Remuneration & Disbursements Policy
G.	Creditor's Questionnaire
H.	Statement of Administrators' proposals, AM03(Scot)

British Midland Regional Limited t/a flybmi- In Administration**Registered No: SC104657****Registered office situated at 4 Atlantic Quay, 70 York Street, Glasgow, G2 8JX (previously at Lightyear Building, 9 Marchburn Drive, Glasgow Airport, Paisley, Renfrewshire, PA3 2SJ)****Trading Address: Pegasus Business Park, Heralds Way, East Midlands Airport, Castle Donington, Derby, DE74 2TU**
In the Court of Session, reference P173/19**1 Introduction**

1.1 This report is addressed to the creditors of British Midland Regional Limited t/a flybmi ('the Company') and incorporates the Joint Administrators' proposals.

1.2 Where a decision procedure is arranged, creditors may approve the proposals with or without modifications, subject to the Joint Administrators' agreement to any such modifications. If the creditors reject the proposals a report will be sent to the Court confirming that the creditors have rejected the proposals. The Court may then discharge the Administration and make consequential directions. Alternatively, it may adjourn the hearing or make some other Order as it thinks fit.

1.3 If the proposals are agreed by the creditors, the Joint Administrators will continue to control the business of the Company to the extent that it has not ceased or been transferred. We would at some later date arrange for the Company to exit from the Administration, as agreed by the creditors. Based on the information presently available and the current situation, our proposal is that the Company exits Administration by moving to Creditors' Voluntary Liquidation if sufficient funds become available to make a distribution to unsecured creditors beyond the prescribed part. In the event that a dividend to unsecured creditors is only available via the prescribed part our proposal is that the Company exits Administration by moving to dissolution.

1.4 The management of this case is being undertaken in our Liverpool office. Should you wish to discuss the proposals, the contact details are as follows:

Office Address : BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH

Case Contacts: Alice Denmark 0151 237 4497 or David Forster 0151 237 4530

Email: BMR@bdo.co.uk

1.5 We are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code is at <http://www.icaew.com/en/members/regulations-standards-and-guidance/ethics/code-of-ethics-d>.

1.6 Creditors may access information setting out creditors' rights in respect of the approval of the Joint Administrators' remuneration at <https://www.r3.org.uk/what-we-do/publications/professional/fees>.

2 Events leading up to the Appointment of the Joint Administrators

2.1 The Company was incorporated on 14 May 1987 and operated from its head office, which comprised of leasehold premises at Pegasus House, Castle Donington, East Midlands. The Company's principal activity was an airline trading as flybmi and BMI Regional, primarily providing flights to business customers operating into a number of European locations including Munich, Frankfurt and Brussels from its main UK hubs at East Midlands, Bristol and Aberdeen airports. The Company was a member of International Air Transport Association ('IATA').

2.2 Airline Investments Limited ('ALL') is the ultimate holding company with two direct subsidiaries, Loganair Limited ('Loganair') and Sector Aviation Holdings Limited ('Holdings'). The Company and Sector Aircraft Leasing Limited ('SALL') are wholly owned subsidiaries of Holdings, (collectively known as the 'Group'). The ultimate controlling shareholders of the Group are Mr P Bond and Mr S Bond ('Group Shareholders').

2.3 The Company leased a fleet of 15 aircraft from SALL and two further aircraft from a third party lessor. It employed staff in the UK, Belgium, Germany and Sweden. Key hubs in the UK included East Midlands, Bristol and Aberdeen airports. The Company operated in conjunction with a number of commercial code airline partners ('Codeshare Partners') providing their passengers with access to flybmi flights.

2.4 The Company was loss making in the year ended 31 March 2017 (£4m loss on turnover of £79m) and during the course of 2018 trading losses continued to accrue. The Company was also becoming increasingly concerned about the potential impact of Brexit and the ability to conduct intra-European flying whilst operating under a UK Air Operator's Certificate ('AOC').

2.5 The Company had also experienced a reduction in passenger numbers from those anticipated and increased costs due to spikes in fuel prices and increased carbon costs, the latter arising from the EU's decision to exclude UK airlines from full participation in the Emissions Trading Scheme.

2.6 Due to concerns about the Company's financial position ALL, Holdings and the Group Shareholders engaged BDO LLP to assess the options available to SALL in the event of the insolvency of the Company and the impact of such an event on ALL and Holdings. BDO LLP were not engaged by the Company.

2.7 Additionally, the Board of directors started to accelerate a strategy to reduce costs and obtain additional funding. This strategy included the following:

- the proposed termination of an existing maintenance agreement with an engine manufacturer and the negotiation of a new agreement. Whilst never concluded, payments under the existing maintenance agreement ended in November 2018;
- seeking additional revenue generation from one of the Company's Codeshare Partners and the Group Shareholders;
- consideration of a sale of the business which included discussions with a number of parties. Ultimately these discussions were unsuccessful, in part due to concerns about the trading performance of the Company and in part due to issues being faced by the potential purchasers.

The culmination of these efforts was an agreement with Lufthansa ('LH') one of its Codeshare Partners, the terms of which included the following:

- a) a one year extension of the existing codeshare agreement between the Company and LH, resulting in upfront revenue generation based upon continuation of flights to Munich in 2019/20, this being secured against certain Munich landing slots. This generated €2.1m that was paid in December 2018. Additionally there were further discussions regarding the sale and leaseback of certain remaining Munich landing slots, which included a right for the Company to buy back the landing slots at a future time. This was expected to generate a further €0.9m that would be payable by the end of January 2019. The completion of this transaction was dependent upon certain conditions including the Company's ability to continue to operate intra-European flights, successful conclusion of a Common Airline Risk Assessment ('CARA') audit and third party assurances regarding the sustainability of the Company's operation for the period of the agreement.

Additionally, discussions were ongoing in relation to:

- b) the progression of incremental codeshare flying facilitated by an expansion of its Munich hub. It was envisaged that this would provide the Company with significant additional commencement revenues (by way of an upfront cash contribution) to facilitate additional flights from April 2019); and
- c) the purchase of a LH subsidiary using vendor finance, which would have given the Group access to an intra-European AOC. The Company was also in discussions with a third party investor who was potentially prepared (subject to contract) to invest in the Group had the acquisition of the LH subsidiary been successfully concluded.

2.8 At the end of January 2019, the Directors consulted BDO LLP as trading in November and December 2018 had been behind forecast, and the forecasts that had been prepared for January to March 2019 appeared challenging. In addition, whilst the Company was still in discussions with LH regarding the CARA audit and payment of the further sum of €0.9m, the Board started to become less optimistic about the prospects of this concluding successfully. Funding for Airline Emission Trading certificates had been cancelled because of the Brexit uncertainty and revised cash flow forecasts showed a funding shortfall at the end of March 2019 of approximately £2m. As such, the Directors formed a view that with existing cash resources the Company would be unable to continue to operate beyond 28 February 2019.

2.9 In view of the ongoing uncertainties in performance and cash flow, on 8 February 2019, BDO LLP were formally engaged by the Group to prepare a contingency plan for an Administration and to facilitate a controlled winding down of the Company. This was undertaken on an accelerated basis whilst the Directors continued to explore funding options.

2.10 By mid-February 2019, it became apparent that the further €0.9m would not be received as all of the conditions of the contract with LH appeared unlikely to be complied with. The Company had continued engagement with the Group Shareholders on potential additional funding. However, on 16 February 2019 the Group Shareholders advised that they felt unable to further extend their programme of funding into the Company. As a result, on 16 February 2019, the Company decided that in the absence of a credible rescue plan and lack of additional funding they were obliged to cease trading. Consequently, operations were ceased, all flights were cancelled, aircraft were grounded and all customers and employees were informed accordingly.

- 2.11 On 18 February 2019, Francis Graham Newton, Antony David Nygate and James Bernard Stephen of BDO LLP, were appointed Joint Administrators. The appointment was made by Paul Roberts (CFO), on behalf of the Board of Directors, under Paragraph 22 of Schedule B1 of the Insolvency Act 1986.
- 2.12 Pursuant to S100(2) of Schedule B1 of the Insolvency Act 1986, any one Joint Administrator may exercise all and/or any of the powers which are conferred on them as Joint Administrators.
- 2.13 Details of BDO LLP's prior professional relationship with the Company is below:
- 19 October 2018 - BDO LLP were formally engaged by ALL, Holdings and the Group Shareholders to (amongst various issues) assess the options available to the engaging parties, the impact, and risk to the wider Group in the event of the Company ceasing to trade.
 - 7 December 2018 - BDO LLP were formally engaged by the Company, Holdings and the Group Shareholders to develop a contingency plan for the potential insolvency of the Company (despite being formally engaged BDO undertook only a very limited amount of work and was subsequently stood down in late December 2018 following the Company reaching agreement with LH).
 - 8 February 2019 - BDO LLP were formally engaged by the same parties to prepare a contingency plan for the Administration and controlled closure of the Company.
- 2.14 At Appendix A is a record of the names of the Company's Directors together with details of the shareholders.
- 2.15 Attached at Appendix B to this report is a summary of the Joint Administrators' Receipts and Payments Account, the contents of which we consider self-explanatory.
- 3 Statement of Affairs and Statutory Information**
- 3.1 In accordance with Paragraph 47 of Schedule B1 of the Insolvency Act 1986, we served notice in the prescribed form requiring the Directors to provide a statement of affairs of the Company by 5 March 2019. Following a request from the Directors, it was agreed to extend this deadline to 21 March 2019.
- 3.2 A sworn statement of affairs was submitted by Paul Roberts (CFO) to the Joint Administrators on 21 March 2019 and a copy is attached at Appendix C. We have also received a statement of concurrence from Peter Simpson (CEO).
- 3.3 Please note that creditors' claims may differ from that shown on the Statement of Affairs and we would invite creditors to notify us of their claim using the statement of claim form. In particular, if you have either recovered goods or received payment for goods used since commencement of the Administration or pursuant to a retention of title claim, please submit an updated statement of claim accordingly.
- 3.4 The Statement of Affairs does not account for the cost and expenses of the Administration.

4 Creditors' Claims

Fixed Charge Securities

4.1 The Fixed Charge Securities registered against the Company's assets are detailed in Appendix A.

Preferential Creditors

4.2 The employee claims are currently being processed by the Insolvency Service. We estimate the preferential liability to be approximately £565,000 in relation to arrears of pay (capped at £800 per person), holiday pay and unpaid employee deductions due to an occupational pension scheme.

Floating Charge Creditors

4.3 The Floating Charges registered against the Company are detailed in Appendix A.

Ordinary Creditors

4.4 We would ask any creditors who have a claim to provide a detailed account of the sum owing to them as at the date of Administration, together with details of any security held, on the Statement of Claim form attached to the Decision Notices issued with the proposals.

5 Prescribed Part

5.1 The Joint Administrators are required, pursuant to S176A of the Insolvency Act, to set aside a proportion of the Company's net property to enable a distribution to unsecured creditors where sufficient net property is available. Details of the calculation are set out below.

5.2 Under the provisions of Section 176A of the Insolvency Act 1986, the Joint Administrators must state the amount of funds available to unsecured creditors in respect of the prescribed part. This provision only applies where the Company has granted a floating charge to a creditor after 15 September 2003.

5.3 This estimate of the prescribed part is for illustrative purposes only and assumes that the floating charge creditors have valid security which is enforceable. Following submission of proof of debt forms by both of the secured creditors, our solicitors DWF LLP ('DWF') have reverted requesting further information to be able to form a view on the enforceability of elements of the floating charge security held by both parties. If, following their review of this additional information, elements of the floating charge securities are considered to be unenforceable, there may be distributable funds available to unsecured creditors which are over and above those which may be available if the floating charge security is valid and the only funds available to unsecured creditors are those in relation to the prescribed part. A further update will be provided in the next report to creditors.

If applicable the prescribed part is estimated to be as follows:

	£
Net Assets Available after Preferential Creditors (note 9)	1,803,067
Prescribed Part (50% first £10k, 20% thereafter to ceiling £600k)	363,613
Est of costs to be borne by prescribed part to enable distribution	(30,000)
Total Net distributable	333,613

Note 1: The above estimate is based on an illustrative outcome statement prepared by the Joint Administrators. These figures may be subject to revision once asset realisations are concluded and employee preferential claims and costs are finalised.

- 5.4 All unsecured ordinary creditors who have not submitted their claim should do so now or risk being excluded from the benefit of any distribution under the prescribed part.
- 5.5 The value of the net property and thus the prescribed part are subject to change as the Administration progresses because there are assets still to be realised.
- 6 **Achieving the purpose of the Administration**
 - 6.1 The statutory purpose of an administration consists of three objectives, and the Joint Administrators' now address the progress that has been made in this respect.
 - (a) The first objective is rescuing the Company as a going concern (i.e. restructuring the Company's business, resulting in the survival of the Company). The Joint Administrators would comment that it has not been possible to rescue the Company as a going concern as the Company had ceased all operations prior to Administration, the large majority of the aircraft leases had been terminated and the Company had surrendered its AOC. An airline cannot operate without a valid AOC in place and, in any event, operating an airline in Administration would not have been practically or economically possible.
 - (b) With regard to the second objective of achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in Administration). As the Company ceased all operations prior to Administration, it was not possible to trade in Administration or sell the business and assets as a going concern. As such, asset realisations will be similar to those in a liquidation.
 - (c) The final objective is realising property in order to make a distribution to one or more secured or preferential creditors. We have moved on to the final objective and are currently realising assets for secured and preferential creditors.

7 Management of the Company's affairs since the Joint Administrators' appointment

Steps immediately prior to our appointment

7.1 In the lead up to the Administration, we took steps to prepare for a potential administration appointment. In particular, a plan was prepared which looked to address the issues faced by the many stakeholders in the business, including potentially up to approximately 35,000 passengers together with approximately 360 employees, a large number of whom due to flight patterns would have found themselves requiring repatriation to their home countries had the wind-down occurred in an uncontrolled manner.

7.2 On the evening of 16 February 2019 the Company ceased operations. Future flights were cancelled and all aircraft were grounded. Additionally, flight crew were repatriated to their home countries and employees contacted and invited to a staff meeting to advise them of the situation. The leases in relation to aircraft leased from 5AL were terminated prior to our appointment.

Joint Administrators' Strategy on Appointment

7.3 As the Company's operations had ceased, the strategy adopted was to facilitate the orderly wind-down of the business, assist the businesses' stakeholders including passengers, employees and suppliers, whilst maximising the value in the assets.

7.4 The Joint Administrators temporarily retained 18 employees to assist with the realisation of the Company's assets (principally stock and prepayments), to bring the Company's accounting records up to date to facilitate the collection of trade debtors and a potential VAT refund; to assist with employee queries and claims and to conclude the winding down of the Company's operations.

7.5 The Joint Administrators arranged for open cover insurance to be put in place and instructed specialist insurers, JLT Specialty Ltd. This has included liaising with the pre-appointment insurers to review existing cover and determining whether any premium refunds are due. Insurance cover will remain in place until the sale of the assets has been completed and certain properties vacated.

7.6 Undertakings have been given to landlords, where required, in respect of the East Midlands, Bristol and Aberdeen leasehold premises. This has ensured that the Company's accounting, stock, passenger and HR systems could continue to be maintained and used to facilitate the wind-down and that stock located at Bristol and Aberdeen could continue to be accessed.

7.7 Letters advising of the Joint Administrators' appointment were sent to all employees and known creditors of the Company and the Joint Administrators placed a notice of their appointment in the Edinburgh Gazette, in accordance with the provisions of the Insolvency (Scotland) Rules 1986 (as amended), shortly after appointment.

Employees

7.8 The Joint Administrators made substantially all of the employees redundant (or commenced the appropriate process for redundancy in the case of overseas employees) on 18 February 2019, this included 309 in the UK and 54 overseas employees based in Belgium, Germany and Sweden. The 18 employees retained in the Administration to assist with the wind down have now also been made redundant.

7.9 Our team, lawyers and employee specialists, ERA Solutions Limited, have undertaken significant work to co-ordinate and process redundancy related claims from all redundant staff both those subject to UK contracts of employment and those subject to either German, Belgium or Swedish contracts of employment. This has additionally included a small number of claims from former staff which were outstanding at the date of appointment.

7.10 The work undertaken to date in relation to the UK employees has included:

- assisting with the preparation of statutory forms and the provision of information to allow employees to claim from the Department of Business, Energy & Industrial Strategy, commonly known as the Redundancy Payment Service ('RPS');
- submitting the requisite on line 'Real Time Information' submissions to HM Revenue & Customs ('HMRC') and issuing of P45's;
- statutory investigations into the Company's pension arrangements and associated statutory submissions to the Pension Protection Fund;
- liaising with employees and collating information regarding the Company's pension scheme and confirming the pension scheme's residual claim in relation to unpaid contributions;
- dealing with queries from employees; and
- liaising with trade unions and members of parliament.

7.11 To date, 265 claims from UK employees for arrears of wages, holiday pay, payment in lieu of notice and redundancy pay have been submitted, verified and uploaded to the RPS claim portal. We understand the RPS commenced payment of the agreed claims on 8 March 2019.

7.12 As a number of employees were based overseas, solicitors have been instructed in the relevant countries to assist, where feasible, in complying with the employment legislation specific to these countries. It should be noted that despite this, the UK is the relevant insolvency jurisdiction. This work includes:

- working with the solicitors to provide specific formal notification to individual employees in each jurisdiction;
- providing and completing employment forms to enable employees to submit claims for unpaid arrears of wages and other contractual entitlements;
- liaising with and writing to local employment agencies and unions in relation to ongoing claims and other matters; and
- instructing and working with payroll bureau to assist with filing returns and providing documentation to the employees.

7.13 Prior to entering Administration, the Company was legally obligated to maintain training records for its flight and crew personnel. These records are held electronically and are required by employees to confirm their training certifications and flight hours, which is of importance when seeking further employment. Following our appointment, we retained the services of the flight crew training co-ordinator, to assist with the provision of this information to employees.

7.14 Additionally, employees who gave consent were informed of opportunities that were notified to us by other airlines. We were contacted by approximately 22 parties in this regard.

Joint Administrators' agents

7.15 The Joint Administrators appointed DWF solicitors based in Leeds, Edinburgh and Germany to assist with matters arising during the Administration. The Company is registered in Scotland and as such insolvency and property law, in part, differs to the rest of the UK. DWF's fees will be charged on a time costs basis plus VAT and disbursements.

7.16 DWF have reviewed the validity of the Joint Administrators' appointment and have confirmed that the Joint Administrators were validly appointed.

7.17 Below is a summary of the other agents employed by the Joint Administrators to date:

Agents	Nature of Instruction	Fee Basis
Wyles Hardy & Co Limited	Agents and valuers to sell the chattel assets and stock	Time costs basis and commission
Sanderson Weatherall LLP	Chartered Surveyors - instructed to review the property leases in the name of the Company	Fixed fee of £350 + Vat per lease
ERA Solutions Limited	Processing of employee claims in the UK	Fixed fee based on the number of employees
Strelita	Belgian solicitors assisting with employee matters	Time costs basis
Advokatfirman Hammarstiöld & Co	Swedish solicitors assisting with employee matters	Time costs basis
PA Consulting Services Ltd	Valuation and disposal advice re the Landing slots	Fixed fee/commission

Secured Assets

7.18 Full details of the fixed charge securities are set out in Appendix A.

7.19 The Company owned an aircraft engine and strut assembly (the 'Fixed Charge Parts'), which were subject to fixed charge security in favour of Mr S Bond and ALL (together the 'Secured Lenders'). Please see Appendix A for further information. It is understood that the Fixed Charge Parts are under the control of the Secured Lenders. On current information and subject to the charges being valid, no realisations are anticipated for the benefit of the ordinary creditors. However, Wyles Hardy & Co Limited ('Wyles Hardy') are assisting to ascribe value to these assets.

Third Party Leased Aircraft

7.20 The Company utilised a fleet of 17 aircraft in order to operate its routes. As a result of the Company ceasing to trade on 16 February 2019 and cancelling all future flights, the leases in relation to 15 aircraft leased from SALL were terminated. The two remaining leases have not been terminated albeit the leasing company has now taken possession of the aircraft and negotiated their release from the airport that was holding them. Of the 17 aircraft, 14 were detained at four locations due to unpaid navigation service charges. The lessors have liaised directly with the Civil Aviation Authority ('CAA') and airports to secure the release of their aircraft.

7.21 In conjunction with requests received from the lessors, and in the absence of the Company having a financial interest in the aircraft, the Joint Administrators have completed documentation to facilitate the return of the aircraft (and the associated documentation) to the lessors and advised the CAA accordingly.

7.22 In the absence of an ability to utilise the aircraft, the expectation was that this strategy would minimise claims against the Company by the lessors and reduce potential risks associated with ongoing retention.

Cash at Bank

7.23 On Administration, the Company had a number of bank accounts held at National Westminster Bank Plc (the 'Bank') including sterling, euros, US dollars and others. To date, we have realised £2,626,870 as detailed on the attached receipts and payments account at Appendix B. Please note that this excludes approximately £1.7m held in the Bank's blocked account (see Section 7.30), which is secured by Worldpay UK Limited ('Worldpay'), the Company's credit card acquirer, pursuant to their fixed charge security.

7.24 The Bank currently holds £80,000 in respect of a bond provided to HMRC for unpaid duty, a performance bond in favour of a European airport for \$36,000 and £80,000 to cover unpaid liabilities in relation to the Company's corporate credit cards. These funds are held in Bank controlled accounts and the respective funds will only be returned to the Company once the Bank has confirmation that the funds will not be called upon. At present, realisations in respect to these amounts are uncertain.

7.25 The Company had an interest rate hedge for foreign currencies. This agreement has been terminated realising £99,208 as detailed in the receipts and payments account at Appendix B.

Trade Debtors

7.26 The Company's revenue was principally derived from two sources: scheduled and non-scheduled income.

Scheduled income

7.27 Scheduled income relates to passenger ticket sales that were booked directly with the Company, through agents or via other airlines. In addition, it also covered flights undertaken under contract with certain airports.

7.28 Scheduled income payments for flights were processed in a number of ways. At the date of appointment, the following parties were therefore holding funds on behalf of the Company (albeit subject to rights of set-off):

- Worldpay - Visa and MasterCard transactions only;
- International Air Transport Association ('IATA') - receipts owed mainly by airlines (and airline credit cards), plus amounts owed by various travel agents;
- Amex - amounts owed by American Express credit card transactions; and
- Diners Club - amounts owed by Diners Club credit card transactions.

7.29 By the nature of the Company's business, tickets were booked and paid for in advance sometimes several months prior to the flight. Amounts owed to the Company by Worldpay, IATA, Amex and Diners are, therefore, subject to customer chargebacks pursuant to 575 of the Consumer Credit Act 1974 for cancelled flights. As a result, a significant number of passenger flights had been booked and paid for which the Company was unable to complete.

According to the Company's records, the position as regards amounts owed can be summarised as follows:

Worldpay

7.30 As noted at Appendix A, Worldpay has fixed charge security over a designated bank account ('the Blocked Account') held in the Company's name. The credit balance in the Blocked Account on appointment was £1,704,123. Worldpay have now confirmed their expectation that chargeback claims in relation to advance passenger payments will be approximately £1 million in excess of this amount. Any deficit to Worldpay will be an unsecured claim.

IATA

7.31 On 17 February 2019, IATA notified the Company that its participation in the IATA Settlement System had been suspended. The suspension period lasts for 6 months to enable counter-claims against the Company to be submitted and, if valid, to be deducted from monies held by IATA.

7.32 According to the Company's records, IATA owed an amount of £2,913,385 at the date of the Administrators' appointment. The Joint Administrators have written to IATA to request payment of this amount and are awaiting a reply. The level of realisation is currently uncertain but it is anticipated that there will be significant set-offs raised by IATA due to non-fulfilment of flights.

Amex / Diners Club

7.33 The current amount due to the Company from Amex and Diners Club in relation to credit card transactions is as follows:

- Amex - £267,367
- Diners Club - £26,008

The Joint Administrators have written to both parties and responses are awaited. The above balances are likely to be subject to passenger chargebacks and therefore recoveries are uncertain.

Non-scheduled income

7.34 Non-scheduled income related to the provision of fully crewed flights undertaken on behalf of other airlines or corporate businesses. It also includes ad-hoc charter flights and contractual income derived directly from destination airports.

7.35 On appointment, there were non-scheduled income debtors which were amounts owed by various entities as a result of invoices raised by the Company and which were outstanding at the date of the Joint Administrators' appointment.

7.36 At the date of the Joint Administrators' appointment, non-scheduled income debtors totalled approximately £2.3m. However this amount included invoices for flights that were scheduled to take place after 16 February 2019 and which the Company was therefore unable to fulfil. As a result, credits have been raised to correct those debtor accounts affected.

7.37 The revised debtor ledger, after taking into consideration the reconciliations and credits shows outstanding debtors of £650,598.

7.38 The revised debtor balance of £650,598 includes an amount of £497,822 owed by Loganair (a Group company). They are currently claiming set-off against liabilities on a contract which the Company previously operated but which Loganair is contractually obliged to continue. This matter is under review.

7.39 All other debtors have been contacted to request payment of their accounts. Realisations remain uncertain.

Prepayments and deposits

7.40 The Company's accounting records showed prepayments totalling £402,903 as at the date of the Joint Administrators' appointment.

7.41 The schedule of prepayments was reviewed in order to establish whether balances could be recovered.

7.42 The Company had made a number of fuel prepayments and, after liaising with the fuel companies, two refunds totalling US\$96k have been agreed and are in process of being repaid. No further refunds are anticipated.

Chattel assets

7.43 We have received over 50 expressions of interest in the residual assets of the Company comprising stock of consumables and rotables, operational equipment, office equipment and furniture and IT equipment. Details of these parties have been passed to our agents, Wyles Hardy, who have been instructed to sell these assets.

7.44 Wyles Hardy has valued the office furniture and equipment at £9,600 in situ and £3,850 ex situ before costs of disposal. An offer of £4,100 from a 3rd party unconnected to the Group has been recommended by our agents and will be concluded shortly.

Consumables and Rotables

7.45 On appointment, the Company's records showed consumables with a book value of c£1.4m and rotatable stock with a book value of c£150k (albeit the book value of the consumable stock included a significant provision to account for its age and slow turnover). Whilst held predominantly in Bristol and Aberdeen, there was also stock in Munich, Brussels and Norrköping and Karlstad in Sweden, in addition to small amounts at each of the airports that the Company operated into. The Brussels stock is currently being held subject to a lien. The stock which was located in Munich, Norrköping and Karlstad has since appointment been repatriated to the UK. The Company also held consignment stock on behalf of an unconnected third party and consignment stock which was owned by Loganair for use in the normal course of its business.

7.46 Realisations are uncertain and dependent on a number of factors including retention of title claims, whether stock is consignment stock and the age of stock. All parties expressing interest have been invited to attend the premises where the stock is held and to submit offers. This process is ongoing and a number of offers have already been received for the entirety of the Company's consumable stockholding. A further update will be provided in our next report.

7.47 The Joint Administrators, in conjunction with Wyles Hardy, are currently reviewing the ownership of the rotatable stock, as there are claims to specific items from both Loganair and a third party stock supplier. Once ownership is clarified, the Company's rotatable stock will be marketed for sale. At the current time the anticipated recoveries from the rotatable stock are uncertain.

Retention of Title ('ROT')

7.48 We wrote to all known creditors upon our appointment, inviting those seeking to claim ROT or ownership of third party goods to identify their goods and to provide evidence in support of their claim. To date, five ROT claims have been received totalling £39,103. An exercise to identify and isolate the stock claimed has been undertaken. The documentation in respect of these claims has now been reviewed and, where appropriate, creditors have been invited to collect their stock.

Motor Vehicles

7.49 Ten of the eleven motor vehicles used by the Company were subject to contract hire agreements. These have been returned to the hire companies.

7.50 A Ford Transit van which incorporates an access platform cherry picker is owned by the Company and is to be sold via auction by Wyles Hardy.

Landing Slots

7.51 Prior to the Administration, the Company operated numerous routes and therefore benefitted from a number of landing slots at each of the European airports it operated into and out of including Munich, Frankfurt, Paris (Charles de Gaulle) and Brussels airports. These were transferred to Loganair prior to our appointment to protect value in them by preventing the airports seeking to cancel them following the Company returning the AOC and the commencement of the Administration. Loganair approached a number of airlines in relation to a potential acquisition of the landing slots, which generated little interest and have recently engaged a specialist agent (on a joint engagement basis with the Company) to identify whether any value may exist. A limited amount of interest in a small number of the Frankfurt slots has been expressed to date albeit no formal offers have been received. The expectation is that with the exception of the Frankfurt landing slots, all other landing slots will be surrendered to the relevant authorities. A further update will be provided in our next report.

Pilot Bonds/Loans

7.52 When First Officers commenced a training program with the Company, the terms of their contract included provision for employees to contribute to the costs of the training. The Company's other debtors includes an amount of £160,969 owed by 18 employees in relation to unpaid training costs. The terms under which this training was provided is currently under review but in view of the potential cessation of employment, recoveries in this respect are uncertain.

Staff Loans

7.53 The Company's records show a total amount of £30,588 owed to the Company. We are reviewing these amounts; however, employees are owed amounts following their redundancy and therefore realisations are again uncertain.

Intercompany Debtors

7.54 From the information made available from the Company records, Loganair is the only intercompany debtor (albeit subject to set off as outlined at 7.38). The Company's records indicate that all other Group companies are creditors of the Company.

Carbon Emissions Certificates

7.55 We have reviewed the Emission Trading Scheme ('ETS') certificates (used to offset their carbon footprint) held in the Company's name to understand if they are realisable and have recently engaged with an emissions trader. However, it should be noted that the Company has a relatively small

number of ETS certificates and, therefore, based on present indications even if they can be realised the value is expected to be less than £10,000. Further advice is awaited and an update will be provided in our next report.

Leasehold Premises

7.56 The Company operated from leasehold premises at three key locations in the UK being Bristol, Aberdeen and East Midlands airports. The operational hubs were Bristol (three leases) and Aberdeen (two leases) comprising offices, crew rooms and hangars. The head office was at East Midlands.

7.57 Sanderson Weatherall LLP ('SW') were instructed to review the leases, some of which have expired, in order to ascertain whether any of them have value for the benefit of creditors. SW have confirmed that the leases do not have any value and we will liaise with landlords accordingly.

7.58 To date, undertakings have been provided to landlords in respect of four of the five leases, as they are required for the purposes of the Administration. Loganair partially occupy the Aberdeen property and the Joint Administrators are currently seeking to regularise their occupancy.

7.59 The Company also had access to crew facilities, stores and offices at a number of the overseas airports they flew into. None of these have been retained for the purposes of the Administration.

Tax losses

7.60 As the Company was loss making prior to Administration, a review of the corporation tax position of the Company is being completed to determine if a terminal loss relief claim can be submitted or if any of the tax losses can be surrendered for value to Group companies. A further update will be provided in our next report.

VAT

7.61 The Company was part of VAT group with Holdings. Under the terms of the VAT group, the members are jointly and severally liable for the liabilities of the group members. We are liaising with HMRC to remove the Company from the VAT group.

7.62 According to the Company records there is a VAT refund outstanding of £195,231 in respect of January 2019 and £142,925 for the period to 18 February 2019. It is uncertain whether any refund will be received as HMRC may apply crown set-off in respect of other outstanding crown liabilities such as PAYE/ NIC and Air Passenger Duty totalling in excess of £400,000.

SIP 2 Investigations

7.63 The Joint Administrators have a duty to investigate the affairs of the Company to establish if there are any actions that can be pursued for the benefit of the creditors as a whole. The Joint Administrators must submit a confidential report to the Secretary of State regarding the conduct of all directors and shadow directors during the three years before the Administration, within three months of appointment.

7.64 If creditors wish to bring to our attention any matters that require investigation, they should contact the Joint Administrators c/o BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH, quoting reference 00291330 using the creditor's questionnaire attached to the proposals at Appendix G.

7.65 We are currently reviewing the pre appointment records of the Company to ascertain if there are any transactions that require investigation. Should we find any challengeable transactions we will notify creditors as part of our future reporting.

8 Other Matters

Standard Securities

8.1 The Fixed Charge Securities registered against the Company's assets are detailed in Appendix A. Please also refer to Appendix A for details of provisional claims received from the Secured Lenders, the quantum of which has not been agreed.

8.2 We have instructed DWF to review the validity of all security granted by the Company. To date, they have confirmed the validity of Worldpay's security only.

8.3 With the exception of the Worldpay fixed charge security, the other fixed charge securities are over an engine and a nose cone, which we understand are attached to a leased aircraft and are therefore under the control of the relevant secured lender. Wyles Hardy have been instructed to provide an indication of the value of these assets to ascertain whether there is any residual value in this security, over and above the level of the secured debt. A further update will be provided in the next report to creditors.

Preferential Creditors

8.4 The employee claims are currently being processed by the RPS. The Joint Administrators estimate the preferential liability to be c£565,000. This amount includes an estimate of claims which have yet to be settled and paid, including those from a number of overseas employees.

Floating Charge Creditors

8.5 The Floating Charges registered against the Company are detailed in Appendix A. Please also refer to Appendix A for details of the provisional claims received from the two floating charge holders, the quantum of which have not been agreed.

8.6 As set out above, we have instructed DWF to review the validity of all security granted by the Company. They have to date confirmed the validity of the Worldpay security (fixed charge only; they do not have a floating charge). Following submission of proof of debt forms by both of the Secured Lenders, DWF have reverted requesting further information to be able to form a view on the enforceability of elements of this security. Once this is received it will be possible for DWF to formalise their advice.

8.7 Until the outcome of DWF's security review has been concluded it is not possible to say with any certainty that the floating charge creditors will be repaid. A further update will be provided in the next report to creditors.

Ordinary Unsecured Creditors

- 8.8 The Statement of Affairs submitted by the Directors estimates ordinary unsecured creditor claims to be approximately £37m. The ordinary creditors' claims notified to the Joint Administrators to date total in excess of £10m. We are aware that the Company had significant claims from passengers in respect of historical flights, cancellations and also claims under EU regulations. We continue to review these claims.
- 8.9 Further ordinary claims are anticipated as the administration progresses.
- 8.10 The Joint Administrators would ask any creditor who has a claim to provide a detailed account of the sum owing to them as at the date of Administration, together with details of any security held, by submitting the statement of claim form provided.
- 8.11 In the event the floating charge securities are unenforceable in whole or part, then it is anticipated that there may be distributable funds to unsecured creditors above that which may be available under the prescribed part. Should the floating charge securities be enforceable then any return to ordinary creditors is expected to be limited to the prescribed part. The quantum and timing of any dividend to unsecured creditors is therefore dependent on the enforceability of the floating charges, final realisations including the outcome of the stock sale, the quantum of creditor claims and costs incurred in the administration.

Creditors' Committee

- 8.12 Creditors may wish to establish a creditors' committee. A committee must comprise between three and five committee members. A guide to creditors' committees is available at <https://www.r3.org.uk/what-we-do/publications/professional/creditors-guides>. This provides guidance to allow creditors to know what the purpose of a committee is and be able to assess whether the creditor would like to be a committee member. An additional resolution is included in this respect, after the main proposals in section 14.

Insolvency Ethics & Complaints

- 8.13 As Insolvency Practitioners we are bound by the Insolvency Code of Ethics. The fundamental principles are:
- Integrity
 - Objectivity
 - Professional competence and due care
 - Confidentiality
 - Professional behaviour.

- 8.14 A full copy of the code of ethics is available at:
<http://www.insolvency-practitioners.org.uk/regulation-and-guidance/ethics-code>.

The Insolvency Service has established a central gateway for considering complaints in respect of insolvency practitioners. In the event that you make a complaint to us but are not satisfied with the response from us then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

9 EC Regulations on Insolvency Proceedings

9.1 We are required under the Rules to state whether and if so the extent to which the above Regulations apply to this Administration. In this particular case, the EC Regulation will apply and these proceedings will be main proceedings as provided by Article 3 of the aforesaid Regulations.

10 Joint Administrators' Remuneration

10.1 Under the terms of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018 ('the Rules') we are obliged to fix our remuneration in accordance with Rule 3.97. This permits remuneration to be fixed either as a percentage of the value of the property with which the Joint Administrators have to deal, or alternatively by reference to the work reasonably undertaken in attending to matters arising in the Administration. The latter basis is normally by reference to the time spent attending to matters in the Administration. In respect of this case we are seeking our remuneration by reference to our time costs.

10.2 If a Creditors' Committee is formed, the Joint Administrators' remuneration and outlays will be determined by the Creditors' Committee. Should a Creditors' Committee not be formed it will be for Creditors to determine the Joint Administrators' remuneration (Pre and Post Appointment) by means of a decision process in terms of Rule 3.96(a). Should Creditors fail to determine the fee request contained in the decision process, the Joint Administrators are obliged to submit the fee request to Court, for the Court to determine the fee. We should be obliged if creditors could take the time to indicate their views in respect of all qualifying decisions contained within the proposals.

10.3 Attached at Appendix D is a schedule that summarises the time that has been spent in administering this Administration from 18 February 2019 to 5 April 2019. This shows a total of 1,730.80 hours at an average charge out rate of £270.19, totalling £467,639.85. A resolution is included in the Proposals to determine an Interim Fee for the first accounting period of £467,639.85 and Category 2 outlays of £1,518.46 based on the time spent to 5 April 2019.

10.4 For your guidance the Joint Administrators attach at Appendices E & F a Creditors' Guide to Administrator's Remuneration Scotland and a document that outlines BDO LLP's policy in respect of remuneration and disbursements.

11 Pre Appointment Time & Expenses

11.1 In respect of the fees and expenses incurred by the Joint Administrators prior to the Administration appointment, these were subject to a formal engagement with the Company, dated 8 February 2019, which set out that our fees would be based on time costs. The engagement also provided for BDO LLP to engage other specialists to assist, where necessary, on such reasonable terms as we could negotiate. All work was undertaken in the preparation of a contingency plan to prepare for the eventuality that it was necessary for the Company to appoint Administrators and have therefore facilitated the purpose of the Administration.

11.2 Certain costs were incurred in preparing and planning for the Administration. The creditors may under Rule 3.52 of the Rules approve those costs to be paid from the Administration estate, as an expense of the Administration. These costs do not form part of our proposals, but are subject to a separate resolution. Allowable costs fall into the following categories:

- (i) the fees charged by the Joint Administrators in the period 8 February 2019 to 18 February 2019 (the date of appointment);
- (ii) the expenses incurred by the Joint Administrators in relation to legal advice;
- (iii) the fees charged (to the Joint Administrators' knowledge) by any other person qualified to act as an insolvency practitioner.
- (iv) the expenses incurred (to the Joint administrators' knowledge) by any other person qualified to act as an insolvency practitioner.

11.3 Under Rule 3.36(e) of the Rules, the table below summarises the outstanding costs for which approval is sought and also, where relevant, records payments received.

	Costs Incurred (£)	Payments Received (£)	Costs Outstanding (£)
(i)	168,454.45 (1)	60,000.00	108,454.45
(ii)	58,591.35	25,000.00	33,591.35
(iii)	Nil	Nil	Nil
(iv)	Nil	Nil	Nil
TOTAL	227,045.80	85,000.00	142,045.80

(1) BDO's pre-appointment costs are stated at the applicable rates.

11.4 The pre-appointment work detailed at (i) above included but was not limited to the following:

- 11.4.1 Working with the Company to prepare a detailed communications strategy. This included working with BDO's and the Company's PR teams to formulate a customer communication strategy, to ensure that passengers, staff and other stakeholders were aware of the cessation of operations;
- 11.4.2 Preparing a detailed asset realisation strategy in relation to stock, landing slots, debtors and prepayments. This included liaising with our appointed chattel agents Wyles Hardy;
- 11.4.3 Preparing the statutory documentation required to accept an appointment as Administrators of the Company;
- 11.4.4 Formalising the strategy to deal with employees, particularly in view of the multiple jurisdictions, together with the documentation required to effect redundancies and facilitate claims to the RPS;
- 11.4.5 Understanding the creditors position, the security position, anticipated landlord claims and aircraft leasing agreements and preparation of circulars required to be sent to creditors on appointment; and
- 11.4.6 Preparation of an administration costing budget and agreeing funding, had it not been possible to gain immediate access to the cash at bank.
- (i) The fees charged by the Joint Administrators

11.5 As previously advised BDO LLP were engaged prior to the Administration to conduct a limited scope review, set out the options available to the Group and the Company (see projects 1 & 2 below) and consider the contingency planning steps for an Administration (project 3 below). We are only seeking approval in respect of project 3 as this is specific to the Administration pre-planning phase as it related to contingency planning for an Administration of the Company.

Project	Date	Agreement	Nature of work undertaken
1	19 October 2018	Letter of Engagement - instructed by All, Holdings and Group shareholders.	A review to assess the options available, the risks and impacts on the Group in the event the Company had no alternative but to cease to trade.
2	07 December 2018	Letter of Engagement - instructed by the Company, Holdings and Group shareholders.	To develop a contingency plan for the potential insolvency of the Company in the event the options being considered by the Group and the Company did not materialise. (Stood down at an early stage in the engagement in late December 2018).

3	08 February 2019	Letter of Engagement - instructed by the Company, Holdings and Group Shareholders.	To prepare a contingency plan for the Administration and controlled winding down of the Company (follow on from 7 December 2018 instruction).
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11.6 For completeness total professional fees charged for projects 1 & 2 were £58,959.25 plus VAT and expenses of £900.93 plus VAT. These amounts were invoiced to ALL and have been paid in full.

(ii) The expenses incurred by the Joint Administrators

11.7 In preparation for the Administration the following disbursements and expenses have been incurred by the Joint Administrators.

(a) DWF were also instructed pre Administration to assist with all legal matters in the pre-appointment planning phase, including the drafting of commercial agreements to ensure that the Administration was adequately funded to enable the objective of the Administration to be achieved (in the event insufficient funds were available). This included the drafting of appointment papers, review of Company documentation (including commercial agreements and security documentation), liaising with the directors, Group companies and Group Shareholders.

(b) DWF's pre Administration fees are £58,591.35 plus VAT. Pursuant to BDO LLP's letter of engagement signed 8 February 2019, it was agreed that a retainer of £25,000 plus VAT would be paid to BDO LLP to cover legal fees. This amount has been received and, therefore, will be paid to DWF by BDO LLP. The residual amount of £33,591.35 plus VAT remains outstanding and pursuant to this report we are requesting the consent of the general body of creditors to this amount being paid as an expense of the Administration.

11.8 The Joint Administrators' disbursements are out of pocket costs we have had to meet. The expenses in respect of other professional fees are reasonable and have been necessarily incurred in preparation for the Administration. No other payments have been received in respect of the pre-appointment expenses incurred by the Joint Administrators.

(iii) the fees charged (to the Joint Administrators' knowledge) by any other person qualified to act as an insolvency practitioner (and, if more than one, by each separately)

11.9 The Joint Administrators are not aware of any other person qualified to act as an insolvency practitioner having acted in relation to the Company immediately preceding the appointment of the Joint Administrators.

(iv) the expenses charged (to the Joint Administrators' knowledge) by any other person qualified to act as an insolvency practitioner (and, if more than one, by each separately)

11.10 At the end of our formal proposals below, we include resolutions in respect of these pre-administration costs. In the absence of a requisitioned meeting or a committee the creditors will be responsible for approval of the pre-administration costs via a decision procedure.

12 Possible outcomes for the Company and Creditors

12.1 The Insolvency Act 1986 and Insolvency (Scotland) Rules 2018 provide a variety of options regarding the possible exit routes for the Company from the Administration, being primarily a Company Voluntary Arrangement, Liquidation or dissolution of the Company. Due to the uncertainty with regard to the floating charge security, it is our recommendation and proposal, as detailed below, that once all assets have been realised in the Administration, that if there are funds beyond the prescribed part to be distributed to unsecured creditors that we arrange for the Company to be put into Creditors' Voluntary Liquidation. In the event that there is insufficient net property to make a distribution to unsecured creditors beyond the prescribed part that the Company exits Administration by dissolution (without first entering liquidation).

13 Joint Administrators' Discharge

13.1 As we have not made a statement under Paragraph 52(1)(b) we will seek our discharge from liability in respect of any action during the Administration from creditors in terms of Paragraph 98(2)(b) of Schedule B1 of the Insolvency Act 1986. This is normally requested by a decision procedure towards the conclusion of the Administration.

14 Statement of proposals under Paragraph 49 of Schedule B1 of the Insolvency Act 1986

Formal Proposals - the Joint Administrators propose that:

- (a) they continue to manage the Company's business and realise assets in accordance with objective (c), the third and final objective of the statutory purpose of the Administration.
- (b) they may investigate and, if appropriate, pursue any claims the Company may have under the Companies Act 1985 and 2006 or Insolvency Act 1986 or otherwise. In addition, the Joint Administrators shall do all such other things and generally exercise all their powers as Joint Administrators as they in their discretion consider desirable in order to achieve the purpose of the Administration or to protect and preserve the assets of the Company or to maximise their realisations or for any other purpose incidental to these proposals.
- (c) if there are sufficient assets to enable payment of a dividend to unsecured creditors beyond the prescribed part, that the Joint Administrators, at a time they see fit, are empowered to file the necessary returns at Court and with the Registrar of Companies to place the Company into Creditors' Voluntary Liquidation ('CVL') pursuant to Paragraph 83 of Schedule B1 of the Insolvency Act 1986 and that the Joint Administrators be appointed Joint Liquidators of the Company. Any one Joint Liquidator may exercise all and any/or any powers which are conferred on them as Joint Liquidators.
- (d) if there are insufficient assets to enable payment of a dividend to unsecured creditors beyond the prescribed part, that the Joint Administrators arrange for the Company to exit the Administration by way of dissolving the Company under Paragraph 84 of Schedule B1 of the Insolvency Act 1986.

14.1 Resolutions (a) to (d) will be deemed approved, unless creditors having 10% or more of the total unsecured debts of the Company request that a decision process be held to consider the resolutions. The prescribed form to requisition a decision process, together with a statement of claim form are enclosed with the decision notice, should any creditor wish to exercise this right.

14.2 Creditors, including creditors claiming a small debt (£1,000 or less), who wish to requisition a decision process to consider resolutions (a) to (d) must also send us a statement of claim form. Creditors who have small debt of £1,000 or less must send us a statement of claim in order to requisition a decision process, even though they may receive dividends without sending a statement of claim.

14.3 Please note that in terms of Rule 5.18 (decision process), a deposit may be required to be lodged. The Joint Administrators are not obliged to convene the decision procedure until either the required deposit has been received or the period of 14 days has expired without the Administrator having informed the requesting creditor of the sum required to be deposited as caution.

15 Other Resolutions to Be Considered by a Qualifying Decision Process

15.1 In addition to the Joint Administrators' formal proposals under Paragraph 49, the following resolutions will be put to creditors in a qualifying decision process.

(e) A creditors' committee be established if sufficient creditors are willing to be members (such committee must comprise of between 3 and 5 creditors).

In the absence of a creditors' committee:

(f) That the Joint Administrators' remuneration be approved on a time cost basis.

(g) That the Joint Administrators' category 2 Disbursements be approved on the basis of the mileage scale approved by HMRC, being 45p per mile unless otherwise disclosed to creditors.

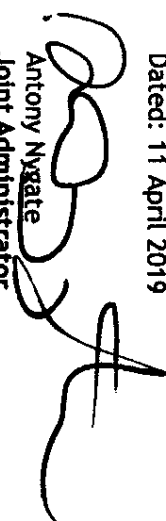
(h) That the Joint Administrators' interim fee and category 2 outlays from the date of appointment on 18 February 2019 to 5 April 2019 be determined at £467,639.85 (excluding VAT) and £1,926.19 (excluding VAT) respectively.

(i) That the unpaid pre-appointment Costs of £108,454.45 and outlays of £33,591.35, as detailed in the proposals, be authorised as an expense of the Administration.

15.2 Resolutions (e) to (i) will be dealt with using the decision by correspondence procedure. The decision date for the resolutions (e) to (i) is 29 April 2019 (the 'Decision Date'). Please return the Decision by Correspondence resolution form attached before close of business on the decision date. If you have not already done so, you will need to send me a statement of claim for your postal resolutions to be included in the decision. Creditors with a 'small debt' of £1,000 or less must send a statement of claim for their postal resolution to count, even though they may receive dividends

without sending a statement of claim. The relevant Notice of the Creditors Decision by Correspondence, a Decision by Correspondence resolution form and a Statement of Claim have been enclosed with the proposals.

Dated: 11 April 2019



Antony Nyate
Joint Administrator

Appendix A - Statutory Information

British Midland Regional Limited t/a flybmi - In Administration

Company Number:	SC104657
Date of Incorporation:	14 May 1987
Address of Registered Office:	Currently: 4 Atlantic Quay, 70 York Street, Glasgow, G2 8JX Previously: Lightyear Building, 9 Marchburn Drive, Glasgow Airport, Paisley, Renfrewshire, PA3 2SJ
Directors:	Paul J Roberts Peter A Simpson
Company Secretary:	No Secretary in office
Nominal Share Capital:	20,550,000 shares @ £1
Registered Shareholder:	Ordinary Shares - Sector Aviation Holdings Limited
Date of Administration appointment:	18 February 2019
Administrators' names and addresses:	Francis Graham Newton of BDO LLP, c/o BDO LLP, Central Square, 29 Wellington Street, Leeds, LS11 5RU Antony David Nygate of BDO LLP, c/o BDO LLP, 55 Baker Street, London, W1U 7EU
Securities:	James Bernard Stephen of BDO LLP c/o BDO LLP, 4 Atlantic Quay, 70 York Street, Glasgow, G2 8JX
Fixed Charges:	<ul style="list-style-type: none"> Stephen Bond: Created 26 March 2018, registered 10 April 2018. Fixed charge in respect of the Company's interest in (i) the spare engine serial number CAE312189 and with model number AE3007 A1/1 and (ii) the

	<p>NGL Strut Assembly with part number 1170C0000-8, serial number 346. A provisional claim has been received totalling £3,615,000. This includes a loan of £315,000 and a guarantee claim of £3,300,000.</p> <ul style="list-style-type: none"> Airline Investments Limited: Created 22 October 2018, registered 6 November 2018. Fixed charge in respect of the Company's interest in (i) the spare engine serial number CAE312189 and with model number AE3007 A1/1 and (ii) the NGL Strut Assembly with part number 1170C0000-8, serial number 346. The Directors' Statement of Affairs shows a liability of £1.85m. A provisional claim has been received of £1,851,489 and £463,103 in respect of a loan, leasing charges and other costs. Worldpay UK Limited - created 22 October 2013, registered 23 October 2013 (a variation to the charge created on 31 October 2012). The liability to Worldpay is estimated at £2.7m before the balance on the designated account of £1.7m is set-off. Worldpay UK Limited - created 31 October 2012, registered 16 November 2012. <p>Floating Charges:</p> <ul style="list-style-type: none"> Stephen Bond: Created 26 March 2018, registered 10 April 2018. A provisional claim has been received totalling £3,615,000. This includes a loan of £315,000 and a guarantee claim of £3,300,000. Airline Investments Limited: Created 22 October 2018, registered 6 November 2018. A provisional claim has been received of £1,851,489 and £463,103 in respect of a loan, leasing charges and other costs.
Appointer's / applicant names and address:	Paul Roberts on behalf of the directors, Lightyear Building, 9 Marchburn Drive, Glasgow Airport, Paisley, Renfrewshire, PA3 2SJ
Objective being pursued by the Administrators:	Objective (c) - realising property in order to make a distribution to one or more secured or preferential creditors.
Division of the Administrators' responsibilities:	Pursuant to S100(2) of Schedule B1 of the Insolvency Act 1986 any one Joint Administrator may exercise all and/or any of the powers which are conferred on them as Joint Administrators.
Proposed end of the Administration:	In the event that not all the floating charge securities are enforceable, the sum available to unsecured creditors may exceed the maximum of the prescribed part and if this occurs the exit will be to Creditors' Voluntary Liquidation. In the event that all the floating charge securities are valid, the sum available to unsecured creditors is anticipated to be restricted to the prescribed part and the exit from Administration will be to Dissolution.

Estimated dividend for unsecured creditors:	In the event that floating charge security is not valid the dividend to unsecured creditors is estimated at c4p in the £ based on unsecured claims of £36,952,218.				
Estimated values of the prescribed part and the Company's net property:	In the event all floating charge security is valid the estimated dividend is c1p in the £ based on unsecured claims of £36,952,218. This is for illustrative purposes and should not be relied upon as it is based on current information, which will change as the Administration progresses.				
	<table> <tr> <td>Net Property</td><td>£1,803,067</td></tr> <tr> <td>Estimated Prescribed Part</td><td>£363,613</td></tr> </table>	Net Property	£1,803,067	Estimated Prescribed Part	£363,613
Net Property	£1,803,067				
Estimated Prescribed Part	£363,613				

	Filed Accounts 31/03/2017	Filed Accounts 31/03/2016
Extract of Last Available Accounts	£'000	£'000
Tangible/Intangible Assets	10,140	9,697
Debtors	15,520	10,736
Stock	1,074	902
Cash at Bank	5,100	4,931
Creditors < 1yr	(25,849)	(22,062)
Creditors > 1yr	0	0
Provision for liabilities/charges	(882)	(728)
Total Assets Less Liabilities	5,103	3,476
Called up share Capital	19,750	14,350
Share premium	29,357	29,357
Profit & Loss account	(44,937)	(40,874)
Cash flow hedging reserve	933	643
	5,103	3,476

Appendix B - Joint Administrators' Receipts & Payments

British Midland Regional Limited t/a Flybmi
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £		From 18/02/2019 To 10/04/2019 £	From 18/02/2019 To 10/04/2019 £
	ASSET REALISATIONS		
606,838.00	Book debts	NIL	NIL
2,632,146.00	Cash at Bank	2,626,870.82	2,626,870.82
	Forex Profits	99,208.38	99,208.38
	Interest Gross	5.63	5.63
10,000.00	Other Property	NIL	NIL
350,000.00	Stock	NIL	NIL
		<u>2,726,084.83</u>	<u>2,726,084.83</u>
	COST OF REALISATIONS		
	Bank Charges	74.00	74.00
	Employee expenses and costs	3,115.07	3,115.07
	Employee Repatriation Costs	514.53	514.53
	ERA Fees	8,910.00	8,910.00
	IT Services	480.00	480.00
	PAYE & NI	41,480.59	41,480.59
	Payroll Bureau Costs	1,038.73	1,038.73
	Printing & Postage	1,570.82	1,570.82
	Re-direction of Mail	626.00	626.00
	Rents Payable	7,058.80	7,058.80
	Sundry Expenses	15.00	15.00
	Sundry Property Expenses	118.04	118.04
	Telephone	365.94	365.94
	Wages & Salaries	77,090.09	77,090.09
		<u>(142,457.61)</u>	<u>(142,457.61)</u>
(392,400.00)	PREFERENTIAL CREDITORS		
	Preferential Creditors	NIL	NIL
		NIL	NIL
	FLOATING CHARGE CREDITS		
(1,757,011.00)	Airline Investments Ltd	NIL	NIL
(3,567,000.00)	Stephen Bond	NIL	NIL
		NIL	NIL
	UNSECURED CREDITORS		
(19,754,561.00)	Contingent Liabilities	NIL	NIL
(17,197,657.00)	Trade & Expense Creditors	NIL	NIL
		NIL	NIL
	DISTRIBUTIONS		
(20,550,000.00)	Ordinary Shareholders	NIL	NIL
		NIL	NIL
(59,619,645.00)		<u>2,583,627.22</u>	<u>2,583,627.22</u>
	REPRESENTED BY		
	Floating Account No 2		2,056,809.03
	Floating Current Account		523,326.77
	Input VAT		3,491.42
			<u>2,583,627.22</u>

1. The Company is VAT registered. Receipts and payments are shown net of VAT.
2. Bank accounts are interest bearing.

Appendix C - Director's Statement of Affairs

IRule 2.21

The Insolvency Act 1986

Statement of Affairs

**Pursuant to paragraph 47 of Schedule B1 to the Insolvency Act 1986
and Rule 2.21(1) of the Insolvency (Scotland) Rules 1986**

Statement as to the affairs of British Midland Regional Limited t/a Flybmi

as at the 18 February 2019, the date that the company entered administration.

Statutory Declaration

I solemnly and sincerely declare that the information provided in this statement and the lists A to C
annexed and signed as relative hereto is, to the best of my knowledge and belief, true and complete,

**AND I make this solemn declaration conscientiously believing the same to be true and by
virtue of the provisions of the Statutory Declarations Act 1835.**

Declared at SMITH PARTNERSHIP SOLICITORSSigned This 21st day of MARCH 2019Before me LIAM JOSEF KREIBICH - SOLICITOR.

A Notary Public or Justice of the Peace or Solicitor

**SMITH PARTNERSHIP
NORMAN HOUSE
FRIAR GATE, DERBY DE1 1NU
01332 225225**

STATEMENT as to the affairs of the company on the 18 February 2019

		Estimated Realisable Values £
ASSETS		
Assets not specifically secured (as per List "A")		3,598,985
Assets specifically secured (as per List "B")		
Estimated realisable value	£ 1,854,123	
Less: Amount due to secured creditors	-1,854,123	
Estimated Surplus	0	0
Estimated Total Assets available for preferential creditors, holders of floating charges and unsecured creditors		3,598,985
LIABILITIES		
Preferential creditors (as per List "C")		392,400
Estimated balance of assets available for holders of floating charges and unsecured creditors		3,206,584
Estimated prescribed part of net property where applicable (to carry forward)		-600,000
Holders of floating charges (as per List "D")		-5,324,011
Estimated surplus/deficiency as regards holders of floating charges		2,717,426
Estimated prescribed part of net property where applicable (brought down)		600,000
Unsecured Creditors		
Trade accounts (as per List "E")	£ -17,197,657	
Bills payable (as per List "F")	0	
Contingent or other liabilities (as per List "G")	-19,754,561	
Estimated deficiency after floating charge where applicable (brought down)	0	
Total unsecured creditors	36,952,218	
Estimated Surplus/Deficiency as regards creditors		39,069,644
Issued and Called-up Capital		-20,550,000
Estimated Surplus/Deficiency as regards members		59,619,644

These figures must be read subject to the following: -

*delete as appropriate

*[(a) There is no unpaid capital liable to be called up]

*[(b) The nominal amount of unpaid capital liable to be called up is £

estimated to produce £

which is not charged in favour of the

holder of the floating charge(s)]

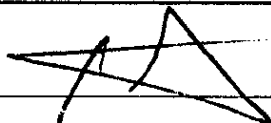
The estimates are subject to the expenses of the administration and to any surplus or deficiency on trading pending realisation of the Assets.

Statement of affairs LIST 'A'

Assets not specifically secured

Particulars of assets	Book Value £	Estimated to produce £
Balance at bank	2,632,146	2,632,146
Cash in hand	0	0
Marketable securities (as per Schedule I)	0	0
Bills receivable (as per Schedule II)	0	0
Trade debtors (as per Schedule III)	0	606,838
Loans and advances (as per Schedule IV)	226,557	0
Unpaid calls (as per Schedule V)	0	0
Stock in trade	1,548,658	350,000
Work in progress	0	0
Heritable property	0	0
Leasehold property	100,421	0
Plant, machinery and vehicles	4,196,555	0
Furniture and fittings, etc	0	0
Patents, trade marks, etc	0	0
Investments other than marketable securities	0	0
Other property	617,659	10,000
Total	9,321,996	3,598,985

Signed



Date

21/03/2019

SCHEDULE III TO LIST 'A'

Statement of affairs

Trade debtors

Names to be arranged in alphabetical order and numbered consecutively

No	Name and address of debtor	Particulars of any securities held for debt	Book value £	Estimated to produce £
1	IATA Clearing House debtors balance			164,821
2	Prepayments			25,000
3	Trade Debtors			130,432
4	VAT			286,585
			0.00	606,838

Signed



Date

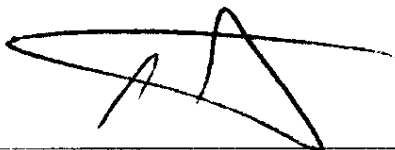
21/03/2019

SCHEDULE IV TO LIST 'A'
Statement of affairs
Loans and Advances

Names to be arranged in alphabetical order and numbered consecutively

No	Name and address of debtor	Particulars of any securities held for debt	Book value £	Estimated to produce £
1		PILOT BONDS	195,969	0
2		STAFF LOANS CONTROL	30,588	0
			226,557	0

Signed



Date

21/03/2014

LIST 'B' (consisting of 1 page)

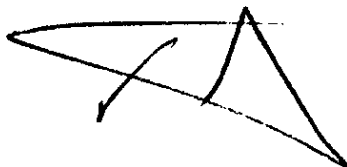
Statement of affairs

Assets specifically secured and creditors fully or partly secured (see note below) (not including debenture holders secured by a floating charge)

No	Particulars of assets specifically secured and nature of security	Date when security granted	Name of creditor	Address and occupation
1	Engine	26/03/2018 22/10/2018	Stephen Bond Airline Investments Ltd	
2	Designated charge bank account		Worldpay Ltd	The Walbrook Building 25 Walbrook London EC4N8AF

Note: For this purpose treat as a creditor but identify separately:

- (a) an owner of goods in the company's possession under a hire-purchase agreement or an agreement for the hire of goods for more than 3 months, or
- (b) a seller of goods to the company claiming a retention of title or a seller under a conditional sale agreement.



21/03/2019

LIST 'C' (consisting of 1 page)

Statement of affairs

Preferential creditors for salaries, wages and otherwise

Names to be arranged in alphabetical order and numbered consecutively

No	Name of creditor	Address	Nature of claim	Total amount of claim £	Amount ranking as preferential £	Balance not preferential carried to List 'E' £
1	Employee Payroll			4,166,280	392,400	3,773,880
				4,166,280	392,400	3,773,880

Signoff



Date

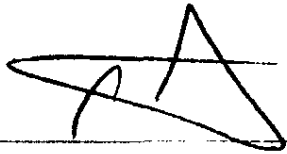
21/03/2019

LIST 'D'**Statement of affairs****List of holders of debentures secured by a floating charge**

Names to be arranged in alphabetical order and numbered consecutively

No	Name and address of Holder	Amount £	Description of assets over which security extends
1	Airline Investments Ltd	1,518,156	
2	Airline Investments Ltd	238,855	
3	Stephen Bond	167,000	
4	Stephen Bond	3,400,000	
		5,324,011	

Signed



Date

21/03/2014

IDEAS | PEOPLE | TRUST

LIST 'E' (consisting of 5 pages)

Statement of affairs

Unsecured creditors - trade accounts

Identify separately on this list any company claiming amounts paid in advance of the supply of goods and services

Names to be arranged in alphabetical order and numbered consecutively

No	Name and address of Creditor	Amount of the debt £
1	DBB B&B ACCELA WORLD S.L.U. - DIAGONAL AVENUE 567, 3RD FLOOR, Barcelona, 08029	4,391
2	117 - Scandinavian Airlines Systems (SAS) - SAS Frosundavik Office Building, Frosundavik, Solna,	7,774
3	121- MEKNET AB - BOX 123, BOX 123, 190 46	243
4	120 Deutsche Lufthansa - Lufthansa Aviation Center, Altpforting, Frankfurt, 60549	177
5	Ze Systems GmbH - Konigssteiner Str. 87, Taunus, Germany, D-65812	19,355
6	90-20 PROCUREMENT SERVICES LTD - Provender House, 37 WATERLOO QUAY, Aberdeen, AB11 5BS	1,193
7	AAR ALLEN ASSET MGMT - ALLEN AIRCRAFT - ONE AAR PLACE, 1100 NORTH WOOD DALE ROAD, ELKHON, IL 60191	2,073
8	AB JONKOPINGS TAXI ALLIANS - OSTRA STORGATAN 67, Jonkoping, 55321	401
9	Aberdeen Alarm Company Ltd - Styrograph Building, Craigshaw Road, Aberdeen, AB12 3AS	126
10	ABERDEEN CITY COUNCIL - REVENUES OFFICE, 36 Crombie Rd, Aberdeen, AB11 9QQ	9,081
11	ABSOLUTE TASTE LTD - 14 EDGEL STREET, London, SW18 1SR	433
12	ACCESS SELF STORAGE LTD - OSMASTON PARK ROAD, Derby, DE24 8BT	342
13	ACS BUSINESS SUPPLIES LTD - UNIT 5-6 AIRE VALLEY BUSINESS PARK, WAGON LANE, UNIT 5-6 AIRE VALLEY BUSINESS PARK, WEST YORKSHIRE, BD16 1WA	2,321
14	ACTIVPAYROLL LTD - EUR - Cuts Business Park, Station Road, Cuts, Aberdeen, AB15 9PE	7,332
15	Aena Palma de Mallorca - Autopista de Levant, Balearic Islands, Spain, 07611 Palma	117
16	AerFin Ltd - Newton Road, Manor Royal, Crawley, RH10 9TS	15,788
17	AERO DESIGN INC - BATTERY SHOP LLC - 101 Clemmings Road, Mt Juliet, TN, TN 37122	1,507
18	Aero Fastener Co Inc - 26 Shaw Road, 26 Shaw Road, Prestwick, KA9 2LN	7,452
19	Aéroport de Brest Bretagne - Aéroport de Brest Bretagne, 29490 Gulpas, Brest, 29490	299
20	Aéroport de Cornouaille (Quimper Bretagne) - Aéroport De Quimper Cornouaille, France, 29700 Pluguffan	722
21	Aéroport de Lille Merges SAS - Lesquin, Cedex, Lesquin, France, 90227-59612	12
22	AÉROPORT MARSEILLE PROVENCE - BP 7 AÉROPORT, Marseille, France, 13727	20
23	AÉROPORT MANTES ATLANTIQUE - SCAGO AÉROPORTS DU GAND OUEST, SCAGO AÉROPORTS DU GAND OUEST, Baggenwegh, FR 44346	199
24	AÉROPORT NICE CÔTE D'AZUR - SIEGE SOCIAL, RUE COSTES ET BELLOTE, BP 3331, SIEGE SOCIAL, Nice, N 06206	6
25	AÉROPORTS DE LYON - BP 113 - 69125, SAINT EXUPERY AÉROPORT, 69125 Colombier-Saugrieu	1,826
26	AÉROPORTS DE PARIS - Paris Roissy Charles de Gaulle Airport, BP 20101, ONLY AEROGARE CEDOX 95711, Roissy	60,820
27	Aerotron Avotec Limited - 6 Kilmartin Pl, Uddington, Glasgow, G71 5PH	7,858
28	AERONAVION AIRCRAFT SERVICES - C/O B&H Worldwide, 1 Saxon Way Trading Estate, C/O B&H Worldwide, Middlesbrough, URB 0LW	1,292,944
29	AF-057 Air France Industries - Amsterdam Schiphol Building 404, SPU/TQ 1117 NA Schiphol East, Netherlands, 1438 BG Schiphol	201
30	AGS Airports Ltd XB-029 - ABZ - ABERDEEN AIRPORT LTD, Dyce, Aberdeen, AB21 7DU	2
31	AGS Airports Ltd XB-029 - GLA - Glasgow Airport Limited, Paisley, RENFREWSHIRE, PA3 2ST	2,084
32	AHS AVIATION HANDLING SERVICES GMBH - ROLN - AVIATION HANDLING SERVICES BMBH, ROLN BOHN AIRPORT, AVIATION HANDLING SERVICES BMBH, KOLN, D-51129	262
33	AHS Hamburg GmbH - Flughafen Hamburg GmbH, Flughafenstraße 13, Hamburg, D-22335 Hamburg	824
34	Air Dolomiti SpA L A R E - Via Paolo Bonello, 70-37062, Via Paolo Bonello, Verona, Italy	8,237
35	AIR NAVIGATION SERVICES - CZECH REPUBLIC - HAVSACI 787, HAVSACI 787, ECIV 4BY	134
36	AIR PARTNER PLC - 2 CITY PLACE, BEEHIVE RING ROAD, 2 CITY PLACE, WEST SUSSEX, RH6 0PA	8,400
37	AIR PRODUCTS PLC - HERSHAM PLACE TECHNOLOGY PARK, MOLESEY ROAD HERSHAM, HERSHAM, KT12 4RZ	282
38	AIR SUPPORT - 2 A DU ROULAGE, 125 AVENUE DU ROULAGE, France, 32600 Pajaudran	4,140
39	AIR SUPPORT (PFS) - Nimbusweg 9, Nieuwegein 9, DK 7180	7,130
40	AIRBASE FLIGHT SUPPORT LTD (UK) - 4 NEW SQUARE, BEDFORD LAKES, TW13 8HA	60
41	Airair Corporation Ltd - Generator Smidons, Trafalgar Street, Newcastle upon Tyne, NE1 2LA	723
42	Airline Investments Limited - Pegasus Business Park, Herald Way, East Midlands Airport, Pegasus Business Park, Herald Way, DE74 2TU	1,131,747
43	Airline Operators Committee BRU - Brussels National Airport, BO Box 78, Brussels National Airport, 1930	1,067
44	Airline Operators Committee EMA - East Midlands Airport, Castle Donington, Derby, DE74 2SA	50
45	Airline Operators Committee MUC - Cashier AOC Munich, c/o Delta Air Lines, Cashier AOC Munich, Munich, 85334	176
46	AIRLINE TRAFFIC PUBLISHING COMPANY (ATPCO) - World Business Centre 3, Newall Road, London Heathrow Airport, TW6 2TA	3,434
47	Airlines Operators Committee EMA - Bpam 2040-2042, 2nd Floor, Cromer Road, HEATHROW AIRPORT, Middlesbrough, TW6 1SD	50
48	AIRPART GmbH - Flughafenstraße 100, Hamburg, Germany, 90411	35,272
49	AIRPORT GLOBAL SERVICES SPA - VIA AEROPORTO 13, VIA AEROPORTO 13, Serio BG, 24050	1,322
50	Alte Leipziger - PO Box 1660, Taunus, Germany, 61406 Oberursel	1,530
51	ALTON AVIATION CONSULTANCY IRELAND LIMITED - 1 GRANTS ROW, LOWER MOUNT STREET, 1 GRANTS ROW, MELAND, DO2 H036	6,706
52	ALYZIA - 4 PLACE DE BERLIN - BP 12664, CONTINENTAL SQUARE 11 - BAT NEPTUNE, 4 PLACE DE BERLIN - BP 12664, 95725	313,540
53	AMAZON - 60 Holborn Viaduct, PO BOX 16, LONDON, EC1A 2FD	750
54	AMBROPLASTICS LTD - CHAMBER HOUSE, HALESFIELD 13, CHAMBER HOUSE, TF7 4PL	2,312
55	AMSAFE AVIATION - UNITS V1 & V2, VECTOR PARK, FOREST ROAD, UNITS V1 & V2, VECTOR PARK, MIDDLESEX, TW13 7EJ	5,013
56	ARCI - Alyzia - 4 Place de Berlin BP 12664, Continental Square, 4 Place de Berlin BP 12664, Rossy COX Cedex,	13,001
57	ARCO LTD - PO BOX 21, HEAD OFFICE, WAVELEY STREET, PO BOX 21, HEAD OFFICE, HU1 2SI	285
58	Arena Group - Armitage House, Thorpe Lower Lane, Robin Hood, Wakefield, WF3 3BQ	1,358
59	ARIAC - 2551 Myra Road, Annapolis, Maryland, MD 21401-7465	30,428
60	Armstrong Aviation Clothing Ltd - Barnes Walks House, Barker Gate, Barnes Walks House, Derbyshire, DE7 8DS	8,410
61	ARNOLD CLARK FINANCE LTD - 454 HILLINGTON ROAD, Glasgow, G52 4FH	4,634
62	ASSOCIATED ENERGY GROUP LLC - 25025 INTERSTATE 45, SUITE 550, THE WOODLANDS, 25025 INTERSTATE 45, SUITE 550, TX 77380	5,248
63	ATTENDA LTD - ONE LONDON ROAD, Spines, MIDDLESEX, TW18 4EX	7,440
64	Attorney General's Chambers - 2nd floor, Belgravia House, 24-44 Circular Road, Douglas, Isle of Man, IM1 1AE	362
65	AVIALL SERVICES INC - SCHILLINGWEG 40, SCHILLINGWEG 40, Netherlands, NL 2153	33,716
66	AVIALL UK INC - 680 River Gardens, North Feltham Trading Estate, 680 River Gardens, Middlesbrough, TW14 0RD	18,960
67	AVIAPARTNER BELGIUM NV - Brussels National Airport, Leopoldlaan, Belgium, 1930 Zaventem	228,572
68	AVIAPARTNER GAMBH - Flughafenstraße 66, 40474 Düsseldorf, POSTFACH 420226, Germany,	19,382
69	AVIAPARTNER HANDLING SPA - CREDIT AGRICOLE LEASING, Via del Trionvirato, Bologna, Italy, 40132 Bologna	756
70	AVIAPARTNER LYON SAS - BP152, F-69125 LYON ST EXUPERY AÉROPORT, BP152, Lyon, F-69125	7,772
71	AVIAREPS AG - Josephskulstraße 15, Germany, 80331 München	11,547
72	Aviation Park Group Ltd - International House, Aviation Park, International House, Chester, CH4 0G2	16,750
73	Aviation Tool Pooling LLC (Aviapoort) - 7 Oak Tree Place, Matford Business Park, 7 Oak Tree Place, Devon, EX2 8WA	789
74	AVIMOR AS - Dronning Eufemias gate 6, Norway, NO 0191	24,008
75	Avionics Support Sales Ltd - The Coach House, The Street, Betchworth, Surrey, RH3 7DJ	5,290
76	AXA ICAS OHS LTD - AXIS HOUSE, 23 ST LEONARDS ROAD, EAST SUSSEX, BN21 3PX	1,925
77	B & H WORLDWIDE LTD - UNIT 1 SAXON WAY TRADING ESTATE, HARMONDSWORTH, MIDDLESEX, UB7 0LW	752
78	Backerei Konditorei Cafe - Ringenberg, Dorfstrasse 123, Grindewald, Switzerland, 3818	1,080
79	BAUNES SHARONIS LTD - AVIATION SAFETY CENTRE, BUILDING AS, FAIRWAYS AIRPORT, SURREY, GU24 8BH	2,706
80	Bath Rugby Ltd - Parleigh House, Parleigh Hungerford, Bath, BA2 7RW	31,945
81	BELFAST CITY AIRPORT - SYDERHAM BY PASS, SYDERHAM, Belfast, BT3 9H	1,858
82	BELGOCONTROL/SKEYES - TERVUURSEESTERWEG 303, Steenokkerzeel 1820, TERVUURSEESTERWEG 303, Steenokkerzeel 1820, B-1820	32,351
83	Berggraven BV - Energiesraat 31, 1411 AS Naarden-Holland, P.O. Box 5012, 1410 AA Naarden-Holland, 1411 AS	3,493
84	BERLINER FLUGHAFEN-GESELLSCHAFT GMBH - Melb-Beese Ring, Berlin 12529, Berlin 12529, Berlin, 12529	975
85	BEST WESTERN PRINCESS HOTEL - SHOMAKAREGATAN 8, Norrköping, SHOMAKAREGATAN 8, Sweden, 602 32	18,197
86	BG Verkehr - Ottenser Hauptstrasse 54, Ottenser Hauptstrasse 54, Ottenser Hauptstrasse 54, Hamburg, 22765	4,652
87	BGY International Services Srl - Via Orio al Serio 49/51, 24050 Grassano, Via Orio al Serio 49/51, Grassano, 24050	17,240
88	BHFA WASTE SERVICES LTD - HEAD OFFICE, CORONATION ROAD, CRISSEX, HEAD OFFICE, BUCKINGHAMSHIRE, HP12 3TZ	3,244
89	BR.LUND LUFTHAVN A/S - POSTBOKS 10, Billund, DK-7190, POSTBOKS 10, Denmark, DK 7190	423
90	Bloom - Bank Top House, Hopton, Bank Top House, Staffordshire, ST18 0AH	576
91	BMP Paribus Leasing Solutions - St James Court, St James Parade, Bristol, BS1 3LH	963
92	BOND BUSINESS SERVICES LTD - RUSHBURY HOUSE, WINCHCOMBE, RUSHBURY HOUSE, GLOUCE, GL54 5AE	4,500
93	Boit & Co (Solicitors) - St Ann's House, Parsonage Green, Wilmslow, Cheshire, SK9 1HG	6,013
94	Brathens Regional Airlines AB - BOX 37, BRA Sverige AB, 201 20 Malmö, Sweden, 201 20	3,301

95	BRISTOL AIRPORT - Bristol International Airport, Lufthansa Bottom, Bristol International Airport, BRISTOL, BS48 3DY	58,542
96	Bristol Flying Club - Bristol International Airport, Southside, Bristol International Airport, BRISTOL, BS48 3DP	5,803
97	BRITANNIC ENERGY TRADING LTD - CHERTSEY ROAD, Sunbury, CHERTSEY ROAD, Sunbury, TW16 7BP	290
98	BSI Assurance UK Limited - PO Box 3000, Milton Keynes, , MK1 9EL	1,096
99	BTR ACCOUNTING & PAYROLL SERVICES AB - GREY TUREGATAN 21, L14 38, GREY TUREGATAN 21, Stockholm, L14 38	18,975
100	BTS AERO - BRATISLAVA AIRPORT, LETISKO M.J. STEFANKA 821.00, BRATISLAVA AIRPORT, SLOVAKIA, 821	867
101	Bud & Lohsbögel i Norrhöping - Box 248, Berlingsgatan 30, 602 23, Norrhöping, Box 248, Norrhöping, 601 04	257
102	BUNDESPOZIDIREKTION - BERLIN - SCHWELERSTR 139A, SCHWELERSTR 139A, SCHWELERSTR 139A, Berlin, D-12439	230
103	BUNDESPOZIDIREKTION - FRANKFURT - GEBAUDE 177, GEBAUDE 177, GEBAUDE 177, Frankfurt, 60549	41,372
104	BUNDESPOZIDIREKTION - HANNOVER - Mochernstrasse 30, 30163 Hannover, Mochernstrasse 30, Hannover, D 30163	7,289
105	BUNDESPOZIDIREKTION - KOBLENZ - Reonstraße 13, Reonstraße 13, Reonstraße 13, Koblenz, 56068	13,961
106	BUNDESPOZIDIREKTION - SANKT AUGUSTIN - BUNDESGRENZSCHUTZSTRASSE 100, BUNDESGRENZSCHUTZSTRASSE 100, Sankt Augustin, 53757	152,694
107	BUNDESPOZIDIREKTION - STUTTGART - WOLFGANG-BRUNNEN-ALLEE 52, WOLFGANG-BRUNNEN-ALLEE 52, WOLFGANG-BRUNNEN-ALLEE 52, Stuttgart, 71034	1,800
108	BURWOOD AVIATION SUPPLIES LTD - BURWOOD HOUSE, 8 BESSEMER CLOSE, BURWOOD HOUSE, DORSET, BH31 6AZ	16,660
109	Business Stream - 7 Luchside View, Ellonburgh, , Scotland, EH12 9DH	6,301
110	Butterworths Solicitors - 146-148 BOTCHERGATE, Carlisle, 146-148 BOTCHERGATE, CUMBRIA, CA1 1SH	2,550
111	C&D ZOOAC INC - CANN INTERIORS - 11240 WARLAND DRIVE, WARLAND DRIVE, 11240 WARLAND DRIVE, CA, CA 90630	5,149
112	C&D ZOOAC ADDER - 12, RUE JEAN MERMOZ, 12, RUE JEAN MERMOZ, 12, RUE JEAN MERMOZ, France, 31770 COLOMIERS	1,867
113	Cadford Ltd - 12 Quays House, Egerton Wharf, 12 Quays House, BRUENHEAD, CH41 1LD	28,746
114	CADOURY HOUSE HOTEL & COUNTRY CLUB LTD - FROST HILL, CONGREBURY, YATTON, FROST HILL, Bristol, BS49 5AD	330
115	CAE Parc Aviation - Unit 2.1, Block 2, Woodford Business Park, Unit 2.1, Block 2, Dublin 17, D17 E9Z5	1,684
116	CAE Parc Aviation - Unit 2.1, Block 2, Woodford Business Park, Unit 2.1, Block 2, Dublin 17, D17 E9Z5	185,322
117	CAE STS LIMITED - INNOVATION DRIVE, BURGESS HILL, INNOVATION DRIVE, WEST SUSSEX, RH15 9YW	80,652
118	CAE TRAINING & SERVICES UK LTD - FLEMING WAY, Crawley, FLEMING WAY, WEST SUSSEX, RH10 9UH	155,585
119	CARROWO LTD - 800 THE BOULEVARD, CAPABILITY GREEN, 800 THE BOULEVARD, Luton, LU1 3BA	1,466
120	CARDIFF AIRPORT - VALE OF GLAMORGAN, VALE OF GLAMORGAN, Cardiff, SOUTH GLAMORGAN, CF23 3BD	1,379
121	CELADOR RADIO LIMITED - 36 LONG ACRE, 36 LONG ACRE, 36 LONG ACRE, London, WC2E 9LG	3,600
122	CENTRELINE AV LIMITED - Centre Line, Bristol Airport, BRISTOL AIRPORT, NORTH SOMERSET, BS48 3DP	61,487
123	CHERRY PROFESSIONAL LIMITED - SIMPLICITY, The Carlson Suite, Vantage Point Mitchelldean, SIMPLICITY, Gloucestershire, GL17 0DD	25,472
124	CHILDREN'S HOSPICE SOUTH WEST - LITTLE BRIDGE HOUSE, REDLANDS ROAD, LITTLE BRIDGE HOUSE, DEVON, EX31 2PZ	121
125	CHRIS BRING CONSULTING LTD - 7/A BOUNGLES - 8A DITON Green, Woodditon, Newmarket, Newmarket, CB8 9SQ	996
126	CHUBB FIRE & SECURITY LTD - PO BOX 37, CHUBB HOUSE, PO BOX 37, Coventry, TW16 7SL	142
127	City of Derry Airport (CDDA) - CODA (Operations) Limited, Airport Road, CODA (Operations) Limited, Co. Derry, BT47 3GY	1
128	Clycabs (Derry) Ltd - 27-31 William Street, 27-31 William Street, 27-31 William Street, Londonderry, BT48 6EP	1106
129	CITYJET - SWORDS BUSINESS CAMPUS, BALHEARY ROAD, SWORDS BUSINESS CAMPUS, CO DUBLIN, Ireland	5,363
130	CITYSKYHUSSET - 7 LILLA BADHUSGATAN 2, 7 LILLA BADHUSGATAN 2, 7 LILLA BADHUSGATAN 2, Göteborg, SE 411 21	641
131	CIVIL AVIATION AUTHORITY - AVIATION HOUSE, GATWICK AIRPORT SOUTH, AVIATION HOUSE, Gatwick, RH6 0YR	12,536
132	Click Travel - Alpha Tower, Suffolk Street, Alpha Tower, Birmingham, B1 1TT	42,213
133	Colchester - 8 THE CENTRE, TREETREE, 8 THE CENTRE, Colchester, CO5 0HF	7,723
134	COLIN NAPIER DANNES LTD (MULLER) - 37 ALDER DRIVE, PORTLETHEN, Aberdeenshire, Scotland, AB12 4WA	754
135	Colligent Inkasso AB - Box 11482, SE-404 39 Göteborg, Box 11482, SE-404 39 Göteborg, 40430	98
136	COMFORT HOTEL NORRHOPIING - SALTANGSGATAN 29, PO BOX 7620, SALTANGSGATAN 29, SALTANGSGATAN 29, 602 22	73
137	COMPLETE OFFICE SOLUTIONS (UK) LTD - DAUGHTERS COURT, SILKWOOD PARK, DAUGHTERS COURT, WAKEFIELD, WYS 9TQ	7,286
138	COMPLIANCE HEALTH & SAFETY LIMITED - 18 NORTH MANOR WAY, , 18 NORTH MANOR WAY, , L25 9HW	1,800
139	CONTRACT SOLUTIONS GRAMPAN LTD - UNIT A4, WELLHEADS CRESCENT, WELLHEAD INDUSTRIAL ESTATE, UNIT A4, WELLHEADS CRESCENT, ABERDEEN, AB21 7GA	2,387
140	Cool Bananas GMBH - Brehmstraße 51, Kandel, Brehmstraße 51, , 74670	363
141	COOPHAGEN AIRPORTS A/S - POSTBOKS 74, LUFTHAVNSBOULEVARDEN 6, POSTBOKS 74, Denmark, 2770 Kastrup	1,457
142	Copthorne Hotels Limited - Victoria House, Victoria Road, Victoria House, Surrey, RM6 7AF	15,256
143	Cornwall Airport Ltd - Cornwall Airport Newquay, St Mawgan, Cornwall Airport Newquay, Cornwall, TR8 4RQ	1,399
144	CRAG TOOLS INTERNATIONAL LTD - UNIT 6 RIDING COURT, BUCKINGHAM ROAD INDUSTRIAL ESTATE, BRACKLEY, UNIT 6 RIDING COURT, Brackley, NN13 7BH	234
145	CROMWELL - PO BOX 14, CHARTWELL DRIVE, Wigston, Leicester, LE18 1AT	2,424
146	CROWME PLAZA HOTEL - MILAN AIRPORT - VIA GIACOMO LEOPARDI 14, VIA GIACOMO LEOPARDI 14, VIA GIACOMO LEOPARDI 14, Milan, 20123	3,824
147	CT Corporation - PO Box 4349, Carl Stream, PO Box 4349, IL, 60197-4349	223
148	Customer Refunds/Ad-Hoc Cheque Payments FAX - Unit 1 Pegasus Business Park, East Midlands Airport, Unit 1 Pegasus Business Park, Derbyshire, DE74 2TU	18,113
149	DALROSC HANDLING ABERDEEN - Aberdeen Airport, Dyce, Aberdeen Airport, Dyce, AB21 7DU	37,352
150	DANSKE COMMODITIES A/S - VAERKEMESTERGADE 3, , 3RD FLOOR, VAERKEMESTERGADE 3, , DK-8000	686
151	Davies Turner Air Cargo Limited - Unit A1, Calder way, Unit A1, , SL3 0BQ	101,071
152	DELTA CALIBRATION LTD - 18 SANDYFORD ROAD, , 18 SANDYFORD ROAD, , PA3 4HP	4,307
153	DELIVAG LUFFFAHRTVERSICHERUNGS - AG - Delvag Luftfahrtversicherungs-Ag, Von-Göblens Strasse 2-6, Delvag Luftfahrtversicherungs-Ag, , D - 50679	7,272
154	DEUTSCHE LUFTHANSA AKTIENGESELLSCHAFT - KIRK B/D/C, LINNICHSTR. 48, KIRK B/D/C, D 50933	308
155	DGM DANGEROUS GOODS MANAGEMENT LTD - Unit 1, Site 4, Howe Moss Drive, Kirkhill Ind. Estate, Dyce, Unit 1, Site 4, Howe Moss Drive, , AB21 0GL	785
156	DHL International (UK) Ltd - Dufy VAT - PO Box 524, Hounslow, , Middlessex, TW3 9LP	1,622
157	DHL INTERNATIONAL (UK) LTD - HELLBORN HOUSE, 1 DURES GREEN AVENUE, FAGGS ROAD, FELTHAM, MIDDLESEX, TW14 0LR	38,464
158	DISCOVER THE WORLD - 7020 EAST ACORN DRIVE, STE 100, , 7020 EAST ACORN DRIVE, STE 100, ARIZONA, 85254	504
159	DISCOVER THE WORLD MARKETING - 7020 East Acorn Drive, , 7020 East Acorn Drive, , 85254	660
160	DISCOVER THE WORLD MARKETING - 7020 East Acorn Drive, SCOTTSDALE, 7020 East Acorn Drive, ARIZONA, AZ 85254	19,615
161	DIVERSIFIED AERO SERVICES INC - DASH - 10000 NW 25th St, , MIAMI, Florida USA, FL 33172	4,177
162	DNA Gastronomie GMBH - Lenbachplatz, München, Lenbachplatz, , 80333	941
163	DONNINGTON MANOR HOTEL - HIGH STREET, Castle Donington, , DERBY, DE74 2PP	69
164	DOTT ROBERTO DIAFERIA - VIA CARLO RAVAZZA 34/1, , VIA CARLO RAVAZZA 34/1, , IT20149	3,596
165	DOUBLETREE BY HILTON NEWCASTLE AIRPORT - WOOLSTINGTON, NEWCASTLE UPON TYNE, , NE13 8BZ	2,326
166	EAST MIDLANDS AIRPORT - C/O GROUP FINANCE SHARED SERVICES, OLYMPIC HOUSE, 4TH FLOOR, C/O GROUP FINANCE SHARED SERVICES, , M90 1QX	24,087
167	EASTERN AIRWAYS - SCHIPHOL HOUSE, HUMBERSIDE AIRPORT , SCHIPHOL HOUSE, , DN39 6TH	14,777
168	Eden Springs UK Ltd - Unit B, 3 Uvingstone Boulevard, Hamilton International Technology Park, Blantyre, Lanarkshire, G72 0BP	163
169	EE Limited - DD (MAIN) - PO Box 52, , Sheffield, , S96 1DX	6,849
170	EFM GMBH - POSTFACH 23 16 25, , Flughafen Munich, Deutschland, 85325	3,493
171	Egencia UK Ltd - 9th Floor, 3 Piccadilly, Manchester, , M1 3BH	15,000
172	EMBRAER AVIATION INTERNATIONAL SAS - 33 Rue des Vanesses Paris Nord II, Villepinte, 33 Rue des Vanesses Paris Nord II, , BP57356-95942 NOISY	16,140
173	EMBRAER EMPRESA BRASILEIRA DE AERONAUTICA - AV. BRIGADEIRO, FARIA LIMA 2170, PC 075/1, Sao Jose dos Campos Brazil, 12227-901	8,137
174	EUdaim Deutschland GmbH - Philosophenweg 31-33, Duisburg, , Germany, 47051	5,430
175	EUCLAIM NL BV - Vossenstraat 6, Arnhem, , Netherlands, 6811 JL	4,176
176	Eurclain UK BV - Vossenstraat 6, Arnhem, , Netherlands, 6811 JL	1,725
177	Fairplane UK Limited - 2nd Floor Westgate House, Marlow, 2nd Floor Westgate House, Essex, CM20 1YS	1,640
178	Fan Engine Securitization Ltd c/o PAFS Ireland Ltd - Unit H Block 4, Shannon Business Park, Shannon, Co. Clare, Ireland	14,599
179	FAS FRANKFURT AVIATION SERVICE GMBH - Flughafen Frankfurt am Main, , GER 511, FRANKFURT AM, 60549	263
180	FC BAYERN MUNCHEN BASKETBALL GMBH - SEIGENBUNGER STRASSE 45, 81373, München, Deutschland, 81373	191
181	FEDERAL EXPRESS EUROPE INC - PO BOX 119, , Coventry, , CV1 4DD	1,064
182	FIR Flying Ltd - 49 Park Lane, , Derby, DE74 2JF	255
183	FLIGHT DATA SYSTEMS - BUILDING 9, BRITANNIA COURT, THE GREEN, WEST DRAYTON, , U87 7PH	18,132
184	Flight Delays Pay - FDP House, 15 The Furlongs, Lingfield, Surrey, RH17 6AD	1,054
185	FLUGHAFEN BREMEN GMBH - FLUGHAFENALLE 20, , Bremen, Germany, 28199	3
186	FLUGHAFEN HAMBURG GMBH - Flughafenstrasse 1-3, , Hamburg, Germany, 22335	4,989
187	FLUGHAFEN HANNOVER - Flughafenstrasse 4, , Lungenhagen, Germany, 30855	4,102
188	FLUGHAFEN KÖLN/BONN GMBH - Kennedystrasse, , Köln, Germany, 51147	527
189	FLUGHAFEN MÜNCHEN GMBH (TZ) - Hordalke 25, , München, Germany, 80356	2,862
190	Flughafen Saarland GmbH - Balkhasar-Goldstein-Strasse, , Saarbrücken, Germany, 66131	2,500
191	FLUGHAFEN STUTTGART GMBH - Flughafenstrasse 32, , Stuttgart, Germany, 70629	85
192	FLUGHAFEN ZÜRICH AG - 8058 Zurich-Flughafen, , Zurich, 8058	1,333
193	FLYBE LTD - HANGAR 2, EXETER INTERNATIONAL AIRPORT, , , EXS 28G	6,990
194	flybmi.dk - Dræningensgade 66, 3 sal, 1420, København K, Denmark	1,330
195	FRACARES SERVICES GMBH - FAC 1, HUGO-ECKENHOF-RING, Frankfurt am Main, Germany, 60549	829
196	FRAPORT AG - FRANKFURT AIRPORT SERVICES WORLDWIDE, , Frankfurt am Main, Germany, 60547	30,911
197	Fraport Slovenija, d.o.o - Zgoraj Brsk 130A, , 4210 Brsk, Slovenia, 4210	394
198	Freie und Hansestadt Hamburg - Heusenfelder Str 19, , Hamburg, Germany, 21109	1,020
199	FRESH-JET ABERDEEN LTD - DUNDEE AIRPORT, RIVERSIDE DRIVE, Dundee, Scotland, DD2 1UK	2,310
200	GAC SERVICES (UK) LTD - UNIT 5, X2 BUILDING, Longford, Hounslow, TW6 2GE	314

201	GATE GOURMET SWEDEN AB - PO BOX 124, Stockholm-Arlanda, Sweden, SE-190 46	2,651
202	GAZPROM ENERGY - 5TH FLOOR BAUMHAUS, 27 QUAY STREET, Manchester, M3 3GY	2,601
203	G&T W B.V. - American Express Meetings & Events, Königswall 1, Dortmund, Germany, DE-44137	1,197
204	GESAC S.p.A. - Aeroporto Internazionale di Napoli - Sede Legale, Via Del Riposo, Naples, Italy, 95-80144	763
205	GLASTONBURY SPRING WATER COMPANY LIMITED - Gipsy Lane, Glastonbury, SOMERSET, BA6 8Y	76
206	GLOBAL AVIATION CO - 120 TECHNOLOGY PARKWAY, Peachtree Corners, Georgia, U.S.A. GA 30092	5,262
207	Global Radio Services Limited - PO Box 2020, Reading, Berkshire, RG31 7YG	2,429
208	GOODRICH AEROSPACE UK LTD - HATFIELD SERVICE CENTER, INTERCHANGE 3, PROBISHER WAY, HATFIELD BUSINESS PK, Hatfield, Hertfordshire, AL10 9TG	3,263
209	Goodrich Control Systems - The Radleys, Marston Green, Birmingham, West Midlands, B33 0NZ	7,730
210	G-OPS FRANCE - 188 RUE DES CHARDONNIERETS, Roissy-en-France, France, 95926	1,551
211	GRAMPLAN PACKAGING SUPPLIES LTD - UNIT 11 WELLHEADS TERRACE, WELLHEADS INDUSTRIAL ESTATE, DYCE, Aberdeen, AB21 7GF	754
212	Green Claims BV - Overtoom 197-4, 1054 HT, Amsterdam, Netherlands, 1054 HT	2,354
213	Gulf Aviation - Centas Energy UK Ltd, 202 Bridgewater Place, Warrington, WA3 6WG	58,804
214	HAM Ground Handling GmbH & Co KG - Flughafenstr. 1-3, Flughafen Hamburg, Germany, 22335	64,972
215	Hampton by Hilton Bristol airport - Bristol airport, Northside Road, Bristol, North Somerset, BS48 3AQ	43,338
216	HANSAIR LOGISTICS GMBH - GUTENBERGSTRASSE 51 A, Norderstedt, Germany, 22848	1,247
217	Hauptzollamt Gießen - Dienststelle Wiesel 3401, Leinenweberstrasse 4, Bad Hersfeld, Germany, 36231	245
218	HB (Law) T/A Hayward Baker Solicitors - Wats House, Wallington Hill, Fareham, Hampshire, PO16 7BJ	19,261
219	HCM Electrical Limited - Unit 6, Amber Trading Estate, Artic Way, Giltbrook, Nottingham, NG16 2HS	204
220	Heat Connection Ltd - 5 - 19 Holland Street, Aberdeen, AB25 3UJ	1,237
221	HEATHROW AIRPORT LIMITED - HEATHROW AIRPORT LIMITED, Hounslow, MIDDLESEX, TW6 3JH	15
222	HELLERMANN TYTON LTD - SHARSTON GREEN BUSINESS PARK, 1 ROBESON WAY, WYTHENSHAW, Manchester, M22 4TY	125
223	HFE Signs - Unit 12 Lancaster Park, Newborough Road, Derby, DE13 9PD	129
224	HFP STEUERBERATUNGS GMBH - BEATROGASSE 32, 1030 Wien, Austria, 1030	931
225	HINT MEDIA LIMITED - ST MARTIN'S HOUSE, 7 PEACOCK LANE, Leicester, LEICESTERSHIRE, LE1 5P2	14,755
226	Home Office Shared Service Centre - HD Box 5003, Newport, NP20 9BB	189
227	Home Office Shared Service Centre - HD Box 5003, Newport, NP20 9BB	2,000
228	HONEYWELL AVIONIC SYSTEMS - 1830 INDUSTRIAL AVENUE, WICHITA, 1830 INDUSTRIAL AVENUE, KS 67216	7,230
229	Hop I (Lease) - 30 Avenue Leon Gaumont, Paris, 75990	143,115
230	HOP Regional - USD - Direction Maintenance, Aeroport Nantes Atlantique, 44340	120,311
231	HOP REGIONAL - DIRECTION DE LA MAINTENANCE, ZI AERONAUTIQUE SUD, 149 AVENUE DU BREZET, DIRECTION DE LA MAINTENANCE, ZI AERONAUTIQUE SUD, ,	75,804
232	HUSVARNIA STADSHOTELL AB - ERIC DAHLBERGSGATAN 20, Huskvarna, Sweden, 561 32	203
233	ING BROOKS LIMITED - BOLNEY PLACE, COMFOLD ROAD, BOLNEY PLACE, WEST SUSSEX, RH17 5QT	530
234	ATA INTERNATIONAL AIR TRANSPORT ASSOCIATION - 800 Place Victoria, PO Box 113, 800 Place Victoria, Quebec, H4Z 1M1	281
235	Iberia, Líneas Aéreas de España, SAU Operadora - Dirección de Aeropuertos, Dirección de Aeropuertos, Madrid, 49 28027	154
236	INFARE SOLUTIONS A/S - BONGENGDALE 14, 2. FLOOR, COPENHAGEN	9,706
237	INFULTE JET CENTRE LTD - HANGAR 173, HANGAR 173, CA24 8QU	1,966
238	INITIAL WASHROOM SOLUTIONS - PO Box 4975, PO Box 4975, DY11 9FA	1,982
239	INX AVIATION - IFA N-3400, IFA N-3400, 3320	3,416
240	Interorbital Aviation Logistics GmbH - Rüdorfer Weg 36-38, Rüdorfer Weg 36-38, 24548	367
241	INVESTORS IN PUBLISHING LIMITED - PUBLISHING HOUSE, UNIT 3, BRIDGEBANK INDUSTRIAL ESTATE, TAYLOR STREET, PUBLISHING HOUSE, UNIT 3, BL6 7PD	360
242	IRON MOUNTAIN (UK) LIMITED - (SALES LEDGER) WHITELAW HOUSE, MACMILLAN ROAD, (SALES LEDGER) WHITELAW HOUSE, EH54 7DF	5,073
243	Isle of Man Government - Department of Infrastructure, Ports Division, Sea Terminal Buildings, Department of Infrastructure, Ports Division, Isle of Man, IM1 2RF	362
244	IS-BAYFAST LIMITED - 2 WESTMEAD, 2 WESTMEAD, WILTSHIRE, SN5 7SY	2,010
245	IT MASTAREN AB - OSTRA BANGATAN 28, OSTRA BANGATAN 28, 703 61	1,974
246	Itlab - Riverside, Agcroft Road, Riverside, M27 8SJ	863
247	Itlab (DIRECT DEBIT) - Riverside, Agcroft Road, Riverside, M27 8SJ	12,838
248	Jansen & Jansen Rechtsameerke - Am Giesdieleck 1, Rön, 50823	665
249	JBB Rechtsanwälte - Christenstraße 18/19, 10119 Berlin, Berlin, 10119	199
250	JL CORPORATE LTD - UNIT 1, HITHER GREEN, UNIT 1, BRISTOL, BS21 6XT	286
251	Jonköping Airport AB - EUR - Jonköping Flygplats, Jönköping, 55593	11,968
252	Jonköping Airport AB - Jonköping Flygplats, Jönköping, 55593	48,354
253	Jota Aviation Ltd - 1st Floor Viscount House, London Southend Airport, Southend on Sea, Essex, SS2 6TF	66,852
254	JURYS INN EAST MIDLAND AIRPORT - CASTLE DOWINGTON, CASTLE DOWINGTON, DE74 2SH	864
255	JURYS INN RIVERNESS - Milburn road, Milburn road, RV2 3TR	3,242
256	K2 GLOBAL LTD - UNIT A, BOYV VALLEY INDUSTRIAL ESTATE, BOYV VALLEY ROAD, UNIT A, BOYV VALLEY INDUSTRIAL ESTATE, BEAKSHIRE, SL6 4EI	3,828
257	KARLSTAD AIRPORT AB - KSADPPT - KARLSTAD AIRPORT AB, KARLSTAD AIRPORT AB, SE-655 91	74,512
258	KAYS MEDICAL LIMITED - 3/7 SHAW STREET, LIVERPOOL, 3/7 SHAW STREET, L6 3HH	642
259	Klarstærns Makler AB - Magasin 3, Magasin 3, Karlstad, 65216	18,437
260	KLM UK Engineering Ltd - Liberator Road, Norwich International Airport, Liberator Road, Norfolk, NR6 6ER	180
261	KLX Inc - 88289 Expedite Way, 88289 Expedite Way, IL, IL 60895-0001	1,125
262	Lagardere Travel Retail Austria GmbH - Office Park 1, 80B/02, A-1300 Flughafen Wien, Office Park 1, 80B/02, A-1300	92
263	LANGSTAKE PRESS LTD - 1 LINKS PLACE, 1 LINKS PLACE, ABERDEEN, AB11 5QY	2,680
264	LARDER TREE - UNIT 11 WHOLESALE & TRADE PARK, CLARKE ROAD, UNIT 11 WHOLESALE & TRADE PARK, NG2 3UJ	294
265	LAS AEROSPACE LTD - DEXHAMPTON POINT, EXETER ROAD INDUSTRIAL ESTATE, DEXHAMPTON POINT, DEVON, EX20 1UA	1,899
266	LEEDS BRADFORD INTERNATIONAL AIRPORT LTD - Whitehouse Ln, Yeadon, Leeds, YORKSHIRE, LS19 7TU	3,166
267	Letiste BRNO s.r.o. - Turany 904/1, 627 00	58,986
268	LETTOVE PRAVADKOVE SLUZHBY SLOVENSKEJ REPUBLIKY - STATNY PODNIK, IVANSKA CESTA 93, STATNY PODNIK, SK 823 07	255
269	LEX AUTOFASSE LIMITED - Heathside Park, Heathside Park Road, Stockport, Cheshire, S83 0NB	333
270	LG-149 Lunar - Societe Luxembourgeoise de Navigation Aeriennne S.A., Societe Luxembourgeoise de Navigation Aeriennne S.A., L-2987	4,326
271	LIEBHERR AEROSPACE LINDBERGH GMBH - POSTFACH 1363, D-88153 LINDBERGH, POSTFACH 1363, ,	55,437
272	Linde Material Handling Scotland Limited - 3 Milton Road, College Milton North, 3 Milton Road, Glasgow, G74 5DH	832
273	LIVERPOOL JOHN LENNON AIRPORT LTD - OLD CONTROL TOWER, SPEKE, OLD CONTROL TOWER, L24 1YD	2,479
274	LOGANAIR - St Andrews Drive, Glasgow Airport, St Andrews Drive, PA3 2TG	138,475
275	LONDON SOUTHEAST AIRPORT COMPANY LTD - LONDON SOUTHEAST AIRPORT, LONDON SOUTHEAST AIRPORT, ESSEX, TW14 8HA	5,278
276	LONES (UK) LTD T/A WORKPLACE PRODUCTS - TIMMIS ROAD, LYE, TIMMIS ROAD, WEST MIDLANDS, DY9 7BQ	379
277	Losch Airport Service Stuttgart GmbH - Betriebsstätte, Flughafen Stuttgart, Postfach 230116, Betriebsstätte, Flughafen Stuttgart, D-70621	3,035
278	LOVETTS SOLICITORS - BRAMLEY HOUSE, OLD PORTSMOUTH ROAD, BRAMLEY HOUSE, GU3 1LR	4,404
279	LS Airport Services Spółka Akcyjna - ul. Wirazowa 35, ul. Wirazowa 35, 02-158	64
280	LSA Konsult - Harnvegatan 12, Harnvegatan 12, 72341	2
281	LSG SKY CHIEFS BELGIUM - MAATSCHAPPELIJKE ZETEL, BUILDING 53, MAATSCHAPPELIJKE ZETEL, ZAVENTEM, BE 1930	32,588
282	LSG Sky Chiefs Frankfurt International GmbH - Hugo-Eckener-Ing, Ghd 116, hugo-Eckener-Ing, Frankfurt, D-60549	2,668
283	LUFTHANSA CITYLINE GMBH - SUDALLEE 15, SUDALLEE 15, D 85356	18,527
284	LUFTHANSA TECHNIK BRUSSELS - Oude Maachtsesteenweg - Bld 117D, STEENOKKERZEEL, Oude Maachtsesteenweg - Bld 117D, B-1820	57,240
285	LUFTHANSA TECHNIK LOGISTIK SERVICES GMBH - WEG BEIM JÄGER 193, WEG BEIM JÄGER 193, 22335	2,660
286	LUFTHANSA TECHNIK MAINTENANCE INTERNATIONAL GMBH - PO BOX 750365, FRANKFURT AIRPORT, PO BOX 750365, D-60533	4,083
287	LUFTHAVNEN (Esbjerg) - ESBERG MUNICIPALITY, JOHN TRANUMS VEJ 20, ESBERG MUNICIPALITY, 6705	13,305
288	LUGGAGE REPLACEMENT SERVICE - UNIT C3, HORSTED KEYNES IND PARK, CHDER HILL, UNIT C3, HORSTED KEYNES IND PARK, HAYWARDS HEATH, RH17 7BA	1,576
289	LULEÅ TAXI AB - NORDKALOTTVÄGEN 4 B, NORDKALOTTVÄGEN 4 B, SVERIGE, 97254	186
290	Mafarcal S.L. - Apdo. Correo 50.002, Apdo. Correo 50.002, 7080	148
291	MANCHESTER AIRPORT PLC - C/O GROUP FINANCE SHARED SERVICES, OLYMPIC HOUSE, 4TH FLOOR, Manchester, M90 1QX	5,511
292	MANKEWICZ UK LLP - UNIT 26, ASHVILLE WAY, UNIT 26, LEICESTERSHIRE, LE8 6NU	501
293	Meggit - Howarth Road, Madderhead, Berkshire, SL6 1AP	4,015
294	MEL AVIATION LTD - LAURENCE WALTER HOUSE, ADDISON ROAD, CHILTON INDUSTRIAL ESTATE, LAURENCE WALTER HOUSE, ADDISON ROAD, SUFFOLK, CO10 2YW	2,442
295	Mercuries Aviation (Sverige) AB - BOX 197, 19045 STOCKHOLM ARLANDA, BOX 197, 19045	12,855
296	Meridian International VAT Consulting Limited - Level B, Westgate House, Level B, London, W5 1YY	1,754
297	MERIDIAN VAT PROCESSING INTL - TALLAGHT BUSINESS PARK, TALLAGHT, TALLAGHT BUSINESS PARK, ,	9
298	MERRESOR AB - KLARBERGSGATAN 72, KLARBERGSGATAN 72, SE-111 20	728
299	METRONET (UK) LTD T/A M24SERVEN - Units 1-4 Greenheys, Manchester Science Park, Units 1-4 Greenheys, Manchester, M15 6JJ	299
300	MICHAEL PAGE INTERNATIONAL RECRUITMENT LIMITED - 3rd Floor, WELLINGTON HOUSE, 20 QUEENSAIRE, 3rd Floor, WELLINGTON HOUSE, BERKSHIRE, SL1 1DN	6,660
301	MILJOTAXI i KARLSTAD AB - KARLBERGSGATAN 5, KARLBERGSGATAN 5, KARLSTAD, 652 24	8,556
302	Ministerium für Energie - Infrastruktur und Landesentwicklung, Mecklenburg-Vorpommern, Infrastruktur und Landesentwicklung, ,	8,556
303	MITE Aviation Security Limited - ELDER HOUSE, 3RD FLOOR, 590-598 ELDER GATE, ELDER HOUSE, 3RD FLOOR, MK9 1LR	4,499
304	MORGAN WARD (NOT) LTD - DALE ROAD, NEW MILLS, DALE ROAD, SK22 4NW	4,721
305	Mount Charles Group Ltd. - 261-263 Ormeau Road, 261-263 Ormeau Road, BT7 3GG	20
306	MPI LIMITED - COURTSIDE HOUSE, TELFORD SQUARE, TOWN CENTRE, COURTSIDE HOUSE, SHROPSHIRE, ,	4,609

307	ALPHAREAD Aerospace Limited - 33 Oakfield Road, Pease, London, SE20 8YW	14,395
308	ATICE AIRCRAFT SERVICES & SUPPORT GAMBH - CARGO CIT SUD GER 640, CARGO CIT SUD GER 640, D 60549	31,790
309	NATS (EN ROUTE) PLC - CITYPOINT, 2ND FLOOR, CITYPOINT, EDINBURGH, EH12 5HD	1,256
310	NAY PORTUGAL E.P.E. - NAVEGACAO AEREA DE PORTUGAL, RUA D EDIFICIO 121, NAVEGACAO AEREA DE PORTUGAL, LISBOA, P1700-008	72
311	NAYAK AIRCRAFT SERVICE GAMBH & CO. KG - Flughafen Halle 7, Dörschdorf, Germany, 40474	731
312	Mayak aircraft Service Netherlands BV - P.O.Box 75 689, 1118 ZS Schiphol, NETHERLANDS	27,156
313	NAYAK AIRCRAFT SERVICES ITALY S.R.L. - PORTE DE L'ARENAS, MALL C - 455, PROMEDADE DES ANGLAIS, PORTE DE L'ARENAS, MALL C - 455, 6209	222
314	NAYAK AIRCRAFT SERVICES ITALY S.R.L. - EDIFICIO 33A LATO PISTA, VARCO DONGAMALE 1, EDIFICIO 33A LATO PISTA, FRUMICHO AEROPORTO (ROMA), 54	807
315	Newcastle Airport Taxis - Taxi Control Building, Newcastle International Airport, Taxi Control Building, NE11 9BZ	406
316	NEWCASTLE INT AIRPORT LTD - WOOLLSINGTON, NEWCASTLE UPON TYNE, WOOLLSINGTON, NE13 8BZ	7,277
317	NEWREST ALL LTD - 14 WATT ROAD, 14 WATT ROAD, GLASGOW, G52 4RT	264,957
318	NEWREST FRANCE TLS - 8, ALLEE HENRI POTET, 8, ALLEE HENRI POTET, 31700	13,903
319	NEWREST SERVAIR LCY UK LTD - 437 NORTH WOOLWICH ROAD, 437 NORTH WOOLWICH ROAD, LONDON, E16 2BS	14,692
320	NH BALMORCHER AIRPORT - LOHSTRASSE 21, 85445 SCHWABING/BERG, LOHSTRASSE 21, 85445	9,994
321	NORDIC AVIATION GROUP AS - Lemnäsarna 106 13, 13415 Tallinn, Estonia	31,280
322	Norfolk Airport AB - Norfolping Airport, NORFOLPING, Sweden, 82661	2,594
323	NORWICH TRAVEL RETAIL LTD - TERMINAL BUILDING, NORWICH AIRPORT, TERMINAL BUILDING, NORFOLK, NR6 6AA	1,191
324	Osborne Aircraft Services Ltd - Claydon Lane, Claydon Lane, Essex, S66 7UP	1,613
325	OFFICE ANGELS - UNIT 3010 THE PAVILIONS, THE CRESCENT, SOLIHULL PARKWAY, BIRMINGHAM BUSINESS PARK, UNIT 3010 THE PAVILIONS, THE CRESCENT, WEST MIDLANDS, B37 7YE	2,345
326	Office Team Ltd - Unit 4, 500 Purley Way, Croydon, Surrey, CR0 4HZ	8,379
327	OGMA INDUSTRIA AERONAUTICA DE PORTUGAL S - ALVENCA DO RIBATEJO, 2615 - 173 ALVERCE, ALVENCA DO RIBATEJO, .	931,772
328	OK-064 CZECH AIRLINES AS CSA - JANA KASPARA 1069/L, JANA KASPARA 1069/L, 16008	21
329	OK-257 Austrian Airlines AG DBA Austrian - Office Park 2 Vienna Airport, PO Box 100, Office Park 2 Vienna Airport, .	36
330	Oscar Associates (UK) Limited - Freight Exchange, Peter Street, Freight Exchange, M2 5GB	2,115
331	OSTRA HUSBY TAXI AB - VÄGNGATAN 12, 603 63	1,900
332	PALM & GYLL AB - MYRBY 6, MYRBY 6, SVENIGE	315
333	Parlar Haverhill Corporation - CHOMERICS DIVISION, 77 DRAGON COURT, CHOMERICS DIVISION, MA, MA 01888	7,469
334	Pitney Bowes - Building 5, Trident Place, Mosquito Way, Hatfield, AL10 9UJ	316
335	PLANEWRIGHTS LTD - UNIT 14, OXWICH COURT, FENDROD BUSINESS PARK, UNIT 14, OXWICH COURT, ., SAG 8BA	660
336	Plex Garages - Bridgewater Road Service Station, Dundry, Bridgewater Road Service Station, ., B518 8JP	1,216
337	Polish Air Navigation Services Agency - Ul. Wlczowa, Ul. Wlczowa, ., D1-147	4,328
338	Port Lotniczy Lublin S.A. - Hempla 6, Hempla 6, ., 20-008	14,450
339	Portakabin (Scotland) Ltd - New Lane, Hantington, York, YO32 9PT	1,799
340	POWER SWISS CATERING AG - AIR CATERER MUNICH, POSTFACH 30, AIR CATERER MUNICH, ., 9423	130,799
341	PPG INDUSTRIES INC - PO BOX 534985, PO BOX 534985, GA, GA 30353-4985	159
342	Pratt & Whitney Component Solutions Inc - 4905 Startha Drive, 4905 Startha Drive, ., MI 49441	1,359
343	PREMIERE HANDLING LTD - ROOM 22, LEVEL 7, TERMINAL 1, MANCHESTER AIRPORT, ROOM 22, LEVEL 7, TERMINAL 1, ., M90 1QX	661
344	PrintPrint (Leicester) Ltd - 247 Hinchley Road, 247 Hinchley Road, ., LE3 0TG	90
345	Priority Freight (LHM) Limited - Unit D1 Dolphin Industrial Estate, Windmill Road, Unit D1 Dolphin Industrial Estate, Middlesex, TW16 7HE	288
346	PRISMA SOLUTIONS SRL - UNPERSONALE - SEDE LEGALE, VIALEE PASTEUR 46, UNPERSONALE - SEDE LEGALE, ., 144	697
347	PRODEX - 10 RUE DU MEUNIER, 10 RUE DU MEUNIER, BP18066, 10 RUE DU MEUNIER, ., 95723	216
348	RADISSON BLU HOTEL - Herald Way, Pegasus Business Park, East Midlands Airport, Herald Way, Pegasus Business Park, DERBY, DE74 2TZ	3,061
349	RADDOX INTERNATIONAL INC - 6310 Hazeltine, National Drive, 6310 Hazeltine, Florida, FL 32822	7,405
350	Ramsda Du Vinc's Hotel Derry - 15 Culmore Rd, 15 Culmore Rd, ., BT48 8BH	1,875
351	Redhill Engineering - Pump Lane, Redhill, Wokingham, Bristol, BS40 5RW	114
352	Regard Aviation - 21 Avenue Georges V - 75008, 21 Avenue Georges V - 75008, ., 75008	4,011
353	REPROM CO LTD - VIMAEK STRANEJ 9, VIMAEK STRANEJ 9, ., 8400	606
354	REPROTEC CONNECT FOR LTD - AEROTECH HOUSE, 38 CHURCHILL PARK, REPROTEC HOUSE, NOTTINGHAM, .	671
355	REPUBLIQUE FRANCAIS - DIRECTION DE LA NAVIGATION AERENNE, 50 RUE HENRI FAUMAN, DIRECTION DE LA NAVIGATION AERENNE, .	1,520
356	Republique Francais - Nois Tax Only - DGAC/GFU - Agence Comptable Secondaire, Charge de Recouvrement des taxes aeronautiques, DGAC/GFU - Agence Comptable Secondaire, ., 13617	21,610
357	Revenue Group - T/A Symbolics Ltd - Teme house, Whitlington Road, Teme house, Worcester, WR5 5RY	9,564
358	REVENUE MANAGEMENT SYSTEMS INC - 2003 Western Avenue, Suite 725, 2003 Western Avenue, Washington, WA 98121	4,802
359	REVENUE AFU - 1 AVENUE DE LATHAM 47, BP12, 1 AVENUE DE LATHAM 47, ., 76490	1,082
360	RIJNSCHENST VOOR SOCIALE ZENERHEID - VICTOR HORTAPLEW 11, VICTOR HORTAPLEW 11, ., 1060	477
361	RINGARUMS LINJETRAFIK AB - RYKANGSVAGEN 1, RYKANGSVAGEN 1, ., 61041	1,829
362	Ringarums Resor - Rykangsvagen 1, Ringarums, Rykangsvagen 1, ., 61041	875
363	Ringarums Resor/Vidrigarums AB - Rykangsvagen 1, Hyttan 34, Rykangsvagen 1, ., 61041	2,075
364	ROVER CITY DELIVERY - PO BOX 22939, SACRAMENTO, PO BOX 22939, .	21
365	ROE PARK RESORT - ROE PARK, 40 DRUMMAGH ROAD, ROE PARK, NORTH IRELAND, BT49 9LB	18,424
366	Rolls-Royce Corporation - 25306 Network Place, Chicago, 25306 Network Place, ., 60673-1253	1,815,006
367	Rolls-Royce plc - Moor Lane, Group Enec, Moor Lane, ., DE24 8BU	5,610
368	ROSTOCK AIRPORT - FLUGHAFENSTR. 1, D-18299, FLUGHAFENSTR. 1, .	24,335
369	RS COMPONENTS LTD - PO BOX 99, BIRCHINGTON ROAD, PO BOX 99, NORTHANTS, NN17 9NS	9,933
370	S Stuttgart Ground Services GmbH - Postfach 230411, Postfach 230411, ., 70624	2,341
371	SBD Publishing (Scotland) Ltd - STAN - T/A STAN Scottish Travel Agents News, 190 - 194 Main Street, T/A STAN Scottish Travel Agents News, Glasgow, G78 1SL	204
372	SAAB AB - SUPPORT & SERVICES, BOX 1026, SUPPORT & SERVICES, ., S-831 29	3,537
373	SAFARI ONSHORE - FORTES BUSINESS CENTRE, SCHOOL ROAD, FORTES BUSINESS CENTRE, ABERDEENSHIRE, AB51 0UX	1,749
374	SAFENAMES LTD - SAFENAMES HOUSE, SUNRISE PARKWAY, LINFORD WOOD, SAFENAMES HOUSE, ., ME14 6LS	543
375	SAFETY-KLEEN UK LTD - PROFILE WEST, 950 GREAT WEST ROAD, PROFILE WEST, MIDDLESEX, TW8 9ES	740
376	Saga Turin Airport - Strada Aeroporto, 12, 10072 Caselle Torinese TO, Italy, .	44
377	SAS GROUND HANDLING NORWAY AS - BRONNØYVÅDELINGEN, TENBUSI BASE 2, BRONNØYVÅDELINGEN, GARDERMOEN, NO 2050	2,709
378	SATAM A/S - SATAM USA INC - 3993 TRADEPORT BLVD, 3993 TRADEPORT BLVD, GA, GA 30354	544
379	SAYWELL INTERNATIONAL - AVIATION CENTRE, DOWNLANDS BUSINESS PARK, AVIATION CENTRE, WEST SUSSEX, BN14 9LA	17,300
380	Scandic Wm KSO - Scandic Hotels AB, Morse Strandgatan 9-11, Scandic Hotels AB, ., SE-652 24	12,513
381	SO YZW (SO WORD) - BROUWERSVLIET 2, BROUWERSVLIET 2, .	26,779
382	SO Work Group NV/SA - BROUWERSVLIET 5, BROUWERSVLIET 5, ., B 2000	2,567
383	SEAL DYNAMICS A MICO COMPANY - 600 PRIME PLACE, HAUPPAUGE, 600 PRIME PLACE, NEW YORK, NY 11788	1,161
384	Select Service Partner AS - SSP Norway - Henrik Ibsens veg, Flyporten, Henrik Ibsens veg, Gardermoen, 2061	106
385	Shenzhen Zhongqi Hardware Product Co. Ltd. - 3/F-2, Bldg. 5, 1st Industrial Zone, Huangmubai, Xiliang Street, Baoan Dist., Shenzhen, Guang.	649
386	Signature Flight Support - RSS Jet Centre, Hangar 7, Fairways Way, RSS Jet Centre, ., M90 5HE	8,174
387	SIGNATURE FLIGHT SUPPORT UK REGIONS LTD - Dakota Road, Derby, ., DE74 2TL	11,528
388	SK-Mid Limited - Units 1 & 2 Roman Park, Roman Way, Colshill, ., B46 1HS	11,082
389	SITA SC GLOBAL - V PARKU 2336/22, Prague 4, Prague, ., CZ 14800	18,257
390	Slat rent a car (Damage claims) - Slat house, 5 Langley Quay, Slat house, Slough, SL3 6EY	3,462
391	Slone Medical Group - Aviation - Slone Healthcare Centre, Armshall Business Park, Discovery Drive, Aberdeenshire, AB32 6FG	1,152
392	Skyspares Ltd - Hameldown Road, (Champton, Devon, EX20 3JA	1,738
393	SKYWHEELS GROUP LTD - UNIT C, 5/7 TUDOR ROAD, ALTRINCHAM BUSINESS PARK, ., CHESHIRE, WA14 5RZ	1,804
394	SMALANDSBUSSEN AB - HUMLEVAGEN 30, HUMLEVAGEN 30, Jönköping, SE 553 38	7,979
395	SMITH PARTNERSHIP - Norman House, Friar Gate, ., DERBY, DE1 1HU	250
396	SOC D'EXPLOITATION DE L'AEROPORT DE GRENOBLE - Aeroport grenoble 1 geo, 38590 ST ETIENNE DE ST GEORIS, AEROPORT DE GRENOBLE-ISERE, FR 38590	1,958
397	SOLAR COMMUNICATIONS LTD - ARMSTRONG COMMUNICATION - Magnetic House, Waterfront Quay, Salford Quays, MANCHESTER, M50 3XW	1,670
398	SOLO SERVICE GROUP - 1 Ads Court, Riverside Business Park, Mallard Way, SWANSEA, SA7 0AJ	1,757
399	Spectre Overseas Aircraft Limited - Riverside One, Sir John Rogerson's Quay, Dublin, .	4,154
400	Spectrum Printing Services Ltd - 301 Waterlode Road, Hamilton Business Park, Leicester, LE5 1TL	5,292
401	SPF Pension & Forsikring AB - Huvudkontor Vaggatan 10, 111 20 Stockholm, Sweden, 105 39	1,504
402	SSP SWEDEN - SCANDINAVIAN SERVICE PARTNER AB, ARNLANDA, BOX 67, SCANDINAVIAN SERVICE PARTNER AB, ., 190 45	80
403	STANSTED AIRPORT LIMITED - Enterprise House, Stansted Airport, ., ESSEX, CM24 1QW	123,995
404	STC TWENTY ONE LTD - THE WALDOFF CENTRE, 1290 LONDON ROAD, ALVASTON, ., DERBYSHIRE, DE24 8QP	11,400
405	STEVE JACOBS - AVIATION CONSULTANT & TRAINING - TRADEWINDS, CHURCH ROAD, ., SOUTHAM, CV47 9PW	7,159
406	STONIA AVIATION - 22 Longbridge House, Horley, Gatwick, ., RH6 0PJ	201,573
407	Sud Corse Airport Landing Assistance (SCALA GH) - Aéroport Figari Sud Corse, Aéroport Figari Sud Corse, France, 20114	1,941
408	Svensk Cater AB - 2 Sallum Road, ., Upplands Väsby, Stockholm, ., 194 43	5,244
409	SVENSDAVIA AB - Stockholm, Stockholm, Sigtuna Municipality, Sweden, SE 190 45	10,100
410	SWISSPORT GB LTD - SWISSPORT HOUSE, HAMPTON COURT, MANOR PARK, SWISSPORT HOUSE, HAMPTON COURT, CHESHIRE, WA7 1TT	312,188
411	Swissport Handling SA - C/ Bahia de Pollensa, no 11, 24082 Madrid, C/ Bahia de Pollensa, no 11, ., 24042	920
412	Swissport Hellas Sud SA - Eleftherios Venizelos Airport, Athens, Greece, 19019	47

413	SWISSPORT INTERNATIONAL AG - GENEVA - STATION GENEVA, CASE POSTALE 776, STATION GENEVA, CH 1215	99
414	SWISSPORT INTERNATIONAL AG - ZURICH - Flughafenstrasse 55, 8152 Gattolengo, Switzerland, 8058	169
415	SWISSPORT IRELAND LIMITED - CARGO TERMINAL 2, DUBLIN AIRPORT, Dublin, Ireland, CQF7 3V	337
416	SWISSPORT LOSCH GAMBI & CO - Ludwigstrasse 47, 85399 Hallbergmoos, MÜNCHEN, Germany, DE-85333	81,518
417	Swissport Skanska Ltd - Enterprise House, Barlingbourn Road, Scattered Airport, Essex, CM24 1RW	40,775
418	TARBES LOURDES PYRENEES AIRPORT S.E.A.T.L.P. - S.E.A.T.L.P., BP003, S.E.A.T.L.P., France, 65290	32
419	TAM JONSKÖPING AB - DATONGATAN 5, Huskvarna, Sweden, 561 33	13,491
420	TAXIOL FÖSTERGÖTLAND - Norrlig Rörigatan, Umeå, Sweden, 60044	3,408
421	THE BRUSSELS AIRPORT COMPANY N.V./S.A. - LUCHTHAVEN BRUSSEL NATIONAAL, LUCHTHAVEN BRUSSEL NATIONAAL, BE-1930	140,896
422	THE GUILD OF TRAVEL MANAGEMENT - 2ND FLOOR, BUTLER HOUSE, 177/8 TOTTENHAM COURT ROAD, London, W1T 7WY	12,000
423	Thomas Maier Rechtsanwälte - Maltestrasse 58, Germany, 68219 Mannheim	56,812
424	Three Cherries Ltd - Orchard Street Business Centre, 14 Orchard Street, Bristol, BS1 5EH	354
425	THY COURBES LTD - UNIT 6, METHERCOMB INDUSTRIAL ESTATE, WICHMAN ROAD, UNIT 6, METHERCOMB INDUSTRIAL ESTATE, REMFRESHIRE, PA3 2RD	267
426	TOPORBUS LTD - ZWISCHENWIEDERLASSUNG BERLIN, SAATWIKLER DAMM 42-43, ZWISCHENWIEDERLASSUNG BERLIN, 13627	145
427	TP Aerospace - Svanholmens 165A, DK-2650 Hvidovre, Denmark, DK-2650	24,129
428	TRAFIK OG BYGGEVÆRSEN - DANISH TRANSPORT & CONSTRUCTION AGENCY, Carsten Niebuhrs Gade 43, Denmark, 1577 København	764
429	Transdev Aeroport Perpignan - Avenue Maurice Bellonte, Avenue Maurice Bellonte, 66000	934
430	TRANSPORTSTYRELSEN - SWEDISH TRANSPORT AGENCY, Olaf Kyrögata 35, Mörköp, Sweden, SE 601 73	44,077
431	TRAVELPORT INT OPS LTD - SUITE 29-31, CHERRY ORCHARD NORTH, KEMBRAY PARK, SUITE 29-31, CHERRY ORCHARD NORTH, SH2 8UH	46,915
432	Trodat (UK) Limited - 144 Haldon Road, Paisley, PA2 6DH	170
433	TUF TREUHAND UNION FRANKFURT GMBH - Idine Wiesenau 1, Frankfurt, Germany, 60323	922
434	TV LICENSING - 300 TEMPLE STREET, BRISTOL, 180 TEMPLE STREET, BS1 6AB	89
435	UPS Limited - UPS House, Forest Road, UPS House, Middlesbrough, TW13 7DY	936
436	URBAN ART ORGANIZATION GMBH - HOTTERSTR. 12, HOTTERSTR. 12, 80331	6,420
437	Vasebusearna AB - Storgatan 10, Storgatan 10, Sverige, 66057	5,799
438	Vastbo Taxi AB - Skimgatan 1, Skimgatan 1, 33230	310
439	VERBAND DEUTSCHES REISEMANAGEMENT EV - DARMSTADTER LANDSTR 125, DARMSTADTER LANDSTR 125, DE 60590	1,152
440	Verkehrsholding Saarland GmbH - Balhaus-Goldstein-Strasse, Balhaus-Goldstein-Strasse, 66131	13,812
441	Village Cars (S.D.) Ltd - Unit 5 The Offices, Bridge Farm, Sirelin Lane, Unit 5 The Offices, Derby, DE73 7HH	123
442	VP GATWICK LTD - UNIT 3, POVEY CROSS ROAD, UNIT 3, RH6 0AF	1,007
443	VSTAIN SYSTEMS LTD - THE GRANARY, HORTHAM FARM, THE GRANARY, BS22 4FW	27,000
444	VOX HOTEL AB - LANFMAATANGRAND 2, JONSKÖPING, LANFMAATANGRAND 2,	70
445	WATTS AVIATION SERVICES LIMITED - CHURCH ROAD, CHURCH ROAD, GLOUCESTERSHIRE, GL15 5EH	13,699
446	Web Windows Marketing Ltd T/A Anderson & Vines - Prestigale House, 3 - 7 Prestigale, Prestigale House, PE1 1JH	1,013
447	Wesco Aircraft (MEA) Ltd - Lawrence House, Riverside Drive, Lawrence House, BD19 4DH	11,900
448	WHITE TIGER PH - 74 TAYBRIDGE ROAD, 74 TAYBRIDGE ROAD, SW13 3PT	9,875
449	Widerøe Ground Handling AS - Langstranda 6, Postboks 247, Langstranda 6, 8003	18,701
450	WISAG Aviation Contracting GmbH & Co KG - Heriotsstrasse 3, Heriotsstrasse 3, 60525	52,659
451	WORLDPAY - 270-289 The Science Park, Bann Road, 270-289 The Science Park, CB4 0WE	2,909
452	WORLDPAY - PAYMENT TRUST LTD - 55 MARSELL STREET, 55 MARSELL STREET, E1 6AN	2,063
453	WOT - Lufthansa Industry Solutions - Am Prime Parc 1, Am Prime Parc 1, 65479	7,821
454	Zero Executive Jet Centres Ltd - Bridgeview House, Bridgeview House, CV37 8YX	39
455	ZENZ TECHNOLOGIES B.V. - NACHTWACHTILAAN 20 24, 1585A AMSTERDAM, NACHTWACHTILAAN 20 24,	4,318
456	ZERO OCTA UN LIMITED - AVENUE COURT, VICTORIA AVENUE, AVENUE COURT, SURREY, GU15 3HX	4,037
457	ZODIAC AEROSPACE SERVICES UK LTD - UNIT 810 AVENUE WEST, SKYLINE 120, UNIT 610 AVENUE WEST, ESSEX, CM77 7AA	163
458	ZUCKERSUCHT GMBH - STERNSTRASSE 6, München, Germany, 85609	616
459	Non preferential employee payments taken from List C	3,773,880
460	UK & overseas air passenger duty, airport passenger taxes & overseas VAT ticket charges	1,450,183
461	Employee PAYE/NP charges	354,940
462	Accruals - unbilled invoices	331,496
		17,197,657

Signed

Date

21/03/2019

Notes to the Statement of Affairs

1. The statement of affairs takes no account of the cost and expense of the Administration process.
2. The inclusion of any creditor in the Directors' statement of affairs is not an admission of liability. All claims will be subject to adjudication by the Joint Administrators.
3. The Directors have not had the benefit of legal advice when considering the validity of the various charges and claims registered against the Company.

Appendix D - Summary of Joint Administrators' Time Costs and Category 2 disbursements for Period 18 February 2019 to 5 April 2019

Name of Assignment
British Midland Regional Limited

Detail of Time Charged and Rates Applicable for the Period From 18/02/2019 to 05/04/2019

[illegible]

D. General Administration										
01. Insurance Matters	2.15	605.90	2.85	604.20				5.00	1,210.10	
02. VAT	1.75	477.85	7.25	1,529.50				9.00	2,007.35	
03. Taxation	2.80	901.80	1.20	254.40				4.00	1,156.20	
04. Instruct Liase Solicitors	6.80	2,446.00						6.80	2,446.00	
05. Investigations	6.00	1,908.20	3.00	636.00				9.00	2,544.20	
07. Receipts/Payments Account	7.70	2,604.50	3.90	826.80	0.45	57.15	10.05	22.10	4,240.20	
08. Remuneration Issues	1.50	484.50						1.50	484.50	
09. Statutory Matters	14.75	4,489.15	55.50	11,595.00	0.35	44.45		70.60	16,128.60	
10. Contractual Matters	0.40	178.80						0.40	178.80	
12. Press PR Matters	0.40	136.40						0.40	136.40	
13. General Meetings	5.50	2,087.50	0.50	106.00				6.00	2,193.50	
14. General Discussions	15.50	11,780.00	18.60	6,247.50				47.85	20,920.00	
15. Gen. Admin Correspondence	4.55	2,425.15	72.50	18,554.60	20.35	2,584.45	126.90	266.25	40,048.70	
16. Maintain Internal Files	1.30	337.30	1.30	256.10				2.60	593.40	
99. Other Matters	2.10	518.70	0.40	78.80				2.50	597.50	
sub total.	20.05	14,205.15	144.25	41,978.70	21.15	2,686.05	136.95	454.00	94,885.45	
D. General Administration										
E. Assets Realisation/Deals										
03. Asset Tracing	1.10	491.70						1.10	491.70	
04. Agent Instruction/Liasing	7.70	3,282.90	10.90	2,310.80				18.60	5,593.70	
06. Property Related Matters	26.25	8,824.05	20.35	4,314.20				46.60	13,138.25	
07. Debt Collection	37.90	10,390.50	0.75	159.00				38.65	10,549.50	
08. Dealing with Charged Assets	0.75	399.75	18.85	6,369.55				19.60	6,769.30	
09. Dealing with other Assets	0.75	399.75	61.70	22,596.30				66.75	23,907.65	
10. HP Leasing Matters	14.10	4,309.90	22.80	4,833.60				36.90	9,143.50	
12. Retention of Title	3.55	1,311.25	18.70	3,964.40				22.25	5,275.65	
14. Sale of Business Assets	16.50	12,540.00	4.00	1,788.00				20.50	14,328.00	
99. Other Matters	7.00	2,387.00	6.70	1,420.40				13.70	3,807.40	
sub total.	18.00	13,339.50	182.15	61,751.15	84.50	17,914.00		284.65	93,004.65	
E. Assets Realisation/Deals										

[illegible]

The table below summarises the disbursements incurred.

Description	Category 1 £	Category 2 £
Staff Subsistence	832.12	
Hotels	2,692.26	
Travel Costs (including parking)	60.42	
Staff Mileage		1,926.19
Postage	174.67	
Room Hire	666.67	
Total	4,426.14	1,926.19

We propose to recover from the estate the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency. In these cases a charge of 45p per mile (5p extra per passenger) is raised which is in line with the HM Revenue & Customs Approved Mileage Rates (median - less than 10,000 miles per annum) which is the amount the firm pays to staff. Where costs are incurred in respect of mileage, approval will be sought in accordance with the Insolvency (Scotland) Rules to recover this disbursement.

A creditor's guide to office holder remuneration can be accessed via: <https://www.icas.com/technical-resources/creditor-guides-to-office-holder-remuneration>

Appendix E - A Creditors' Guide to Administrators' Remuneration (Scotland)

This guide applies to all appointments on or after 6 April 2006.

1 Introduction

When a company goes into administration the costs of the proceedings are paid out of the company's assets in priority to creditors' claims. The creditors, who hope eventually to recover some of their debts out of the assets, therefore have a direct interest in the level of costs, and in particular the remuneration of the insolvency practitioner appointed to act as administrator. The insolvency legislation recognises this interest by providing mechanisms for creditors to determine the basis of the administrator's remuneration. This guide is intended to help creditors be aware of their rights under the legislation to approve and monitor remuneration and outlays and explain the basis on which remuneration and outlays are fixed.

2 The Nature of Administration

Administration is a procedure which places a company under the control of an insolvency practitioner and the protection of the court with the objective of:

- (a) rescuing the company as a going concern, or
- (b) achieving a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in administration), or
- (c) realising property in order to make a distribution to one or more secured or preferential creditors

Administration may be followed by a company voluntary arrangement or liquidation.

3 The Creditors' Committee

Where a meeting is held by the Administrator the creditors have the right to appoint a committee with a minimum of 3 and a maximum of 5 members. One of the functions of the committee is to determine the basis of the administrator's remuneration. The committee is established at the meeting of creditors which the administrator is required to hold within 10 weeks of the administration order (or longer with the consent of the court) to consider his proposals. The administrator must call the first meeting of the committee within 3 months of its establishment, and subsequent meetings must be held either at specified dates agreed by the committee, or when a member of the committee asks for one, or when the administrator decides he needs to hold one. The committee has power to summon the administrator to attend before it and provide such information as it may require.

4 Fixing the Administrator's Fees

The basis for fixing the administrator's remuneration is set out in Rule 2.39 of the Insolvency (Scotland) Rules 1986 which states that it may be a commission calculated by reference to the value of the company's property with which he has to deal. It is for the creditors' committee (if there is one) to fix the remuneration and Rule 2.39 says that in arriving at its decision the committee shall take into account:

- the work which, having regard to the value of the company's property, was reasonably undertaken by the administrator; and
- the extent of his responsibilities in administering the company's assets.

Although not specifically stated in the rules, the normal basis for determining the remuneration will be that of the time costs properly incurred by the administrator and his staff.

If there is no creditors' committee, or the committee does not make the requisite determination, the administrator's remuneration will be fixed by the creditors.

Where no meeting is held, the administrator's remuneration is approved by each secured creditor of the company or where a distribution to the preferential creditors is proposed by each secured creditor and 50% in value of the preferential creditors disregarding those who do not respond or withhold approval.

5 What Information should be provided by the Administrator?

Claims by the administrator for the outlays reasonably incurred by him and for his remuneration shall be made in accordance with Rule 2.39 of the Insolvency (Scotland) Rules 1986 which provides that within two weeks after the end of an accounting period, the administrator shall submit to the creditors' committee or if there is no creditors' committee, to a meeting of creditors:

- his accounts of intrusions for audit;
- a claim for the outlays reasonably incurred by him and for his remuneration, broken down into category 1 disbursements, being those costs where there is specific expenditure relating to the administration of the insolvent's affairs and referable to payment to an independent third party, and category 2 disbursements, which are costs which include elements of shared or allocated costs, and are supplied internally by the administrator's own firm and

The administrator may at any time before the end of an accounting period submit to the creditors' committee or a meeting of creditors an interim claim for category 1 and 2 disbursements reasonably incurred by him and for his remuneration.

When seeking agreement to his fees and disbursements, the administrator should provide sufficient supporting information to enable the committee or the creditors to form a judgement as to whether the proposed fee and disbursements are reasonable having regard to all circumstances of the case. The nature and extent of the supporting information which should be provided will depend on:

- the nature of the approval being sought;

- the stage during the administration of the case at which it is being sought; and
- the size and complexity of the case.

Where, at any creditors' committee meeting or meeting of creditors, the administrator seeks agreement to the terms on which he is to be remunerated, he should provide the meeting with details of the charge-out rates of all grades of staff, including principals, which are likely to be involved on the case.

Where the administrator seeks agreement to his remuneration during the course of the administration, he should always provide an up to date receipts and payments account. Where the proposed remuneration is based on time costs the administrator should disclose to the committee or the creditors the time spent and the charge-out value in the particular case, together with, where appropriate, such additional information as may reasonably be required having regard to the size and complexity of the case. The additional information should comprise a sufficient explanation of what the administrator has achieved and how it was achieved to enable the value of the exercise to be assessed (whilst recognising that the administrator must fulfil certain statutory obligations that might be seen to bring no added value for creditors) and to establish that the time has been properly spent on the case. That assessment will need to be made having regard to the time spent and the rates at which that time was charged, bearing in mind the factors set out in paragraph 4.1 above. To enable this assessment to be carried out it may be necessary for the administrator to provide an analysis of the time spent on the case by type of activity and grade of staff. The degree of detail will depend on the circumstances of the case, but it will be helpful to be aware of the professional guidance which has been given to insolvency practitioners on this subject.

The guidance suggests the following areas of activity as a basis for the analysis of time spent:

- Administration and planning
- Investigations
- Realisation of assets
- Trading
- Creditors
- Any other case specific matters

The following categories are suggested as a basis for analysis by grade of staff:

- Partner
- Manager
- Other senior professionals
- Assistants and support staff

The explanation of what has been done can be expected to include an outline of the nature of the assignment and the administrator's own initial assessment, including the anticipated return to creditors. To the extent applicable it should also explain:

- Any significant aspects of the case, particularly those that affect the amount of time spent.
- The reasons for subsequent changes in strategy.
- Any comments on any figures in the summary of time spent accompanying the request the administrator wishes to make.

- The steps taken to establish the views of creditors, particularly in relation to agreeing the strategy for the assignment, budgeting, time recording, or the drawing, or agreement of remuneration.
- Any existing agreement about remuneration.
- In cases where there are distributable funds available to unsecured creditors by means of the creditors' prescribed part, how the administrator has allocated remuneration and costs with regard to dealing with the administration of and agreeing of unsecured creditors' claims. Remuneration in respect of time spent dealing with issues specific to the funds for ordinary creditors will be applied against the creditors prescribed part, prior to the funds being distributed, and will not be applied against the total funds available to all creditors, including those available to the floating charge holder.
- Details of how other professionals, including subcontractors, were chosen, how they were contracted to be paid, and what steps have been taken to review their fees.

It should be borne in mind that the degree of analysis and form of presentation should be proportionate to the size and complexity of the case. In smaller cases not all categories of activity will be relevant, whilst further analysis may be necessary in larger cases.

Where the remuneration is charged as a commission based on the value of the company's property with which the administrator has had to deal, the administrator should provide details of any work which has been or is intended to be contracted out which would normally be undertaken directly by the administrator or his staff.

Any claim for outlays must be approved in the same way as remuneration. Professional guidance issued to Insolvency Practitioners requires that where the administrator proposes to recover costs which, whilst being in the nature of expenses or disbursements may include an element of shared or allocated costs (such as room hire, document storage or communication facilities) they must be approved as if they were remuneration. Such disbursements must be directly incurred on the case and subject to a reasonable method of calculation and allocation. A charge for disbursements calculated as a percentage of the amount charged for remuneration is not allowed.

Payments to outside parties in which the office holder or his firm or any associate has an interest should be disclosed to the body approving remuneration and should be treated in the same way as payments to himself. They therefore require specific approval as remuneration prior to being paid.

6 What If a Creditor is Dissatisfied?

If the administrator's remuneration has been fixed by the creditors' committee or by the creditors, by virtue of Rule 2.39A of the Insolvency (Scotland) Rules 1986, any creditor or creditors of the company representing in value at least 25 per cent of the creditors may apply to the court not later than eight weeks after the end of an accounting period for an order that the administrator's remuneration be reduced, on the grounds that it is, in all the circumstances excessive.

Notwithstanding the fact that the statutory time limit for appealing expires eight weeks from the end of the accounting period concerned, it is normal practice to advise the creditors that they may appeal within 14 days of being notified of the determination in cases where this extends beyond the statutory appeal period.

7 What if the Administrator is Dissatisfied?

If the administrator considers that the remuneration fixed by the creditors' committee or by resolution of the creditors is insufficient he may apply to the court for an order increasing its amount or rate. If he decides to apply to the court he must give at least 14 days' notice to the members of the creditors' committee and the committee may nominate one or more of its members to appear or be represented on the application. If there is no committee, the administrator's notice of his application must be sent to such of the company's creditors as the court may direct, and they may nominate one or more of their number to appear or be represented. The court may order the costs to be paid as an expense of the administration.

8 Other Matters Relating to Fees

Where there are joint administrators it is for them to agree between themselves how remuneration payable should be apportioned. Any dispute arising between them may be referred to the court, the creditors' committee or a meeting of creditors.

Appendix F - BDO LLP Remuneration and Disbursements Policy

In accordance with best practice we provide below details of policies of BDO LLP in respect of fees and expenses for work in relation to the above insolvency.

The current charge out rates per hour of staff within our firm who may be involved in working on the insolvency follows:

Charge Out Rates by Staff Grade - All Offices	£
Partner - Principal	494 - 760
Director - Manager	218 - 586
Senior executive	167 - 302
Executive	71 - 255
Support staff/Secretary	70 - 105

This in no way implies that staff at all such grades will work on the case.

The rates charged by BDO LLP are reviewed each year and are adjusted to take account of inflation and the firm's overheads.

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Units of time can be as small as 3 minutes. BDO LLP records work in respect of insolvency work under the following categories:-

- Pre Appointment
- Steps upon Appointment
- Planning and Strategy
- General Administration
- Asset Realisation/Management
- Trading Related Matters
- Employee Matters
- Creditor Claims
- Reporting
- Distribution and Closure
- Other Issues

Under each of the above categories the work is recorded in greater detail in sub categories. Please note that the 11 categories provide greater detail than the six categories recommended by the Recognised Professional Bodies who are responsible for licensing and monitoring insolvency practitioners.

Where an officeholder's remuneration is approved on a time cost basis the time invoiced to the case will be subject to VAT at the prevailing rate.

Where remuneration has been approved on a time costs basis a periodic report will be provided to any committee appointed by the creditors or in the absence of a committee to the creditors. The report will provide a breakdown of the remuneration drawn and will enable the recipients to see the average rates of such costs.

Other Costs

Where expenses are incurred in respect of the insolvent estate they will be recharged. Such expenses can be divided into 2 categories.

a) Category 1 Disbursements

This heading covers expenses where BDO LLP has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, travel (by public transport), couriers, searches at company house, land registry searches, fees in respect of swearing legal documents, external printing costs etc. In each case the recharge will be reimbursement of a specific expense incurred.

Where applicable, disbursements will be subject to VAT at the prevailing rate.

b) Category 2 Disbursements

We propose to recover from the estate the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency. In these cases a charge of 45p per mile is raised which is in line with the HM Revenue & Customs Approved Mileage Rates (median - less than 10,000 miles per annum) which is the amount the firm pays to staff. Where costs are incurred in respect of mileage, approval will be sought in accordance with the Insolvency (Scotland) Rules to recover this disbursement.

Where applicable, all disbursements will be subject to VAT at the prevailing rate.

Appendix G - Creditor's Questionnaire

1. Name of Creditor (Your Name)
2. How long have you been supplying the Company?
3.
 - a) On what date did you last supply goods to the Company?
 - b) What is the age of the oldest debt?
4. What were the agreed credit terms with the Company?
5. On what date did the Company first exceed the agreed credit terms?
6. Did you at any time refuse to continue supplying the Company on credit, or seek to recover goods not paid for?
7. Were any payments from the Company not honoured?
8. What, if any, action did you take to obtain payment, e.g. issuing a writ?
9. What was the Company's reaction to any action you have indicated you took under question 8?

Appendix H - Statement of Administrators' proposals, AM03(Scot)

In accordance with
Rule 3.35 of the
Insolvency (Scotland)
(Company Voluntary
Arrangements and
Administration) Rules
2018 & Paragraph 49
of Schedule B1 to the
Insolvency Act 1986

AM03 (Scot) Notice of administrator's proposals



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1	Company details
Company number	S C 1 0 4 6 5 7
Company name in full	British Midland Regional Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2	Administrator's name
Full forename(s)	Francis Graham
Surname	Newton

3	Administrator's address
Building name/number	c/o BDO LLP Central Square
Street	29 Wellington Street
Post town	Leeds
County/Region	
Postcode	L S 1 1 5 R U
Country	

4	Administrator's name ●
Full forename(s)	Antony
Surname	Nygate

● Other administrator
Use this section to tell us about
another administrator.

5	Administrator's address ●
Building name/number	55 Baker Street
Street	London
Post town	W1U 7EU
County/Region	
Postcode	
Country	

● Other administrator
Use this section to tell us about
another administrator.

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 additional insolvency practitioners.

✗ **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.

1

Appointment type

Tick to show the nature of the appointment:

- ☒ Administrator
- ☐ Receiver
- ☐ Nominee
- ☐ Supervisor
- ☐ Liquidator
- ☐ Provisional liquidator

● You can use this continuation page with the following forms:

- VAM1 (Scot), VAM2 (Scot), VAM3 (Scot), VAM4 (Scot), VAM6 (Scot), VAM7 (Scot), VAM8 (Scot)
- CVA1 (Scot), CVA3 (Scot), CVA4 (Scot)
- AM02 (Scot), AM03 (Scot), AM04 (Scot), AM05 (Scot), AM06 (Scot), AM07 (Scot), AM08 (Scot), AM09 (Scot), AM10 (Scot), AM12 (Scot), AM13 (Scot), AM14 (Scot), AM19 (Scot), AM20 (Scot), AM21 (Scot), AM22 (Scot), AM23 (Scot), AM24 (Scot), AM25 (Scot)
- REC1 (Scot), REC3 (Scot)
- LIQ13 (Scot), LIQ14 (Scot), WU15 (Scot)
- COM1 (Scot), COM2 (Scot)

2

Insolvency practitioner's name

Full forename(s)	James
Surname	Stephen

3

Insolvency practitioner's address

Building name/number	4 Atlantic Quay
Street	70 York Street
Post town	Glasgow
County/Region	
Postcode	G 2 8 J X
Country	

AM03 (Scot) Notice of Administrator's Proposals

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 **James Stephen**

Company name **BDO LLP**

Address **4 Atlantic Quay**

70 York Street

Post town **Glasgow**

County/Region

Postcode **G 2 8 J X**

Country

DX **BRNOTICE@bdo.co.uk**

Telephone **01412 483 761**

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 and dated 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:

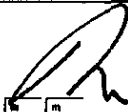
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh.

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

AM03 (Scot) Notice of Administrator's Proposals

6		Statement of proposals	
		<input checked="" type="checkbox"/> I attach a copy of the statement of proposals	
7		Sign and date	
Administrator's Signature	Signature X		X
Signature date	'11	04	'20'1'9