



Park First Freeholds Limited
Park First Gatwick Rentals Limited
Park First Glasgow Rentals Limited and
Help Me Park Gatwick Limited (all in
administration)

Joint administrators' progress report for the period from 4 January 2021
to 3 July 2021

2 August 2021



Contents

1.	Glossary	1
2.	Introduction & Summary	3
3.	Progress of the administrations	5
4.	Investigations	7
5.	Pre-administration costs	8
6.	Administrators' remuneration	8
7.	Administration expenses	9
8.	Estimated outcome for creditors	12
9.	Outstanding matters	13
10.	Privacy and data protection	13
11.	Ending the administrations	13
12.	Creditors' rights	14
13.	Next report	15

Appendices

I	Receipts and payments account	18
II	Administrators' Remuneration on a set amount (or fixed fee)	23
III	Staffing, charging, subcontractor and adviser policies and charge out rates	25
IV	Professional advisers	28
V	Administrators' expenses	32
VI	Category 2 expenses (see Appendix III)	35
VII	Other administration expenses	36
VIII	Copy of Update to Investors and Creditors	37



1. Glossary

Abbreviation	Description
the Administrators	Finbarr Thomas O'Connell, Emma Louise Thompson, Adam Henry Stephens and Andrew Stephen McGill
the Companies	Help Me Park Gatwick Limited, Park First Freeholds Limited, Park First Gatwick Rentals Limited & Park First Glasgow Rentals Limited
BB	Buy Back
CVA	Company Voluntary Arrangement
CVL	Creditors' Voluntary Liquidation
FCA	Financial Conduct Authority
FRE	Fraser CRE Limited, property experts and chartered surveyors
FreeholdCos	Help Me Park Gatwick Limited and Park First Freeholds Limited
GFG	Group First Global Limited, being the sole shareholder of the Companies
HMPG	Help Me Park Gatwick Limited
HMRC	HM Revenue & Customs
IA86	Insolvency Act 1986 ~ If preceded by S this denotes a section number
IR16	Insolvency (England and Wales) Rules 2016 ~ If preceded by R this denotes a rule number
LLS	Lifetime Lease Scheme
London Luton	London Luton Airport Parking Limited
Luton Fund	The sale proceeds of a car park totalling £32m held by London Luton which are subject to the terms of an agreement between TW and the FCA
MdR	Mishcon de Reya LLP, acting as conflict lawyers and/or on contentious matters
MRO	MRO Consultants Limited
OpCos	Airport Parking Gatwick (Rentals) Limited and Paypark Limited
Period	The six-month period ended 3 July 2021
PFF	Park First Freeholds Limited
PFGAT	Park First Gatwick Rentals Limited
PFGLA	Park First Glasgow Rentals Limited
PH	Paul Hastings (Europe) LLP, the Administrators legal advisors on non-contentious matters
RentalCos	Park First Gatwick Rentals Limited and Park First Glasgow Rentals Limited

Abbreviation	Description
R3	R3 Association of Business Recovery Professionals
S&W	Smith & Williamson LLP
Sch B1	Schedule B1 to the Insolvency Act 1986 If preceded by P this denotes a paragraph number
SIP	Statement of Insolvency Practice (England & Wales)
SOA	Statement of Affairs
TW	Toby Whittaker, being a director of the Companies and ultimate beneficial owner of the GFG group

2. Introduction & Summary

This report provides an update on the progress of the administrations of the Companies for the six-month period ended **3 July 2021**. It should be read in conjunction with the Administrators' previous reports and statement of proposals.

By way of reminder, we, Finbarr Thomas O'Connell, Emma Louise Thompson, Adam Henry Stephens of Smith & Williamson LLP, 25 Moorgate, London, EC2R 6AY and Andrew Stephen McGill of Smith & Williamson LLP, 3rd Floor, 9 Colman Row, Birmingham B3 2BJ, were appointed Administrators of the Companies on 4 July 2019.

Please note that this report has been produced during the period of the Covid-19 pandemic. In light of the pandemic, we continue to monitor this situation and comply with the current guidance and regulations from the UK government.

Our team members are successfully working remotely from home as well as from the office, and we will continue to do so, as required, in line with the UK government's guidelines. We are fortunate to have at hand all the tools needed to communicate virtually, internally, and externally.

Please be aware that some case staff may be working outside normal business hours, but please be assured that your communications are important to us and will be responded to by the relevant team member who will contact you as soon as they are available to do so. We apologise in advance for any delay in responding to your communication and wish to take this opportunity to thank you for your patience and understanding during this unprecedented and challenging time.

If you have any concerns regarding this matter, please contact the Smith & Williamson Park First team by email at parkfirst@smithandwilliamson.com.

2.1 Background

Please see earlier progress reports regarding the background to the administrations.

2.2 Progress made in the Period (further detail is provided in Section 3)

Settlement agreement

- Since February 2021, the FCA, the defendants to the FCA's proceedings (including TW and various related individuals and companies (the "Respondents")) and the Administrators (together, the "Parties") have been in discussions regarding an overarching settlement agreement.
- The Administrators are pleased to confirm that (after the period covered by this report) the Parties have now entered into a settlement agreement, the key terms of which include the following sums to be made available for the benefit of investors and creditors: -
 - The Luton Fund less appropriate deductions;
 - A personal £1m contribution from TW; and
 - A further £25m to be contributed by the Respondents over the period of the proposed CVAs.
- Whilst the Administrators appreciate that the delays have been frustrating to investors and creditors, this significant additional contribution into the CVAs will result in an improvement to the investors' and creditors' financial outcome in the CVAs, as compared with the estimated outcome were the Companies to enter into liquidation rather than into CVA and also as compared with the previous iterations of the CVA proposals.

CVA proposals

- The Administrators have been working to conclude the drafting of the CVA proposals, which will give investors and other creditors an opportunity to vote on the future of the Companies and whether to remain in or to exit the restructured car parking scheme plus to possibly receive a cash settlement. Should the CVA proposals be rejected, the additional £25m which the Respondents have pledged will no longer be available to investors and creditors. Instead, the FCA will continue its proceedings against the

Respondents with a view to seeking an award from the Courts in favour of the FCA (for the benefit of the failed scheme investors).

- Furthermore, if the CVAs aren't approved, the Companies will likely exit administration and be placed into liquidation. The consequences of placing the Companies into liquidation have already been set out to investors and creditors in the update which is attached at Appendix VIII for ease of reference.
- Following the settlement agreement being reached between the Parties, the Administrators are working with their advisors in order to publish the CVA proposals as soon as possible add this is expected to happen within the next few weeks. An exact date, in this regard, will be given as soon as it is known.
- The Administrators will contact investors in the usual way (by email, or post if so requested) once the proposals are ready to be circulated. The CVA proposals will be available for download from the Administrators' website and portal as usual.

Investigations

- No further information has come to light in the Period to warrant further reporting to investors and creditors.

Trading / property

- The car parking sites continued to be mothballed during the Period and, accordingly, no net profit has been remitted to the RentalCos.

Statutory Matters

- A meeting with the creditors' committees of the Companies took place on 21 April 2021, to provide updates on, amongst other things: -
 - the progress of the Administrations, including the progress of the settlement discussions;
 - the CVA proposals and drafting of the associated documentation;
 - possible timing of issuing the CVA proposals; and
 - timing of paying the rent expense to investors.

Investor communications

- Website updates - The Administrators continue to provide regular updates to investors and creditors on our website at www.smithandwilliamson.com/park-first and our portal at www.ips-docs.com
- Emails and telephone calls - in the Period our team dealt with over 500 emails and telephone calls from investors and creditors

3. Progress of the administrations

Attached at Appendix I are the receipts and payments accounts for the Companies for the period from 4 January 2021 to 3 July 2021. These accounts also include cumulative figures for the period from 4 July 2019 to 3 July 2021.

3.1 Settlement agreement

The main work stream during the Period has been in relation to negotiating and agreeing the settlement agreement between the Parties. Whilst the settlement agreement was concluded after the Period, it is such a significant event that details of it have been included in the body of this report.

A summary of the work undertaken in relation to the settlement agreement is set out below: -

- Numerous meetings have been held between the Parties in order to negotiate the amount of further contributions required to be made into the CVAs and, in exchange, the releases provided to the Respondents;
- These protracted discussions lasted almost six months, during which time only very limited information could be shared with investors and creditors due to the sensitive and confidential nature of the discussions;
- The Administrators worked with MdR and the FCA to prepare the terms of the settlement agreement, which were further negotiated over a number of weeks between the Parties;
- As part of the settlement agreement, TW has agreed to provide security in favour of the FCA over various residential and commercial property interests. This provides two levels of comfort (1) that the properties cannot be sold without the FCA's consent and (2) if the Respondents were to fail to adhere to the terms of the agreement, it will allow for a faster recovery of funds for the benefit of investors and creditors.

Key terms of the settlement agreement include the following financial contributions: -

- The balance of the Luton Fund (of c.£15.5m) being paid across to the FCA. (Some of these funds have been used to provide for the rental payments due to the investors for the administration period, to settle the costs and expenses of the administrations to date, to cover the costs of the settlement agreement negotiations and of the planning for, and drafting of, the proposed CVAs.) These funds have now been transferred to the FCA and will be remitted to the Supervisors of the CVAs upon the approval of the CVAs;
- The £1m personal contribution from TW being paid across to the FCA. This amount has now been transferred and will be remitted to the Supervisors of the CVAs upon the approval of the CVAs;
- A further £25m will be contributed into the CVA fund by the Respondents as follows: -
 - £15m within three months of the CVAs being approved;
 - £5m in 2022; and
 - £5m in 2023.

In exchange for these substantial sums being contributed by the Respondents into the CVAs: -

- the FCA has agreed to stay its proceedings against the Respondents pending approval of the CVAs and the funds being remitted as set out above; and
- the Administrators have agreed not to pursue any possible actions they may have been able to bring against the directors and group companies with a view to securing additional recoveries for investors and creditors.

The Administrators feel that the settlement reached between the Parties will result in the best possible outcome for investors and creditors as:

- it has been represented to the Administrators that the financial contribution represents the net value of the vast majority of TW's assets, meaning that if, in the alternative, legal proceedings were brought against TW, it is unlikely, based on these representations, that a significantly greater recovery would be made than this amount, especially taking into consideration the time and costs associated with an asset recovery process;
- it means that the time and costs associated with pursuing litigation will not be incurred; and

- this represents a much quicker resolution for investors and creditors than in the alternative of liquidation and litigation, which could take at least 3 years to get judgement and then additional years to deal with possible appeals and to pursue bankruptcy/ asset recovery proceedings.

3.2 Investigations

No further information has come to light during the Period that has required any further reporting to the investors and creditors. The work undertaken in prior periods has been used to: -

- assist the Administrators in understanding what possible causes of action there could be if a settlement agreement could not be reached;
- understand the potential level of recoveries that could be sought if legal action was to be commenced (in particular, an appraisal was undertaken of TW's residential and commercial property interests based on the information available to us and the representations made to us); and
- assist in the overall financial settlement discussions with the Respondents in order to achieve the best possible outcome for investors and creditors.

3.3 CVA Proposals

Whilst the main focus in the Period was in relation to the settlement agreement, the Administrators will now turn their efforts to concluding the drafting of the CVA proposals and issuing them to investors and creditors as soon as possible. As mentioned above, it is hoped that this will happen within the next few weeks.

3.4 Trading / property

The car parking sites remained mothballed during the Period due to extremely low levels of bookings owing to the ongoing restrictions imposed by the UK Government on domestic and international travel.

The OpCos continued to act as car parking agents during the Period in order to mitigate the costs of the limited trading. Due to the limited amount of income in the OpCos, this has meant that there was insufficient revenue to allow any net profits to be paid to the RentalCos in the Period.

The Administrators continue to monitor the ongoing position with regard to travel restrictions along with their car parking specialists and may consider re-opening the car parks at an appropriate time if they can be traded profitably. It is, however, expected that the CVA proposals will be launched before any such re-opening of the car parks will be profitable. However, the CVAs are based on assumptions with regard to when the car parks will begin trading again, in line with estimates based on the available information and expert comment.

3.5 Statutory matters

There are certain statutory duties which the Administrators must undertake. Whilst in some instances these may not necessarily provide a direct financial benefit to investors or creditors, they are requirements of insolvency legislation and must therefore be undertaken.

Creditors' Committees

During the Period we held one meeting of the creditors' committees of the Companies.

A number of key matters were discussed during the consolidated meetings of the creditors' committees of the Companies, including: -

- Progress made regarding the discussions between the Parties, the outline terms of any potential settlement and the timing of the same;
- Updates in relation to the current proposed terms of the CVAs and progress made regarding drafting the associated documentation;
- The possible timing of when the CVA proposals might be put to investors and creditors and the subsequent timeline of the CVAs;
- The payment of any rent expense sums due to investors, the timing of such a payment and the practical matters to overcome in order to make the payment; and

- Statutory matters, including the Administrators' intention to seek extensions to the periods of the administrations.

Progress Report

The Administrators have produced and published their six-month progress report to 3 January 2021 and discharged their associated statutory duties such as submitting the report to the Registrar of Companies.

Extension of the administrations

An application to Court was made seeking a 12-month extension to the periods of the administrations for the following reasons: -

- In order to conclude the discussions between the Parties and secure additional contributions to the CVAs for the benefit of investors and creditors;
- To finalise the terms of, and enter into, a settlement agreement between the Parties;
- To allow the CVA proposals to be finalised and circulated to all investors and creditors following conclusion of the discussions; and
- If extensions weren't granted, it is likely to have resulted in a worse outcome for investors and creditors on the basis that the administrations would automatically end.

The Administrators are pleased to advise that the court granted the extensions to the periods of the administrations of the Companies, which are now due to expire on 3 July 2022, unless ended earlier or further extended. Whilst a 12-month extension has been granted, the Administrators are working to finalise the administrations as soon as possible.

3.6 Inter-Company Debtors

The position regarding the debtors has not changed. It is intended that these debts will be compromised as part of the CVA proposals. Should the CVAs not proceed for any reason, all inter-company debtors will be called in if to do so would result in a better outcome for the investors and the creditors.

3.7 Investor communications

We continue to provide regular updates to investors and creditors whilst also dealing with a large volume of correspondence by post, email and telephone.

Updates in relation to the Administrations are available to download at www.smithandwilliamson.com/park-first and www.ips-docs.com. Investors and creditors should continue to check these websites for further information and updates.

4. Investigations

Under the Company Directors Disqualification Act 1986, the Administrators have a duty to make a submission to the Secretary of State for Business, Energy & Industrial Strategy on the conduct of all those persons who were directors at the date the Companies entered administration or who held office at any time during the three years immediately preceding the administrations.

The Administrators have complied with their duty in this regard. As all submissions are strictly confidential, the Administrators are unable to disclose their content.

Additionally, the Administrators have a duty to investigate transactions to establish whether there may be any worth pursuing for the creditors' benefit from, for example, legal proceedings. Shortly after their appointment, the Administrators made an initial assessment of whether there could be any matters that might lead to recoveries for the estate and what further investigations may be appropriate. This assessment took into account information provided in response to our request to complete an investigation questionnaire and investigation work undertaken by our specialist forensic accountants.

The Administrators' findings have assisted the discussions between the Parties, with a settlement having been completed resulting in significant further contributions being made into the CVAs.

5. Pre-administration costs

The pre-Administration costs were reported in the Administrators' proposals dated 27 August 2019 and approved by a majority vote of investors and creditors at the adjourned creditors' meetings. The Administrators have sought and received approval to these costs from the creditors' committees from meetings held virtually during the first half of 2020. Details of our pre-Administration costs were provided within the July 2020 progress report.

6. Administrators' remuneration

The creditors' committees approved that the basis of the Administrators' remuneration be fixed by reference to a set amount, on 3 December 2020. This was granted following the Administrators providing fees and expenses' estimates and the members of the creditors' committees granting approval by voting in favour of the resolutions at a meeting held on 3 December 2020.

For ease of reference, a copy of the remuneration and expenses report provided to investors and creditors on 3 December 2020 can be viewed here: <https://smithandwilliamson.com/media/8212/20201203-update-to-investors-and-creditors.pdf>

The Administrators' remuneration on a set amount was fixed to 28 February 2021 as follows:

Company name	£
Help Me Park Gatwick Limited	463,690
Park First Freeholds Limited	565,445
Park First Gatwick Rentals Limited	2,152,469
Park First Glasgow Rentals Limited	2,175,105
Total	5,356,709

During this Period the Administrators have drawn the following amounts as remuneration: -

- £148,119 for Help Me Park Gatwick Limited;
- £163,191 for Park First Freeholds Limited;
- £646,096 for Park First Gatwick Rentals Limited; and
- £655,104 for Park First Glasgow Rentals Limited.

Overall, the Administrators have now drawn £3,264,532 against the total set fee agreed of £5,356,709. See Appendix II for a detailed schedule.

As the Administrators' remuneration has been agreed on the basis of set amounts, we do not show any SIP 9 summaries of our time costs here.

Please be aware that some of the work undertaken by the Administrators and their staff is required by statute and may not necessarily provide any financial benefit to investors and creditors. Examples would include dealing with former employees' claims through the Redundancy Payments Service and providing information relating to the Companies and their former officers as required by the Company Directors' Disqualification Act 1986.

A copy of "A Creditor's Guide to Administrator's Fees", as produced by R3, is available free on request or can be downloaded from their website as follows:

<https://www.r3.org.uk/technical-library/england-wales/technical-guidance/fees/more/29113/page1/administration-a-guide-for-creditors-on-insolvency-practitioner-fees/>

Details of Smith & Williamson LLP's charge out rates and policies in relation to the use of staff are provided at Appendix III.

On a general note, please be aware that, where applicable, the hourly charge out rates are subject to an annual review.

The Administrators have no business or personal relationships with the parties which approve our fees.

7. Administration expenses

The tables in Appendix V provide details of the Administrators' expenses. Expenses are amounts properly payable by the Administrators from the administration estates.

The tables should be read in conjunction with the receipts and payments accounts at Appendix I, which show expenses actually paid during the Period and the total paid to date.

7.1 Subcontractors

The Administrators have not utilised the services of any subcontractors in these cases.

7.2 Professional advisers

As you will be aware, the Administrators' estimated expenses included the cost of instructing professional advisers and the table at Appendix IV discloses the costs incurred and paid, along with the original estimates.

Indicated alongside is the basis of the Administrators' fee arrangement with them, which is subject to review on a regular basis.

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

Paul Hastings (Europe) LLP ('PH') and Mishcon de Reya LLP ('MdR')

Both firms are regulated by the Solicitors' Regulatory Authority and have dedicated restructuring and insolvency departments. PH has background knowledge relating to the structure of the Companies and how they operated which has benefitted the administrations.

The Administrators initially engaged with PH and MdR on a time costs basis, but both have agreed to amend that to a set amount (or fixed fee) in line with consultation with the creditors' committees. These amounts were reviewed in detail following the meeting of the creditors' committees on 3 December 2020 and are detailed within Appendix IV. The rates charged by the firms are in line with those of specialist lawyers required for this complexity of case.

A summary of the work undertaken in the Period by PH is set out below: -

- Amending various documents associated with the CVA proposals and term sheet;
- Providing updates to the S&W team regarding the status of the CVAs;
- Reviewing matters relating to obligations under subleases; and
- Attending specific parts of the meeting of the creditors' committees held on 20 April 2021.

PH also acts for TW, GFG and other related parties. PH manages any potential conflicts in this regard by way of an 'ethical wall' or 'information barrier' within PH. However, MdR is engaged to provide legal conflict advice to the Administrators where PH is unable to do so due to potential conflicts of interest. MdR continues to provide advice to ensure that the proposed CVAs are fair and unbiased and for the maximum benefit, which the circumstances allow, of the investors and creditors.

A summary of the work undertaken by MdR in the Period is set out below: -

- Attending numerous meetings and calls relating to the discussions between the Parties;
- Drafting and negotiating the settlement agreement and associated documentation; and
- Discussing with the Administrators and their staff various matters associated with the CVA proposals.

Fraser CRE Limited/Fraser Real Estate

FRE is a firm of chartered surveyors and a member of the Royal Institute of Chartered Surveyors. FRE has expertise in distressed property advice and is therefore well placed to assist advising on property matters relating to the Companies following their insolvency.

FRE was instructed in order to assist the Administrators to understand the underlying property assets and to assist with property advice. FRE has subcontracted certain work to Jones Lang LaSalle. Where this has been the case, the costs have been incorporated within FRE's fixed fee quotes.

The Administrators have historically agreed for FRE to be remunerated on a combination of fixed fee and time costs. Going forward, any future work will be undertaken on a fixed fee basis.

Comparison to Fixed Fee Estimate

Investors and Creditors will recall that the Administrators' expenses' estimate for professional advisers was set out as follows, for each Company:

Help Me Park Gatwick Limited

Company	Estimated total costs £	Total Paid £	Variance £
Paul Hastings (Europe) LLP - Fees and expenses	146,443	102,144	44,299
Mishcon de Reya LLP - Fees and expenses	32,013	66,856	(34,843)
Fraser CRE Limited	12,931	5,207	7,724
Grant Thornton LLP	1,500	Nil	1,500
JLL: Real Estate	Nil*	1,250	Nil*
Total	192,887	175,457	18,680

* Costs incorporated within Fraser CRE Limited's fixed fee element

Park First Freeholds Limited

Company	Estimated total costs £	Total Paid £	Variance £
Paul Hastings (Europe) LLP - Fees and expenses	146,443	102,144	44,299
Mishcon de Reya LLP - Fees and expenses	32,013	66,856	(34,843)
Fraser CRE Limited	12,931	5,207	7,724
Brodies LLP	21,630	4,440	17,190
Grant Thornton LLP	1,500	Nil	1,500
JLL: Real Estate	Nil*	1,250	Nil*
Total	214,517	179,897	35,870

* Costs incorporated within Fraser CRE Limited's fixed fee element

Park First Gatwick Rentals Limited

Company	Estimated total costs £	Total Paid £	Variance £
Paul Hastings (Europe) LLP - Fees and expenses	1,317,991	919,304	398,687
Mishcon de Reya LLP - Fees and expenses	288,117	159,483	128,634
Fraser CRE Limited	116,379	86,191	30,188
Town Centre Parking	Nil*	6,250	Nil*
MRO Consultants Limited	28,084	19,470	8,614
Grant Thornton LLP	13,500	Nil	13,500
JLL: Real Estate	Nil*	11,250	Nil*
Total	1,764,071	1,201,948	579,623

* Costs incorporated within Fraser CRE Limited's fixed fee element

Park First Glasgow Rentals Limited

Company	Estimated total costs £	Total Paid £	Variance £
Paul Hastings (Europe) LLP - Fees and expenses	1,317,991	919,304	398,687
Mishcon de Reya LLP - Fees and expenses	288,117	159,483	128,634
Fraser CRE Limited	116,379	86,191	30,188
Town Centre Parking	Nil*	6,250	Nil*
MRO Consultants Limited	28,084	19,470	8,614
Grant Thornton LLP	13,500	Nil	13,500
JLL: Real Estate	Nil*	11,250	Nil*
Brodies LLP	194,670	39,964	154,706
Total	1,958,741	1,241,912	734,329

* Costs incorporated within Fraser CRE Limited's fixed fee element

7.3 Administrators' expenses

The table setting out details of the Administrators' expenses is at Appendix V.

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

7.4 Other administration expenses

Other expenses (those not detailed in the preceding sections) paid during the Period are shown in the receipts and payments accounts at Appendix I.

Detailed at Appendix VII are those expenses which we consider to be significant in the context of this case. Also detailed in the table are expenses incurred but not paid in the current period.

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

7.5 Category 2 expenses (see Appendix III and Appendix VI)

The details of the category 2 expenses for the Period are shown at appendix VI.

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

The only category 2 expenses that the Administrators will seek to recover is in relation to mileage costs. Approval to recover mileage costs as a category 2 expense was given by the creditors' committees on 3 December 2020.

7.6 Policies regarding use of third parties and expense recovery

Appendix III provides details of Smith & Williamson LLP's policies in relation to the use of subcontractors and professional advisers, and the recovery of expenses.

8. Estimated outcome for creditors

The estimated outcome for each class of creditors is set out below.

Please note that, where creditors have submitted claims in foreign currency, they have been converted to £Sterling at the date of administration, being 4 July 2019. If any creditor considers the rate to be unreasonable, they may apply to court for determination.

8.1 Secured creditors

There are no secured creditors.

8.2 Prescribed Part

The Companies did not grant any floating charges and the Prescribed Part requirements do not therefore apply.

8.3 Secondary Preferential creditors

There are no secondary preferential creditor claims.

8.4 Investors and unsecured creditors

We have received claims from investors and creditors in respect of the Companies as shown in the table below:

Company	Total value of claims received £	Number of Claims received	SOA amount £
Help Me Park Gatwick Limited	29,330,000.00	265	3,814,503.00
Park First Freeholds Limited	56,515,390.35	1,175	40,367,053.00

Company	Total value of claims received £	Number of Claims received	SOA amount £
Park First Gatwick Rentals Limited	16,370,342.96	405	1,582,685.00
Park First Glasgow Rentals Limited	37,335,207.79	975	5,140,440.00

Expected distribution and dividend prospects to investors and creditors will be detailed in the CVA proposals.

9. Outstanding matters

The remaining actions to be concluded in the administrations are as follows: -

- Finalising the terms and the drafting of the CVA proposals (including all related agreements and contracts)
- Finalising relevant legal and tax advice in relation to the CVA proposals;
- Arranging for a voting procedure to take place with the investors and creditors following distribution of the CVA proposals;
- Settling all administration expenses (including compensating the appropriate investors in relation to the rent expenses due to them for the administration period.)
- the rent expense due to investors);
- Submitting final Corporation Tax and VAT returns and obtaining tax and VAT clearance from HMRC; and
- Closure of the administrations, including preparing and issuing the final progress report. (In this regard, it is important for investors and creditors to be aware that the draft CVA proposals specify that the duration of the CVAs will be for a three year period with the administrations taking on the role of being the Administrators and the Supervisors of the CVAs.)

10. Privacy and data protection

As part of our role as Administrators, we may need to access and use data relating to individuals. In doing so, we must abide by data protection requirements. Information about the way that we will use and store personal data in relation to insolvency appointments can be found at <https://smithandwilliamson.com/rsgdpr>

If you are unable to download this, please contact my office and a hard copy will be provided free of charge.

To the extent that you hold any personal data of the Companies' data subjects provided to you by the Companies or obtained otherwise, you must process such data in accordance with data protection legislation. Please contact us if you believe this applies.

11. Ending the administrations

The Administrators currently envisage that rescuing the Companies by way of CVAs will be the most likely exit route from administration.

Rescuing the Companies by way of CVAs

Should it be possible to propose and conclude CVA proposals acceptable to investors (including the BB and LLS investors) and creditors of each of the Companies, this will have the effect of rescuing each of the Companies as a going concern. In that event, at the appropriate time, the Administrators will file a notice with the Registrar of Companies for each of the Companies, which will have the effect of bringing the appointment of the Administrators to an end.

Once the Companies are in CVA, distributions to investors and creditors can be made by the Supervisors of the CVAs.

Once the administrations have ended, the executive authority of the Companies will vest in the directors. The Companies will operate subject to the supervision of the Supervisors for the specified period, which is currently envisaged to be three years.

What happens if the CVAs are not approved?

Should it not be possible to rescue the Companies by way of CVAs, the administrations will continue and the Administrators will consider, in line with their original administration proposals, the best way forward for the Companies' investors and creditors which will most likely include both the sale of the car parks and the liquidation of the Companies. This alternative way forward would have much less certain outcomes for the investors and creditors and it is very unlikely that there would be any payments made to the investors, except with regard to the rental income earned during the administration periods, or to the creditors, for a number of years.

Authorisation for the Administrators to be discharged from liability under P98(3) of Sch B1 immediately upon their appointment as Administrators ceasing to have effect has been sought and approved by the Creditors' Committees.

12. Creditors' rights

Within 21 days of the receipt of this report, a secured creditor, or an unsecured creditor (with the concurrence of at least 5% in value of the unsecured creditors or otherwise with the court's permission) may request in writing that the Administrators provide further information about their remuneration or expenses which have been itemised in this report.

Any secured creditor, or an unsecured creditor (with the concurrence of at least 10% in value of the unsecured creditors or otherwise with the court's permission) may within 8 weeks of receipt of this report make an application to court on the grounds that, in all the circumstances, the basis fixed for the Administrators' remuneration is inappropriate and/or the remuneration charged or the expenses incurred (including any paid) by the Administrators, as set out in this report, are excessive.

The above rights apply only to matters which have not been disclosed in previous reports.

On a general note, if you have any comments or concerns in connection with our conduct, please contact Finbarr O'Connell, Emma Thompson, Adam Stephens or Andrew McGill in the first instance. If the matter is not resolved to your satisfaction, you may contact our Head of Legal by writing to 25 Moorgate, London EC2R 6AY or by telephone on 020 7131 4000.

Thereafter, if you wish to take the matter further you may contact the Insolvency Services directly via Insolvency Complaints Gateway. They can be contacted by email, telephone or letter as follows:

- i) Email: insolvency.enquiryline@insolvency.gsi.gov.uk
- ii) Telephone number: +44 300 678 0015
- iii) Postal address: The Insolvency Service, IP Complaints, 3rd Floor, 1 City Walk, Leeds LS11 9DA.

13. Next report

We are required to provide a further report on the progress of the administrations within one month of the end of the next six-month period of the administrations unless we have concluded matters prior to this, in which case we will write to all investors and creditors with our final report.



Emma Thompson (Aug 2, 2021 15:50 GMT+1)

Finbarr O'Connell, Emma Thompson, Adam Stephens and Andrew McGill

Joint Administrators

Date: 2 August 2021

Finbarr Thomas O'Connell, Emma Louise Thompson, Adam Henry Stephens and Andrew Stephen McGill were appointed as Joint Administrators of the Companies on 4 July 2019.

The Joint Administrators of the Companies are appointed to manage their affairs, business and property. They act as agents and without personal liability.

All office-holders are authorised and licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.

The Joint Administrators are bound by the Insolvency Code of Ethics which can be found at:

<https://www.icaew.com/technical/insolvency/sips-regulations-and-guidance/insolvency-code-of-ethics>

The Joint Administrators may act as controllers of personal data, as defined by the UK data protection law, depending upon the specific processing activities undertaken. Smith and Williamson LLP may act as a processor on the instructions of the Joint Administrators. Personal data will be kept secure and processed only for matters relating to the Joint Administrators' appointment.



Appendices

I Receipts and payments account

Receipts and payments account to 3 July 2021

Help Me Park Gatwick Limited

**Help Me Park Gatwick Limited
(In Administration)
Joint Administrators' Summary of Receipts and Payments**

Statement of Affairs	RECEIPTS	From 04/07/2019 To 03/01/2021	From 04/01/2021 To 03/07/2021	From 04/07/2019 To 03/07/2021
(£)		(£)	(£)	(£)
	Contribution to Administration Expenses	402,347.52	269,462.96	671,810.48
	Bank Interest Gross	65.26	3.04	68.30
1,468,500.00	Property: Bonnets Lane	0.00	0.00	0.00
		402,412.78	269,466.00	671,878.78
	PAYMENTS			
	Agents/Valuers Fees - JLL	0.00	1,250.00	1,250.00
	Administrators' Fees	199,648.32	148,119.00	347,767.32
	Administrators' Expenses	4,086.86	0.00	4,086.86
	Agents/Valuers Fees - Fraser CRE Ltd	0.00	5,207.74	5,207.74
	Agents/Valuers Expenses - Fraser CRE Ltd	0.00	12.00	12.00
	Legal Fees - Mishcon de Reya LLP	7,815.57	59,041.23	66,856.80
	Legal Expenses - Mishcon de Reya LLP	0.00	4,308.25	4,308.25
	Third Party Expenses - Trainer Shepherd LLP	0.00	725.00	725.00
	Legal Fees - Paul Hastings (Europe) LLP	60,000.00	42,144.96	102,144.96
	Legal Expenses - Paul Hastings (Europe) LLP	3,021.58	903.23	3,924.81
	Bank Charges	2.70	5.80	8.50
	VAT Irrecoverable	54,914.47	52,146.51	107,060.98
		329,489.50	313,863.72	643,353.22
	UNSECURED CREDITORS			
(3,814,503.00)	Trade & Expense Creditors	0.00	0.00	0.00
(2,346,003.00)	Cash at Bank	72,923.28	(44,397.72)	28,525.56

Park First Freeholds Limited

Park First Freeholds Limited
(in Administration)
Joint Administrators' Summary of Receipts and Payments

Statement of Affairs	RECEIPTS	From 04/07/2019 To 03/01/2021	From 04/01/2021 To 03/07/2021	From 04/07/2019 To 03/07/2021
(£)		(£)	(£)	(£)
	Contribution to Administration Expenses	552,841.63	217,752.68	770,594.31
	Bank Interest Gross	152.94	4.41	157.35
1,791,000.00	Property: Burnside	0.00	0.00	0.00
832,000.00	Property: Murray	0.00	0.00	0.00
2,643,000.00	Property: Skyport	0.00	0.00	0.00
771,120.00	Property: Ifield	0.00	0.00	0.00
2,256,000.00	Property: Cophall Parking	0.00	0.00	0.00
303,000.00	Property: Leylands	0.00	0.00	0.00
1,649,124.00	Intercompany Debtor	0.00	0.00	0.00
		552,994.57	217,757.09	770,751.66
	PAYMENTS			
	Agents/Valuers Fees - JLL	0.00	1,250.00	1,250.00
	Administrators' Fees	260,891.92	163,191.83	424,083.75
	Administrators' Expenses	7,198.90	0.00	7,198.90
	Agents/Valuers Fees - Fraser CRE Ltd	0.00	5,207.74	5,207.74
	Agents/Valuers Expenses - Fraser CRE Ltd	0.00	12.00	12.00
	Legal Fees - Mishcon de Reya	7,815.57	59,041.22	66,856.79
	Legal Expenses - Mishcon de Reya	0.00	4,308.25	4,308.25
	Legal Fees - Paul Hastings (Europe) LLP	60,000.00	42,144.96	102,144.96
	Legal Expenses - Paul Hastings	3,021.58	903.23	3,924.81
	Third Party Expenses - Trainer Shepherd LLP	0.00	725.00	725.00
	Legal Fees - Brodies LLP	0.00	4,440.54	4,440.54
	Bank Charges	17.45	4.95	22.40
	VAT Irrecoverable	67,785.59	56,049.22	123,834.81
		406,731.01	337,278.94	744,009.95
	UNSECURED CREDITORS			
(40,367,053.00)	Trade & Expense Creditors	0.00	0.00	0.00
(30,121,809.00)				
	Cash at Bank	146,263.56	(119,521.85)	26,741.71

Park First Gatwick Rentals Limited
(in administration)
Joint Administrators' Summary of Receipts and Payments

Statement of Affairs	RECEIPTS	From 04/07/2019 To 03/01/2021	From 04/01/2021 To 03/07/2021	From 04/07/2019 To 03/07/2021
(£)		(£)	(£)	(£)
	Rental Income	339,581.66	0.00	339,581.66
	Contribution to Administration Expenses	3,559,448.17	2,136,291.18	5,695,739.35
	Bank Interest Gross	3,004.25	165.95	3,170.20
		<u>3,902,034.08</u>	<u>2,136,457.13</u>	<u>6,038,491.21</u>
	PAYMENTS			
	Agents/Valuers Fees - JLL	0.00	11,250.00	11,250.00
	Administrators' Fees	591,756.25	646,096.00	1,237,852.25
	Administrators' Expenses	9,517.05	0.00	9,517.05
	Consultancy Fees	17,850.00	1,620.00	19,470.00
	Consultancy Expenses	377.59	0.00	377.59
	Agents/Valuers Fees - Fraser Real Estate Limited	39,321.67	46,869.66	86,191.33
	Agents/Valuers Expenses - Fraser Real Estate Limited	186.68	108.00	294.68
	Legal Fees - Mishcon de Reya LLP	109,519.10	49,964.10	159,483.20
	Legal Expenses - Mishcon de Reya LLP	2904.41	19,325.04	22,229.45
	Third Party Expenses - Trainer Shepherd LLP	0.00	6,525.00	6,525.00
	Agents Fees - Towncentre Parking	0.00	6,250.00	6,250.00
	Legal Fees - Paul Hastings (Europe) LLP	540,000.00	379,304.67	919,304.67
	Legal Expenses - Paul Hastings (Europe)	27,194.21	8,129.07	35,323.28
	Bank Charges	37.55	35.70	73.25
	Net VAT Position	399.98	233,732.56	234,132.54
		<u>1,339,064.49</u>	<u>1,409,209.80</u>	<u>2,748,274.29</u>
	UNSECURED CREDITORS			
(1,582,682.00)	Trade & Expense Creditors	0.00	0.00	0.00
<u>(1,582,682.00)</u>				
	Cash at Bank	<u>2,562,969.59</u>	<u>727,247.33</u>	<u>3,290,216.92</u>

Park First Glasgow Rentals Limited
(In Administration)
Joint Administrators' Summary of Receipts and Payments

Statement of Affairs	RECEIPTS	From 04/07/2019 To 03/01/2021 (£)	From 04/01/2021 To 03/07/2021 (£)	From 04/07/2019 To 03/07/2021 (£)
(£)				
	Rental Income	250,682.50	0.00	250,682.50
	Contribution to Administration Expenses	5,221,762.68	3,244,608.18	8,466,370.86
	Bank Interest Gross	4,162.91	289.41	4,452.32
		5,476,608.09	3,244,897.59	8,721,505.68
	PAYMENTS			
	Agents/Valuers Fees - JLL	0.00	11,250.00	11,250.00
	Administrators' Fees	599,725.05	655,104.00	1,254,829.05
	Administrators' Expenses	9,268.51	0.00	9,268.51
	Consultancy Fees	17,850.00	1,620.00	19,470.00
	Consultancy Expenses	377.59	0.00	377.59
	Agents/Valuers Fees - Fraser Real Estate Limited	39,321.67	46,869.66	86,191.33
	Agents/Valuers Expenses - Fraser Real Estate Limited	186.68	108.00	294.68
	Legal Fees - Mishcon de Reya LLP	109,519.12	49,964.11	159,483.23
	Legal Expenses - Mishcon de Reya LLP	2,904.39	19,325.04	22,229.43
	Legal Fees - Paul Hastings (Europe) LLP	540,000.00	379,304.67	919,304.67
	Legal Expenses - Paul Hastings (Europe)	27,194.22	8,129.07	35,323.29
	Third Party Expenses - Trainer Shepherd LLP	0.00	6,525.00	6,525.00
	Legal Fees - Brodies	0.00	39,964.70	39,964.70
	Agents Fees - Towncentre Parking	0.00	6,250.00	6,250.00
	Bank Charges	37.35	35.90	73.25
	Net VAT Position	599.98	193,494.87	194,094.85
		1,346,984.56	1,417,945.02	2,764,929.58
	UNSECURED CREDITORS			
(5,140,440.00)	Trade & Expense Creditors	0.00	0.00	0.00
(5,140,440.00)				
	Cash at Bank	4,129,623.53	1,826,952.57	5,956,576.10

Notes and further information required by SIP 7

- The Administrators' remuneration in relation to the Companies was approved on 3 December 2020 by the creditors' committee of each of the Companies. Total remuneration in relation to the Companies is £5,356,709 plus VAT as set out in more detail in the body of the report.
- Certain payments have been made to the administration bank accounts of the 4 Companies by London Luton. These amounts are shown above as Contribution to Administration Expenses. These amounts include the funds required to compensate the appropriate investors in relation to the rent expenses due to the investors for the administration period.
- Remuneration totalling £753,000 plus VAT was paid by London Luton directly to S&W in relation to the Administrators' remuneration as follows: PFGAT (£376,500 plus VAT) and PFGLA (£376,500 plus VAT). These amounts were approved by the creditors' committees but are not represented on the receipts and payments accounts as the funds were paid directly to S&W and did not go through the bank accounts of PFGAT and PFGLA.
- Details of significant expenses paid in the Period are provided in the body of our report.
- No payments were made to sub-contractors.
- Information concerning the Administrators' remuneration and disbursements incurred is provided in the body of the report.
- Information concerning the ability to challenge remuneration and expenses of the administrations is provided in the report.
- All bank accounts are interest bearing.
- There are no foreign currency holdings.
- All amounts in the receipts and payments account are shown exclusive of any attributable VAT. Where VAT is not recoverable it is shown as irrecoverable VAT.

II Administrators' Remuneration on a set amount (or fixed fee)

As detailed to investors and creditors in the update of 3 December 2020, the Administrators proposed to change the basis of their remuneration from time costs to a set amount (or fixed fee).

The information provided to you within this section is for information purposes only and there is no further action required from you.

The set amounts, or fixed fees, for the Administrators' remuneration for the periods of the administrations of the Companies to 28 February 2021 (which was a previous proposed date for the release of the CVA proposals) are set out below.

Company	Amount £
Park First Freeholds Limited	565,445
Help Me Park Gatwick Limited	463,690
Park First Gatwick Rentals Limited	2,152,469
Park First Glasgow Rentals Limited	2,175,105
Total	5,356,709

Set out below is a summary of the set amounts (fixed fees) for the period of the Administrations and professional advisors.

Please note that these fixed fees are exclusive of disbursements and VAT.

Professional Advisor	Total fixed fee to previous proposed start date of CVAs £	Paid to date £	Outstanding to start of CVAs £
S&W (post-appointment)	5,356,709	3,264,532	2,092,177
S&W (pre-appointment)	69,938	69,938	Nil
Paul Hastings (Europe) LLP	2,344,643	2,042,899	301,747
Mishcon de Reya LLP	492,042	452,680	39,362
Fraser Real Estate Limited - Property	211,143	182,798	28,345
Field Fisher - Stamp advice	9,000	Nil	9,000
Brodies - Scottish legal advice	175,000	44,405	130,595

Professional Advisor	Total fixed fee to previous proposed start date of CVAs £	Paid to date £	Outstanding to start of CVAs £
MRO Consultants Limited	51,340	38,940	12,400
Grant Thornton LLP - Valuations	25,000	Nil	25,000
Total	8,734,815	6,096,192	2,638,626

III Staffing, charging, subcontractor and adviser policies and charge out rates

Introduction

Detailed below are:

- Smith & Williamson LLP's policies in relation to:
 - Staff allocation and the use of subcontractors
 - Professional advisers
 - Expense recovery
- Smith & Williamson LLP's current charge out rates

Staff allocation and the use of subcontractors

Our general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The constitution of the case team will usually consist of a partner and a partner or director or associate director as joint office holders, a manager, and an administrator or assistant. The exact constitution of the case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. The charge out rate schedule below provides details of all grades of staff and their experience level.

We may use subcontractors to perform work which might ordinarily be carried out by us and our staff where it is cost effective to do so and/or where the specific expertise offered by the subcontractor is required and where this will add best value and service.

Details of any subcontractors' services utilised in the period covered by this report are set out in the body of this report.

Any such arrangements will be reviewed periodically to ensure that best value and service continue to be obtained.

Use of professional advisers

We select professional advisers such as agents and solicitors on the basis of balancing a number of factors including:

- The industry and/or practice area expertise required to perform the required work.
- The complexity and nature of the assignment.
- The availability of resources to meet the critical deadlines in the case.
- The charge out rates or fee structures that would be applicable to the assignment.
- The extent to which we believe that the advisers in question can add best value and service to the assignment.
- The expertise and experience of the service provider;
- The provider holds appropriate regulatory authorisations; and
- The professional and ethical standards applicable to the service provider.

Arrangements will be reviewed periodically to ensure that best value and service continue to be obtained.

External professional advisers are third party entities. The insolvency practitioners and their firm do not have any association with any external provider of services and therefore they do not fall within the definition of an associate as defined in Section 435 of the Insolvency Act 1986 and in Statement of Insolvency Practice 9. Payments to external professional advisers for the services they provide are therefore not a category 2 expense as defined in Statement of Insolvency Practice 9 and therefore do not require prior approval from the committee or creditors.

Expenses

Category 1 expenses do not require approval by creditors. The type of expenses that may be charged as a Category 1 expense to a case generally comprise external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel and external printing, room hire and document storage. Also, chargeable will be any properly reimbursed expenses incurred by personnel in connection with the case.

Category 2 expenses do require approval from creditors. These are costs which are directly referable to the appointment in question but are not payments which are made to an independent third party and may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis such as internal room hire, document storage or business mileage.

Since 7 July 2012, Smith & Williamson LLP's policy is to recover only one type of Category 2 expense, namely business mileage at HMRC's approved mileage rates at the relevant time. Current mileage rates are 45p per mile plus 5p per passenger per mile. Prior to 7 July 2012 approval may have been obtained to recover other types of Category 2 expenses.

Details of any Category 2 expenses incurred and/or recovered in the period covered by this report are set out in appendix VI to this report.

Charge out rates

A schedule of Smith & Williamson LLP's charge-out rates was issued to creditors at the time the basis of the Administrators' remuneration was approved.

The rates applicable to this appointment are set out below. There have been no changes to the charge out rates during the period of this report.

Smith & Williamson LLP Restructuring & Recovery Services	Charge out rates between 04/07/19 to 03/01/2020 £/hr	Charge out rates from 04/01/2020 £/hr
Partner	880-990	704 - 792
Director	790	632
Associate Director	750	600
Managers	540 - 690	432 - 552
Other professional staff	450 - 540	360 - 432
Support staff	200	160
Secretarial staff	150	120

1. Up to 31 July 2020 time is recorded in units representing 3 minutes or multiples thereof. From 1 August 2020 time is recorded in 1-minute units or multiples thereof.
2. It may be necessary to utilise staff from both regional and London offices, subject to the requirements of individual cases.

3. The firm's cashiering function is centralised and London rates apply. Up to 31 January 2021 the cashiering function time is incorporated within "Other professional staff" rates. From 1 February 2021 the cashiering function time is split between "Other professional staff" and "Associate Director".

Smith & Williamson LLP Forensics Charge out rates as at 1 July 2019	London office £/hr
Partner / Director	632 - 792
Associate Director	600
Managers	432 - 552
Other professional staff	360 - 432
Support & secretarial staff	120-160

IV Professional advisers

Help Me Park Gatwick Limited:

Name of professional advisor	Basis of fee arrangement	Costs incurred in current period	Costs paid in current period	Total costs outstanding at period end	Total costs paid since 4 July 2019	Estimated total costs	Variance
		£	£	£	£	£	£
Paul Hastings (Europe) LLP: Legal advice	Fixed Fee	24,069	42,144	24,069	102,144	146,443	44,299
Mishcon de Reya LLP: Legal advice	Fixed Fee	14,726	59,041	8,315	66,856	32,013	(34,843)
Fraser CRE Limited: Specialist Property Agent	Fixed Fee	340	5,207	340	5,207	12,931	7,724
Third Party Expenses: Trainer Shepherd LLP	Fixed Fee	Nil	725	Nil	725	Nil*	Nil*
Grant Thornton LLP	Fixed Fee	Nil*	Nil	Nil	Nil	1,500	1,500
JLL: Real Estate	Fixed Fee	Nil	1,250	Nil	1,250	Nil*	Nil
Total		39,135	108,367	32,724	176,182	192,887	18,680

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

* Costs incorporated with Fraser CRE Limited fixed fee element

Park First Freeholds Limited:

Name of professional advisor	Basis of fee arrangement	Costs incurred in current period	Costs paid in current period	Total costs outstanding at period end	Total costs paid since 4 July 2019	Estimated total costs	Variance
		£	£	£	£	£	£
Paul Hastings (Europe) LLP: Legal advice	Fixed Fee	24,069	42,144	24,069	102,144	146,443	44,299
Mishcon de Reya LLP: Legal advice	Fixed Fee	14,726	59,041	8,315	66,856	32,013	(34,843)
Fraser CRE Limited: Specialist Property Agent	Fixed Fee	340	5,207	340	5,207	12,931	7,724
Grant Thornton LLP	Fixed Fee	Nil*	Nil	Nil	Nil	1,500	1,500
JLL: Real Estate	Fixed Fee	Nil	1,250	Nil	1,250	Nil*	Nil*
Third Party Expenses: Trainer Shepherd LLP	Fixed Fee	Nil	725	Nil	725	725	Nil
Brodies LLP	Fixed Fee	Nil	4,440	Nil	4,440	21,630	17,190
Total		39,135	112,807	32,724	180,622	215,242	35,870

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

* Costs incorporated with Fraser CRE Limited fixed fee element

Park First Gatwick Rentals Limited:

Name of professional advisor	Basis of fee arrangement	Costs incurred in current period	Costs paid in current period	Total costs outstanding at period end	Total costs paid since 4 July 2019	Estimated total costs	Variance
		£	£	£	£	£	£
Paul Hastings (Europe) LLP: Legal advice	Fixed Fee	216,624	379,304	216,624	919,304	1,317,991	398,687
Mishcon de Reya LLP: Legal advice	Fixed Fee	132,537	49,869	74,838	159,483	288,117	128,634
Fraser CRE Limited: Specialist Property Agent	Fixed Fee	3,061	46,869	3,061	86,191	116,379	30,188
JLL: Real Estate	Fixed Fee	Nil	11,250	Nil	11,250	Nil*	Nil*
Grant Thornton LLP	Fixed Fee	Nil	Nil	Nil	Nil	13,500	13,500
Town Centre Parking	Fixed Fee	Nil	6,250	Nil	6,250	Nil*	Nil*
Third Party Expenses: Trainer Shepherd LLP	Fixed Fee	Nil	6,525	Nil	6,525	6,525	Nil
MRO Consultants	Fixed Fee	Nil	1,620	Nil	19,470	28,084	8,614
Total		352,222	501,687	294,523	1,208,473	1,770,596	579,623

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

* Costs incorporated with Fraser CRE Limited fixed fee element

Park First Glasgow Rentals Limited:

Name of professional advisor	Basis of fee arrangement	Costs incurred in current period	Costs paid in current period	Total costs outstanding at period end	Total costs paid since 4 July 2019	Estimated total costs	Variance
		£	£	£	£	£	£
Paul Hastings (Europe) LLP: Legal advice	Fixed Fee	216,624	379,304	216,624	919,304	1,317,991	398,687
Mishcon de Reya LLP: Legal advice	Fixed Fee	132,537	49,964	74,838	159,483	288,117	128,634
Fraser CRE Limited: Specialist Property Agent	Fixed Fee	3,061	46,869	3,061	86,191	116,379	30,188
JLL: Real Estate	Fixed Fee	Nil	11,250	Nil	11,250	Nil*	Nil*
Grant Thornton LLP	Fixed Fee	Nil	Nil	Nil	Nil	13,500	13,500
Town Centre Parking	Fixed Fee	Nil	6,250	Nil	6,250	Nil*	Nil*
Brodies LLP	Fixed Fee	Nil	39,964	Nil	39,964	194,670	154,706
Third Party Expenses: Trainer Shepherd LLP	Fixed Fee	Nil	6,525	Nil	6,525	6,525	Nil
MRO Consultants	Fixed Fee	Nil	1,620	Nil	19,470	28,084	8,614
Total		352,222	541,746	294,523	1,248,437	1,965,266	734,329

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

* Costs incorporated with Fraser CRE Limited fixed fee element

V Administrators' expenses

Help Me Park Gatwick Limited

Description	Costs incurred in prior period £	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Storage	14.35	9.92	Nil	9.92
Total	14.35	9.92	Nil	9.92

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

Park First Freeholds Limited

Description	Costs incurred in prior period £	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Creditors' committee	7.60	Nil	7.60	Nil
Email circulation to creditors	146.41	Nil	146.41	Nil
Mailchimp - Dedicated Server	Nil	31.56	31.56	Nil
Storage	14.35	9.92	Nil	9.92

Description	Costs incurred in prior period £	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Travel	7.10	27.35	34.45	Nil
Total	175.46	68.83	220.02	9.92

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

Park First Gatwick Rentals Limited

Description	Costs incurred in prior period £	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Bank Statement Analysis - Credits for software	Nil	39.00	39.00	Nil
Mailchimp - Dedicated Server	Nil	7.20	7.20	Nil
Storage	79.24	54.86	Nil	54.86
Total	79.24	101.06	46.20	54.86

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

Park First Glasgow Rentals Limited

Description	Costs incurred in prior period £	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Bank Statement Analysis - Credits for software	Nil	39.00	39.00	Nil
Mailchimp - Dedicated Server	Nil	7.34	7.34	Nil
Storage	79.24	54.86	Nil	54.86
Total	79.24	101.20	46.34	54.86

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

VI Category 2 expenses (see Appendix III)

Park First Gatwick Rentals Limited

Description	Costs incurred in prior period £	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Business mileage at HMRC rates	25.65	Nil	25.65	Nil
Total	25.65	Nil	25.65	Nil

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

Park First Glasgow Rentals Limited

Description	Costs incurred in prior period £	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Business mileage at HMRC rates	25.65	Nil	25.65	Nil
Total	25.65	Nil	25.65	Nil

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

VII Other administration expenses

Help Me Park Gatwick Limited

Supplier/service provider and nature of expenses incurred	Nature of expense incurred	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Marsh Limited: Insurance	Insurance Premium	560.00	Nil	46,760
Total		560.00	Nil	46,760

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

Park First Freeholds Limited

Supplier/service provider and nature of expenses incurred	Nature of expense incurred	Costs incurred in current period £	Costs paid in current period £	Total costs outstanding at period end £
Marsh Limited: Insurance	Insurance Premium	560.00	Nil	7,280
Total		560.00	Nil	7,280

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

VIII Copy of Update to Investors and Creditors

Finbarr O'Connell, Emma Thompson, Adam Stephens and Andy McGill were appointed Joint Administrators (the "Administrators") of Park First Freeholds Limited (in administration), Park First Glasgow Rentals Limited (in administration), Park First Gatwick Rentals Limited (in administration) and Help Me Park Gatwick Limited (in administration) - (together the "Companies") on 4th July 2019

We have prepared this document to provide an update to investors and creditors on the progress of the administrations, including the preparation of the proposed CVAs, of the Companies.

UPDATE TO INVESTORS AND CREDITORS

Date 20 July 2021

Please note that all statutory reports and investor updates are available to download from the Administrators' website at: <https://www.smithandwilliamson.com/park-first>

Completion of the settlement agreement between the FCA, the relevant Park First entities and the administrators

The administrators are pleased to advise investors and creditors that tripartite settlement discussions have been concluded between (1) the Financial Conduct Authority ("FCA"), (2) various respondents to the FCA's litigation, including the Companies director, Toby Whittaker, plus various related individuals and companies (the "Respondents"), and (3) the administrators, that should result in substantial additional contributions to the proposed Company Voluntary Arrangements ("CVAs") of £25 million over three years. These contributions are in addition to the £32 million generated from the sale of the car park at Luton airport plus a £1 million personal contribution from Toby Whittaker.

The administrators appreciate that both the amount of time it has taken and the very small amount of information they could share with investors and creditors has caused great frustration. However, having now agreed this significant additional contribution into the CVAs, the administrators are working to finalise and circulate the CVA proposals as soon as possible.

Key terms of the forthcoming CVA proposals

Now that the settlement agreement has been signed, the administrators are in a position to share the headline terms of the forthcoming CVA proposals, as currently drafted, with the investors and creditors. Please note that these high-level points are meant to give investors and creditors an indication of the proposed terms of the CVAs but are not definitive nor exhaustive:

- Investors will be given the option to choose between Buyback and Lifetime lease options:

- Those investors who elect the Buyback option will receive a cash settlement and have no ongoing relationship with the Companies
 - Those investors who elect the Lifetime lease option will remain in the restructured car parking scheme and also, possibly, receive a cash settlement, and
 - The number of investors that choose the Buyback or Lifetime lease option will impact the amount of the cash settlement for individual investors. The CVA proposals will therefore provide a range of possible outcomes depending on how many investors choose each option
- **Restructuring of the business**
 - It is envisaged that those investors who elect for the Lifetime lease option will become shareholders in a new company which will own the entirety of the shares in the rental companies. Those Lifetime lease investors will therefore have total ownership of these companies and will be in control of them in accordance with the transition provisions as set out in the CVAs. It is envisaged that a turnaround professional will be included as a director of, or an adviser to, this new top rental company during the period of the CVAs.
 - **Voting and paperwork**
 - The CVA proposals will set out how investors can choose between the Lifetime lease and Buyback options, how they will be able to vote on the other CVA proposals and what further information and documentation investors and creditors need to provide in order to participate fully in the CVAs.

What happens next?

You do not need to do anything further at this stage. This update is purely for your information.

The administrators will shortly be writing to all investors and creditors of the Companies to provide further information and to request completion and return of documentation in order to facilitate the payment of car parking amounts due, as well as to vote on the CVA proposals.

It is worth making investors and creditors aware that the CVA communications will be necessarily detailed (the CVA proposals will be written in as plain English as possible, however, due to their complexity, will include a summary of the key facts) and provide deadlines for the completion and return of documentation. It's important that investors and creditors provide all requested information plus return paperwork within the specific timeframes set out to ensure the payment of car parking amounts due and that the CVA processes can be effectively administered.

Please continue to monitor the joint administrators' dedicated web page and portal (where possible) and refer to the Q&A document for answers to any questions you might have. There are many thousands of investors/creditors of the Companies and so us responding to questions individually is extremely time consuming. For this reason, we urge you to wait until you have received more detailed communications before making contact with us. However, for

The affairs, business and property of the Companies are being managed by the administrators Emma Thompson, Finbarr O'Connell, Adam Stephens and Andrew McGill who act as agents of the Companies and without personal liability

Emma Thompson, Finbarr O'Connell, Adam Stephens and Andrew McGill are licensed as insolvency practitioners in the UK by the Institute of Chartered Accountants in England and Wales.

As such, we are bound by the Insolvency Code of Ethics when carrying out all professional work relating to an insolvency appointment.

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essential guidance and to notify of a change of contact details, please use the below Park First contact details and we will get back to you as soon as possible if your query has not already been addressed in previous communications: -

- Telephone 020 7131 8912
- Email: ParkFirst@smithandwilliamson.com
- Website: <https://smithandwilliamson.com/park-first>

The administrators trust that investors and creditors have found this update both helpful and encouraging.

Emma Thompson
Joint administrator of the Companies

20 July 2021

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