

Private & Confidential

13 November 2014

Your Ref
Our Ref 2400(25)Please ask for: Andrew Johnston
Direct Dial: 0141 249 5236

Email: andrew.johnston@bdo.co.uk

Dear Sir(s)

**RFC 2012 P.L.C. (formerly The Rangers Football Club P.L.C., “the Company”) - In Liquidation
Company Number: SC004276****1. Introduction**

We refer to our appointment as Joint Liquidators of the Company on 31 October 2012. This report should be read in conjunction with our previous update dated 30 May 2014.

This report is being sent to all known creditors and addresses the following aspects of the Liquidation process:

- In accordance with Rule 4.10(1) of the Insolvency (Scotland) Rules 1986, an update to creditors regarding progress in the Liquidation to date;
- The procedure for submitting claims in the Liquidation;
- Notification of the Liquidators’ remuneration and outlays as approved by the Liquidation Committee (“the Committee”); and
- Notice of the annual general meeting of creditors to be held on 9 December 2014.

As previously advised, this is a complex liquidation containing a number of key areas of investigation, each of which may have a significant impact on the ultimate outcome for creditors. However, due to the highly sensitive nature of certain aspects of these investigations, we consider that it is not appropriate to provide full details in respect of our investigations to date in this circular. In particular, we are not in a position to comment in detail upon the following matters (although you will note that this report does contain certain updates in this regard):

- The litigation commenced by the former Joint Administrators against Collyer Bristow;
- The events leading up to the administration and the conduct of the former Joint Administrators; and
- The appeal by HMRC in respect of the Employee Benefit Trust (“EBT”) decision.



As creditors may recall, the Committee was formed at the first statutory meeting of creditors held on 4 December 2012. The five members of the Committee represent the interests of the general body of creditors, and each has signed a confidentiality undertaking given the sensitive nature of the information to which they have access. Since its formation, seven formal Committee meetings have been held in which the Joint Liquidators' investigations and the Liquidation strategy have been discussed in detail. The Joint Liquidators will continue to liaise closely with the Committee as their investigations progress.

2. Receipts and Payments

We attach a summary of our receipts and payments for the six month period to 30 October 2014, together with a cumulative summary for the duration of the Liquidation. We are unable to provide statement of affairs comparatives as, despite repeated requests, no statement of affairs has been submitted by the directors. We have included as comparatives the estimated assets and liabilities as provided by the former Joint Administrators.

The receipts and payments are in the main self explanatory but we would like to comment on the following items:

Administration Surplus

A gross surplus of £2.356m has been received from the former Joint Administrators by way of a combination of cash and VAT refunds. The former Joint Administrators have yet to prepare a final accounting, however, we do not believe that there are any further funds to be passed to the Liquidation estate.

Book Debts

Since our last report, a further £978,409.10 has been received in respect of book debts, principally the final instalment of £975k due from Everton in respect of the Jelavic money.

Collyer Bristow Litigation

Creditors will recall that legal proceedings had been commenced against the Company's former lawyers, Collyer Bristow ("CB"), in respect of matters arising out of the acquisition of a controlling interest in the Company by Craig Whyte (these proceedings being known as the "Part 7 claim"). A significant amount of the Joint Liquidators' time since their appointment has been spent in taking control of and appropriately progressing the Part 7 claim.

The Joint Liquidators are now able to advise that, following protracted negotiations subsequent to a mediation in June of this year, a settlement of the Part 7 claim has been concluded with CB. The settlement sum has been received in full from CB as noted on the attached summary of receipts and payments.

The Joint Liquidators consider that the settlement represents an excellent outcome for the creditors of the Liquidation estate, and would like to place on record their thanks to the members of the Committee for their constructive assistance during the settlement negotiations.

Whilst the Part 7 claim had originally been commenced by the previous Joint Administrators, it had been undertaken in haste and, as a result, the Joint Liquidators and their legal advisors were required to spend a significant amount of time re-framing the claim and associated legal argument. Additionally, upon taking office it was immediately apparent to the Joint Liquidators that there were insufficient funds available in the Liquidation estate to enable the Company to

properly pursue the claim. In addition to the potential legal costs in respect of pursuing the claim (which were expected to be significant given the size and complexity of the claim), the Company was required to obtain insurance to cover the prospect of a liability arising in respect of adverse costs in the event that the Company's claim was unsuccessful at trial, and was also required to provide a bond as security for the defendant's costs in the litigation.

As a solution to the issue of funding legal costs in relation to the Part 7 claim the Joint Liquidators, with the approval of the Committee, entered into a Conditional Fee Arrangement ("CFA", a "no win, no fee" type of arrangement) with their English lawyers, Stephenson Harwood ("SH"). The broad terms of the CFA were that, in the event that the litigation was unsuccessful, there would be no obligation on the part of the Liquidation estate to settle any accrued legal costs due to SH. In the event that the litigation was successful, either through consensual settlement or ultimately at trial, SH were entitled to their costs plus an uplift of 75-100% (depending on the stage the proceedings had reached) to compensate them for the risk that they would not get paid if the litigation failed. We are currently liaising with the Committee and SH to agree the final quantum of these fees, which will be paid out of funds held in the liquidation estate.

The costs of the security bond ("Deed of indemnity") and the insurance premium ("litigation insurance") are detailed on the attached summary of receipts and payments.

Joint Liquidators' Remuneration and Outlays - Approved & Drawn

As identified in our last report dated 30 May 2014, the Committee had previously approved the Joint Liquidators' remuneration as follows:

- For the period 14 April 2012 to 30 October 2012 (the pre-appointment period), remuneration of £179,733.63 (excluding VAT) and outlays of £11,631.21 (excluding VAT);
- For the period 27 July 2013 to 3 November 2013, remuneration of £225,558.83 (excluding VAT) and outlays of £2,333.87 (excluding VAT); and
- For the period 4 November 2013 to 21 February 2014, remuneration of £298,170.90 (excluding VAT) and outlays of £4,943.96 (excluding VAT)

Following the expiry of the 14 day appeal period these fees and outlays were subsequently drawn from funds held in the Liquidation estate. The remuneration drawn in the Liquidation to date totals £1,604,923.03, together with outlays of £29,323.41 (all net of VAT). This excludes the Joint Liquidators pre-appointment remuneration and outlays totalling £191,364.84.

Legal fees - Liquidation

To date, the following legal fees, which have been approved by the Committee, have been paid as an expense of the Liquidation:

Firm	Fees	Outlays
Brodies	£379,237.97	£4,629.34
Stephenson Harwood	£596,178.46	£389,225.19
Clyde & Co	£49,500.00	-
Taylor Wessing	-	£11,722.00
Michelmores LLP	£10,000.00	-

3. Future Recoveries

The Joint Liquidators are continuing to progress recoveries in respect of the following:

Book debts

The majority of book debts have now been collected with recoveries totalling c£2.4m.

The following future sums will accrue to the Liquidation estate in respect of the onward sale of Jelavic from Everton to Hull City AFC.

- A total of £37,500 payable in 5 instalments to January 2016.
- £75,000 due to Hull City retaining English Premier League status in 2013/14.
- A further £75,000 will become payable on 31 May 2015 if Hull City retain English Premier League status in season 2014/15 and Jelavic remains registered as a Hull City player.

Litigation

Creditors will recall from our last report dated 30 May 2014 that the Company was involved in legal proceedings in respect of a claim for the return of monies held by the Company's former lawyers ("the Funds Proceedings"). The monies held in relation to the Funds Proceedings are subject to competing claims from a number of other parties in addition to the Company, such that the total quantum of the claims significantly exceeds the value of the Fund.

The matter is currently set for trial at the beginning of 2015, although there are ongoing discussions between the parties that may produce a consensual settlement. The Joint Liquidators continue to work closely with the Committee in relation to the strategy and progression of the litigation.

4. The Former Joint Administrators

The Joint Liquidators have requested, from the former Joint Administrators, detailed explanations regarding certain aspects of the strategy implemented by them during the Administration. There remains on-going correspondence in this regard.

Once full explanations have been obtained, the Joint Liquidators will consult with their legal agents and the Committee regarding what further action, if any, will be required in relation to the matter.

5. EBT

As previously reported to creditors, HMRC appealed the First Tier Tribunal ("FTT") decision in respect of the EBT Scheme previously operated by the Company, commonly known as the "Big Tax" case. The Big Tax case represents c£72m of the £94m claim submitted by HMRC in the Liquidation proceedings, and may therefore have a material impact on the dividend payable to unsecured creditors.

Following an Upper Tier Tribunal (“UTT”) hearing over a ten day period commencing on 24 February 2013, a final decision was handed down on 8 July 2014. The decision can be summarised as follows:

- The UTT referred a small number of discrete issues back to the FTT for consideration, on the basis that the UTT did not consider that the original FTT decision addressed matters concerning (i) the issue of whether termination and bonus payments were taxable, and (ii) whether the “grossing up” applied by HMRC (which effectively increased the value of its claims) was correct.
- Other than in respect of the FTT issues identified above, the UTT dismissed HMRC’s appeal. However, HMRC had one month from the date of the decision to seek leave for appeal.

HMRC subsequently sought leave to appeal the UTT decision. Following representations by all parties, the UTT provided consent on one of HMRC’s grounds of appeal. The UTT further agreed that HMRC could appeal to the Court of Session in Scotland, despite Counsel’s arguments that the appeal should be heard in the English Court of Appeal.

Following receipt of Counsel’s updated opinion following the UTT proceedings, the Joint Liquidators remain of the view that the Company’s position in respect of the EBT claim is robust, and intend to be represented at both the FTT and the Court of Session hearings.

To date, the cost to the Liquidation of participating in the EBT proceedings has been minimal, with the costs being funded by a third party. Going forward, the third party has asked for the Liquidation estate to make a contribution to the future costs of the process. Having liaised with the Committee, we are now seeking to agree an apportionment of costs acceptable to both parties.

Based on current information, the Joint Liquidators anticipate that both hearings will likely be heard in the early part of 2015.

6. Prescribed Part

Under the provisions of Section 176A of the Insolvency Act 1986, the Liquidators must state the amount of funds available to unsecured creditors in respect of the prescribed part. This provision only applies where a company has granted a floating charge to a creditor after 15 September 2003. As the Company has not granted a floating charge which post dates 15 September 2003, the prescribed part will not apply in this particular liquidation.

7. Dividend Prospects

Following the settlement of the CB litigation, the Joint Liquidators intend to declare an interim dividend to creditors. It will be our intention to shortly commence the adjudication on creditors’ claims, with a view to declaring an interim dividend in the first quarter of 2015.

Should you wish to register your claim you should do so within the next 14 days using the attached claim form at Appendix 5.

Failure to submit your claim, along with supporting documentation, within the next 14 days may exclude you from the benefit of any dividend that may be declared for creditors.

8. Liquidators' Remuneration and Outlays

In addition to the fees drawn from the Liquidation estate, as noted above, the Committee has also approved the further remuneration of the Joint Liquidators:

- For the period 22 February 2014 to 6 June 2014, remuneration of £245,538.24 (excluding VAT) and outlays of £1,777.33 (excluding VAT); and
- For the period 7 June 2014 to 26 September 2014, remuneration of £278,945.25 (excluding VAT) and outlays of £6,349.41 (excluding VAT).

The basis of remuneration in this case is a time cost basis. We enclose a SIP9 summary of our time costs submitted for these periods.

Creditors' rights of appeal against the above determination are set out in Rule 4.35 of the Insolvency (Scotland) Rules 1986 and Section 53 of the Bankruptcy (Scotland) Act 1985 (as amended), as applied to Liquidations by Rule 4.68. Any such appeal must be intimated within 14 days of the date of this circular to the Sheriff at the Court of Session. However, your appeal may be rejected if you cannot satisfy the Sheriff that you will gain financially from the outcome of the appeal.

Should you intend lodging an appeal we would be obliged for notification. On expiry of 14 days from the date of this circular, should there be no appeal we will proceed to draw the approved remuneration and outlays.

9. Annual Meeting

A notice of an annual meeting of creditors is attached for creditors' information at Appendix 3.

At the annual meeting, this report will be presented to creditors. The Joint Liquidators will be unable to provide any further information given the highly sensitive nature of their investigations. However, should creditors wish to attend the meeting on 9 December 2014 we should be grateful if they would advise the Joint Liquidators accordingly in advance of the meeting.

10. Conclusions

We have attended to all statutory requirements throughout the course of the liquidation to date.

Due to the significant issues to be resolved in the liquidation, the Joint Liquidators do not expect to be in a position to bring this case to a conclusion for some considerable time. Further reports will be circulated to creditors within six weeks of each six month anniversary of the date of liquidation.

Should you have any queries in respect of this report, please contact our staff on the number above.

Yours faithfully
For and on behalf of
RFC 2012 P.L.C. (formerly The Rangers Football Club P.L.C.)



James B Stephen
Joint Liquidator



Malcolm Cohen
Joint Liquidator

James Bernard Stephen and Malcolm Cohen are authorised to act as insolvency practitioners in the UK by the Institute of Chartered Accountants of England & Wales. Office holder numbers 9273 and 6825

Appendix 1 - Liquidators Receipts & Payments

**RFC 2012 P.L.C. formerly The Rangers Football Club P.L.C.
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments**

Statement of Affairs	From 01/05/2014 To 30/10/2014	From 31/10/2012 To 30/10/2014
ASSET REALISATIONS		
	NIL	20,000.00
1,871,000.00	NIL	2,355,961.58
Uncertain	978,409.10	2,402,815.27
Uncertain	NIL	NIL
Uncertain	24,000,000.00	24,000,000.00
	NIL	90,742.38
Uncertain	NIL	NIL
	6,464.26	18,798.35
	<u>24,984,873.36</u>	<u>28,888,317.58</u>
COST OF REALISATIONS		
	NIL	555.00
	523,729.73	1,604,923.03
	7,079.38	29,323.41
	191,364.84	191,364.84
	2,568.57	16,568.36
	NIL	9,577.00
	92,766.28	176,966.28
	572,400.00	572,400.00
	184,902.80	1,034,916.43
	177,191.60	405,576.53
	1,610.20	1,809.80
	NIL	130,000.00
	NIL	170,000.00
	NIL	47,885.00
	NIL	157,657.61
	NIL	3,629.68
	NIL	3,546.66
	121.88	500.90
	NIL	2,733.00
	NIL	439.68
	53.74	229.74
	<u>(1,753,789.02)</u>	<u>(4,560,602.95)</u>
PREFERENTIAL CREDITORS		
(1,000.00)	NIL	NIL
(7,000.00)	NIL	NIL
	<u>NIL</u>	<u>NIL</u>
UNSECURED CREDITORS		
(7,033,666.84)	NIL	NIL
(7,736,000.00)	NIL	NIL
Uncertain	NIL	NIL
(20,030,000.00)	NIL	NIL
(27,211,671.63)	NIL	NIL
(3,344,432.04)	NIL	NIL
(94,426,217.22)	NIL	NIL
	<u>NIL</u>	<u>NIL</u>
DISTRIBUTIONS		
(10,879,400.00)	NIL	NIL
	<u>NIL</u>	<u>NIL</u>

**RFC 2012 P.L.C. formerly The Rangers Football Club P.L.C.
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments**

Statement of Affairs	From 01/05/2014 To 30/10/2014	From 31/10/2012 To 30/10/2014
<u>(168,798,387.73)</u>	<u>23,231,084.34</u>	<u>24,327,714.63</u>
REPRESENTED BY		
Vat Input		325,141.57
The Royal Bank of Scotland		13,346,332.24
The Royal Bank of Scotland		48,152.73
The Royal Bank of Scotland		12,028.25
Santander Client Account -		2,603,954.36
S Harwood Client Account		7,999,605.48
Vat Output		(7,500.00)
		<u>24,327,714.63</u>



James Bernard Stephen
Joint Liquidator

- The Company is VAT registered. Receipts and payments are shown net of VAT.

Appendix 2 - SIP 9 Summary of Liquidators Time Costs

RFC 2012 PLC (FORMERLY THE RANGERS FOOTBALL CLUB PLC) - IN LIQUIDATION
 Summary of Time Charged and Rates Applicable for the Period 22 February 2014 to 6 June 2014

DESCRIPTION	PARTNER		MANAGER - DIRECTOR		ASSISTANT MANAGER		SENIOR EXECUTIVE		EXECUTIVE		OTHER STAFF		GRAND TOTAL		AVERAGE RATE £
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
Planning & Strategy	3.00	1,974.00	4.00	1,820.00	-	-	-	-	-	-	-	-	7.00	3,794.00	542.00
Dealing with Solicitors & Legal Claims	38.00	19,944.00	79.25	36,098.75	29.10	7,912.60	-	-	-	-	-	-	146.35	63,915.35	484.73
Forensic IT and Accounting	-	-	144.56	70,886.44	74.25	32,001.75	16.50	5,890.50	7.75	1,619.75	-	-	243.06	110,398.44	454.20
General Administration, Investigations & Other Matters	24.00	10,732.00	3.50	1,592.50	8.70	2,450.20	38.00	6,028.50	-	-	3.50	595.00	77.70	21,398.20	275.40
Assets Realisation/Dealing	14.00	5,932.00	0.50	137.00	-	-	-	-	-	-	-	-	14.50	6,129.00	422.69
Creditor Claims	13.00	5,564.00	-	-	1.90	545.40	9.30	1,482.00	-	-	-	-	24.20	7,591.40	315.69
Reporting	35.00	17,970.00	21.25	9,465.75	12.60	3,365.60	9.50	1,510.50	-	-	-	-	78.35	32,311.85	412.40
	127.00	62,176.00	253.06	119,960.44	126.55	46,275.55	73.30	14,911.50	7.75	1,619.75	3.50	595.00	591.16	246,538.24	415.35
												Disbursements			
														1,777.33	
														247,315.57	

RFC 2012 PLC (FORMERLY THE RANGERS FOOTBALL CLUB PLC) - IN LIQUIDATION
 Summary of Time Charged and Rates Applicable for the Period 7 June 2014 to 26 September 2014

DESCRIPTION	PARTNER		MANAGER - DIRECTOR		ASSISTANT MANAGER		SENIOR EXECUTIVE		EXECUTIVE		OTHER STAFF		GRAND TOTAL		AVERAGE RATE	
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £
Planning & Strategy	3.00	1,974.00	1.50	682.50	1.10	319.00	-	-	-	-	-	-	5.60	2,975.50	-	531.34
Dealing with Solicitors & Legal Claims	92.50	52,930.00	112.50	51,187.50	75.00	21,750.00	-	-	-	-	-	-	280.00	125,867.50	-	449.53
Forensic IT and Accounting	-	-	9.25	4,634.25	35.25	14,933.75	-	-	-	-	-	-	44.50	19,568.00	-	439.73
Tax	8.50	6,298.50	12.00	8,892.00	20.00	5,840.00	-	-	-	-	-	-	40.50	21,030.50	-	519.27
General Administration, Investigations & Other Matters	7.95	2,760.00	12.00	4,518.00	16.70	4,843.00	81.25	12,908.25	-	-	9.00	1,530.00	126.90	26,559.25	-	209.29
Assets Realisation/Dealing	35.25	15,087.00	-	-	-	-	-	-	-	-	-	-	35.25	15,087.00	-	428.00
Creditor Claims	68.00	29,104.00	13.50	4,315.50	1.60	464.00	3.50	595.00	-	-	-	-	86.60	34,478.50	-	398.14
Reporting	36.00	19,318.00	23.00	10,465.00	12.40	3,596.00	-	-	-	-	-	-	71.40	33,379.00	-	467.49
	251.20	127,471.50	183.75	84,694.75	162.05	51,745.75	84.75	13,303.25	-	-	9.00	1,530.00	690.75	278,945.25	-	403.83
												Disbursements	6,349.41			
												TOTAL	285,294.66			

BDO LLP REMUNERATION AND DISBURSEMENTS POLICY

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

The current charge out rates per hour of staff within my firm who may be involved in working on the liquidation follows. This in no way implies that staff at all such grades will work on the case.

	London Charge-out Rates	Scottish Charge-out Rates
STAFF GRADE	£	£
Partner	658	428
Principal	508	330
Director	455	296
Senior Manager	387 - 421	252 - 274
Manager	290 - 328	189 - 213
Assistant Manager	262	170
Cashier/Senior Cashier	196 - 290	128-189
Senior Administrator	197 - 262	128-170
Other Staff	91 - 245	59-159

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 6 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.

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

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.

Category 2 Disbursements

Additionally some firms recharge expenses for example postage, stationery, photocopying charges, telephone and fax costs, which cannot economically be recorded in respect of each specific case. Such expenses, which are apportioned to cases, require the approval of the creditors, before they can be drawn, and these are known as category 2 disbursements. The policy of BDO LLP, effective from 1 July 2003, was not to recharge any expense which was not a specific cost to the case, therefore there will be no category 2 disbursements charged.

A CREDITORS' GUIDE TO LIQUIDATORS' REMUNERATION - SCOTLAND**1 Introduction**

- 1.1 When a company goes into liquidation the costs of the proceedings are paid out of its assets in priority to creditors' claims. The creditors, who hope 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 liquidator. The insolvency legislation recognises this interest by providing mechanisms for creditors to fix the basis of the liquidator's remuneration. This guide is intended to help creditors be aware of their rights to approve and monitor remuneration and disbursements, and explains the basis on which remuneration and disbursements are fixed.

2 Liquidation Procedure

- 2.1 Liquidation (or "winding up") is the most common type of corporate insolvency procedure. Liquidation is the formal winding up of a company's affairs entailing the realisation of its assets and the distribution of the proceeds in a prescribed order of priority. Liquidation may be either voluntary, when it is instituted by resolution of the shareholders, or court, when it is instituted by order of the court.
- 2.2 Voluntary and court liquidation are equally common. An insolvent voluntary liquidation is called a creditors' voluntary liquidation (often abbreviated to "CVL"). In this type of liquidation an insolvency practitioner acts as liquidator throughout and the creditors can vote on the appointment of the liquidator at the first meeting of creditors.
- 2.3 In a court liquidation an insolvency practitioner may be appointed to act as provisional liquidator until the making of the winding up order. In all court liquidations, an insolvency practitioner is appointed to act as interim liquidator from the making of the winding up order until the first meeting in the liquidation, and the creditors can vote on the appointment of the liquidator at the first meeting of creditors.
- 2.4 Where a court liquidation follows immediately on an administration the court may appoint the former administrator to act as liquidator.

3 The Liquidation Committee

- 3.1 In a liquidation (whether voluntary or court) the creditors have the right to appoint a committee called the liquidation committee, with a minimum of 3 and a maximum of 5 members, to monitor the conduct of the liquidation and approve the liquidator's remuneration and disbursements. The committee is usually established at the creditors' meeting which appoints the liquidator, but in cases where a liquidation follows immediately on from an administration any committee established for the purposes of the administration will continue in being as the liquidation committee.
- 3.2 The liquidator must call the first meeting of the committee within 3 months of its establishment (or his appointment if that is later), and subsequent meetings must be held either at specified dates agreed by the committee, or when requested by a member of the committee, or when the liquidator decides he needs to hold one. The liquidator is required to report to the committee at least every 6 months on the progress of the liquidation. This provides the opportunity for the committee to monitor and discuss the progress of the insolvency and the level of the liquidator's remuneration.

4 Fixing the Liquidator's Fees

- 4.1 The basis for fixing the liquidator's (which includes an interim liquidator's) remuneration is set out in Rule 4.32 of the Insolvency (Scotland) Rules 1986, and in Section 53 of the Bankruptcy (Scotland) Act 1985 which is applied to liquidations by Rule 4.68. These Rules state that the remuneration may be a commission calculated by reference to the value of the assets which are realised but there shall in any event be taken into account the work which, having regard to that value, was reasonably undertaken, and the extent of the responsibilities in administering the estate.

4.2 It is for the liquidation committee (if there is one) to fix the remuneration and approve disbursements. If there is no liquidation committee, or the committee does not make the requisite determination, the liquidator's remuneration is fixed by the court.

4.3 Rule 4.5 lays down that the remuneration of a provisional liquidator can only be fixed by the court.

5 What Information should be Provided by the Liquidator?

5.1 When seeking agreement to his remuneration and disbursements, the liquidator should provide sufficient supporting information to enable the committee or the court to form a judgement as to whether the proposed remuneration and disbursements are reasonable having regard to all the 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' meeting, the liquidator 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 liquidator seeks agreement to his remuneration during the course of the liquidation, he should always provide an up to date receipts and payments account. Where the proposed remuneration is based on time costs the liquidator 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 liquidator has achieved and how it was achieved to enable the value of the exercise to be assessed (whilst recognising that the liquidator 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 liquidator 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 liquidator'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 liquidator 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.
- 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 always be relevant, whilst further analysis may be necessary in larger cases.

- 5.2 The liquidator should always make available an up to date receipts and payments account. Where the remuneration is to be charged on a time basis the liquidator should be prepared to disclose the amount of time spent on the case and the charge-out value of the time spent, together with such additional information as may reasonably be required having regard to the size and complexity of the case. Where the remuneration is charged on a percentage basis, the liquidator should provide details of any work which has been or is intended to be contracted out which would normally be undertaken directly by a liquidator or his staff.
- 5.3 A liquidator's disbursements are subject to approval by virtue of Rule 4.32. Where a liquidator makes, or proposes to make, a separate charge by way of disbursements to recover the cost of facilities provided by his own firm (such as room hire, document storage or communication facilities), (category 2 disbursements) he should disclose those charges to the committee or the creditors when seeking approval of his remuneration and disbursements together with an explanation of how those charges are made up. Disbursements must either be directly incurred on the case or be subject to a reasonable method of calculation and allocation and the basis on which they are allocated must be disclosed. 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.
- 5.4 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.
- 5.5 In Rule 4.12 of the Insolvency (Scotland) Rules 1986, a resolution may be passed fixing the basis of remuneration at the first meeting of creditors in a court liquidation. The liquidator should immediately notify the creditors of the details of the resolution, and when subsequently reporting to creditors on the progress of the liquidation, or submitting his final report, he should specify the amount of remuneration he has drawn in accordance with the resolution. Where the remuneration is based on time costs he also should provide details of the time spent and charge-out value to date and any material changes in the rates charged since the resolution was first passed. Where the remuneration is charged on a percentage basis the liquidator should provide the details set out in paragraph 5.1 above regarding work which has been sub-contracted out.
- 5.6 Paragraph 5.3 above does not however apply to a voluntary liquidation.
- 6 What if a Creditor is Dissatisfied?**
- 6.1 If a creditor believes that the liquidator's remuneration is too high he may, under Rule 4.35, apply to the court for an order that it be reduced. If the court considers the application to be well-founded, it shall make an order fixing the remuneration at a reduced amount or rate. Unless the court orders otherwise, the expenses of the application shall be paid by the applicant, and are not payable as an expense of the liquidation.
- 6.2 As noted in paragraph 4.3 above, the remuneration of a provisional liquidator is fixed by the

Court and there is no specific provision in the Insolvency Legislation to give creditors the right of appeal against the Court's determination. Consequently if a creditor is dissatisfied, any appeal must be made to the appropriate Court in accordance with normal Court rules.

7 What if the Liquidator is Dissatisfied?

- 7.1 If the liquidator considers that the remuneration fixed by the committee is insufficient he may request that it be increased by resolution of the creditors. He may also request the court for an order increasing its amount or rate, before or after recourse to the creditors. If he decides to apply to the court he must give at least 14 days' notice to the members of the committee and the committee may nominate one or more of its members to appear or be represented at the court hearing. If there is no committee, the liquidator's notice of his application must be sent to such of the creditors as the court may direct, and they may nominate one or more of their number to appear or be represented. The court may, if it appears to be a proper case, order the costs to be paid out of the assets of the company.

8 Other Matters Relating to Remuneration

- 8.1 Where the liquidator realises assets on behalf of a secured creditor, he will usually agree the basis of his remuneration for dealing with charged assets with the secured creditor concerned.
- 8.2 Where two (or more) joint liquidators are appointed it is for them to agree between themselves how the remuneration payable should be apportioned. Any dispute between them may be referred to the court, the committee or a meeting of creditors.
- 8.3 There may also be occasions when creditors will agree to make funds available themselves to pay for the liquidator to carry out tasks which cannot be paid for out of the assets, either because they are deficient or because it is uncertain whether the work undertaken will result in any benefit to creditors. Arrangements of this kind are sometimes made to fund litigation or investigations into the affairs of the insolvent company. Any arrangements of this nature will be a matter for agreement between the liquidator and the creditors concerned and will not be subject to the statutory rules relating to remuneration.

Appendix 3 - Notice of Annual Meeting on 9 December 2014**RFC 2012 P.L.C. FORMERLY THE RANGERS FOOTBALL CLUB P.L.C. (IN LIQUIDATION)**

Company Number: SC004276

NOTICE IS HEREBY GIVEN pursuant to Rule 4.13 of the Insolvency (Scotland) Rules 1986, that the Annual Meeting of Creditors of the above named company will be held within **The Merchants House of Glasgow, 7 West George Street, Glasgow, G2 1BA** on 9 December 2014, at 10am, for the purposes of receiving the Liquidators' account of the winding-up.



James Bernard Stephen
Joint Liquidator

Date: 12 November 2014

BDO LLP
4 Atlantic Quay
70 York Street
Glasgow
G2 8JX

Appendix 4 - Proxy Form

Rule 7.15 The Insolvency Act 1986

Form 4.29 (Scot)

PROXY

Pursuant to Rules 7.14 and 7.15 of the Insolvency (Scotland) Rules 1986

RFC 2012 P.L.C.formerly The Rangers Football Club P.L.C.(In Liquidation)

Name of Creditor/Member

Address

(hereinafter called 'the principal')

Insert the name and address of the proxy holder and of any alternatives. A proxy holder must be an individual aged over 18.

Name of Proxy-Holder 1.

Address

Whom failing 2.

Whom failing 3.

I appoint the above person to be the principal's proxy-holder at:-

Delete as appropriate

*all meetings in the above insolvency proceedings relating to the above company

*the meeting of creditors/members of the above Company to be held on 9 December 2014

or at any adjournment of that meeting.

Voting Instructions

The proxy-holder is authorised to vote or abstain from voting in the name, and on behalf, of the principal in respect of any matter(s), including resolution(s), arising for determination at said meeting(s) and any adjournment(s) thereof and to propose any resolution(s) in the name of the principal, either

(i) in accordance with instructions given below, or

(ii) if no instructions are given, in accordance with his/her own discretion.

Complete only if you wish to instruct the

1. To *propose/support a resolution for the appointment of

proxy-holder
to vote for a
specific person
as liquidator

whom failing _____
_____ as liquidator of the company.

Delete if the
proxy-holder
is only to vote
as directed in
(1)

(In the event of a person named in paragraph (1) withdrawing or being eliminated from any vote, the proxy-holder may vote or abstain in any further ballot at his/her discretion)

Set forth any
voting instructions
for the proxy-
holder. If
more room is
required,
attach a
separate sheet

Signed _____ Date _____

Name in BLOCK LETTERS _____

Position of signatory in relation to the creditor/member or other authority for signing

Notes for the Principal and Proxy-holder

1. The chairman of the meeting who may be nominated as proxy-holder, will be the insolvency practitioner who is presently *liquidator/receiver/administrator/nominee under the voluntary arrangement or a director of the company.
2. All proxies must be in this form or a form substantially to the same effect with such variations as circumstances may require (Rules 7.15(3) and 7.30).
3. To be valid the proxy must be lodged at or before the meeting at which it is to be used (Rule 7.16(2)).
4. Where the chairman is nominated as proxy-holder he cannot decline the nomination (Rule 7.14(4)).
5. The proxy-holder may vote for or against a resolution for the appointment of a named person to be liquidator jointly with another person, unless the proxy states otherwise (Rule 7.16(4)).
6. The proxy-holder may propose any resolution in favour of which he would vote by virtue of this proxy (Rule 7.16(5)).
7. The proxy-holder may vote at his discretion on any resolutions not dealt with in the proxy, unless the proxy states otherwise (Rule 7.16(6)).
8. The proxy-holder may not vote in favour of any resolution which places him, or any associates of his in a position to receive remuneration out of the insolvent estate unless the proxy specifically directs him so to vote (Rule 7.19(1)).
9. Unless the proxy contains a statement to the contrary, the proxy-holder has a mandate to act as representative of the principal on the creditors' or liquidation committee (Rule 4.48).

(section 129)

Rule 4.15

From 4.7 (Scot) (contd.)

PARTICULARS OF EACH DEBT

Notes

A separate set of particulars should be made out in respect of each debt.

- | | |
|---|---------------------------------------|
| <p>1. Describe briefly the debt, giving details of its nature, the date when it was incurred and when payment became due</p> <p>Attach any documentary evidence of the debt, if available.</p> | <p>1. Particulars of debt</p> |
| <p>2. Insert total amount of the debt, showing separately the amount of principal and any interest which is due on the debt as at the due date (see note (e)). Interest may only be claimed if the creditor is entitled to it. Show separately the VAT on the debt and indicate whether the VAT is being claimed back from HM Customs and Excise.</p> | <p>2. Amount of debt</p> |
| <p>3. Insert the nature and amount of any preference under Schedule 6 to the Act claimed in respect of the debt.</p> | <p>3. Preference claimed for debt</p> |
| <p>4. Specify and give details of the nature of any security held in respect of the debt, including:-</p> <p>(a) the subjects covered and the date when it was given;</p> <p>(b) the value of the security</p> | <p>4. Security for debt</p> |

Security is defined in section 248(b) of the Insolvency Act 1986 as meaning 'any security (whether heritable or moveable), any floating charge and any right of lien or preference and any right of retention (other than a right of compensation or set off)'. For claims in administration procedure security also includes a hire purchase agreement, agreement for the hire of goods for more than three months and a conditional sale agreement (see Rule 2.33).

In liquidation only the creditor should state whether he is surrendering or undertakes to surrender his security; the liquidator may at any time after 12 weeks from the date of commencement of the winding up (note (e)) require a creditor to discharge a security or to convey or assign it to him on payment of the value specified by the creditor.

5. In calculating the total amount of his claim in a liquidation, a creditor shall deduct the value of any security as estimated by him unless he surrenders it (see note 4).
5. Total amount of debt

PARTICULARS OF EACH DEBT**Notes**

A separate set of particulars should be made out in respect of each debt.

6. In the case of a member state liquidator creditor, specify and give details of underlying claims in respect of which he is claiming as creditor
6. Underlying claims