

3 April 2009

Our ref: MNC/AMR/FF02ADL/ADM502/2203
Your ref:

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31 Wellington Street
Leeds LS1 4DL
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TO ALL KNOWN CREDITORS

When telephoning please ask for:
Erica Walters

Direct Line:
0113 386 0819

Dear Sirs

Freedom Flights (Aviation) Limited - In Administration (the Company) Administrators' Progress Report

As you may be aware Alastair Beveridge, Nick Cropper, Simon Appell and I were appointed Joint Administrators of the Company on 12 September 2008 by the High Court, Chancery Division, Companies Court. From 1 January 2009 Alastair Beveridge, Simon Appell, Nick Cropper and I are now licensed by the Insolvency Practitioners Association (IPA).

Please find attached a formal notice and detailed report covering progress in the Administration during the six month period ended 11 March 2009.

Please note that it is a statutory requirement for the Joint Administrators to prepare and make available for all actual and potential creditors of the Company a Progress Report. However, for those passengers who have submitted claims for refunds to the Civil Aviation Authority under the ATOL scheme, to their credit card company or through an insurance company THIS IS FOR INFORMATION ONLY and DOES NOT affect your claim in any way.

Further update as at 3 April 2009

In order to minimise costs (printing and postage) to the creditors, the Joint Administrators applied to Court on 3 April 2009, to release them from their statutory obligations of sending to all known creditors (of which there is approximately 144,000) the following documents:

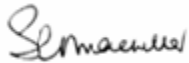
- Notices of the result of any meetings of creditors
- Progress reports to creditors
- Any notice of intention to declare and distribute a dividend
- Any notice of automatic end of Administration
- Any notice of moving from Administration to Creditors' Voluntary Liquidation
- Any notice of moving from Administration to Dissolution

Registrar Derrett of The High Court of Justice, Chancery Division, Companies Court granted the Joint Administrators' application and ordered that the Joint Administrators publish the relevant creditor information, instead of mailing hard copies to creditors.

Accordingly, for the purposes of this and future creditor communication, the Joint Administrators will publish all documents on the www.xladministration.com website and will provide a helpline for creditors to request information free of charge. The helpline number is 0800 068 8991.

Please also note that following the recent completion of a Management Buy-Out (MBO) by the partner group of Kroll's UK Corporate Advisory and Business Recovery practice from Kroll Inc, we will be operating under the Zolfo Cooper brand name going forward. Zolfo Cooper Europe will continue to be headquartered at 10 Fleet Place, London EC4M 7RB with our existing network of UK offices remaining in their current locations.

Yours faithfully
For and on behalf of
Freedom Flights (Aviation) Limited



S C E Mackellar
Joint Administrator

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The affairs, business and property of the Company are being managed by the Joint Administrators. The Joint Administrators act as agents of the Company and without personal liability.

The Insolvency Act 1986

Administrator's progress report

Name of Company Freedom Flights (Aviation) Limited	Company number 03778561
In the High Court, Chancery Division, Companies Court	Court case number 7848 of 2008

(a) Insert full name(s) and address(es) of administrator(s)

We, Alastair Paul Beveridge, Simon Jonathan Appell, Mark Nicholas Cropper of Zolfo Cooper, 10 Fleet Place, London, EC4M 7RB and Stuart Charles Edward Mackellar of Zolfo Cooper, Wellington Plaza, 31 Wellington Street, Leeds, LS1 4DL

Joint Administrators of the above company attach a progress report for the period

from

to

(b) 12 September 2008

(b) 11 March 2009

(b) Insert dates

Signed 
Joint Administrator

Dated : 3 April 2009

Contact Details:

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

Erica Walters	
Zolfo Cooper, Wellington Plaza, 31 Wellington Street, Leeds, LS1 4DL	
	Tel : 0113 386 0819
DX Number	DX Exchange

Companies House receipt date barcode

When you have completed and signed this form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

3 April 2009

Joint Administrators' Progress Report

For the Period
12 September 2008 to 11 March 2009

Freedom Flights (Aviation) Limited -
In Administration



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1 Statutory Information

- 1.1 I was appointed Joint Administrator of Freedom Flights (Aviation) Limited (the **Company**) together with Alastair Paul Beveridge, Simon Jonathan Appell and Mark Nicholas Cropper on 12 September 2008 by the High Court of Justice. The application for the appointment of an Administrator was made by the Directors of the Company.
- 1.2 Please note that as of 1 January 2009, Alastair Paul Beveridge, Simon Jonathan Appell, Mark Nicholas Cropper and I are now licensed by the Insolvency Practitioners Association (**IPA**).
- 1.3 The Company formed part of the XL Leisure Group of companies (the **Group**).
- 1.4 The Company is one of 11 Companies (the **Companies**) within the Group which were placed into Administration by the Court at 1am on 12 September 2008. The additional 10 companies are as follows:
- XL Leisure Group plc (04513359) (the **Parent Company**)
 - Freedom Flights Limited (03761690)
 - Excel Aviation Limited (03720932)
 - Explorer House Limited (05183147)
 - The Really Great Holiday Company plc (02813710)
 - Medlife Hotels Limited (05311104)
 - Aspire Holidays Limited (03813759)
 - XL Airways UK Limited (02980023)
 - Travel City Flights Limited (03676161)
 - Kosmar Villa Holidays plc (01673531)
- 1.5 A copy of the Group structure is attached at Appendix A.
- 1.6 The other entities within the Group are either dormant or non-trading.
- 1.7 The Administration is being handled by Zolfo Cooper's Leeds office, situated at Wellington Plaza, 31 Wellington Street, Leeds, LS1 4DL.
- 1.8 The Administration is registered in the High Court of Justice, Chancery Division, Companies Court under reference number 7848 of 2008.

- 1.9 The main headquarters of the Company was Explorer House, Fleming Way, Crawley, West Sussex, RH10 9EA (**Explorer House**).
- 1.10 The registered office of the Company has been changed from Explorer House to c/o Zolfo Cooper, Wellington Plaza, 31 Wellington Street, LS1 4DL and its registered number is 03778561.
- 1.11 The functions of the Joint Administrators may be exercised by either or all, acting jointly or alone.
- 1.12 Please note that following the recent completion of a Management Buy-Out (**MBO**) by the partner group of Kroll's UK Corporate Advisory and Business Recovery practice from Kroll Inc, we will be operating under the Zolfo Cooper brand name going forward. Zolfo Cooper Europe will continue to be headquartered at 10 Fleet Place, London EC4M 7RB with our existing network of UK offices remaining in their current locations.

2 Progress of the Administration

Overall Administration Progress for the Companies

- 2.1 Since the date of my last report, I have continued to facilitate a controlled and orderly wind down of the operations of all of the Companies which entered Administration.
- 2.2 I have proceeded to realise the various assets held across the Companies which include agency and trade debtors totalling in excess of £15 million excluding intercompany debts, the brands, trademarks and intellectual property of the major trading entities, prepayments relating to airport charges, fuel and insurance, six freehold properties and aircraft stock.
- 2.3 A considerable amount of time has also been spent liaising and corresponding with the Companies' stakeholders and in particular in relation to the substantial telephone and written queries received from customers with regard to their pre-booked holidays which were unfortunately cancelled as a result of the Administrations. I have liaised extensively with the Civil Aviation Authority (**CAA**) and credit card providers to ensure that any information they have required relating to customer bookings has been provided swiftly, efficiently and accurately.
- 2.4 There has also been a large volume of correspondence received from former employees with regard to their redundancy and preferential claims, requests for access to training records and files and also with a view to obtaining references for their new employers.

- 2.5 As you are aware, the Companies' IT systems were complex and data was held across seven separate IT systems and packages, some of which were hosted by external providers. The operations of the Companies were heavily reliant on these systems, such as customer booking systems, finance systems and aircraft maintenance systems. As such, a managed shut down and decommissioning strategy of over 100 servers has had to be undertaken together with IT consultants and former third party service providers to the Companies. I can confirm that the shut down strategy is in its final stage.
- 2.6 An operation to box up the Companies' books and records which were held across various national locations has also been undertaken and a small number of former employees were initially retained on a consultancy basis to assist with this process. There are now in excess of 5,000 boxes of books and records held at a storage facility in Leeds.
- 2.7 In order to minimise costs (printing and postage) to the creditors, the Joint Administrators applied to Court on 3 April 2009, to be released from the statutory obligations of sending to all known creditors (of which there is approximately 144,000) the following documents;
- Notices of the result of any meetings of creditors
 - Progress reports to creditors
 - Any notice of intention to declare and distribute a dividend
 - Any notice of automatic end of Administration
 - Any notice of moving from Administration to Creditors' Voluntary Liquidation
 - Any notice of moving from Administration to Dissolution

Registrar Derrett of The High Court of Justice, Chancery Division, Companies Court granted the Joint Administrators' application and ordered that the Joint Administrators publish the relevant creditor information, instead of mailing hard copies to creditors. Accordingly, for the purposes of this and future creditor communication, the Joint Administrators will publish all documents on the www.xladministration.com website and will provide a helpline for creditors to request information free of charge. The helpline number is 0800 068 8991.

Administration Progress for the Company

- 2.8 The Company was a Tour Operator Travel Operator Margin Scheme (TOMS) company. TOMS is a special VAT tax scheme for businesses that buy-in and resell travel, accommodation and certain other services as a principal or undisclosed agent (that is, acting in the business' own name), including where these services are not the main core of the business. The TOMS is a simplification measure which enables VAT to be accounted for on travel supplies without businesses having to register and account for tax in each member State where the services and goods are enjoyed.

- 2.9 At the date of my appointment the Company did not have any employees.
- 2.10 The complexity of the Group structure created significant uncertainty regarding the ownership of the assets and liabilities of the Companies. Therefore, it was necessary for the Company to enter Administration in order to preserve all potentially realisable assets and to ensure that any potential sales of the businesses and assets of some of the Companies were not jeopardised. Based on present information, it is unlikely that there will be any realisations in the Administration with the exception of a potential intercompany distribution as detailed in Section 3.1.
- 2.11 Attached at Appendix B is my Receipts and Payments Account for the period from 12 September 2008 to 11 March 2009.
- 2.12 As you are aware, upon appointment the Company entered into a funding agreement with Straumur-Burdarás Investment Bank hf. (**Straumur**) which allowed the Company access to loan funding to ensure a controlled wind down of the operations could be affected whilst the assets of the Company were realised. To date £50,000 has been received from Straumur and these sums are to be repaid from asset realisations from the Company's estate prior to any distribution to the creditors of the Company, subject to there being sufficient realisations available.
- 2.13 In accordance with Statement of Insolvency Practice No 13 (**SIP13**), I would advise you that no assets were sold to a Director of the Company.

3 Assets still to be Realised

Intercompany debts

- 3.1 As per my last report, it is believed that the Company is due funds from intercompany debts. However, the amount realised will be dependent upon whether the level of realisations in the debtor company are sufficient to enable a distribution to its unsecured creditors. If an unsecured distribution is made, the level of realisation is likely to be negligible and is likely only to represent a minimal amount of the intercompany debt which is owed.

4 Joint Administrators' Remuneration

- 4.1 Creditors approved that the basis of the Joint Administrators' remuneration be fixed by reference to the time properly spent by them and their staff in managing the Administration.

- 4.2 The Joint Administrators' time costs at 11 March 2009 are £21,425. This represents 96 hours at an average rate of £224 per hour. Attached as Appendix C is a Time Analysis which provides details of the activity costs incurred by staff grade during this period. To date £20,447 plus disbursements of £54 have been drawn on account.
- 4.3 Attached as Appendix D is additional information in relation to our policy on staffing, the use of sub-contractors, disbursements and details of our current charge-out rates by staff grade.

Administration and Planning

The time recorded here reflects the statutory duties of the Joint Administrators including initial notification to creditors and the preparation of creditor reports. In addition, it covers the time spent formulating the strategy of the Administration, internal meetings and case related travel time.

Investigations

This section relates to time spent investigating the conduct and actions of the Company's Directors prior to appointment.

Trading

The time recorded here includes the ongoing day to day management and wind down of the Company, along with preparation of cash flow forecasts and maintaining funding requirements.

Creditors

This area reflects the time incurred dealing with creditors of the Company, including telephone calls and emails.

5 Estimated Outcome for Creditors

- 5.1 The Company granted fixed and floating charges to Straumur on 18 August 2008.
- 5.2 Straumur's fixed charge is supported by a cross guarantee provided by all of the Companies with the exception of Kosmar Villa Holidays plc.
- 5.3 The Company holds no fixed charged assets, thus there will be no fixed charge realisations to enable a distribution to Straumur under its fixed charge.

- 5.4 Based on current information the preferential claims against the Company relating to employees' arrears of wages and holiday are Enil.
- 5.5 As the Company granted the floating charge to Straumur within 12 months of the commencement of the Administration and since no new monies were advanced to the Company following the registration of Straumur's charge, it is believed that the floating element of the charge is invalid in accordance with Section 245 of the Insolvency Act 1986 (the Act).
- 5.6 As per the Directors' Statement of Affairs the amount owed to the unsecured creditors is estimated at £120,492,848.
- 5.7 As Straumur's floating charge post-dates the introduction of the Enterprise Act 2002 on 15 September 2003, ordinarily there would be a requirement to set aside an "Unsecured Creditors' Fund". In these circumstances, the Joint Administrators would have an obligation to ring fence a proportion of the floating charge realisations for unsecured creditors under S176A (2) of the Act. These funds are called the Prescribed Part. However as detailed above in Section 5.5 Straumur's floating charge is deemed invalid and therefore the Prescribed Part does not apply.
- 5.8 The Company holds no assets and therefore there will be insufficient realisations within the Administration to enable an ordinary distribution to the unsecured creditors.

6 Ending the Administration

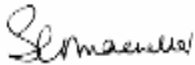
- 6.1 The Company has no assets and therefore there will be insufficient net realisations to enable a dividend to be paid to the Company's unsecured creditors. As a result, a notice will be filed together with a final progress report at Court and with the Registrar of Companies for the dissolution of the Company. Copies of these documents will be published on the www.xladministration.com website. The appointment will end following the registration of the notice by the Registrar of Companies.
- 6.2 Alternatively, if the Joint Administrators subsequently establish assets that may enable a dividend to be payable to the unsecured creditors of the Company, a notice will be filed with the Registrar of Companies in order that the Administration will cease and the Company will move automatically into Creditors' Voluntary Liquidation (CVL) in order to make the distribution. The Joint Administrators will also become the Joint Liquidators of the CVL.

- 6.3 The Joint Administrators will be discharged from liability under Paragraph 98 of Schedule B1 of the Act immediately upon their appointment as Administrators ceasing to have effect.

7 Next Report

- 7.1 The Joint Administrators are required to provide a progress report within one month of the end of the next six months of the Administration or earlier if the Administration has been finalised. All future reports will be available on the www.xladministration.com website.

For and on behalf of
Freedom Flights (Aviation) Limited



S C E Mackellar
Joint Administrator

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Receipts and Payments Account for the Period from 12 September
2008 to 11 March 2009

Appendix B

Statement of Affairs £		Fixed Charge £	Floating Charge £	Total £
	RECEIPTS			
	Funding Provided by Straumur		50,000.00	50,000.00
	Bank Interest Gross		105.29	105.29
18.00	Intercompany Receivables		NIL	NIL
		<u>0.00</u>	<u>50,105.29</u>	<u>50,105.29</u>
	PAYMENTS			
	Preparation of S. of A.		5,000.00	5,000.00
	Administrators Fees		20,447.00	20,447.00
	Administrators Expenses		54.00	54.00
	Legal Fees		2,749.00	2,749.00
	Legal Disbursements		515.91	515.91
	Statutory Advertising		3,288.21	3,288.21
	Sundry Expenses		411.80	411.80
(120,492,830.00)	Unsecured Creditors		NIL	NIL
		<u>0.00</u>	<u>32,465.92</u>	<u>32,465.92</u>
<u>(120,492,812.00)</u>	Balances in Hand	<u>0.00</u>	<u>17,639.37</u>	<u>17,639.37</u>
	REPRESENTED BY			
	Floating Interest Bearing External Funding Account			1.73 12,800.02
	VAT Receivable			4,837.62
				<u>17,639.37</u>

Time Analysis for the Period from 12 September 2008 to 11 March 2009

Appendix C

12 September 2008 to 11 March 2009

	Employee Grade (Hours)				(£s)		
	Partner / Director	Senior Associate	Associate / Analyst	Junior Analyst / Support	Hours To Date	Total Cost	Average Rate p/h
ADMINISTRATION AND PLANNING							
Strategy and Control	3.00	1.40	12.10	0.30	16.80	4,821.00	287
Bank and Creditor Reporting	0.70	1.80	20.90	2.90	26.30	6,550.50	249
Statutory Duties	0.30	0.20	2.50	1.60	4.60	1,058.50	230
Job Administration	0.00	0.10	5.60	13.30	19.00	3,118.00	164
Cash Accounting and Time Records	0.40	1.70	1.50	10.30	13.90	2,862.50	206
Case Related Travel Time	0.00	0.00	0.40	0.00	0.40	96.00	240
ADMINISTRATION & PLANNING Total	4.40	5.20	43.00	28.40	81.00	18,506.50	228
INVESTIGATIONS							
D Reports	0.10	0.00	0.10	1.10	1.30	231.00	178
Other Investigations	0.00	0.00	0.00	0.10	0.10	14.00	140
INVESTIGATIONS Total	0.10	0.00	0.10	1.20	1.40	245.00	175
TRADING							
Initial Actions	0.20	0.00	0.00	0.00	0.20	110.00	550
Cash Accounting	0.10	0.00	3.00	0.00	3.10	775.00	250
Ongoing Trading Activities	0.10	0.10	0.00	0.00	0.20	72.50	363
Internal and External Documentation	0.00	0.00	0.00	0.10	0.10	12.50	125
TRADING Total	0.40	0.10	3.00	0.10	3.60	970.00	269
CREDITORS							
Creditor Dealings	0.30	0.00	1.60	6.50	8.40	1,369.00	163
Internal Documentation	0.00	0.00	0.20	0.10	0.30	65.00	217
Employees	0.20	0.00	0.50	0.40	1.10	269.00	245
CREDITORS Total	0.50	0.00	2.30	7.00	9.80	1,703.00	174
Total	5.40	5.30	48.40	36.70	95.80	21,424.50	224

Additional Information in Relation to Administrators' Fees Pursuant to Statement of Insolvency Practice 9

Appendix D

1 Policy

Detailed below is Zolfo Cooper's policy in relation to:

- staff allocation and the use of sub-contractors;
- professional advisors; and
- disbursements.

1.1 *Staff Allocation and the use of Sub-contractors*

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, Senior Associate, Associate and Analyst. 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. On larger, more complex cases, several staff at all grades may be allocated to meet the demands of the case. Our charge out rate schedule below provides details of all grades of staff and their experience level.

With regard to support staff, we would advise that time spent by cashiers in relation to specific tasks on an assignment is charged. Only if there is a large block of time incurred by a member of the secretarial team, eg, report compilation and distribution, do we seek to charge and recover our time in this regard.

We have not utilised the services of any sub-contractors in this case.

1.2 *Professional Advisors*

On this assignment we have used the professional advisors listed below. We have also indicated alongside, the basis of our fee arrangement with them, which is subject to review on a regular basis.

Name of Professional Advisor	Basis of Fee Arrangement
Freshfields Bruckhaus Deringer LLP (legal advice)	Hourly rate and disbursements
Willis Limited (insurance)	Risk based premium
Edward Symmons (valuation and disposal advice)	Hourly rate and disbursements
BDO Stoy Hayward LLP (tax advice)	Hourly rate and disbursements
Twice2much Ltd (duplicate payments review)	Percentage of realisations
Jones Day (security review & legal advice)	Hourly rate and disbursements
PAYCO (ERA claims)	Hourly rate and disbursements
Hill and Knowlton (PR advice)	Hourly rate and disbursements

Our choice was based on our perception of their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of our fee arrangement with them.

1.3 *Disbursements*

Category 1 disbursements do not require approval by creditors. The type of disbursements that may be charged as a Category 1 disbursement to a case generally comprise of 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 disbursements do require prior approval by creditors before they are paid and whilst it is unlikely that any Category 2 disbursements will be incurred on the case, appropriate approval will be sought before any such expenses are paid.

2 Charge-out Rates

A schedule of Zolfo Cooper charge-out rates for this assignment effective from 1 January 2009 is detailed below.

	(Per hour) £
Partner/Director:	
Partner 1*	550
Partner 2*	495
Director	430
Senior Associate:	
Senior Associate 1*	390
Senior Associate 2*	350
Associate/Analyst:	
Associate	290
Analyst*	265
Junior Analyst and Support Staff:	
Junior Analyst*	140
Senior Treasury Associate	210
Treasury Associate	140
Treasury Analyst	90
Support	90
*Key	
Partner 1 - Partners with 3 or more years experience at partner level	
Partner 2 - Partners with less than 3 years experience at partner level	
Senior Associate 1 - Staff who have been Senior Associates for over 2 years	
Senior Associate 2 - Staff who have been Senior Associates for less than 2 years	
Analyst - Staff who have been Analysts for more than 1 year	
Junior Analyst - First year Analysts	