

2.17B

The Insolvency Act 1986

Statement of administrator's proposals

Name of Company Bodycare Toiletries Limited	Company number 02188629
In the High Court of Justice, Manchester (full name of court)	Court case number 3659 of 2008

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

We (a)
 William Kenneth Dawson
 Deloitte & Touche LLP
 PO Box 500
 2 Hardman Street
 Manchester
 M60 2AT

Ian Brown
 Deloitte and Touche LLP
 1 City Square
 Leeds
 LS1 2AL

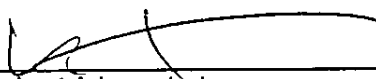
*Delete as applicable

attach a copy of our proposals in respect of the administration of the above company

A copy of these proposals was sent to all known creditors on

(b) 7 November 2008

Signed


 Joint Administrator

Dated

7/11/2008

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 researchers of the public record

William Kenneth Dawson
 Deloitte & Touche LLP
 PO Box 500
 2 Hardman Street
 Manchester
 M60 2AT

DX Number DX 14324 - Manchester 1
 Exchange

Tel 0161 455 8745
 DX Exchange



A29 08/11/2008 453

COMPANIES HOUSE

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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

BODYCARE TOILETRIES LIMITED

Court No. 3659 of 2008

- IN ADMINISTRATION (the "Company")

**ADMINISTRATORS' STATEMENT OF PROPOSALS PURSUANT TO
PARAGRAPH 49 OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986**

7 November 2008

This report has been prepared for the sole purpose of advising creditors pursuant to the Insolvency Act 1986. The report is private and confidential and may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by creditors for any purpose other than advising them, or by any other person for any purpose whatsoever.

**William Kenneth Dawson and Ian Brown
Joint Administrators of the Company
c/o Deloitte & Touche LLP
2 Hardman Street
Manchester
M60 2AT**

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ABBREVIATIONS

For the purpose of this report the following abbreviations shall be used

“Act”	Insolvency Act 1986 (as amended)
“Rules”	Insolvency Rules 1986 (as amended)
“the Administrators”	William Kenneth Dawson and Ian Brown
“Deloitte”	Deloitte & Touche LLP
“EBITDA”	Earnings before interest, tax, depreciation and amortisation
“Hamsard”	Hamsard 3137 Limited
“Venture”, “the Bank”	Venture Finance PLC
“Group”	Bodycare Group BV and its Subsidiaries

1. BACKGROUND

1.1. Introduction

This report is prepared pursuant to Paragraph 49 of Schedule B1 of the Act, which requires the Administrators to provide creditors with details of their proposals to achieve the purpose of the Administration

As there are insufficient funds for a distribution to the unsecured creditors of the Company, other than by virtue of the prescribed part as per Section 176A (2)(a) of the Act (see Section 3.5.4), and in accordance with paragraph 52(1)(b) of Schedule B1, the Administrators will not be convening a creditors' meeting unless required to so. In the event no request (in the prescribed manner) is received within 12 days of issue of this statement, the proposals will be deemed approved.

1.2. Statutory Information

Statutory information on the Company, including details of Director, Company Secretary and Bankers is provided at Appendix 1.

1.3. Overview of the Business

The business was established in 1987 and was originally located in Burnley, Lancashire. The Company was re-located to Preston in 1990 and was subsequently acquired by Norit BV in 1994.

A Management Buy-Out took place in 2001 and the Dutch and English sides of the Group were tasked with working together to gain synergies and reduce costs. In 2005, the business was restructured and in 2006 it was refinanced. New facilities were funded by Venture who provided a Confidential Invoice Discounting facility, a stock facility and plant & machinery funding. In September 2008, the share capital of the Company was acquired from the Group by Hamsard 3137 Limited.

The business operated from one manufacturing and warehousing facility in Ribblesdale, near Preston in Lancashire. The business mainly serves major supermarkets across the UK and manufactures of own label toiletries and related products. It had 147 employees at the time of the Administrators' appointment.

2. THE CIRCUMSTANCES GIVING RISE TO THE APPLICATION FOR THE ADMINISTRATION ORDERS

2.1. Events prior to Administration

The Company had been loss making in recent times and its trading results since 2006 are summarised below

£'000	Management Accounts (unaudited) 7 Months to 30 July 2008	Management Accounts (unaudited) Y/e 31 Dec 2007	Statutory Accounts (audited) Y/e 31 Dec 2006
Turnover	12,250	23,334	19,901
Direct Costs	(9,923)	(18,737)	(14,998)
Gross Profit	2,143	4,597	4,903
Overheads	(3,007)	(4,991)	(5,360)
LBIT	(427)	(393)	(458)
Interest	(111)	(272)	(85)
LBT	(791)	(665)	(542)

As set out in the table above, the business was loss making and, in the 7 months to July 2008, made a loss before tax of £791k

During the 7 months to July 2008, management developed a turnaround plan, and this plan was in the early stages of implementation. The key components of the plan were to reduce head count and property rental costs

To realise this plan, management required significant investment in order to provide the working capital the business needed to continue trade and allow continued production. Therefore, alongside the turnaround plan, management were working towards an MBO in order to separate the Company from the Dutch group and provide the required capital injection. Private equity investors were approached and interest in backing the MBO progressed. To this end, the share capital of the Company was acquired by Hamsard 3137 Limited in September 2008 in preparation for the MBO. However, a number of obstacles to the transaction became apparent and this strategy was unable to progress to completion.

Whilst management were working towards the MBO, the business was still loss making. No further support was forthcoming from the Dutch parent to fund the losses before the benefits of the turnaround plan could be delivered.

As trading progressed the business faced a tightening in its working capital, which increased the funding requirement, as a number of suppliers requested that goods were paid on a pro-forma basis. The Director concluded that the Management Buy Out was not possible and that

the business could not be traded in its current position. He therefore invited Venture, as the qualifying floating charge holder, to appoint Administrators.

2.2. Details of the Appointment of Administrators

William Kenneth Dawson and Ian Brown, both partners of Deloitte & Touche LLP, c/o 2 Hardman Street, Manchester, M60 2AT, were appointed Joint Administrators of the Company by the High Court of Justice, Chancery Division, Manchester District Registry with effect from 2 October 2008, following the filing of a Notice of Appointment of Administrators by the Qualifying Floating Charge Holder of the Company, Venture.

For the purposes of paragraph 100 of Schedule B1 of the Act the Administrators confirm that they are authorised to carry out all functions, duties and powers by either of them, jointly or severally.

2.3. Purpose of the Administrations

From 15 September 2003, the Enterprise Act 2002 replaced the previous four purposes of administration with one overarching purpose, split into a three part single purpose:

- 1 To rescue a company as a going concern (in other words a restructuring which keeps the legal entity intact)
- 2 If the first purpose is not reasonably practicable (or the second purpose would clearly be better for the creditors as a whole), then the Administrators must perform their functions with the objective of achieving a better result for creditors than would be obtained through an immediate liquidation of the company. This would normally be by a sale of the business and assets as a going concern.
- 3 If neither of the first two parts of the purpose is reasonably practicable, the Administrators must perform his functions with the objective of realising property in order to make a distribution to secured and/or preferential creditors.

The Company had significant secured and unsecured creditor liabilities, and therefore a restructuring of these creditors would have been required to meet the first objective. It was apparent that there was insufficient ascribed value by third parties in order to affect a restructuring of the Company's debt, and the Administrators concluded that the first option was not possible to achieve.

Accordingly, the purpose of the Administration was to achieve a better result for creditors than would be obtained through an immediate liquidation of the Company. The purpose of the Administration has been achieved through a sale of the business and assets of the Company as discussed in Section 3.2.

2.4. Investigations

The Administrators are continuing their investigations to understand the causes of the failure of the Company for the purpose of reporting on the conduct of all the directors for the past three years' trading.

3. THE MANNER IN WHICH THE AFFAIRS OF THE BUSINESS HAVE BEEN MANAGED AND FINANCED AND WILL CONTINUE TO BE MANAGED AND FINANCED IF THE PROPOSALS ARE APPROVED

3.1. Introduction

In considering the acceptance of the appointment as Administrators, the Administrators needed to be satisfied that a sale of the business could not be better achieved elsewhere

It was concluded that it would not be possible to trade the business profitably within the constraints of an Administration process, primarily due to the mix of raw materials stock held by the Company. Any trading period would require funding to enable to purchase of key components to facilitate continued production. In addition, continued production would have required the support of the Company's customer base, and there were significant uncertainties as to whether this would be forthcoming. If support was not forthcoming, production would cease while the Administrators sought to complete a sale of the business and assets. In addition, it was likely that in a trading administration scenario there would be significant ransom costs relating to both production components, due to the bespoke nature of the components, and haulage.

Given the powerful customer base of the Company, the risk of a break in production, and the likely resulting deterioration in service levels, there would have been a significant risk of the loss of a key customer. This would likely cause significant harm to the value of the business and the eventual return to secured and unsecured creditors.

Asset values are usually best preserved in a going concern situation and, if production had ceased due to the matters noted above, the value of the various assets are likely to have deteriorated. The main assets of the Company were the debtors, stock and plant and machinery, and this value would be likely to have been impaired if a trade and asset sale was sought. Consideration of the above meant that trading the Company in Administration whilst a purchaser for the business was sought was not a viable strategy.

Management remained interested in buying the business and assets, but this was dependent on their private equity funder remaining interested in an acquisition of the business and assets from insolvency rather than by acquiring the share capital of the Company. Following a period of negotiation, the interested party was able to secure equity funding and was able to make a funded offer for the business as a going concern.

The best course of action to maximise value for all creditors of the Company (being Venture, the preferential and trade creditors) was a pre-packaged sale of the businesses to Hamsard. This action would preserve the business, maintain employment for the employees, maintain a continuity of trading and supply for the customer base and give suppliers a continued supply chain should they choose to supply the acquiring business.

It was envisaged that the transaction would take place via the sale of the business and assets as a going concern immediately after the appointment of the Administrators. It was not intended to carry out a period of marketing post appointment as there would be a number of significant potential pitfalls to delivering continued trading and supply to the customer base therefore jeopardising the value of the Company.

3.2. Sale Process

A private equity backed Management Buy-Out offer had been in place previously. However, obstacles to this process were encountered and, after significant effort, it was concluded that these would not be overcome. The inability to overcome these obstacles, and complete a solvent transaction and restructuring, precipitated the appointment of the Joint Administrators, as detailed above.

The fully funded offer backing the management team was presented to the Administrators and this offer represented significantly higher value than the anticipated result of a wind-down scenario of the Company.

On 2 October 2008, after the appointment of Administrators, the sale of the business and assets to Hamsard 3137 Limited was concluded by the Administrators.

The detailed terms of the sale and purchase agreement are confidential. We can confirm, however, that the sum of £2.35m in consideration for the plant and equipment, intellectual property, trade debts, stock and fixture and fittings of the Company was received – see Appendix 3.

3.3. Assets Excluded from the Sale

Stock subject to valid retention of title claims and all leased/third party equipment was excluded from the sale and purchase agreement. Should you have any queries in respect of this, please contact Hamsard directly on 01772 662400, who will be able to address your enquiry.

3.4. Post Appointment Strategy

Immediately following the appointment of the Administrators on 2 October 2008, members of the Administrators' staff gave briefings to advise employees of the Administrators' appointment. Staff were briefed with regards to the Administration and informed that a sale of the business and assets had been completed to Hamsard. The staff were informed that their employment had been transferred under the Transfer of Undertakings (Protection of Employment) Regulations ("TUPE") and referred to the relevant contact from Hamsard.

The Administrators' staff are in the process of collating creditor claims and have handled creditor queries as they have arisen which include telephone calls and correspondence.

The Administrators' legal advisors advised in respect of all legal issues arising on the sale of business and assets, and have since been assisting the Administrators with post appointment matters. The Administrators' staff will continue to liaise with Hamsard to progress any unresolved issues or future matters that may arise.

The Administrators' staff are in the process of investigating any possible value vesting in the residual intercompany balances held in the Company books. It is understood that the Dutch trading company has entered insolvency, whilst the Hungarian company continues to trade. As such, the Administrators are reviewing the possible recovery of any intercompany funds.

4. DIRECTOR'S STATEMENT OF AFFAIRS

4.1. Introduction

A Statement of Affairs has been submitted by the Directors of the Companies, as at 20 October 2008, which is attached at Appendix 2. There are a number of different classes of creditors within the Company. These include:

- **Secured Creditors** Venture is a secured creditor having been granted a debenture conferring fixed and floating charges over the assets of certain companies in respect of their lending. This priority is subject to payments to preferential creditors (see below) and unsecured creditors under the Prescribed Part (see section 4.3). Further details of the Company's security is set out in Section 4.2.
- **Preferential Creditors** These relate to employee liabilities for arrears of wages, holiday pay and certain pension contributions and are paid in priority to unsecured creditors out of net floating charge realisations.
- **Unsecured creditors.** They rank behind secured and preferential creditors and receive any surplus available from net realisations (after payment of the preferential creditors) is made under the Prescribed Part.

The Administrators have not included the names and addresses and debts of all the creditors in view of the fact that the information runs to many pages and it would not be cost effective to issue. However, copies of this information may be sent to creditors on request, either by post or by e-mail.

4.2. Secured creditors

The Company's debt to Venture at the date of the appointment of the Administrators, and as set out in the Statement of Affairs, can be summarised as follows.

Facility	Amount £m
Invoice Discounting	1 328
Stock Facility	0 341
P&M Facility	0 180
Overlend 1	0 240
Overlend 2	0 129
Total	2.218

The Company was refinanced in May 2006 with the previous lenders being replaced by the Bank. The lending was secured by a debenture which provided for fixed and floating charging over the assets of the Company.

4.3. The Prescribed Part

By virtue of Section 176A(2)(a) of the Act, the Administrators must make a Prescribed Part of the Company's net property available for the satisfaction of unsecured debts. Net property is the amount of the Company's property which would, but for this section, be available for the holders of floating charges created by the Company.

The value of the prescribed part cannot exceed £600,000 per company. It is not envisaged that the prescribed part for the Company will exceed the maximum amount of £600,000 as illustrated below.

At the date of this report the level of the prescribed part is estimated to be circa £66,000, based on estimated net property from floating charge realisations in the Company of £315,000.

As a distribution under Section 176A(2)(a) of the Act is intended, the Administrators ask creditors of the Company to submit proofs of their amounts outstanding, using the form attached at Appendix 4. The form should be completed and returned for the attention of Heather Bamforth at Deloitte & Touche LLP, PO Box 500, 2 Hardman Street, Manchester, M60 2AT.

For the Company in Administration, it may be necessary to make an application to court to disapply the Prescribed Part under Section 176A(5) where the cost of making a Prescribed Part distribution is deemed to be disproportionate to the benefits. This will be reviewed by the Administrators in due course.

4.4. Preferential Claims

We do not anticipate any significant preferential claims in the Administration of the Company. If any such claims were to arise, they would reduce the amount available to the unsecured creditors under the Prescribed Part.

4.5. Unsecured Claims

After making distributions to secured creditors from floating charge realisations, the Administrators do not expect that there will be funds available for distribution to unsecured creditors of the Company, other than by virtue of a prescribed part distribution which is detailed above.

4.6. Notes to the Directors' Statement of Affairs – see Appendix 2

The Director has stated the following:

- The net book values have been taken from the Company records on appointment,
- The estimated to realise values are based on the Director's understanding of the consideration achieved by the Administrators for the sale of the trade, business and assets of the Company on 20 October 2008, and

- The figures do not take into account any unsatisfied HP liabilities

There were also a number of inter-company debts between the various companies. The director has assumed any inter-company balances are irrecoverable.

5. ADMINISTRATORS' FEES AND EXPENSES

5.1. Administrators' fees

There will be no funds available to the unsecured creditors other than by virtue of Section 176A(2)(a) of the Act, therefore, fixing of Administrators' remuneration will be approved in accordance with Rule 2 106(5A) of the Rules, which is outlined as follows

- Where the Administrators have made a statement under paragraph 52(1)(b) the Administrators' remuneration may be fixed by approval of
 - each secured creditor, or
 - if the Administrators intend to make a distribution to preferential creditors, with the approval of each secured creditor and 50% of preferential creditors who respond to an invitation to consider approval

The Administrators will be writing to secured and preferential creditors to agree the basis of their remuneration in respect of fixed and floating charge realisations

In line with paragraph 52(1)(b) of Schedule B1 of the Act outlined above there is no requirement for unsecured creditors to pass a resolution in respect of Administrators' remuneration

6. OTHER INFORMATION TO ASSIST CREDITORS

6.1. Directors' reporting

As part of their statutory duties, the Administrators will consider the conduct of the directors and any person they consider a shadow or de facto director in relation to their management of the affairs of the Company and the causes of failure and will submit a confidential report to the Insolvency Service

As part of their investigations the Administrators will consider, among other matters, the following

- statutory compliance issues,
- misfeasance or breach of duty, and
- antecedent transactions (including transactions at an under value and preferences)

Creditors who wish to draw any matters to the attention of the Administrators should write to the Administrators at the address given on the front of this report

6.2. Connected Party Transactions

In accordance with the guidance given in Statement of Insolvency Practice Number 13, details of the Company's transactions with connected parties in the period are provided below

Date	Details of transaction	Sales / (Purchases) (£m)	Name of counterparty	Connection
2 Oct 2008	Sale of the assets of the Company, to include stock, debtors, plant & machinery and fixtures and fittings	2 35	Hamsard 3137 Limited	John Carrington, director of the Company, is also a director of Hamsard 3137 Limited

6.3. Exit Routes from Administration

Under the Enterprise Act 2002, all administrations automatically come to an end after one year, unless an extension is granted by the Court or with consent of the creditors

Otherwise and unless it is proposed that a company in administration should be placed in Creditors' Voluntary Liquidation, the appointment of Administrators ceases on the following

- an application to Court (in the event of a Court appointment),
- filing a notice in Court and with the Registrar of Companies confirming that the purpose of Administration has been sufficiently achieved; or

- in the event that the company has no property the Administrator may notify the Registrar of Companies to that effect at which time the appointment of the Administrator ceases and three months following that date the company is deemed to be dissolved

The exit route chosen in relation to the Company will largely depend on the circumstances of each Administration

The exit provisions contained in Schedule B1 of the Insolvency Act 1986 provide an informal and cost effective way for the appointments to cease and reference is made to this in the Administrators' proposals

For the purposes of paragraph 98 of Schedule B1 to the Insolvency Act 1986, the Administrators shall each be discharged from liability upon the secured and preferential creditors of the Company making a resolution to such effect

The Administrators will continue to review these matters and will report on this further in the six monthly progress reports to creditors

6.4. EC Regulations

As stated in the appointment documentation in relation to the Companies Council Regulation (EU) No 1346/2000 applies and these are the main proceedings as defined in Article 3(1) of that Regulation

7. STATEMENT OF PROPOSALS PURSUANT TO PARAGRAPH 49 OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986

As stated in Section 2.3 of this report, the Administrators have concluded that the first prescribed objective under paragraph 3(1) (a) of Schedule B1 of the Act namely “rescuing the company (the legal entity) as a going concern” is not achievable in respect of the Company in Administration

Consequently the Administrators have performed their functions in relation to the Company with the objective set out in paragraph 3(1)(b) of Schedule B1 of the Act which is “to achieve a better result for the Companies’ creditors as a whole than would be likely if the Company were wound up”

The Administrators’ proposals to achieve a better result for the creditors as a whole than would be likely if it was wound up are as follows

- 1 the Administrators continue to manage the affairs and assets of the Company, collect any recoverable outstanding pre and post appointment book debts as required, utilising realisations of assets where appropriate, settle any administration expenses where such expenses are incurred for the purpose of the administration and realise the remaining assets of the Company,
- 2 the Administrators be authorised to compromise any debtor balances where applicable,
- 3 the Administrators continue with their enquiries into the conduct of the directors of the Company and continue to assist any regulatory authorities with their investigation into the affairs of the Company,
- 4 the Administrators be authorised to agree the claims of the secured, preferential and unsecured creditors of the Company (where applicable),
- 5 the Administrators be authorised to distribute funds to the secured and preferential creditors of the Company (where applicable), as and when claims are agreed,
- 6 the Administrators fees and expenses be approved by the secured creditors and preferential creditors of the Company (where applicable) in accordance with rule 2.106(5A), based on the Administrators time costs and expenses incurred, on a monthly basis,
- 7 the Administrators be discharged from liability in respect of any action of theirs as Administrators on vacation of office (whether because they vacate office by reason of resignation, death or otherwise, because they are removed from office or because their appointment ceases to have effect), in accordance with schedule B1 paragraphs 98 and 99 of the Act,
- 8 the Administrators be authorised to seek an extension to their term of office if deemed necessary by them, firstly by consent from the secured creditors (and the requisite majority of preferential creditors if the Administrators think that there will be a

distribution to them) under paragraph 76(2)(b) of schedule B1 to the Act for a six month period and, if a further extension is required, by an application to court under paragraph 76(2)(a) of schedule B1 to the Act,

- 9 When it is considered that no further distributions to creditors will be made and that the Administrators have concluded their duties, the Administrators be authorised to take the necessary steps to move the Company from Administration to dissolution, pursuant to paragraph 84 of schedule B1 to the Act, and cease to act,
- 10 If the Administrators think that a distribution will be made to unsecured creditors of a Company, that they be authorised to take the necessary steps to move that Company into creditors' voluntary liquidation pursuant to paragraph 83 of schedule B1 to the Act. If this route is deemed appropriate, the Joint Administrators will seek the appointment of William Kenneth Dawson and Ian Brown both of Deloitte & Touche LLP as Joint Liquidators of that Company. In accordance with paragraph 83(7) of Schedule B1 to the Act and rule 2.117(3) of the Rules, creditors may nominate a different person as proposed liquidator, provided that the nomination is made after the receipt of the proposals and before the proposals are approved, and
- 11 If the Administrators deem it appropriate, that they be authorised to make an application to court pursuant to paragraph 79 of schedule B1 to the Act to end the Administration and petition the court for the winding up of that Company. If appropriate, the Administrators will apply to be appointed as Joint Liquidators pursuant to section 140(1) of the Act

William Kenneth Dawson and Ian Brown
Joint Administrators of the Company
c/o Deloitte & Touche LLP
2 Hardman Street
Manchester
M60 2AT

BODYCARE TOILETRIES LIMITED (IN ADMINISTRATION)**STATUTORY INFORMATION**

Company name	Bodycare Toiletries Limited
Previous names	Norit Bodycare Toiletries Limited
Company number	02188629
Date of incorporation	4/11/1987
Registered office	2 Hardman Street Manchester M60 2AT
Ordinary issued and called up share capital Allotted, called up and fully paid ordinary shares of £1 each	126,000
Shareholder	Hamsard 3137 Limited
Directors (as at appointment)	John Andrew Carrington
Directors (previous in last three years)	n/a
Company secretary	n/a
Bankers	Venture Finance Plc
Auditors	PWC LLP

Statement of affairsName of Company
Bodycare Toiletries LimitedCompany number
02188629In the High Court of Justice
Chancery Division
Manchester District RegistryCourt case number
3659 of 2008(a) Insert name and address of
registered office of the companyStatement as to the affairs of (a) BODYCARE TOILETRIES LTD, RED STAR BUSINESS PARK,
LONGKIDGE ROAD, RIBBLINGTON, PRESTON, PR2 5NA, LANCASHIRE

on the 2 October 2008, the date that the company entered administration

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the above named company as at 2 October 2008, the date that the company entered administration

Full name JOHN ANDREW CARRINGTONSigned *JA Carrington*Dated 20/10/08

A – Summary of Assets

Assets

Assets subject to fixed charge.

PLANT AND EQUIPMENT

TRADE DEBTORS

AMOUNT DUE TO VENTURE FINANCE PLC

SHORTFALL TO VENTURE FINANCE PLC FROM
FIXED CHARGE

Assets subject to floating charge

STOCK

FIXTURES AND FITTINGS

COMPUTER EQUIPMENT

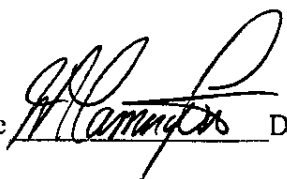
ESTIMATED COSTS

Uncharged assets

Estimated total assets available for preferential creditors

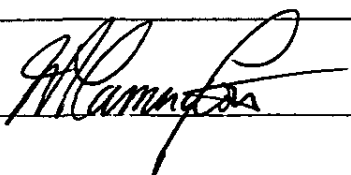
Book Value £	Estimated to Realise £
1,548,214	180,039
1,864,887	1,808,336
	1,988,376
	(2,217,796)
	(229,420)
890,294	340,525
26,154	15,000
5,389	5,000
	(65,000)
4,334,938	295,525

Signature

 Date 20/10/08

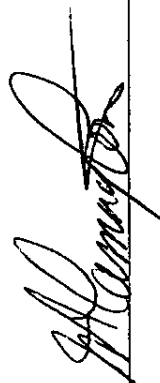
A1 – Summary of Liabilities

	Estimated to realise £
Estimated total assets available for preferential creditors (carried from page A)	£ 295,525
Liabilities	
Preferential creditors -	
Estimated deficiency/surplus as regards preferential creditors	£ 295,525
Estimated prescribed part of net property where applicable (to carry forward)	£ (66,105)
Estimated total assets available for floating charge holders	£ 229,420
Debts secured by floating charges - SHORTFALL TO VENTURE FINANCE UNDER FIXED CHARGE	£ (229,420)
Estimated deficiency/surplus of assets after floating charges	£ -
Estimated prescribed part of net property where applicable (brought down)	£ 66,105
Total assets available to unsecured creditors	£ 66,105
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	£ (2,121,771)
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)	£ (2,055,666)
Shortfall to floating charge holders (brought down)	£ -
Estimated deficiency/surplus as regards creditors	£ (2,055,666)
Issued and called up capital	£ (126,000)
Estimated total deficiency/surplus as regards members	£ (2,181,666)

Signature  Date 20/10/08

COMPANY SHAREHOLDERS

Name of Shareholder	Address (with postcode)	No of shares held	Nominal Value	Details of Shares held
HANOVER 3137 LTD	RED STAR BUSINESS PARK, LONGBRIDGE ROAD, RIBBLINGTON, PRESTON, PR2 5NA	126,000	£1.00	PURCHASED 100% OF SHARES FROM BOUYGUE INTERNATIONAL UK LTD.
TOTALS				

Signature  Date 26/10/08

Appendix 3

Page 1 of 1

Bodycare Toiletries Limited - In Administration Receipts and Payments Account for period 2 October 2008 to 3 November 2008

	Note	Estimated to Realise Per SOA £	Movement 2 Oct 08 to 3 Nov '08 £	Cumulative to 3 Nov '08 £
Receipts				
Trade Debtors	1	1,808,336	0 00	0 00
Stock	2	340,525	111,105 00	111,105 00
Plant & Equipment	3	180,039	0 00	0 00
Fixtures and Fittings		15,000	15,000 00	15,000 00
Computer Equipment		5,000	5,000 00	5,000 00
Cash at Bank		0	9,894 36	9,894 36
	4	<u>2,348,900</u>	<u>140,999 36</u>	<u>140,999 36</u>
Payments				
None	5		0 00	0 00
			<u>0 00</u>	<u>0 00</u>
Balances in Hand			<u>140,999 36</u>	<u>140,999 36</u>
Made up as follows				£
Fixed Charge Interest Bearing Current Account				0 00
Floating Charge Interest Bearing Current Account				140,999 36
				<u>140,999 36</u>

Notes

- 1 Proceeds of £1,808,336 were received in consideration of the Company's book debts but was received directly by Venture - see Note 5
- 2 Proceeds of £340,525 were received in consideration of the Company's stock and of this £111,105 was received by the Administrators with the balance of £229,420 being received directly by Venture - see Note 5
- 3 Proceeds of £180,039 were received in consideration of the Company's plant and equipment but was received directly by Venture - see Note 5
- 4 An amount of £99,505 38 is held by the Administrators in an Escrow account to cover any potential ROT liabilities. This account originally amounted to £250,000 but some funds have subsequently been repaid to Hamsard following the settlement of some ROT liabilities
- 5 By virtue of Venture repaying its facilities, a distribution on account of £2,217,796 has been made to date

Proof of Debt

Please return the completed forms, along with copies of statements and outstanding invoices to substantiate your claim, marked for the attention of Heather Bamforth at the following address

Deloitte & Touche LLP
2 Hardman Street
Manchester
M60 2AT

PROOF OF DEBT - GENERAL FORM**In the matter of****Bodycare Toiletries Limited****In Administration****and in the matter of The Insolvency Act 1986****Date of Administration Order. 2 October 2008**

1	Name of Creditor	
2	Address of Creditor	
3	Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the company went into liquidation (see note)	£
4	Details of any document by reference to which the debt can be substantiated [Note the Administrator/Liquidator may call for any document or evidence to substantiate the claim at his discretion]	
5	If the total amount shown above includes Value Added Tax, please show - (a) amount of Value Added Tax (b) amount of claim NET of Value Added Tax	£ £
6	If total amount above includes outstanding uncapitalised interest please state amount	£
7	If you have filled in both box 3 and box 5, please state whether you are claiming the amount shown in box 3 or the amount shown in box 5(b)	
8	Give details of whether the whole or any part of the debt falls within any (and if so which) of the categories of preferential debts under section 386 of, and schedule 6 to, the Insolvency Act 1986 (as read with schedule 3 to the Social Security Pensions Act 1975)	Category Amount(s) claimed as preferential £
9	Particulars of how and when debt incurred	
10	Particulars of any security held, the value of the security, and the date it was given	£
11	Signature of creditor or person authorised to act on his behalf	
	Name in BLOCK LETTERS	
	Position with or relation to creditor	

Rule 2.37

Creditor's request for a meeting

Name of Company

Bodycare Toiletries Limited

Company number

02188629

In the
High Court of Justice, Chancery Division
Manchester District Registry

Court case number
3659 of 2008

(a) Insert full name and
address of the creditor
making the request

I (a)

request a meeting of the creditors of
Bodycare Toiletries Limited
c/o Deloitte & Touche LLP
2 Hardman Street
Manchester
M60 2AT

(c) Insert amount of claim

My claim in the administration is (c)

(d) Insert full name(s) and
address(es) of creditors
concurring with the
request (if any) and their
claims in the
administration if the
requesting creditor's claim
is below the required 10%

(d)

concur with the above request, and I attach copies of their written confirmation of
concurrence

(e) Insert details of the
purpose of the meeting

The purpose of the meeting is (e)

Signed

Dated
