

The Insolvency Act 1986

Statement of administrator's proposals

Name of Company VITAE HOLDINGS LIMITED	Company number 04198478
In the HIGH COURT OF JUSTICE CHANCERY DIVISION COMPANIES COURT	Court case number 4692 OF 2008

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

We (a) Geoffrey Paul Rowley and Nicholas Hugh O'Reilly, both of Vantis, PO Box 2653, 66 Wigmore Street, London W1A 3RT

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

* Delete as applicable

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

(b) Insert date

(b) 1 August 2008

Signed 
Joint Administrator

Dated 1 August 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 searchers of the public record.

VANTIS, PO BOX 2653, 66 WIGMORE STREET, LONDON W1A 3RT

Tel 020 7467 4000

DX Number 42741

DX Exchange Oxford Circus North

WEDNESDAY



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06/08/2008

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COMPANIES HOUSE

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



Vantis
PO Box 2653
66 Wigmore Street
London W1A 3RT
Tel +44(0)20 7467 4000
Fax +44(0)20 7467 4250
DX 42741 Oxford Circus North
www.vantisplc.com

**TO ALL MEMBERS AND ALL KNOWN
CREDITORS**

your ref
our ref WES/AO051/J
date 1 August 2008
please ask for Steve Beattie

Dear Sir/Madam

**VITAE HOLDINGS LIMITED
(IN ADMINISTRATION) ("THE COMPANY")**

1. Introduction

The purpose of this report prepared pursuant to Paragraph 49 of Schedule B1 of the Insolvency Act 1986, is to inform creditors of the joint administrators' proposals

2. The Administration

Geoffrey Paul Rowley and Nicholas Hugh O'Reilly of Vantis, 66 Wigmore Street, London, W1U 2SB were appointed joint administrators by Venture Finance Plc, Sussex House, Perrymount Road, Haywards Heath, West Sussex on 10 June 2008.

The objective(s) of the administration were -

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

The appointment of the joint administrators included a declaration that during the period of the administration they may act jointly or concurrently as the administrators of the company

Statutory information about the company and the administrators together with details from the company accounts is attached as Appendix A

3. Events Leading Up To The Administration

The company was incorporated on 11th April 2001 and operated as a holding company on behalf of Aquavita (UK) Limited (in Administration), Direct Water Limited and Vitae Energy Limited, the latter are both dormant companies. Vitae Holdings Limited was wholly owned by Certorium Limited, which is a company based in Jersey.

It would appear that the company did not actively trade and merely acted as a conduit for funds between Certorium Limited and the subsidiary companies

Cont/d

The current directors, Peter Agate and Jerome Richard purchased the shares of Vitae Holdings Limited from Certorium in February 2008 for the sum of £10,000.

The company provided an all assets debenture to Venture Finance Plc ("Venture") on 28 February 2008 to secure a facility provided to Aquavitae (UK) Limited

It is believed the directors of Aquavitae (UK) Limited decided to cease trading and all staff were stood down on or around 8 May 2008. As a consequence of this Venture called upon the security provided by Vitae Holding Limited.

Geoffrey Paul Rowley and Nicholas Hugh O'Reilly of Vantis, 66 Wigmore Street, London, W1U 2SB were appointed joint administrators by Venture Finance Plc, Sussex House, Perrymount Road, Haywards Heath, West Sussex on 9 June 2008

4. Conduct Of The Administration

Immediately upon appointment our solicitors, Hammonds LLP, contacted the directors of the company to ascertain the precise circumstances leading up to the purchase of Vitae Holdings Limited and the subsequent failure of the trading subsidiary, Aquavitae (UK) Limited

To date, the directors have not been interviewed in respect of their involvement with Vitae Holdings Limited although have been interviewed about their involvement with Aquavitae (UK) Limited along with William Berry, a consultant involved with the purchase process. It is hoped that the directors will be interviewed in the near future.

As mentioned, the company is non trading and its assets are shareholdings in three companies, two are dormant and the third, Aquavitae (UK) Limited is in administration. It is uncertain whether any value will be recouped from any of these companies.

The joint administrators have identified a bank account operated by the company, the account is in credit albeit at a minimal level.

It is for the above reasons that objectives a) and b) cannot be achieved although objective c) may be achieved

To date, no funds have been received or defrayed by the joint administrators and accordingly the Joint Administrators' receipts and payment account has not been prepared in this instance

5. The Directors' Statement Of Affairs

In accordance with Paragraph 47 of Schedule B1 of the Insolvency Act 1986, a Statement of Affairs was requested from the directors of the company on 16 June 2008 however this has still to be finalised

In accordance with Rule 2.33(j) of the Insolvency Rules 1986 I attach an estimated statement of affairs prepared by the joint administrators from information provided by the company as at 1 April 2008. I am not aware of any outstanding creditors other than the contingent liability.

6. Outcome For Secured Creditor

An invoice finance facility (debt factoring) was provided by Venture Finance Plc to Aquavitae (UK) Limited who hold a fixed charge over the factored debtors and were owed approximately £800,000 (excluding interest and charges) at the date of appointment. Based on a review of the debtors as outlined above it is unlikely that Venture Finance Plc will be repaid in full under their fixed charge.

Cont/d

Vitae Holdings provided a debenture to Venture Finance Plc to support the debt factoring facility

Given the company's holding company status and lack of assets it is unlikely that any significant funds will become available to the secured creditors

7. Outcome For Preferential Creditors

Preferential creditors comprise employees' entitlements capped at £800 in respect of unpaid wages and any unpaid holiday pay. It is not known whether the company employed any staff and no employee claims have been received to date although in any event it not anticipated that preferential creditors would receive a payment

8. Prescribed Part For Unsecured Creditors

The administrators have further considered the possibility of a prescribed part for unsecured creditors under S176A of the Insolvency Act 1986. Currently, based on net property potentially available, the prescribed part will be less than £10,000 and the cost of making a distribution would be disproportionate to the benefits. However, this position will be further reviewed during the course of the administration.

9. Outcome For Unsecured Creditors

As at the date of administration, from the company's records located and reviewed indicated the company's unsecured creditors related purely to inter company transactions with its subsidiaries

Based upon current information it is unlikely that there will be a dividend available to unsecured creditors, should any be identified

The outcome for all creditors of the company is subject to the costs of the administration and also of a subsequent liquidation, if applicable

10. Creditors' Meeting

Based on information currently available, the administrators think that the company has insufficient property to enable a distribution to be made to unsecured creditors. They are therefore not required to call a creditors' meeting pursuant to Paragraph 51 of Schedule B1 of the Insolvency Act 1986. The Administrators must however summon a meeting if requested to do so by creditors whose debts amount to at least 10% of the total debts of the company. The request must be in the prescribed form and be made within 12 days of the date of this notice, in accordance with Rule 2.37 of The Insolvency (Amendment) Rules 2003

In accordance with Rule 2.33(5) of The Insolvency (Amendment) Rules 2003, where the Administrators have not called a creditors' meeting, the proposals set out above will be deemed to have been approved by the creditors unless at least 10% by value of the creditors requisition a meeting of creditors within 12 days of the date of this report

11. Administrators' Proposals

The Administrators' proposals in accordance with Paragraph 49 of Schedule B1 to the Insolvency Act 1986 to achieve the remaining purpose of the administration are attached as Appendix C

Cont/d

You will note that should the exit of administration for the company be by way of a creditor's voluntary liquidation it is proposed that the joint liquidators be Geoffrey Paul Rowley and Nicholas Hugh O'Reilly of Vantis. Please note that in accordance with paragraph 83(7) of Schedule B1 of the Insolvency Act 1986 and Rule 2.117(3) of the Insolvency Rules 1986, creditors may nominate a different person as the proposed liquidator, provided that the nomination is made after the receipt of the proposals and before the proposals are approved.

If the joint administrators think the company has no property which might permit a distribution to its creditors, they shall send a notice in due course to the registrar of companies in accordance with Paragraph 84 of Schedule B1 to the Insolvency Act 1986 and three months after the filing of the notice the company will be deemed to be dissolved.

12. Administrators' Remuneration

The administrators' remuneration after the date of appointment will be drawn from the company assets and it is proposed that it will be charged on a time cost basis. Only direct disbursements will be drawn by the Administrators.

Details of the time charged to this case to date, analysed between the different types of work undertaken, together with details of Vantis' charge out rates are enclosed at Appendix D.

A creditor's guide to fees in accordance with the Statement of Insolvency Practice 9, Remuneration of Insolvency Officeholders can be accessed on <http://www.vantisplc.com/NR/rdonlyres/334D0A64-D7DA-4F6E-9244-2B13F274DDBC/0/Administration.pdf> or a copy can be requested in writing from this office.

The administrators also propose to recover disbursements and expenses directly incurred during the course of the administration which may include an element of shared or allocated costs, where applicable, in accordance with the schedule below.

Mileage	Photocopy per Sheet	Faxes Per Sheet	Storage Per Box
40p per mile	15p	40p	£3 per quarter

The Administrators' fees for dealing with the investigation and review assets subject to the fixed (and floating) charge will be agreed with Venture Finance Plc and will be drawn on a time cost basis.

13. E C Regulation


The E C Regulation on insolvency proceedings will apply in this matter, which will be main proceedings.

14. Directors' Conduct

Finally, as part of the Joint Administrators' statutory duties, we have to report on the conduct of the directors under the Company Directors Disqualification Act 1986. Should you have any information concerning matters to which reference should be made in that report, then we should be grateful if you would write to us formally setting out any facts which you believe should be considered for inclusion.

Cont/d

Yours faithfully
For and on behalf of
Vitae Holdings Limited

A handwritten signature in black ink, appearing to be 'Geoffrey Paul Rowley', written in a cursive style.

Geoffrey Paul Rowley
Joint Administrator
Licensed by the Insolvency Practitioners Association

The Joint Administrators act as agents of the company and without personal liability.

The affairs, business and property of the company are being managed by Geoffrey Paul Rowley and Nicholas Hugh O'Reilly who were appointed Joint Administrators on 10 June 2008.

Statutory Information

Court in which administration proceedings were brought	High Court of Justice
Court reference number	4692 of 2008
Other trading names	N/A
Date of incorporation	11 April 2001
Company number	04198478
Registered office	66 Wigmore Street, London, W1U 2SB
Previous registered office	17 Hanover Square London W1S 1HU
Directors:	Peter John Agate Jerome Sebastien Richard
Company secretary	John Christopher Leeksma Bailey

Name	Shares	Type	Percentage shareholding
Peter Agate	Tbc	Ordinary	
Jerome Richard	Tbc	Ordinary	

Vitae Holdings Limited

Estimated Statement of Affairs as at 9 June 2008

	Notes	Net Book Value	Est to Realise
		£	£
Assets			
Assets Subject to Fixed Charge			
Investments		<u>(50,000)</u> (50,000)	<u>Uncertain</u> 0
Assets Subject to Floating Charge			
Cash at bank		<u>540</u> 540	<u>540</u> 540
Surplus available for Preferential Creditors			540
Preferential Creditors:-			
Employees' claims re Wages & Holiday Pay	1)		<u>0</u>
Estimated Surplus/ (Deficit) as regards Preferential Creditors			540
Estimated Prescribed Part of Net Property Available	2)		<u>N/A</u>
Estimated Total Assets available for Floating Charge Holder			540
Debts secured by floating charge.- HSBC Invoice Finance			<u>0</u>
Estimated Surplus/ (Deficit) as regards Floating Charge Holder			540
Estimated Surplus/ (Deficit) as regards Floating Charge Holder C/Fwd			
Prescribed Part B/Fwd			<u></u>
Estimated Surplus/ (Deficit) available for Non-Preferential Creditors			540
Non - Preferential Creditors:-			
Contingent liability to Aquavita (UK) Limited	tbc	<u>(833,000)</u>	(833,000)
Estimated Surplus/(Deficit) as regards Creditors			(832,460)
Issued and called up capital			<u>(50,000)</u>
Estimated Total Surplus (Deficit) as regards Members			<u>(882,460)</u>

Notes -

1) - Estimated entitlement for redundant staff

2) - No Prescribed Part applicable

3) - No account has been made in respect of Professional costs associated with the administration/Liquidation

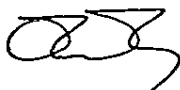
THE INSOLVENCY ACT 1986

**STATEMENT OF THE PROPOSALS OF THE JOINT ADMINISTRATORS
OF VITAE HOLDINGS LIMITED (IN ADMINISTRATION)**

PURSUANT TO PARAGRAPH 49(1) OF SCHEDULE B1 TO THE INSOLVENCY ACT 1986

- 1 These are the proposals of Geoffrey Paul Rowley and Nicholas Hugh O'Reilly, the joint administrators of Vitae Holdings Limited pursuant to paragraph 49(1) of schedule B1 to the Insolvency Act 1986.
- 2 The Joint Administrators think that objectives (a) and (b) of the administration, as detailed in paragraph 3(1) of Schedule B1 of the Insolvency Act 1986, will not be achieved due to the company ceasing to trade prior to administration and the disputed realisable value of the assets. Accordingly, it is envisaged that objective (c) will be achieved.
3. The Joint Administrators propose that.
 - a) they continue to review and realise, where available, the assets of the company;
 - b) following a reasonable period of time to achieve proposal (a), and if they think that the company has sufficient property to permit a distribution to its unsecured creditors, they will send notice to the Register of Companies in accordance with paragraph 83 of schedule B1 of the Insolvency Act 1986 for the company to be placed in Creditors Voluntary Liquidation. The proposed liquidators are to be Nicholas Hugh O'Reilly and Jonathan Mark Birch of Vantis.
 - c) if they think the company has no property which might permit a distribution to its unsecured creditors, the joint administrators will send notice to the Registrar of Companies in accordance with paragraph 84 of schedule B1 to the Insolvency Act 1986 and three months after the filing of the notice the company will be deemed to be dissolved having given due consideration to point (a) and (b) above.
 - d) the joint administrators' fees be agreed on a time cost basis in accordance with their charge out rates applicable from time to time plus disbursements which may include an element of shared or allocated costs and also disbursements and expenses directly incurred during the course of the administration be recovered.
 - e) the joint administrator's be granted their discharge in accordance with paragraph 98(2)(b) of schedule B1 to the Insolvency Act 1986, 21 days after closure of the administration.

Dated this 1st August 2008



Geoffrey Paul Rowley

Joint Administrator

Licensed by the Insolvency Practitioners Association

VITAE HOLDINGS LIMITED (IN ADMINISTRATION)
Analysis of time costs
for the period 10 June 2008 to 25 July 2008

Time costs							
Classification of work	Partner	Manager	Other senior professionals	Assistants & support staff	Total hours	Time cost	Total average cost
Admin & Planning		2.8	3.2	0.6	6.6	1,267	192
Statutory Reporting		2.6	3.0		5.6	1,089	196
Total	0.0	5.4	6.2	0.6	12.2	2,356	
Total fees claimed						0	

Disbursements	
Category 1	182

Charge out rates with effect from 1/05/08

Grade	£/h
Partner	360-445
Manager	260-310
Other senior professionals	160-210
Assistants and support staff	140-163

Examples of work

Admin & Planning

Case planning
 Administrative Set-up
 Appointment Notification
 Maintenance of records
 Statutory reporting

Statutory Reporting

Initial Letters to Creditors
 Advertising Appointment
 Correspondence with Registrar of Companies