Rule 2.33 Form 2.17B

The Insolvency Act 1986

Statement of administrator's proposals

2.17B

Name of Company	Company Number
Orchid Pubs Alaska Limited	05554875

In the	Court case number
High Court of Justice, Chancery Division, Companies Court (full name of court)	11197 of 2008

We (a) David Christian Chubb, Colin Michael Trevethyn Haig and Michael John Andrew Jervis of PricewaterhouseCoopers LLP, Plumtree Court, London EC4A 4HT

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) Insert date

(b) 6 February 2009

Signed ____________

Joint / Administrator(s)

Dated 6. 2. 09

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

Michael White	
Plumtree Court, London EC4A 4HT	
	Tel 0207 213 8716
DX Number	DX Exchange

MONDAY

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A18 09/02/2009 2

COMPANIES HOUSE

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

ıpanies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

PricewaterhouseCoopers

Orchid Pubs Alaska Limited – in Administration

High Court of Justice, Chancery Division, Companies Court
Case No. 11197 of 2008

Joint Administrators' proposals for achieving the purpose of administration

6 February 2009

Contents

1. Purpose of this document

I wrote to all creditors on 22 December 2008 to explain that Orchid Pubs Alaska Limited ("the Company") had entered into Administration and that CMT Haig, MJA Jervis and I had been appointed as Joint Administrators ("the Administrators") on 13 December 2008.

We were appointed as Administrators to manage the affairs, business and property of the Company. We will act until such time as our proposals for achieving the purpose of administration have been agreed by creditors and implemented, following which the Administration will be ended.

The purpose of administration is to achieve one of the following objectives: -

(a) Primarily, rescuing the Company as a going concern, or failing that
(b) Achieving 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 finally
(c) Realising property in order to make a distribution to one or more secured or preferential creditors.

For the reasons detailed in this document, it will not be possible to achieve any of the above objectives.

If you have any concerns or questions regarding the background to this case or what is being proposed, please do not hesitate to contact my colleague, David Hendrick, on 020 7804 0196.

Signed......................................

DC Chubb
Joint Administrator of Orchid Pubs Alaska Limited

DC Chubb, CMT Haig and MJA Jervis have been appointed as joint administrators of Orchid Pubs Alaska Limited to manage its affairs, business and property as its agents and act without personal liability. All are licensed to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.

2. The Administrators' statement of proposals

a. Brief history and summary of the Administrators' actions to date

Background

The Company is a member of the Orchid Pubs Group ("the Group") for which the parent company is Orchid Pubs Limited. A Group structure is provided at Appendix A. There are other companies in the Group over which we have not been appointed Administrators, and which are not shown on the Group structure.

The Group's trading activities commenced following an acquisition of Noble House Leisure Limited in May 2006. This was followed by a significant acquisition in June 2006 of certain pubs and restaurants from the Spirit Group resulting in a combined operation of circa 300 pubs and restaurants. Following the acquisitions, the Group became one of the largest managed pub operators in the UK.

The Company, Orchid Pubs Limited and Noble House Leisure Limited are the Group's investment and holding companies.

Between them, the Company and Orient Pub Company Limited provided all the centralised services required by the Group including various central management and administrative functions, related supply, distribution and technical services as well as the procurement of certain services from third parties. The Company was the holding company to some of the other Group Companies.

The Group's audited consolidated Profit & Loss is summarised as follows:

	Period 15 November 2005 to 31 December 2006	Year ended 31 December 2007
	£'000	£'000
Turnover	129,960	212,979
Gross Profit / (Loss)	89,670	149,962
Operating Profit/ (Loss)	8,793	11,408
Period Profit/ (Loss)	(18,197)	(46,214)

At the date of our appointment the Group employed circa 6,000 staff.

2. The Administrators' statement of proposals

The circumstances giving rise to the Administrators' appointment

The well publicised impact of various pressures on pub groups, including the current consumer spending downturn and legislative changes in the pub and restaurant market, resulted in declining sales during 2008 causing liquidity issues for the Group. Whilst the sales decline was partially offset by gross margin improvements this was not sufficient to service the Group's debt burden and consequently the Group's operations could not be maintained within the structure which existed at that time.

The directors recognised that the Group could not continue to trade without an injection of new funding and therefore sought, with its advisors, to find a solution to this finance requirement. The complexities of the Group structure and existing financing arrangements made it challenging to identify a solution, particularly in the context of the general economic climate during the second half of 2008. Ultimately, after consultation with their bankers and independent advisors, the Group's directors concluded that a restructuring of the Group through a formal insolvency procedure was the only way to unlock the new funding which was required in order to preserve the value of the business and assets for the benefit of creditors. It was concluded that it was appropriate to execute a sale of the Group's business immediately upon it entering into Administration.

Accordingly, following an application by the directors, the Court ordered that the Company be placed into Administration on 13 December 2008 and DC Chubb, CMT Haig and MJA Jervis be appointed as the Administrators.

The manner in which the Company's affairs and business have been managed and financed

Immediately upon Administration on 13 December 2008 the business and certain assets of the Group were sold to the existing financial stakeholders.

At the time of our appointment it was unclear which of the companies in the Group owned assets. The Company was put into Administration in order to ensure that any assets it did own would be transferred as part of the above sale, so that the purchaser could run the business. Following the sale it transpired that the Company does not own any realisable assets.

Objective of the Administration

The Company does not own any realisable assets and therefore the Administrators have concluded that the purpose of Administration cannot be achieved.

2. The Administrators' statement of proposals

Dividend prospects

No dividend will be paid to any class of creditor.

Ending the Administration

The Administrators will make an application to Court under Paragraph 79(2) (a) Sch.B1 IA86, following which the Court may provide for the appointment of the Administrators to cease to have effect.

Alternatively, the Administrators will file notice under Paragraph 84(1) Sch.B1 IA86 with the Registrar of Companies, following registration of which the Company will be dissolved three months later.

2. The Administrators' statement of proposals

b. Statement of affairs

A statement of affairs of the Company was delivered to the Administrators on 30 January 2009. The statement was signed by Mr CT Freeman JR Hall.

The Administrators make the following comments on the statement of affairs: -

- In accordance with the standard format of the statement of affairs, no provision has been made for the costs of realising the Company's assets or the costs of the Administration.
- The Administrators have not carried out anything in the nature of an audit on the information.

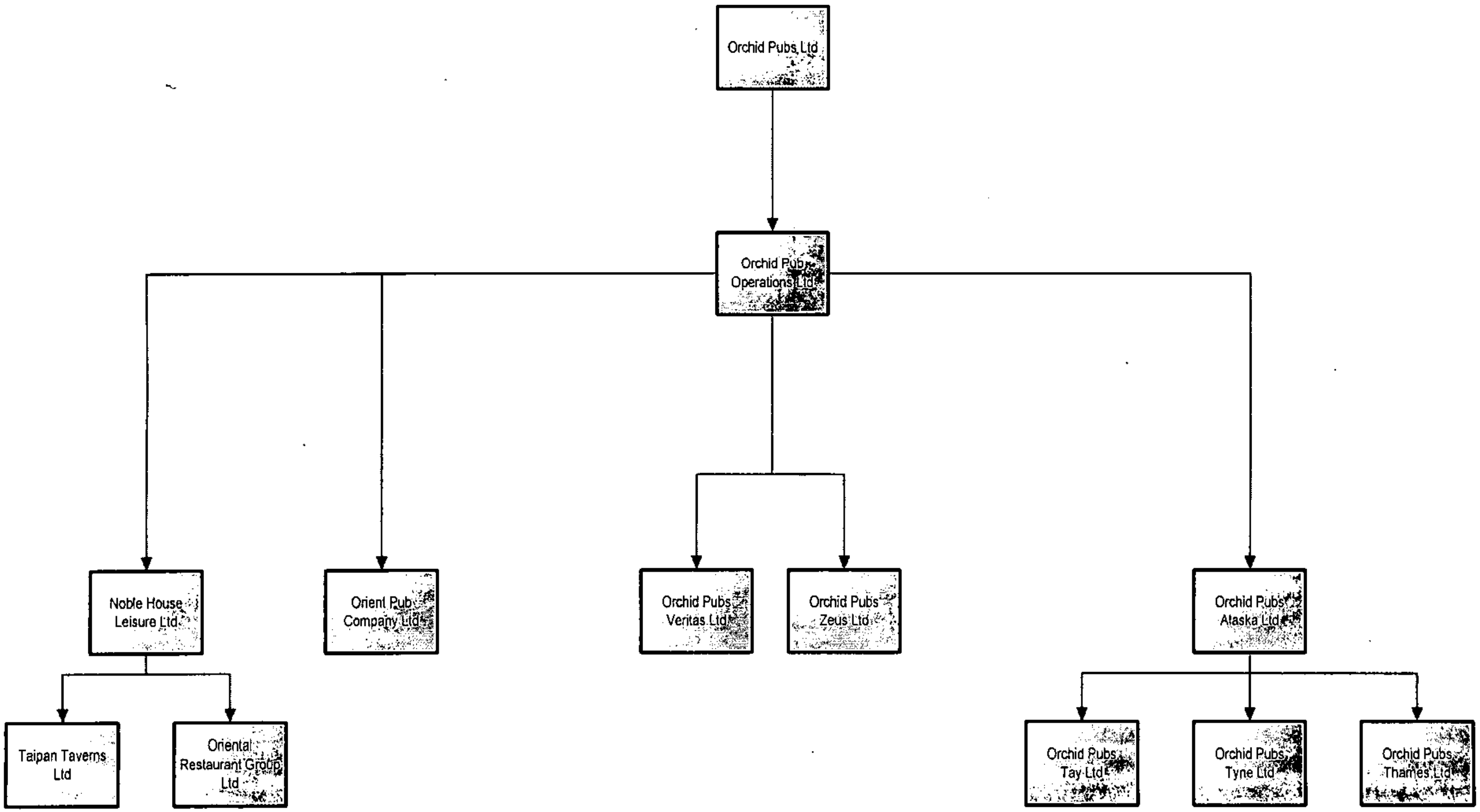
The statement of affairs is copied at Appendix B and includes details of the names, addresses and debts of creditors (including details of any security held).

2. The Administrators' statement of proposals

- **Statutory and other information**

Court details for the Administration:	High Court of Justice, Chancery Division, Companies Court Case No.11197 of 2008
Full name:	Orchid Pubs Alaska Limited
Trading name:	None
Registered number:	05554875
Registered address:	Park Mill, Burydell Lane, Park Street, St Albans, Hertfordshire AL2 2HB
Company directors:	Charles Truscott Freeman and Jonathan Rufus Hall
Company secretary:	T&H Secretarial Services Limited
Shareholdings held by the directors and secretary:	None
Date of the Administration appointment:	13 December 2008
Administrators' names and addresses:	DC Chubb, CMT Haig and MJA Jervis of PricewaterhouseCoopers LLP, Plumtree Court, London EC4A 4HT.
Appointor's / applicant's name and address:	High Court of Justice, Chancery Division
Objective being pursued by the Administrators:	N/A
Division of the Administrators' responsibilities:	Any act required or authorised under any enactment to be done by either or all of the Joint Administrators may be done by any one or more of the persons for the time being holding that office
Proposed end of the Administration:	Dissolution
Estimated dividend for unsecured creditors:	None
Estimated values of the prescribed part and the company's net property:	None
Whether and why the Administrators intend to apply to court under Section 176A(5) IA86:	N/A
The European Regulation on Insolvency Proceedings (Council Regulation(EC) No. 1346/2000 of 29 May 2000):	The European Regulation on Insolvency Proceedings applies to this Administration and the proceedings are main proceedings
Any other information which the Administrators think necessary to enable creditors to decide whether or not to vote for adoption of the proposals:	None

Appendix A Orchid Group structure



Appendix B Summary/copy of statement of affairs

See Attached

Rule 2.29 Form 2.14B

Statement of affairs

Name of Company Orchid Pubs Alaska Limited	Company number: 05554875
In the High Court of Justice, Chancery Lane, Companies Court	Court case number: 11197 of 2008

(a) Insert name and address of registered office of the company

Statement as to the affairs of (a) Orchid Pubs Alaska Limited, Park Mill, Burydell Lane, Park Street, St Albans, AL2 2HB

(b) Insert date

on the (b) 13 December 2008, the date that the company entered administration.

Statement of Truth

we ~~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 (b) 13 December 2008 the date that the company entered administration.

Full name JONATHAN RUFUS HALL CHARLES TRUSCOTT FREEMAN

Signed

Dated 29\01\09 29/1/09

Orchid Pubs Alaska Limited

A - Summary of Assets

Assets	Book Value £	Estimated to Realise £
Assets subject to fixed charge:		
Intercompany Investment	17,500,006	0
Less Monies due to Fixed Charge Holder		(59,316,852)
	17,500,006	(59,316,852)
Assets subject to floating charge:		
Intercompany Debtors	94	0
	94	0
Uncharged assets:		
	0	0
Estimated total assets availble for preferential creditors		0

Signature

Date 29\01\09 29\01\09

Orchid Pubs Alaska Limited

A1 - Summary of Liabilities

Estimated total assets available for preferential creditors (carried from page A)		0
Liabilities		
Preferential Creditors :-	-	
Estimated deficiency/surplus as regards to preferential creditors		0
Estimated prescribed part of net property where applicable (to carry forward)	-	
Estimated total assets available for floating charge holders		0
Debts secured by floating charges	(59,316,852)	
Estimated deficiency/surplus of assets after floating charges		(59,316,852)
Estimated prescribed part of net property where applicable (brought down)	-	
Total assets available to unsecured creditors		(59,316,852)
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	(17,949,726)	
Estimated deficiency/surplus as regards to non-preferential creditors (excluding any shortfall to floating charge holders)		(17,949,726)
Shortfall to floating charge holders (brought down)	(59,316,852)	
Estimated deficiency/surplus as regards to creditors		(77,266,578)
Issued and called up capital	(100)	
Estimated deficiency/surplus as regards to members		**(77,266,678)**

Signature

Date 29/01/04 29/01/04

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £

Signature ____________ Date 20/01/09

COMPANY SHAREHOLDERS

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal Value	Details of Shares held
Orchid Pubs Operations Limited	Sceptre Court, 40 Tower Hill, London, EC3N 4DX	100	100.00	100 Ordinary Shares held as at 13/12/08
	TOTALS		£100	

Signature ______________________ Date 29/01/09