

The Insolvency Act 1986

Statement of administrator's revised proposals**2.22B**

Name of Company WOC Realisations Limited (formerly Whittard of Chelsea Limited) (In Administration)	Company number 02263726
In the High Court of Justice, Chancery Division, Companies Court [full name of court]	Court case number 11586/2008

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

(a) Angela Swarbrick and Alan Michael HudsonErnst & Young LLP, 1 More London Place, London, SE1 2AF

*Delete as applicable

Attach as a schedule to this form a copy of ~~my~~ our revised proposals in respect of the administration of the above company.

A copy of these revised proposals were sent to all known creditors on

(b) Insert date

(b) 11 September 2009

Signed

A Swarbrick

Joint / Administrator(s)

Dated

11 September 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

James Whiting	
Ernst & Young LLP, 1 More London Place, London, SE1 2AF	
	Tel: 020 7951 9175
DX Number:	DX Exchange:

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



A08 18/09/2009 220
COMPANIES HOUSE

TO ALL KNOWN CREDITORS

11 September 2009

Ref: LO/3534/LC/JW/AS
Direct line: 0207 951 4033
Direct Fax: 0207 951 9232
Luke Catley
email: jwhiting@uk.ey.com

Dear Sirs

**WOC Realisations Limited (formerly Whittard of Chelsea Limited) ("WOC")
BCC Realisations Limited (formerly Boaters Coffee Co. Limited) ("BCC")
(Both in Administration) (together "the Companies")**

As you will be aware, A M Hudson and I were appointed to act as Joint Administrators of the Companies on 23 December 2008 pursuant to paragraph 22(2) of Schedule B1 to the Insolvency Act 1986. The Statement of administrators' proposals (the "Proposals") for achieving the purpose of administration were circulated to creditors on 16 February 2009 and were subsequently deemed approved.

The proposals provided for the Companies to enter creditors' voluntary liquidation at the end of the administrations. We have formed the view that a revision to the Administrators' proposals is necessary, in order to provide for one of our colleagues, Patrick Joseph Brazzill, to replace Alan Michael Hudson to act as joint liquidator in the creditors' voluntary liquidations. We are of the opinion that the proposed revision is substantial, within the meaning of paragraph 54 of Schedule B1 to the Insolvency Act 1986 and consequently we are summoning a creditors' meeting by correspondence to vote on the revision.

Please find enclosed a copy of Form 2.22B, Form 2.25B and a Statement of Revised Proposals ("Proposals") for each of the Companies. A resolution for creditors to approve or reject the revision to the proposals is contained on the Form 2.25B's for your attention. I should be grateful if you would indicate on the appropriate Form 2.25B for the company of which you are a creditor whether or not you are in favour of the resolution. Please return the form(s) to the Administrators of each company at Ernst & Young LLP, 1 More London Place, London SE1 2AF in time to reach this office by 12 noon on 28 September 2009.



INVESTOR IN PEOPLE

COMPANIES HOUSE

The UK firm Ernst & Young LLP is a limited liability partnership registered in England and Wales with registered number OC300001 and is a member firm of Ernst & Young Global Limited. A list of members' names is available for inspection at 1 More London Place, London SE1 2AF, the firm's principal place of business and registered office.

Should you have any queries relating to this letter or any other aspect of the administrations, please do not hesitate to contact Luke Catley of this office by email: lcatley@uk.ey.com or on telephone number 020 7951 4033.

Yours faithfully
for the Companies



J Whiting
for A Swarbrick
Joint Administrator

Encs: Form 2.22B - Statement of revised Proposals
Form 2.25B – Notice of conduct of business by correspondence including proxy form

The Institute of Chartered Accountants in England and Wales authorises A Swarbrick to act as an Insolvency Practitioner under section 390(2)(a) of the Insolvency Act 1986 and The Association of Chartered Certified Accountants authorises AM Hudson to act as an Insolvency Practitioner under section 390(2)(a) of the Insolvency Act 1986.

The affairs, business and property of the Company are being managed by the Joint Administrators, A Swarbrick and AM Hudson, who act as agents of the Company only and without personal liability.

WOC Realisations Limited (formerly Whittard of Chelsea Limited) ("WOC")
BCC Realisations Limited (formerly Boaters Coffee Company Limited) ("BCC")
(Both in Administration) ("the Companies")

Statement of Administrators' Revised Proposals

In accordance with paragraph 54 of Schedule B1 to the Insolvency Act 1986, Angela Swarbrick and Alan Michael Hudson, the Joint Administrators of the Companies, make to the creditors of each company the following revised proposals for achieving the purpose of the Administrators' proposals dated 16 February 2009.

Approval of these revised proposals will be considered by correspondence and in order for a vote to be counted it must be received by 12:00 hours on 28 September 2009 and must be accompanied by details in writing of a creditor's claim.

Court Information

Court Name: High Court of Justice, Chancery Division, Companies Court

Court Case Numbers: 11586 and 11591 of 2008

Company Information

Company Names: WOC Realisations Limited (In Administration)

BCC Realisations Limited (In Administration)

Registered Office Address: Ernst & Young LLP
1 More London Place
London
SE1 2AF

Registered Numbers: 02263726 – WOC Realisations Limited (In Administration)
02550799 – BCC Realisations Limited (In Administration)

Trading Name(s): Whittard of Chelsea Limited
Whittard of Chelsea plc
Lettint Limited
Boaters Coffee Company Limited

Details of the Administrators and of their Appointments

Administrators: A Swarbrick and A M Hudson

Date of Appointment: 23 December 2008

By Whom Appointed: The appointments on both companies were made by the Companies' Directors.

Directors and Secretary and their Shareholdings

Please find below a table detailing the directors in office at the date of appointment and their shareholding at that date.

Name	Director / Secretary	Date Appointed	Date Resigned	Shareholding
WOC Realisations Ltd				
David Adams	Director	16 April 2008	-	Nil
Timothy Davies	Director	14 December 2007	-	Nil
Petur Mar Halldorsson	Director	14 December 2007	-	Nil
Kevin Lyon	Director	14 December 2007	-	Nil
Julie Mathers	Director	28 July 2008	-	Nil
Patricia Prowse	Director	14 December 2007	29 January 2009	Nil
Zoe Withers	Director	16 April 2008	29 January 2009	Nil
Zoe Withers	Secretary	16 April 2008	29 January 2009	Nil
BCC Realisations Ltd				
David Adams	Director	16 April 2008	-	Nil
Kevin Lyon	Director	18 December 2007	-	Nil
Patricia Prowse	Director	18 December 2007	29 January 2009	Nil
Zoe Withers	Director	16 April 2008	29 January 2009	Nil
Zoe Withers	Secretary	16 April 2008	29 January 2009	Nil

Details of Proposals as circulated to creditors on 16 February 2009 and subsequently deemed approved.

In relation to each company, the Joint Administrators proposed that:

1. They realise the assets of the Companies through a pre-packaged sale of the business and assets to Hamsard 3146 Limited (a subsidiary of Epic Private Equity LLP – "Hamsard") which would achieve a better result for the Companies' creditor's as a whole than would be likely if the Companies were wound up (without first being in administration).
2. They investigate and pursue any claims that the Companies may have against any third person including without limitation the intercompany debt owed to WOC by Whittard Inc, a US group company, and various other third party trade debts owed to WOC (c£828k of which c£345k was owed by Whittard Inc) and BCC (c£489k, of which c£251k was owed to BCC by WOC).
3. They investigate and pursue business rate prepayments totalling c£178k which the Companies had made to various rating agencies and, in the majority, related to WOC.
4. They continue the Administrations for such period of time as necessary to achieve the purpose of the Administrations, and their actions will include:-
 - (i) Pursuing the return of pre-appointment cash balances (to the administrations);
 - (ii) Seeking the assignment to Hamsard of leases, in respect of properties Hamsard wishes to maintain;

- (iii) Seeking surrenders of the leases, in respect of properties that Hamsard has ceased to occupy;
 - (iv) If necessary, reviewing the tax affairs of the Companies;
 - (v) Dealing with unsecured claims, if appropriate.
5. In the event that creditors' meetings are not requisitioned and no creditors' committees are formed, the Joint Administrators' remuneration will be fixed by the secured creditor and, if appropriate, the preferential creditors in accordance with Rule 2.106(5A) of the Insolvency Rules 1986. The Joint Administrators asked for their remuneration to be fixed on the basis of time properly given by them and their staff in dealing with matters arising in the Administration.
6. To move the Companies straight into Creditors' Voluntary Liquidation upon the filing with the registrar of companies of notices pursuant to paragraph 83 of Schedule B1 to the Insolvency Act 1986 and appoint A Swarbrick and A M Hudson, of Ernst & Young LLP, as Liquidators of the Companies.

Details of Proposed Revision to the Proposals

It is proposed that the following revision should be made to paragraph 6 above (numbered as clause 2.2.5 in the original proposals):-

"At the end of the Administrations, the Companies will move straight into Creditors' Voluntary Liquidation upon the filing with the registrar of companies of notices pursuant to paragraph 83 of Schedule B1 to the Insolvency Act 1986.

It is proposed that the Liquidators of the Companies be A Swarbrick and P J Brazzill of Ernst & Young LLP. In accordance with paragraph 83(7) of Schedule B1 to the Insolvency Act 1986 and Rule 2.117(3) of the Insolvency Rules 1986, creditors may nominate a different person as the proposed liquidator(s), provided that the nomination is made after the receipt of this revision to the proposals and before this revision is approved. It should be noted in this regard that a person must be authorised to act as an insolvency practitioner in order to be appointed as Liquidator."

Impact of the Proposed Revision upon Creditors

It is the Administrators' assessment that the proposed revision to the proposals will have no impact upon creditors generally or upon any class of creditor other than to expedite the process of the agreement of creditors' claims and enable a dividend to be paid to non-preferential creditors of the Companies.

A Swarbrick.

A Swarbrick
Joint Administrator

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The affairs, business and property of the Company are being managed by the Joint Administrators, A Swarbrick and AM Hudson, who act as agents of the Company only and without personal liability.

Notice of conduct of business by correspondence

Name of Company WOC Realisations Limited (formerly Whittard of Chelsea Limited) (in Administration)	Company number 02263726
In the High Court of Justice, Chancery Division, Companies Court [full name of court]	Court case number 11586/2008

- (a) Insert full name(s) and address(es) of the administrator(s) Notice is hereby given by (a) Angela Swarbrick and Alan Michael Hudson
Ernst & Young LLP, 1 More London Place, London, SE1 2AF
- (b) Insert full name and address of registered office of the company to the creditors of (b) WOC Realisations Limited (formerly Whittard of Chelsea Limited) (In Administration)
1 More London Place, London, SE1 2AF
- (c) Insert number of resolutions enclosed that, pursuant to paragraph 58 of Schedule B1 to the Insolvency Act 1986, detailed below is (c) one resolution for your consideration. Please indicate below whether you are in favour or against the resolution.
- (d) Insert address to which form is to be delivered This form must be received at (d) the offices of Ernst & Young LLP at 1 More London Place, London, SE1 2AF
- (e) Insert closing date by 12.00 hours on (e) 28 September 2009 in order to be counted. It must be accompanied by details in writing of your claim. Failure to do so will lead to your vote(s) being disregarded.
- Repeat as necessary for the number of resolutions attached THAT Clause 2.2.5 of the proposals circulated to creditors of WOC Realisations Limited on 16 February 2009 and subsequently approved, be amended in accordance with the attached Statement of revised proposals * in Favour / Against
- * Delete as appropriate

TO BE COMPLETED BY CREDITOR WHEN RETURNING FORM:

Name of creditor: _____

Signature of creditor: _____

(If signing on behalf of creditor, state capacity eg, director/solicitor)

If you require any further details or clarification prior to returning your votes, please contact me / us at the address above.

Signed A Swarbrick

Joint / Administrator(s)

Dated 11 September 2009

Notice of conduct of business by correspondence

Name of Company BCC Realisations Limited (formerly Boaters Coffee Company Limited) (in Administration)	Company number 02550799
In the High Court of Justice, Chancery Division, Companies Court <div style="text-align: right; font-size: small;">[full name of court]</div>	Court case number 11591/2008

- (a) Insert full name(s) and address(es) of the administrator(s) Notice is hereby given by (a) Angela Swarbrick and Alan Michael Hudson
Ernst & Young LLP, 1 More London Place, London, SE1 2AF
- (b) Insert full name and address of registered office of the company to the creditors of (b) BCC Realisations Limited (formerly Boaters Coffee Company Limited) (In Administration), 1 More London Place, London, SE1 2AF
- (c) Insert number of resolutions enclosed that, pursuant to paragraph 58 of Schedule B1 to the Insolvency Act 1986, detailed below is (c) one resolution for your consideration. Please indicate below whether you are in favour or against the resolution.
- (d) Insert address to which form is to be delivered This form must be received at (d) the offices of Ernst & Young LLP at 1 More London Place, London, SE1 2AF
- (e) Insert closing date by 12.00 hours on (e) 28 September 2009 in order to be counted. It must be accompanied by details in writing of your claim. Failure to do so will lead to your vote(s) being disregarded.
- Repeat as necessary for the number of resolutions attached THAT Clause 2.2.5 of the proposals circulated to creditors of BCC Realisations Limited on 16 February 2009 and subsequently approved, be amended in accordance with the attached Statement of revised proposals * in Favour / Against
- * Delete as appropriate

TO BE COMPLETED BY CREDITOR WHEN RETURNING FORM:

Name of creditor: _____

Signature of creditor: _____

(If signing on behalf of creditor, state capacity eg, director/solicitor)

If you require any further details or clarification prior to returning your votes, please contact me / us at the address above.

Signed A Swarbrick

Joint / Administrator(s)

Dated 11 September 2009