

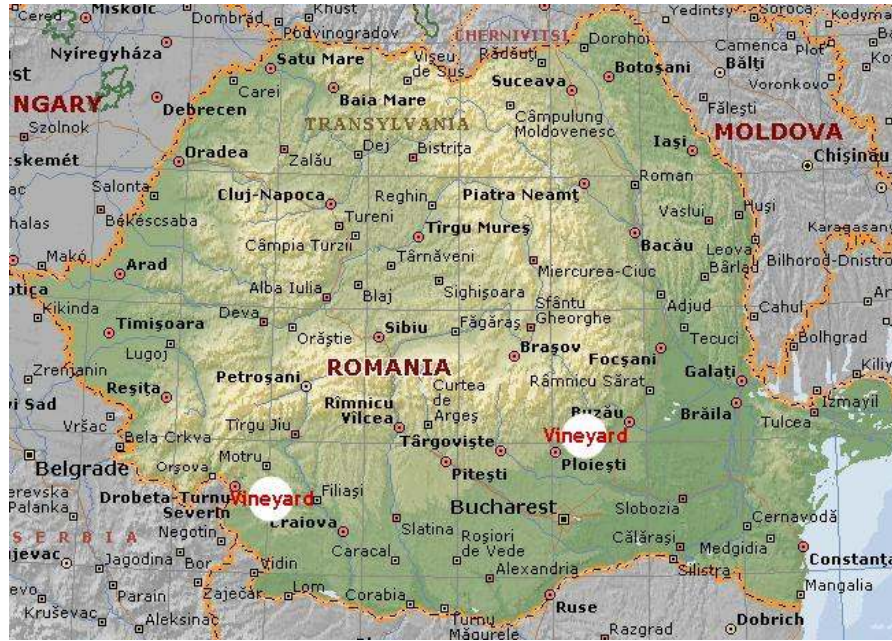


S.C. VINTERRA INTERNATIONAL S.A. COMPANY'S PROFILE

1. Current status of the company :
The company VINTERRA INTERNATIONAL S.A. is currently under insolvency proceeding in accordance with the Court Closing dated 20 February 2007 delivered by Bucharest Court – the 7th Commercial Panel in the file no. 434/3/2007.
2. Core issues related to current status of the company:
 - A. General data on the company:



1. Company	S.C. VINTERRA S.A.
2. Registered office	Bucharest, str. Latina nr. 22, parter, sector 3
3. Legal form and establishment date	Joint-stock company under the Law 31/1990, registered with the Trade Registry Office under no. J40/7819/1999, fiscal code RO 10874784
4. Working locations	Sahateni and Orevita
5. Shareholding structure	Geodev BV – 71,10%, David Nicolae – 17,03%, Malinovka BV – 4,17%, Precup Ioan – 2,44%, Bonfrer Johannes Maria Gabriel – 2,01%, Grigorescu Corneliu Stefan – 1,63%, Van De Poll Robin Alexander – 1,02%, Mihai Ion – 0,61%
6. Company's management	Nicolae David – Administrator
7. Object of activity	Wine production and distribution
8. Registered capital	2.211.650 RON
9. Shares and face value	221 165 shares with a nominal value of 10 RON/share
10. Turnover	2003: 1.800.635 RON 2004: 4.040.748 RON 2005: 3.416.853 RON 2006: 1.650.937 RON
11. Total personnel	24 employees full time



B. Current status of the proceeding

In line with art. 94 and art. 95 of Law no. 85/2006 on insolvency proceeding, the company VINTERRA INTERNATIONAL SA has drafted and submitted a reorganization plan specifying the company's reorganization and carrying out activity and the winding up of some assets of the company's estate.

Reorganization plan has been voted by the Creditors' Meeting on the session dated 14 December 2007 and acknowledged by the syndic judge on 22 January 2008. The claim payment time-limit was of 6 months from the plan acknowledgement providing that an investor be involved.

Considering that after the plan acknowledgement, debtor paid a part of its debts and kept in good conditions the company's assets, respectively vine (*Vitis Vinifera*) plantations, it makes an increase assessment of 30% of the grape production for 2008-year in comparison with 2007-year, also taking into account the price of vine cultivated land which also increased; therefore, the judiciary trustee considers the company VINTERRA INTERNATIONAL SA could become a profit-oriented investment by attracting financing sources in the next period of time.

As such, upon the judiciary trustee recommendation, the creditors' meeting, in line with art. 95 par. 4) the time-limit to perform the reorganization plan has been extended with 1 year.



Objectives of the reorganization plan submitted by the debtor:

- payment, to the highest possible degree, of creditors' claims, as submitted in the conclusive creditors' table of the case file
- setting bases for a profitable and steady business

Alternatives proposed in view of obtaining financial resources needed to perform the rehabilitation of SC Vinterra SA:

I. in view of reaching the reorganization plan objectives, two action to be taken:

- (1) sale of some assets of the company's patrimony, and
- (2) working out situations emerged in various operating departments based on analyzing past and current activities and adopting the needed measures in view of financial recovery

Action 1 – sale of some assets of the company's patrimony:

<i>Core Assets</i>	<i>Surface (Hectares)</i>
Orevita	
old grape-bearing vine	46,93
Cabernet Sauvignon	12,65
Merlot	22,18
Pinot Noir	6,59
Feteasca Neagra	5,51
young grape-bearing vine	49,79
Year 3	1,46
“Mother” plants	1,46
Over 6 years	48,33
Cabernet Sauvignon	12,5
Merlot	7,1
Pinot Noir	7,03
Sauvignon Blanc	7,68
Feteasca Neagra	8,48
Shiraz	1,59
Chardonnay	2,34
Pinot Grigio	1,41
Others	0,2
Land to be cultivated	47,52

Land to be cleaned and cultivated	68,11
Total Orevita	212,35
Sahateni	
old grape-bearing vine	10,6
Merlot	10,6
young grape-bearing vine	10,5
Year 5	4,9
Cabernet Sauvignon	4,41
Feteasca Neagra	0,49
Year 6	5,6
“Mother” plants	5,6
Land to be cultivated	5.5
Total Sahateni	26,6
Total Orevita and Sahateni	238,95

Action 2 - working out situations emerged in various operating departments based on analyzing past and current activities and adopting the needed measures in view of financial recovery

Identified Problem	Proposed Action	Needed Resources	Deadline to implement	Estimated Effect
Lack of working capital	Sale of some assets of the company's patrimony Attracting new investors	To contact possible interested third parties	temporarily	Creating working capital
Lack of an adequate market presentation	Advertising campaign Promotion	Financial resources	permanently	Increasing sales, distribution, income
Lack of regular contacts and support from regional distributors	Hiring of some other distribution agencies Promotion and events in co-operation with restaurants	Financial resources	permanently	Increasing sales
2 locations for production purpose - currently too many	Production to be mainly located in Orevita	Financial resources	permanently	Law costs
Lack of wine cellars for wine testing	Building of shop, cellar for testing wine and including them into a tour dedicated to various tourists	Financial resources	permanently	Sale with high margin
Low production of	New plantation	Financial	permanently	Increasing sales

white wine	Acquiring grapes	resources		
High level of bank interests	Credit line restructuring	Financial resources	permanently	Lower costs
Subsidies in SAPARD program not used due to lack of the company's own capital	Using to maximum extent the subsidies offered by the EU	An appropriate financial scheduling	permanently	Low operating costs and increasing profit based on investment (ROI)
Export loosing due to lack of wine production	After re-wining the regional market, to launch plantation on not-used plots of land in Orevita	Financial resources	permanently	Increasing sales
Lack of cheap wine	Importing cheap wine form EU	Financial resources	permanently	Reducing costs
Lack of support for high quality wine Hariton	Development of fine quality wine	Financial resources Investments	permanently	Higher margins Improvement of the company's image

In line with art. 95 par. (6) letter A of Law 85/2006, debtor, by its special administrator, Mr. Nicolae David shall keep in full the management of current activities, being monitored by the judiciary trustee and shall perform actions and operations if those comply with the general terms of performing current activity.

II. The second alternative the shareholders propose in view of reaching the reorganization plan objectives is to attract an “investor” able to supply the financial resources needed to recover SC Vinterra SA in exchange of a certain percentage in the company's registered capital. Such financing needed for the company's rehabilitation must consist of amounts the debtor has to pay for secured claims in 100% and non-secured claims in 70%.

We consider potential investors could be interested to invest in the said company due to its resources and assets and which could allow getting profit with not so high financial efforts. For instance, there is 108 non-used hectares in Orevita (without cultivated grape-bearing vine) and finding financial sources would mean the utilization of such area, meaning twice in terms of production and of course, of revenues. Another reason to invest is the opportunity to have access to European funds. As such, by existing programs, for instance “Reconversion and restructuring program” – with its 3 measures dedicated to vine cultivation – to benefit up to 75% of the investment and through the “Rural Development Program” - with its 10 available measures – to benefit up to 50% of the investment (building and/or arrangement of a wine cellar).

<i>Stage</i>	<i>Shareholders</i>	<i>Percentage</i>	<i>Value RON</i>
1) Company's value prior to capital injection	Geodev BV	71,10%	4 550 400
	David Nicolae	17,03%	1 089 920
	Malinovka BV	4,17%	266 880
	Ioan Precup	2,44%	156 160
	Bonfrer JMG	2,01%	128 640
	Corneliu Grigorescu	1,63%	104 320
	Robin van de Poll	1,02%	65 280
	Mihai Ion	0,61%	39 040
	Founders	100%	6 400 000

2) Invested capital			9 920 000
	For payments to creditors		3 520 000
	To invest in the company		6 400 000
	Assessment after capital injection		16 320 000
	Geodev BV	27.88%	4 550 400
	David Nicolae	6.68%	1 089 920
	Malinovka BV	1.64%	266 880
	Ioan Precup	0.96%	156 160
	Bonfrer JMG	0.79%	128 640
	Corneliu Grigorescu	0.64%	104 320
	Robin van de Poll	0.40%	65 280
	Mihai Ion	0.24%	39 040
	New shareholders	60.78%	9 920 000
	Total	100%	16 320 000

III. The third proposed alternative targets establishment of a new joint-stock company together with the investor (who will own the majority stock) and the existing shareholders.

The aforesaid alternative proposed by the shareholders in view of reaching the reorganization plan objectives is based on the investor's intent to acquire the debtor's assets and carry out the latter activity within the new company established to this effect.

Core assets of the company's patrimony:

Orevita Vinyard

Orevita vineyard is located at about 30 km of South-East Turnu Magurele and 3 km from Vinju Mare town. The said vineyard is ranked the second in Romania in terms of location for wine cultivation, as per the Wine Research Institute Dragasani and was established by one of the shareholders by joining many plots of land over several years.

The wine produced by Orevita vineyard took part in 1878 at the Paris Fair as "the best wine of Romania" and Vinterra enjoys the old technical data specifying the "high alcoholic content".

Total surface consists of the following:

- Old grape-wine: 46.93 hectares
- Young grape-wine: 49.79 hectares
- Non-cultivated surface: 115.63 hectares*

*Out of the said surface, about 50 hectares represent land recorded and approved to be re-cultivated, so being qualified for subsidies granted by the European Union.

Vinyard. Cultivated surface consists of the following:

- Cabernet Sauvignon: 25.11 hectares, of which 12.46 hectares cultivated with young grape-bearing vine and 12.65 hectares with old grape-wine
- Merlot: 29.28 hectares of which 7.1 hectares of young grape-bearing vine and 22.18 hectares with old grape-wine
- Pinot Noir: 13.62 hectares of which 7.03 ha of young grape-bearing vine and 6.59 hectares of old grape-wine
- Feteasca Neagra: 13.98 hectares of which 8.48 hectares of young grape-bearing vine and 5.5 hectares of old grape-wine
- Syrah/Shiraz: 1.59 hectares of young grape-bearing vine
- Chardonnay: 2.34 hectares of young grape-bearing vine
- Pinot Grigio: 1.41 hectares of young grape-bearing vine
- Other types: 0.2 hectares of young grape-bearing vine

Vinyard consists of:

- Administrative building (127 m²) with a basement of small size, foundation and attick, finished in 2007;
- Wine cellar (250 m²) with concrete foundation and brick walls, 5.8 m height. In front of the cellar there is a concrete platform of 425 m² where are the fermentation and storage tanks;

- Workers building of 120 m²;
- Small buildings for tools and other material storage.

Cellar has its own water source, a filtration station, storage tanks and stainless steel and glass fiber tanks of various capacities, wine pumps, presses, machine for tank cleaning, cooling installation, tractors and other types of equipment.

Sahateni Vinyard and Cellar:

Vinyard Sahateni is located at about 7-8 km North-East Mizil town on National Road 1B inside the area Tohani – Pietroasele well-known for its grapes and high quality wine.

Plantation of grape-bearing vine is located in a very good area, in a region of low hills with access to appropriate roads, namely National Road 1B, at about 24-25 km South-East of Buzau town and to several local non-asphalted local roads. Plot of land includes surfaces around Breaza village.

Total area cultivated with grape-bearing vine and “mother” plants (21.10 hectares) consists of the following:

- Cabernet Sauvignon: 4.41 hectares of young grape-bearing vine;
- Merlot: 10.6 hectares old grape-bearing vine;
- Feteasca Neagra: 0.49 hectares of young grape-bearing vine (the 5th year);
- “mother” plants: 5.6 hectares (the 6th year).

Non-cultivated area is of 5,5 hectares.

Average grape production per hectare is of about 4 050 kg.

Vinyard consists of plots of various dimensions, phased-out acquired from local people. Total surface is of 232.58 m². Some plots are adjacent and others are scattered.

Cellar has 4 161.45 m² consisting of three buildings as follows:

- Administrative buildings (surfaced to 274.65 m²) property of a local family –Hariton
- Building for bottles, labels and other material storage (total surface of 224.46 m², height of 4.2 m), concrete foundation, steel extremities and brick walls
- Building for wine storage (total surface of 396 m², height of 7.10 m) built of metallic elements imported from USA, concrete wall with a height of 1.5 m, the other 5.6 m being built of insulating plates covered by corrugated metal sheets, including the roof.

Building is excellently preserved and hosted tanks with a total capacity of 820 000 liters.

There is a concrete platform near the building where are stored fermentation tanks and press. Cellar has its own water source and filtering installation.

Cellar is endowed with stainless steel or glass fiber tanks of various capacities, stum and wine pumps, presses, tank cleaning equipment and inventory goods needed to an outstanding activity. Cellar is also endowed with tractors and other equipment.