

018296/485

363a

Please complete in typescript, or in bold black capitals.

Annual Return

CHFP029

Company Number 2857673

Company Name in full VIRGIN VOYAGER LIMITED

Date of this return

The information in this return is made up to

Day Month Year
01/08/2004

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day Month Year
01/08/2005

Registered Office

Show here the address at the date of this return.

120 Campden Hill Road

Any change of registered office **must** be notified on form 287.

Post town London

County / Region _____

UK Postcode W8 7AR

Principal business activities

Show trade classification code number(s) for the principal activity or activities.

7415

If the code number cannot be determined, give a brief description of principal activity.



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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
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Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please tick the appropriate box

Company Secretary

* Voluntary details

(Please photocopy this area to provide details of joint secretaries).

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name

* Style / Title

Forename(s)

Surname

Address ††

Post town

County / Region

Country

Details of a new company secretary must be notified on form 288a.

Mr

Peter Gerardus

GRAM

9 Lambyn Croft

Langshott

Horley

Surrey

UK Postcode

England

R H 6 9 X U

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name	* Style / Title	Mr										
		Day	Month	Year								
	Date of Birth	0	2	/	0	4	/	1	9	6	0	
	Forename(s)	Gordon Douglas										
	Surname	McCALLUM										
<input type="checkbox"/>	Address ††	15 First Street										
	Post town	London										
	County / Region				UK Postcode	S	W	3		2	L	B
	Country	England			Nationality	British						
	Business occupation	Company Director										

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name	* Style / Title	Mr										
		Day	Month	Year								
	Date of Birth	2	3	/	0	8	/	1	9	5	6	
	Forename(s)	Stephen Thomas Matthew										
	Surname	MURPHY										
<input type="checkbox"/>	Address ††	Burr House										
		High Street										
	Post town	Cranbrook										
	County / Region	Kent			UK Postcode	T	N	1	7	3	E	N
	Country	England			Nationality	British						
	Business occupation	Accountant										

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name * Style / Title Mr

Day Month Year

Date of Birth 2 2 / 0 2 / 1 9 6 0

Forename(s) William Elliott

Surname WHITEHORN

Address †† 31 Dents Road

Post town LONDON

County / Region _____ UK Postcode S W 1 1 6 J A

Country England **Nationality** British

Business occupation Brand Development/Corporate Affairs Dir.

* Voluntary details.

Name * Style / Title _____

Day Month Year

Date of Birth / /

Forename(s) _____

Surname _____

Address †† _____

Post town _____

County / Region _____ UK Postcode

Country _____ **Nationality** _____

Business occupation _____

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</i>
£0.10 A Ordinary	22122880	£ 2,212,288.000
US\$0.01 Ord	4720037880	US\$ 47,200,378.800
Totals		

List of past and present shareholders

(Use attached schedule where appropriate)


A full list is required if one was not included with either of the last two returns.

There were no changes in the period

	on paper	in another format
A list of changes is enclosed	<input type="checkbox"/>	<input type="checkbox"/>
A full list of shareholders is enclosed	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed  Date 02/08/2004

† Please delete as appropriate.

† a ~~Director~~ /secretary

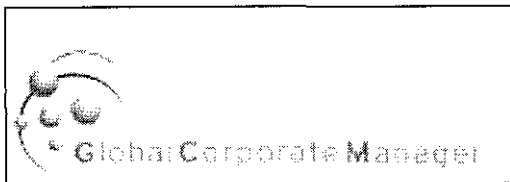
When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes 1 continuation sheets
(enter number)

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.

Mr P G Gram
120 Campden Hill Road, London, W8 7AR.
Tel 020 7313 2056
DX number _____ DX exchange _____

List of past and present shareholders Schedule to form 363a



CHFP029

Company Number 2857673

Company Name in full VIRGIN VOYAGER LIMITED

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name <u>VOYAGER INVESTMENTS (BVI) LIMITED</u> Address <u>Craigmuir Chambers, P.O. Box 71, Road</u> <u>Town, Tortola, British Virgin Islands.</u> UK Postcode <u> L L L L L L L L</u>	£0.10 A Ordinary 22,122,880		
Name <u>VOYAGER INVESTMENTS (BVI) LIMITED</u> Address <u>Craigmuir Chambers, P.O. Box 71, Road</u> <u>Town, Tortola, British Virgin Islands.</u> UK Postcode <u> L L L L L L L L</u>	US\$0.01 Ord 4,697,915,000		
Name <u>VVL: Bearer Share Warrant No. 1</u> <u>Issued 31.01.94 for 1,748,317 Ordinary</u> Address _____ _____ _____ UK Postcode <u> L L L L L L L L</u>	US\$0.01 Ord 1,748,317		

List of past and present shareholders (Continued)

Company Number 2857673

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred	
		Class and number of shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name VVL: Bearer Share Warrant No. 2 Issued 31.01.94 for 1,747,197 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1,747,197		
Name VVL: Bearer Share Warrant No. 3 Issued 31.01.94 for 1,748,254 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1,748,254		
Name VVL: Bearer Share Warrant No. 4 Issued 31.01.94 for 1,719,852 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1,719,852		
Name VVL: Bearer Share Warrant No. 5 Issued 31.01.94 for 1,678,109 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1,678,109		
Name VVL: Bearer Share Warrant No. 6 Issued 31.01.94 for 1,740,211 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1,740,211		

List of past and present shareholders (Continued)

Company Number 2857673

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name VVL: Bearer Share Warrant No. 7 Issued 31.01.94 for 333,909 Ordinary Shares ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 333,909		
Name VVL: Bearer Share Warrant No. 8 Issued 31.01.94 for 1,716,876 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1,716,876		
Name VVL: Bearer Share Warrant No. 9 Issued 31.01.94 for 1,507,998 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1,507,998		
Name VVL: Bearer Share Warrant No.10 Issued 31.01.94 for 333,909 Ordinary Shares ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 333,909		
Name VVL: Bearer Share Warrant No.11 Issued 31.01.94 for 175 Ordinary Shares of ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 175		

List of past and present shareholders (Continued)

Company Number 2857673

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name VVL: Bearer Share Warrant No.12 Issued 31.01.94 for 351 Ordinary Shares of ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 351		
Name VVL: Bearer Share Warrant No.13 Issued 31.01.94 for 2,606,491 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 2,606,491		
Name VVL: Bearer Share Warrant No.14 Issued 31.01.94 for 2,606,491 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 2,606,491		
Name VVL: Bearer Share Warrant No.15 Issued 31.01.94 for 2,600,904 Ordinary ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 2,600,904		
Name VVL: Bearer Share Warrant No.16 Issued 31.01.94 for 33,836 Ordinary Shares ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 33,836		