

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 / 2005

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 / 2006

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

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

Mr _____

Forename(s)

Peter Gerardus _____

Surname

GRAM _____

Address ††

9 Lambyn Croft _____

Langshott _____

Post town

Horley _____

County/R egion

Surrey _____

UK Postcode

 | R | H | 6 | | 9 | X | U |

Country

England _____

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

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

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	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 ††	The Garden House		
		11 Withdean Road		
	Post town	Brighton		
	County / Region	East Sussex	UK Postcode	
			B	N
			1	
				5
				B
				L
	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.

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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.

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 _____

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	22124880	£ 2,212,488.00
US\$0.01 Ord	4720037880	US\$ 47,200,378.80
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.

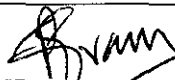
There were no changes in the period

	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

17/8/05

† Please delete as appropriate.

† a director /secretary

if 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

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, England & Wales, W8 7AR.

Tel

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 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>	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name <u>VOYAGER INVESTMENTS (BVI) LIMITED</u> <hr/> Address <u>Craigmuir Chambers, P.O. Box 71, Road</u> <u>Town, Tortola, British Virgin Islands.</u> <hr/> UK Postcode <u> L L L L L L L L</u>	£0.10 A Ordinary 22124880		
Name <u>VOYAGER INVESTMENTS (BVI) LIMITED</u> <hr/> Address <u>Craigmuir Chambers, P.O. Box 71, Road</u> <u>Town, Tortola, British Virgin Islands.</u> <hr/> UK Postcode <u> L L L L L L L L</u>	US\$0.01 Ord 4697915000		
Name <u>VVL: Bearer Share Warrant No. 1 Issued 31.01.94 for</u> <hr/> Address <u>.....</u> <hr/> UK Postcode <u> L L L L L L L L</u>	US\$0.01 Ord 1748317		

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	Date of registration of transfer
Name \VL: Bearer Share Warrant No. 2 Issued 31.01.94 for ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 1747197		
Name \VL: Bearer Share Warrant No. 3 Issued 31.01.94 for ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 1748254		
Name \VL: Bearer Share Warrant No. 4 Issued 31.01.94 for ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 1719852		
Name \VL: Bearer Share Warrant No. 5 Issued 31.01.94 for ----- Address ----- ----- ----- UK Postcode L L L L L L L	US\$0.01 Ord 1678109		
Name \VL: Bearer Share Warrant No. 6 Issued 31.01.94 for ----- Address 120 Campden Hill Road, London, England & Wales. ----- UK Postcode W 8 L L L 7 A R	US\$0.01 Ord 1740211		

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 : ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 333909		
Name VVL: Bearer Share Warrant No. 8 Issued 31.01.94 for : ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1716876		
Name VVL: Bearer Share Warrant No. 9 Issued 31.01.94 for : ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 1507998		
Name VVL: Bearer Share Warrant No.10 Issued 31.01.94 for : ----- Address ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 333909		
Name VVL: Bearer Share Warrant No.11 Issued 31.01.94 for : ----- 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 ----- Address ----- ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 351		
Name VVL: Bearer Share Warrant No.13 Issued 31.01.94 for ----- Address ----- ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 2606491		
Name VVL: Bearer Share Warrant No.14 Issued 31.01.94 for ----- Address ----- ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 2606491		
Name VVL: Bearer Share Warrant No.15 Issued 31.01.94 for ----- Address ----- ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 2600904		
Name VVL: Bearer Share Warrant No.16 Issued 31.01.94 for ----- Address ----- ----- ----- ----- UK Postcode L L L L L L L L	US\$0.01 Ord 33836		