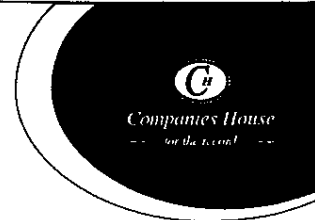


In accordance with Section 854 of the Companies Act 2006

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A fee is payable with this form
Please see 'How to pay' on the last page

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

What this form is for
You may use this form to confirm that the company information is correct as at the date of this return
You must file an Annual Return at least once every year

What this form is NOT for
You cannot use this form to give notice of changes to the company officers, registered office address, company type or information relating to the company records

FRIDAY



PC2 "PJ7EUI8D"
12/03/2010 191
COMPANIES HOUSE

Part 1 Company details

The section must be completed by all companies

Filing in this form
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1 Company details

Company number 0 2 3 5 4 2 5 3

Company name in full BAINBRIDGE INTERNATIONAL LIMITED

Company name change
If your company has recently changed its name, please provide the company name as at the date of this return

A2 Return date

Please give the annual return made up date. The return date must not be a future date. The annual return must be delivered within 28 days of the date given below

Date of this return ^d 01 ^m 03 ^y 2010

Date of this return
Your company's return date is usually the anniversary of incorporation or the anniversary of the last annual return filed at Companies House. You may choose an earlier return date but it must not be a later date

A3 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities

Classification code 1	7	4	8	7	
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of your business activity below

Principal activity description

Principal business activity
You must provide a trade classification code (SIC code) or a description of your company's main business in this section

A full list of the trade classification codes are available on our website www.companieshouse.gov.uk

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A4 Company type¹

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

Public limited company
 Private company limited by shares
 Private company limited by guarantee
 Private company limited by shares exempt under section 60
 Private company limited by guarantee exempt under section 60
 Private unlimited company with share capital
 Private unlimited company without share capital

1 Company type
If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.companieshouse.gov.uk

A5 Registered office address²

Building name/number: 8

Street: FLANDERS PARK
HEDGE END

Post town: SOUTHAMPTON

County/Region: HAMPSHIRE

Postcode: S 0 3 0 2 F Z

2 Change of registered office
This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6 Single alternative inspection location (SAIL) of the company records (if applicable)³

Building name/number:

Street:

Post town:

County/Region:

Postcode:

3 SAIL address
This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7 Location of company records⁴

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

Register of members
 Register of directors
 Directors' service contracts
 Directors' indemnities
 Register of secretaries
 Records of resolutions etc
 Contracts relating to purchase of own shares
 Documents relating to redemption or purchase of own share out of capital by private company
 Register of debenture holders.
 Report to members of outcome of investigation by public company into interests in its shares
 Register of interests in shares disclosed to public company
 Instruments creating charges and register of charges England and Wales or Northern Ireland
 Instruments creating charges and register of charges Scotland

4 Location of company records
If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office.

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

Part 2 Officers of the company

This section should include details of the company at the date to which this annual return is made up

- For a secretary who is an individual, go to Section B1
- For a corporate secretary, go to Section C1
- For a director who is an individual, go to Section D1
- For a corporate director, go to Section E1

Continuation pages
Please use a continuation page if you need to enter more officer details

Secretary

B1 Secretary's details

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4

Title*	MR
Full forename(s)	ANTHONY JAMES
Surname	READ
Former name(s)	

Secretary appointments
You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return

Corporate details
Please use Section C1-C4 to enter corporate secretary details.

Secretary details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03

Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address

Building name/number	71
Street	DRUM ROAD
Post town	EASTLEIGH
County/Region	HAMPSHIRE
Postcode	S050 5ST
Country	

Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

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Corporate secretary

C1	Corporate secretary's details ¹	<p>1 Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.</p> <p>Corporate secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.</p> <p>This information will appear on the public record.</p>
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

C2	Location of the registry of the corporate body or firm
	<p>Is the corporate secretary registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section C3 only</p> <p>→ No Complete Section C4 only</p>

C3	EEA companies ²	<p>2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ³		
Registration number		

C4	Non-EEA companies	<p>4 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		

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Director

D1 Director's details [ⓐ]	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	MR
Full forename(s)	JAN VINCENT
Surname	O'CONNOR
Former name(s) [ⓑ]	
Country/State of residence	UNITED KINGDOM
Nationality	IRISH
Date of birth	^d 10 ^m 09 ^y 1955
Business occupation (if any)	COMPANY DIRECTOR

ⓐ Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

ⓑ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address [ⓐ]	
Building name/number	TOPPS COTTAGE
Street	THE BOROUGH
Post town	DOWNTON
County/Region	WILTSHIRE
Postcode	SP5 3ND
Country	

ⓐ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1 Director's details [ⓐ]												
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4												
Title*	MR											
Full forename(s)	MICHAEL											
Surname	CUSCIA											
Former name(s) [ⓑ]												
Country/State of residence	USA											
Nationality	AMERICAN											
Date of birth	<table border="1"> <tr> <td>d</td><td>1</td><td>8</td> <td>m</td><td>0</td><td>6</td> <td>y</td><td>1</td><td>9</td><td>6</td><td>7</td> </tr> </table>	d	1	8	m	0	6	y	1	9	6	7
d	1	8	m	0	6	y	1	9	6	7		
Business occupation (if any)	CEO											

ⓐ Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

ⓑ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address [ⓐ]	
Building name/number	31
Street	BOURNE ROAD
Post town	FOXBORO
County/Region	MASSACHUSETTS 02035
Postcode	
Country	USA

ⓐ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Part 3 Statement of capital

Does your company have share capital?
 → Yes Complete the sections below and the following Part 4
 → No Go to Part 5 (Signature)

This should reflect the company's capital status at the made up date of this annual return

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value
ORDINARY	£1		2,160,241	£ 2,160,241
				£
				£
				£
Totals			2,160,241	£ 2,160,241

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value	

Total aggregate nominal value
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

Including both the nominal value and any share premium

Number of shares issued multiplied by nominal value of each share

Total number of issued shares in this class

Continuation Pages
 Please use a Statement of Capital continuation page if necessary

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F4 Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

ORDINARY

Voting rights

ONE SHARE ONE VOTE

Class of share

Voting rights

Class of share

Voting rights

Class of share

Voting rights

Part 4 Shareholders

Does your company have share capital?
→ Yes Complete the sections below
→ No Go to Part 5 (Signature)

① This should reflect the shareholder details at the made up date of this annual return

G1 Traded public companies ②

Please tick the box if your company was a traded public company at any time during the period of this return

② Traded company definition
A traded company means a company any of whose shares are admitted to trading on a regulated market

G2 List of past and present shareholders

Private and non-traded public companies are required to provide a 'full list' if one was not included with either of the last two returns

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns

Please tick the appropriate box below

- A full list of shareholders for a private or non-traded public company is enclosed Please complete Section G3, or
- A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed Please complete Section G4
- A list of shareholder changes is enclosed
 - For private or non-traded public companies, please complete Section G3
 - For traded public companies, please complete Section G4
- There were no shareholder changes in this period
 - Go to Part 5 (Signature)

Please tick the appropriate box below to indicate the format of your shareholder details

- The list of shareholders is enclosed on paper
- The list of shareholders is enclosed in another format

G3

Private or non-traded public companies – list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

Changes during this period 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 company shareholders on
- The company's first annual return following incorporation,
 - Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders
Please use a 'Private or non-traded public companies – list of past and present shareholders' continuation page if necessary

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held		Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer	
BANBRIDGE INTERNATIONAL INC	ORDINARY	2,160,241		/	/
				/	/
				/	/
				/	/
				/	/
				/	/
				/	/
				/	/
				/	/
				/	/
				/	/
				/	/
				/	/
				/	/

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Part 5 Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X A.P.L. X

This form may be signed by
Director¹, Secretary, Person authorised², Charity commission receiver and
manager, CIC manager, Judicial factor

1 **Societas Europaea**
If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership

2 **Person authorised**
Under either section 270 or 274 of
the Companies Act 2006

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 **Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	TONY READ
Company name	BAINBRIDGE INTERNATIONAL LTD
Address	8 FLANDERS PARK HEDGE END
Post town	SOUTHAMPTON
County/Region	HAMPSHIRE
Postcode	S O 3 0 2 F 2
Country	UNITED KINGDOM
DX	
Telephone	01489 776002

 **Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- The company name and number match the information held on the public Register
- You have completed your principal business activity
- You have not used this form to make changes to the registered office address.
- You have not used this form to make changes to secretary and director details
- You have fully completed the Statement of capital (if applicable)
- You have signed the form
- You have enclosed the correct fee

 **Important information**

Please note that all information on this form will appear on the public record

 **How to pay**

A fee of £30 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'

 **Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 NR Belfast 1

 **Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk