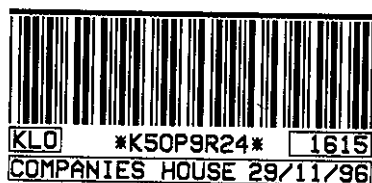


# **Virgin Vouchers Limited**

## **Directors' report and financial statements**

**31 January 1996**

**Registered number 2999861**



# Virgin Vouchers Limited

## Directors' report and financial statements

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# Virgin Vouchers Limited

## Company Information

*for the period 9 December 1994 to 31 January 1996*

**Directors:** T M Abbott  
R C N Branson  
G L Brooks

**Secretary:** D P Legge

**Registered office:** 120 Campden Hill Road  
London  
W8 7AR

**Registered number:** 2999861 (England and Wales)

**Auditors:** KPMG  
1 Forest Gate  
Brighton Road  
Crawley  
West Sussex  
RH11 9PT

# Virgin Vouchers Limited

## Directors' report

The directors present their report with the audited financial statements of the company for the period 9 December 1994 to 31 January 1996.

## Incorporation

The company was incorporated on 9 December 1994.

## Principal activity

The principal activity of the company in the period under review was that of a vendor of discount vouchers, for redemption with Virgin companies.

## Results

During the period the company made a loss of £119,448. The directors are confident the company will generate profits as it becomes established. The directors do not recommend the payment of a dividend.

## Directors and directors' interests

The directors during the period under review were:

T M Abbott	(appointed 9 December 1994)
R C N Branson	(appointed 9 December 1994)
G L Brooks	(appointed 9 December 1994)

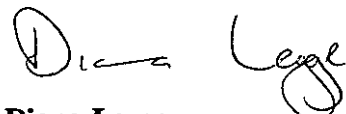
Hallmark Registrars Ltd	(appointed 9 December 1994, resigned 9 December 1994)
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None of the directors who held office at the end of the period had any disclosable interest in the shares of the company, or other group companies.

## Auditors

KPMG Peat Marwick were appointed first auditors of the company by the directors. On 6 February 1995 our auditors changed the name under which they practise to KPMG, and have accordingly signed their report in their new name. In accordance with Section 385 of the Companies Act 1985, a resolution for the reappointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board



**Diana Legge**  
Secretary

120 Campden Hill Road  
LONDON  
W8 7AR

# Virgin Vouchers Limited

## Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



1 Forest Gate  
Brighton Road  
Crawley  
West Sussex RH11 9PT

## Auditors' report to the members of Virgin Vouchers Limited

We have audited the financial statements on pages 5 to 10.

### *Respective responsibilities of directors and auditors*

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### *Basis of opinion*

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### *Opinion*

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 January 1996 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants  
Registered Auditors

28 November 1996

# Virgin Vouchers Limited

## Profit and loss account

for the period 9 December 1994 to 31 January 1996

	<i>Note</i>	1996 £
Turnover	2	63,443
Cost of sales		(45,587)
		<hr/>
Gross profit		17,856
Administrative expenses		(182,260)
		<hr/>
Operating loss		(164,404)
Interest receivable	4	1,591
Interest payable and similar charges	5	(5,886)
		<hr/>
Loss on ordinary activities before taxation	3	(168,699)
Tax on loss on ordinary activities	6	49,251
		<hr/>
Loss on ordinary activities after taxation and retained for the period		(119,448)
		<hr/>

The company has no recognised gains or losses other than the losses for the current period.

The loss for the period arises solely from continuing operations.

# Virgin Vouchers Limited

Balance sheet  
at 31 January 1996

	Note	1996	
		£	£
<b>Fixed assets</b>			
Tangible assets	8		22,908
<b>Current assets</b>			
Stock	9	17,113	
Debtors	10	241,572	
Cash at bank and in hand		229,732	
		<u>488,417</u>	
Creditors: amounts falling due within one year	11	(630,771)	
<b>Net current liabilities</b>			<u>(142,354)</u>
<b>Net liabilities</b>			<u>(119,446)</u>
<b>Capital and reserves</b>			
Called up share capital	12		2
Profit and loss account			<u>(119,448)</u>
<b>Equity shareholders' funds</b>	13		<u>(119,446)</u>

The financial statements were approved by the board of directors on 21<sup>st</sup> November 1996, and signed on its behalf by:

R C N Branson  
Director



# Virgin Vouchers Limited

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

#### *Accounting convention*

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

#### *Going concern*

The accounts have been prepared on a going concern basis, on the grounds that Voyager Investments (BVI) Limited, the ultimate parent company, has confirmed that it will continue to provide support in order that the company is able to meet its commitments as they fall due.

#### *Fixed assets and depreciation*

Depreciation is provided by the Company, to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic life as follows:

Office equipment - 25% on a straight line basis per annum.

#### *Stocks*

Stock is stated at the lower of cost and net realisable value.

#### *Cash flow statement*

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking.

### 2 Turnover

The turnover and loss before taxation are attributable to the principal activity of the company.

### 3 Loss on ordinary activities before taxation

The loss on ordinary activities before taxation is stated after charging:

	1996
	£
Depreciation - owned assets	5,963
Auditors' remuneration - audit services	4,500
	<hr/>

### 4 Other interest receivable and similar income

	1996
	£
Other interest	1,591
	<hr/>

# Virgin Vouchers Limited

## Notes (continued)

### 5 Interest payable and similar charges

	1996
	£
Payable to group undertakings	5,714
Other interest payable	172
	<hr/>
	5,886
	<hr/>

### 6 Taxation

	1996
	£
Group relief receivable at 33 %	(49,251)
	<hr/>

### 7 Staff numbers and costs

No directors received any emoluments from the company.

The company had no employees during the period. Included in administration expenses in our amount of £64,390, being recharges from a group company in respect of payroll costs for services provided.

# Virgin Vouchers Limited

## Notes (continued)

### 8 Tangible fixed assets

	Office equipment £
<i>Cost</i>	
Additions	28,871
	<hr/>
At 31 January 1996	28,871
	<hr/>
<i>Depreciation</i>	
Charge for period	5,963
	<hr/>
At 31 January 1996	5,963
	<hr/>
<i>Net book value</i>	
At 31 January 1996	22,908
	<hr/>

### 9 Stocks

	1996 £
Finished goods for resale	17,113
	<hr/>

### 10 Debtors: amounts falling due within one year

	1996 £
Trade debtors	235,367
Amounts owed by group undertakings	473
Other debtors	58
Prepayments	5,674
	<hr/>
	241,572
	<hr/>

# Virgin Vouchers Limited

## Notes (continued)

### 11 Creditors: amounts falling due within one year

	1996 £
Trade creditors	23,884
Amounts owed to group undertakings	66,214
Accruals	540,673
	<hr/>
	630,771

### 12 Called up share capital

	1996 £
<i>Authorised</i>	
Ordinary shares of £1 each	1,000
	<hr/>
<i>Allotted, called up and fully paid</i>	
Ordinary shares of £1 each	2
	<hr/>

The two ordinary shares were issued on incorporation at par.

### 13 Reconciliation of movement in shareholders' funds

	1996 £
Loss for the period	(119,448)
New share capital subscribed	2
	<hr/>
Closing shareholders' funds	119,446

### 14 Ultimate parent company

The ultimate parent undertaking is Voyager Investments (BVI) Limited, a company incorporated in the British Virgin Islands.