

**Virgin Mobile USA Holdings Limited**

**Directors' Report and Financial Statements**

Registered number 3349884

31 March 2011

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## **Directors' Report**

The directors present their report and the financial statements for the year ended 31 March 2011

### **Principal activities**

The principal activity of the Company is that of an investment holding company

On 23 November 2010, the Company's parent undertaking changed from Virgin Entertainment Group Limited to Bluebottle USA Mobile Inc, both companies being registered in the British Virgin Islands

On 6 January 2011, the Company's parent undertaking changed from Bluebottle USA Mobile Inc to Virgin Wings Limited, a company registered in England and Wales

On 7 January 2011, the Company's parent undertaking changed from Virgin Wings Limited to Classboss Limited, a company registered in England and Wales whose top UK parent undertaking is Virgin Wings Limited

### **Business review**

The Company has considerable financial resources, and as an investment holding company no significant changes are expected in relation to its income streams or cost base that could jeopardise this. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Results and dividends**

The profit for the year, after taxation, amounted to £4,538,000 (2010 - £4,899,000)

The directors do not recommend the payment of a dividend (2010 - £nil)

### **Directors**

The directors who served during the year were

G D McCallum

J P Moorhead (appointed 14 January 2011)

P C K McCall (resigned 14 January 2011)

I P Woods (appointed 5 January 2011 & resigned 14 January 2011) (alternate director)

### **Provision of information to auditor**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

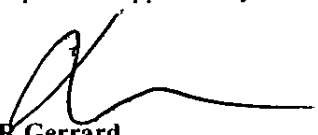
- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditor in connection with preparing its report and to establish that the Company's auditor is aware of that information

## **Directors' Report**

### **Auditor**

Pursuant to Section 487 of the Companies Act 2006 the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

This report was approved by the board on 26 October 2011 and signed on its behalf



**B A R Gerrard**  
Secretary  
The School House  
50 Brook Green  
Hammersmith  
London  
W6 7RR

**Directors' Responsibilities Statement**  
*For the Year Ended 31 March 2011*

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Independent Auditor's Report to the Members of Virgin Mobile USA Holdings Limited**

We have audited the financial statements of Virgin Mobile USA Holdings Limited for the year ended 31 March 2011, set out on pages 5 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' responsibilities statement on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 March 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Sarah Styant (Senior statutory auditor)  
for and on behalf of

**KPMG LLP**  
Chartered Accountants  
Registered Auditor  
15 Canada Square  
London  
E14 5GL

31 October 2011

**Profit and Loss Account**  
*For the Year Ended 31 March 2011*

	<i>Note</i>	<b>2011</b> <b>£000</b>	<b>2010</b> <b>£000</b>
Administrative expenses		<u>(4,857)</u>	<u>(6,558)</u>
<b>Operating loss</b>	2	<b>(4,857)</b>	<b>(6,558)</b>
Interest receivable and similar income	3	<u>11,141</u>	<u>13,357</u>
<b>Profit on ordinary activities before taxation</b>		<b>6,284</b>	<b>6,799</b>
Tax on profit on ordinary activities	5	<u>(1,746)</u>	<u>(1,900)</u>
<b>Profit for the financial year</b>	10	<u><b>4,538</b></u>	<u><b>4,899</b></u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2011 or 2010 other than those included in the profit and loss account

The notes on pages 7 to 10 form part of these financial statements

**Balance Sheet**  
*As at 31 March 2011*

	<i>Note</i>	£000	2011 £000	£000	2010 £000
<b>Fixed assets</b>					
Investments	6		-		-
<b>Current assets</b>					
Debtors	7	235,094		228,794	
<b>Creditors: amounts falling due within one year</b>	8	<b>(10,033)</b>		<b>(8,271)</b>	
<b>Net current assets</b>			<b>225,061</b>		220,523
<b>Net assets</b>			<b>225,061</b>		<b>220,523</b>
<b>Capital and reserves</b>					
Called up share capital	9		-		-
Share premium account	10		105,640		105,640
Profit and loss account	10		119,421		114,883
<b>Shareholders' funds</b>	11		<b>225,061</b>		<b>220,523</b>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26 October 2011.



**G D McCallum**  
 Director

The notes on pages 7 to 10 form part of these financial statements



## Notes to the Financial Statements

### 1. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

#### 1.1 Basis of preparation of financial statements

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

The Company is exempt from the requirement to prepare group financial statements by virtue of being subject to the small companies regime of the Companies Act 2006. These financial statements present information about the Company as an individual undertaking and not about its group.

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds of its size.

As the Company is a wholly owned subsidiary of Virgin Wings Limited, the Company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

#### 1.2 Investments

Investments in subsidiaries are shown at cost less provision for impairment.

#### 1.3 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

### 2 Operating loss

The operating loss is stated after charging

	2011 £000	2010 £000
Provision against amounts due from related undertakings	4,827	6,542

#### Auditors' remuneration

	2011 £000	2010 £000
Fees payable to the Company's auditor for the audit of the Company's annual accounts	4	5

## Notes to the Financial Statements

### 3 Interest receivable and similar income

	2011 £000	2010 £000
Interest receivable from group companies	11,141	13,357

### 4. Directors' remuneration

The directors did not receive any remuneration during the year for services to the Company (2010 £nil)

### 5 Taxation

	2011 £000	2010 £000
<b>Analysis of tax charge in the year</b>		
UK corporation tax charge on profit for the year	1,754	1,900
Adjustments in respect of prior periods	(8)	-
<b>Tax on profit on ordinary activities</b>	<b>1,746</b>	<b>1,900</b>

#### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2010 - lower than) the standard rate of corporation tax in the UK of 28% (2010 - 28%) The differences are explained below

	2011 £000	2010 £000
Profit on ordinary activities before tax	6,284	6,799
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2010 - 28%)	1,760	1,904
<b>Effects of:</b>		
Expenses not deductible for tax purposes	1,352	1,832
Adjustments to tax charge in respect of prior periods	(8)	-
Non-taxable income	(1,358)	(1,836)
<b>Current tax charge for the year</b>	<b>1,746</b>	<b>1,900</b>

## Notes to the Financial Statements

### 6. Fixed asset investments

	<i>Investments in subsidiary companies £000</i>
<b>Cost or valuation</b>	
At 1 April 2010 and 31 March 2011	-
<b>Net book value</b>	
At 31 March 2011	-
At 31 March 2010	-

The company in which the Company's interest at 31 March 2011 is more than 20% is as follows

	<b>Country of registration</b>	<b>Principal activity</b>	<b>Holding</b>	<b>Class of shares</b>
<i><b>Subsidiary undertakings</b></i>				
Virgin Limobike Limited	England & Wales	Taxi bike services	100%	Ordinary £1 shares

### 7. Debtors

	<b>2011 £000</b>	<b>2010 £000</b>
Amounts owed by group undertakings	235,094	228,794

### 8. Creditors: Amounts falling due within one year

	<b>2011 £000</b>	<b>2010 £000</b>
Corporation tax	10,019	8,266
Accruals and deferred income	14	5
	10,033	8,271

### 9 Share capital

	<b>2011 £000</b>	<b>2010 £000</b>
<b>Allotted, called up and fully paid</b>		
103 Ordinary shares shares of £1 each	-	-

## Notes to the Financial Statements

### 10. Reserves

	<i>Share premium account £000</i>	<i>Profit and loss account £000</i>
At 1 April 2010	105,640	114,883
Profit for the year	-	4,538
At 31 March 2011	<u>105,640</u>	<u>119,421</u>

### 11. Reconciliation of movement in shareholders' funds

	<i>2011 £000</i>	<i>2010 £000</i>
Opening shareholders' funds	220,523	215,624
Profit for the year	4,538	4,899
Closing shareholders' funds	<u>225,061</u>	<u>220,523</u>

### 12. Related party transactions

At 31 March 2011 the Company's ultimate parent undertaking was Virgin Group Holdings Limited, whose principal shareholders are certain trusts, none of which individually has a controlling interest in Virgin Group Holdings Limited. The principal beneficiaries of those trusts are Sir Richard Branson and/or his immediate family. The shareholders of Virgin Group Holdings Limited have interests directly or indirectly in certain other companies which are considered to give rise to related party disclosures under Financial Reporting Standard 8.

On 6 January 2011, Virgin Mobile USA Holdings Limited was sold to another group undertaking and as a result, the Company became a 100% owned subsidiary of Virgin Wings Limited. In the current year, the Company has taken advantage of the exemption under Financial Reporting Standard 8 Related Party Disclosures, which enables it to exclude disclosure of transactions with Virgin Wings Limited and its subsidiaries. In the prior year, the Company was not exempt under Financial Reporting Standard 8 Related Party Disclosures.

### 13. Ultimate parent undertaking and controlling party

As at 31 March 2011 the Company is a subsidiary undertaking of Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.

The largest and smallest group in which the Company's results are consolidated are those for Virgin Wings Limited and Virgin Holdings Limited respectively, companies which are registered in England and Wales. Copies of the group accounts for Virgin Wings Limited and Virgin Holdings Limited can be obtained from Companies House, Crown Way, Cardiff CF14 3UZ.