

Ivanco (No.3) Limited

**Directors' report and financial
statements**

Registered number 3685046

31 March 2007

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Directors' report

The directors present their report and the audited financial statements for the year ended 31 March 2007

Principal activities

The company has not traded during the year but continues to incur fees relating to the administration of inter-group loans. The company is likely to be made dormant in the future.

Business review and results

The results for the year are set out on page 4 of the financial statements and the loss for the year of £15,670 (2006 £17,278) has been transferred to reserves.

Proposed dividend

The directors do not recommend the payment of a dividend (2006 £Nil).

Directors

The directors who held office during the year were as follows:

G D McCallum	Appointed 30 June 2006	
P C K McCall	Appointed 30 June 2006	
W E Whitehorn	Appointed 30 June 2006, resigned 1 October 2007	
A J Renouf	Resigned 30 June 2006	
A Tautscher	Appointment revoked 30 June 2006	(Alternate director to A J Renouf)
F Dearie	Resigned 30 June 2006	
N M Ritchie	Appointment revoked 30 June 2006	(Alternate director to F Dearie)
A Relph	Appointment revoked 30 June 2006	(Alternate director to A J Renouf)

Disclosure of information to auditors

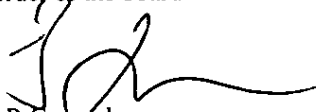
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditor

The members of the Company have passed elective resolutions in accordance with Sections 366A, 252 and 386 of the Companies Act 1985 dispensing with the previous statutory requirement of holding annual general meetings, laying accounts before the Company in general meetings and reappointing auditors annually.

The last resolution will lead to the continuing appointment of KPMG LLP as auditors of the company until further notice.

By order of the board


B A R Gervard
Company Secretary

120 Campden Hill Road
London
W8 7AR
2007

12 November

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss 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, and
- 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have a 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.

Independent auditors' report to the members of Ivanco (No.3) Limited

We have audited the financial statements of Ivanco (No 3) Limited for the year ended 31st March 2007 which comprise Profit and Loss Account, the Company Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state 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 auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st March 2007 and of the company's loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

8 Salisbury Square
London
EC4Y 8BB

13 November 2007

Profit and loss account
for the year ended 31 March 2007

	<i>Note</i>	Year ended 31 March 2007 £	Year ended 31 March 2006 £
Administrative expenses		(15,670)	(17,278)
Operating loss and loss on ordinary activities before taxation	2	(15,670)	(17,278)
Tax on loss on ordinary activities	5	-	-
Retained loss for the year	10	(15,670)	(17,278)

There were no recognised gains or losses during the year other than those shown above, which were derived from continuing operations

The notes on pages 6 to 10 form part of these financial statements

Balance sheet

At 31 March 2007

	<i>Note</i>	31 March 2007 £	31 March 2006 £
Current assets			
Debtors	6	1,993	1,994
Creditors amounts falling due within one year	7	(122,878)	(107,209)
Net current liabilities		<u>(120,885)</u>	<u>(105,215)</u>
Net liabilities		<u>(120,885)</u>	<u>(105,215)</u>
Capital and reserves			
Called up share capital	8	100,000	100,000
Profit and loss account	9	(220,885)	(205,215)
Equity shareholders' deficit	10	<u>(120,885)</u>	<u>(105,215)</u>

The notes on pages 6 to 10 form part of these financial statements

These financial statements were approved by the board of directors on 12 November 2007
 and were signed on its behalf by



G D McCallum

Director

Notes

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

Basis of accounting

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

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

The financial statements have been prepared on a going concern basis in view of the fact that the parent undertaking Virgin Group Holdings Limited has formally indicated that it is its present intention to provide sufficient funding to the Company, to enable it to meet its liabilities as they fall due, for at least the next twelve months

The directors have no reason to believe that the parent company will not be in a position to provide the support referred to above and, accordingly, they have prepared the financial statements on the going concern basis

Taxation

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by Financial Reporting Standard 19

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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

2 Loss on ordinary activities before taxation

	Year ended 31 March 2007 £	Year ended 31 March 2006 £
<i>Loss on ordinary activities before taxation is stated after charging</i>		
Auditors' remuneration	2,743	2,663

3 Remuneration of directors

The directors did not receive any remuneration for the year for services to the Company (2006 £Nil)

4 Staff costs

The Company did not have any employees other than the directors of the Company (2006 £Nil)

Notes (continued)

5 Taxation

The Company has no charge for corporation tax due to the losses incurred in the year (2006 £Nil)

Factors affecting the tax charge for the current year

The current tax charge for the year is higher (2006 higher) than the standard rate of corporation tax of 30% (2006 30%) The differences are explained below

	Year ended 31 March 2007 £	Year ended 31 March 2006 £
<i>Current tax reconciliation</i>		
Loss on ordinary activities before tax	(15,670)	(17,278)
Current tax at 30% (2006 30%)	(4,701)	(5 183)
<i>Effects of</i>		
Losses not utilised or recognised	4,701	5,183
Total current tax credit (see above)	-	-

Factors that may affect future tax charges

Details of the Company's total provided and unprovided deferred tax at the year end (and prior year end) are shown in the table in the balance sheet note below

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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 difference can be deducted

	31 March 2007 Provided £	31 March 2007 Unprovided £	31 March 2006 Provided £	31 March 2006 Unprovided £
UK tax losses	-	(36,950)	-	(32,249)
	-	(36,950)	-	(32,249)

Notes (continued)

6 Debtors

	31 March 2007 £	31 March 2006 £
Amounts owed by group undertakings	1,993	1,994

7 Creditors, amounts falling due within one year

	31 March 2007 £	31 March 2006 £
Amounts owed to group undertakings	120,135	101,680
Accruals	2,743	5,529
	<u>122,878</u>	<u>107,209</u>

8 Called up share capital

	31 March 2007 £	31 March 2006 £
<i>Authorised</i>		
Equity 100,000 ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>
<i>Allotted, called up and fully paid</i>		
Equity 100,000 ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>

Notes (continued)

9 Reserves

	31 March 2007 £	31 March 2006 £
At beginning of year	(205,215)	(187,937)
Retained loss for the year	(15,670)	(17,278)
	<hr/>	<hr/>
At end of year	(220,885)	(205,215)
	<hr/>	<hr/>

10 Reconciliation of movements in equity shareholders' deficit

	31 March 2007 £	31 March 2006 £
Opening equity shareholders' deficit	(105,215)	(87,937)
Loss for the financial year	(15,670)	(17,278)
	<hr/>	<hr/>
Closing equity shareholders' deficit	(120,885)	(105,215)
	<hr/>	<hr/>

Notes (continued)

11 Related party disclosures

At 31 March 2007 the Company's ultimate parent company 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 No. 8.

At the year end, the Company had the following amounts outstanding and transactions in the year with related parties:

	Related undertaking		Parent undertaking	
	31 March 2007	31 March 2006	31 March 2007	31 March 2006
	£	£	£	£
Creditors	120,134	101,679	1	1
Debtors	-	1	1,993	1,993
Purchases	11,012	8,575	-	-

None of the above balances attract interest.

The parent undertakings with which the Company transacted during the year were Virgin Group Investments Limited and Newstart Investments Limited.

The related undertakings with which the Company transacted during the year were Barfair, Virgin Entertainment Asia Limited, Virgin Retail Holdings Limited and Virgin Management Limited.

12 Ultimate parent company

At 31 March 2007, the Company's ultimate parent undertaking was Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.