



Companies House
— for the record —

AR01 (ef)

Annual Return



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Received for filing in Electronic Format on the: **13/01/2010**

Company Name: **BRUMAIRE LIMITED**

Company Number: **03897800**

Date of this return: **21/12/2009**

SIC codes: **7222**

Company Type: **Private company limited by shares**

Situation of Registered Office: **HANOVER HOUSE 14 HANOVER SQUARE LONDON UNITED KINGDOM W1S 1HP**

Officers of the company

Service Address:

Company Secretary 1

Type: **Corporate**
Name: **HAL MANAGEMENT LIMITED**
Registered or principal address: **HANOVER HOUSE 14 HANOVER SQUARE LONDON UNITED KINGDOM W1S 1HP**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **2213446**

Consented to Act: **Y** *Date authorised:* *Authenticated:* **ERRO**

Company Director 1

Type: **Person**
Full forename(s): **AUGIE**
Surname: **CRUCIOTTI**
Former names:
Service Address: **40260 COUNTY ROAD 13 ELIZABETH COLORADO USA 80107**

Country/State Usually Resident: **UNITED STATES**

Date of Birth: **09/05/1963** *Nationality:* **USA**
Occupation: **INVESTOR**

Company Director **2**

Type: **Person**
Full forename(s): **MARK MATTHEW**
Surname: **MCDONALD**
Former names:
Service Address: **86 ETON HALL ETON COLLEGE ROAD LONDON
UNITED KINGDOM NW3 2DH**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **14/11/1967** *Nationality:* **CANADIAN**
Occupation: **CHARTERED ACCOUNTANT**

Company Director **3**

Type: **Person**
Full forename(s): **JONATHAN**
Surname: **SCOTT-BARRETT**
Former names:
Service Address: **WALNUT COTTAGE MIDGHAM PARK MIDGHAM
READING BERKSHIRE UNITED KINGDOM RG7 5UG**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **13/04/1944** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY GBP	<i>Number allotted</i>	10985385
		<i>Aggregate nominal value</i>	109853.85
<i>Currency</i>		<i>Amount paid per share</i>	£0.0001
		<i>Amount unpaid per share</i>	£0.00

*Prescribed
particulars*

VOTING: THE HOLDERS OF ORDINARY SHARES SHALL EACH BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY. EVERY HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL EVERY HOLDER OF ORDINARY SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD BY HIM AS AT THE DATE OF THE MEETING. INCOME: THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND PERMITTED BY LAW TO BE DISTRIBUTED AND WHICH IT MAY FROM TIME TO TIME BE DETERMINED TO DISTRIBUTE BY WAY OF DIVIDEND IN RESPECT OF ANY ACCOUNTING REFERENCE PERIOD SHALL BE DISTRIBUTED BY WAY OF DIVIDEND AMONG THE HOLDERS OF ORDINARY SHARES AND PREFERENCE SHARES (AND FOR THIS PURPOSE THE ORDINARY SHARES AND THE PREFERENCE SHARES SHALL RANK PARI PASSU, EXCEPT IN RELATION TO ANY DIVIDEND CONSTITUTING A LIQUIDATION WHICH SHALL BE DISTRIBUTED IN THE MANNER SET OUT BELOW. CAPITAL: ON A RETURN OF ASSETS OR CAPITAL REDUCTION OR OTHER DISTRIBUTION (OTHER THAN BY WAY OF DIVIDEND) THE ASSETS OF THE COMPANY AVAILABLE TO THE HOLDERS OF SECURITIES IN THE COMPANY SHALL BE DIVIDED AMONG THE HOLDERS OF ORDINARY

Class of shares	ORDINARY GBP	Number allotted	250000
		Aggregate nominal value	2500.00
Currency		Amount paid per share	£0.001
		Amount unpaid per share	£0.00
Prescribed particulars	<p>VOTING: THE HOLDERS OF ORDINARY SHARES SHALL EACH BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY. EVERY HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL EVERY HOLDER OF ORDINARY SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD BY HIM AS AT THE DATE OF THE MEETING. INCOME: THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND PERMITTED BY LAW TO BE DISTRIBUTED AND WHICH IT MAY FROM TIME TO TIME BE DETERMINED TO DISTRIBUTE BY WAY OF DIVIDEND IN RESPECT OF ANY ACCOUNTING REFERENCE PERIOD SHALL BE DISTRIBUTED BY WAY OF DIVIDEND AMONG THE HOLDERS OF ORDINARY SHARES AND PREFERENCE SHARES (AND FOR THIS PURPOSE THE ORDINARY SHARES AND THE PREFERENCE SHARES SHALL RANK PARI PASSU, EXCEPT IN RELATION TO ANY DIVIDEND CONSTITUTING A LIQUIDATION WHICH SHALL BE DISTRIBUTED IN THE MANNER SET OUT BELOW. CAPITAL: ON A RETURN OF ASSETS OR CAPITAL REDUCTION OR OTHER DISTRIBUTION (OTHER THAN BY WAY OF DIVIDEND) THE ASSETS OF THE COMPANY AVAILABLE TO THE HOLDERS OF SECURITIES IN THE COMPANY SHALL BE DIVIDED AMONG THE HOLDERS OF ORDINARY</p>		

Class of shares	ORDINARY GBP	<i>Number allotted</i>	3412584
		<i>Aggregate nominal value</i>	34125.84
<i>Currency</i>		<i>Amount paid per share</i>	£0.01
		<i>Amount unpaid per share</i>	£0.00

*Prescribed
particulars*

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Class of shares	ORDINARY GBP	Number allotted	22642493
		Aggregate nominal value	226424.93
Currency		Amount paid per share	£0.36
		Amount unpaid per share	£0.00
Prescribed particulars	<p>VOTING: THE HOLDERS OF ORDINARY SHARES SHALL EACH BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY. EVERY HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL EVERY HOLDER OF ORDINARY SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD BY HIM AS AT THE DATE OF THE MEETING. INCOME: THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND PERMITTED BY LAW TO BE DISTRIBUTED AND WHICH IT MAY FROM TIME TO TIME BE DETERMINED TO DISTRIBUTE BY WAY OF DIVIDEND IN RESPECT OF ANY ACCOUNTING REFERENCE PERIOD SHALL BE DISTRIBUTED BY WAY OF DIVIDEND AMONG THE HOLDERS OF ORDINARY SHARES AND PREFERENCE SHARES (AND FOR THIS PURPOSE THE ORDINARY SHARES AND THE PREFERENCE SHARES SHALL RANK PARI PASSU, EXCEPT IN RELATION TO ANY DIVIDEND CONSTITUTING A LIQUIDATION WHICH SHALL BE DISTRIBUTED IN THE MANNER SET OUT BELOW. CAPITAL: ON A RETURN OF ASSETS OR CAPITAL REDUCTION OR OTHER DISTRIBUTION (OTHER THAN BY WAY OF DIVIDEND) THE ASSETS OF THE COMPANY AVAILABLE TO THE HOLDERS OF SECURITIES IN THE COMPANY SHALL BE DIVIDED AMONG THE HOLDERS OF ORDINARY</p>		

Class of shares	PREFERENCE	<i>Number allotted</i>	21442782
	GBP	<i>Aggregate nominal value</i>	214427.82
<i>Currency</i>		<i>Amount paid per share</i>	£0.0001
		<i>Amount unpaid per share</i>	0.00
<i>Prescribed particulars</i>	<p>VOTING: THE HOLDERS OF PREFERENCE SHARES (WHETHER OR NOT SUCH SHARES ARE FULLY PAID UP) SHALL EACH BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. EVERY HOLDER OF PREFERENCE SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL EVERY HOLDER OF PREFERENCE SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH DEEMED ORDINARY SHARE HELD BY HIM AS AT THE DATE OF THE MEETING. INCOME: THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND PERMITTED BY LAW TO BE DISTRIBUTED AND WHICH IT MAY FROM TIME TO TIME BE DETERMINED TO DISTRIBUTE BY WAY OF DIVIDEND IN RESPECT OF ANY ACCOUNTING REFERENCE PERIOD SHALL BE DISTRIBUTED BY WAY OF DIVIDEND AMONG THE HOLDERS OF ORDINARY SHARES AND PREFERENCE SHARES (AND FOR THIS PURPOSE THE ORDINARY SHARES AND THE PREFERENCE SHARES SHALL RANK PARI PASSU, EXCEPT IN RELATION TO ANY DIVIDEND CONSTITUTING A LIQUIDATION WHICH SHALL BE DISTRIBUTED IN THE MANNER SET OUT BELOW. CAPITAL: ON A RETURN OF ASSETS OR CAPITAL REDUCTION OR OTHER DISTRIBUTION (OTHER THAN BY WAY OF DIVIDEND) THE ASSETS OF THE COMPANY AVAILABLE TO THE HOLDERS OF SECURITIES</p>		

Class of shares	PREFERENCE	<i>Number allotted</i>	5969364
	GBP	<i>Aggregate nominal value</i>	59693.64
<i>Currency</i>		<i>Amount paid per share</i>	1.68
		<i>Amount unpaid per share</i>	0.00

Prescribed particulars

VOTING: THE HOLDERS OF PREFERENCE SHARES (WHETHER OR NOT SUCH SHARES ARE FULLY PAID UP) SHALL EACH BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. EVERY HOLDER OF PREFERENCE SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL EVERY HOLDER OF PREFERENCE SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH DEEMED ORDINARY SHARE HELD BY HIM AS AT THE DATE OF THE MEETING. INCOME: THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND PERMITTED BY LAW TO BE DISTRIBUTED AND WHICH IT MAY FROM TIME TO TIME BE DETERMINED TO DISTRIBUTE BY WAY OF DIVIDEND IN RESPECT OF ANY ACCOUNTING REFERENCE PERIOD SHALL BE DISTRIBUTED BY WAY OF DIVIDEND AMONG THE HOLDERS OF ORDINARY SHARES AND PREFERENCE SHARES (AND FOR THIS PURPOSE THE ORDINARY SHARES AND THE PREFERENCE SHARES SHALL RANK PARI PASSU, EXCEPT IN RELATION TO ANY DIVIDEND CONSTITUTING A LIQUIDATION WHICH SHALL BE DISTRIBUTED IN THE MANNER SET OUT BELOW. CAPITAL: ON A RETURN OF ASSETS OR CAPITAL REDUCTION OR OTHER DISTRIBUTION (OTHER THAN BY WAY OF DIVIDEND) THE ASSETS OF THE COMPANY AVAILABLE TO THE HOLDERS OF SECURITIES

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	64702608
		<i>Total aggregate nominal value</i>	647026.08

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 21/12/2009 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1:

22642493 ORDINARY Shares held as at 21/12/2009

Name:

TECHNOLOGY LICENSING LIMITED

Address:

Shareholding 2:

800000 ORDINARY Shares held as at 21/12/2009

Name:

DAVID ARON

Address:

Shareholding 3:

980000 ORDINARY Shares held as at 21/12/2009

Name:

GEOFFREY BAIRD

Address:

Shareholding 4:

3138935 ORDINARY Shares held as at 21/12/2009

Name:

THE BANK OF NEW YORK (NOMINEES) LIMITED

Address:

Shareholding 5:

250000 ORDINARY Shares held as at 21/12/2009

Name:

ALAN BLANK

Address:

Shareholding 6:

500000 ORDINARY Shares held as at 21/12/2009

Name:

BRANDON BRADKIN

Address:

Shareholding 7:

1180000 ORDINARY Shares held as at 21/12/2009

Name:

JOHN CANDISH

Address:

Shareholding 8:

30000 ORDINARY Shares held as at 21/12/2009

Name:

JANINE COOKE

Address:

Shareholding 9:

1180000 ORDINARY Shares held as at 21/12/2009

Name:

LAURENCE COOKE

Address:

Shareholding 1:
0 **1609034 ORDINARY Shares held as at 21/12/2009**

Name: **FII GROUP PLC**

Address:

Shareholding 1:
1 **250000 ORDINARY Shares held as at 21/12/2009**

Name: **FRONTWORTH LIMITED**

Address:

Shareholding 1:
2 **1180000 ORDINARY Shares held as at 21/12/2009**

Name: **FTP INC**

Address:

Shareholding 1:
3 250000 ORDINARY Shares held as at 21/12/2009

Name: **MELISSA GALLO**

Address:

Shareholding 1:
4 40000 ORDINARY Shares held as at 21/12/2009

Name: **GESICO INTERNATIONAL SA**

Address:

Shareholding 1:
5 30000 ORDINARY Shares held as at 21/12/2009

Name: **MICHAEL LYNN GREEN**

Address:

Shareholding 1:
6 **1180000 ORDINARY Shares held as at 21/12/2009**

Name: **DANIEL HAYDN WITHERS POULSON**

Address:

Shareholding 1:
7 **10000 ORDINARY Shares held as at 21/12/2009**

Name: **CHARLOTTE L POULSON**

Address:

Shareholding 1:
8 **250000 ORDINARY Shares held as at 21/12/2009**

Name: **CLARISSA M POULSON**

Address:

Shareholding 1:
9 **1180000 ORDINARY Shares held as at 21/12/2009**

Name: **CONRAD TIMOTHY BERTRAM POULSON**

Address:

Shareholding 2:
0 **30000 ORDINARY Shares held as at 21/12/2009**

Name: **JOHN FREDERICK WALEY SANDERSON**

Address:

Shareholding 2:
1 **580000 ORDINARY Shares held as at 21/12/2009**

Name: **ADAM WYNNE**

Address:

Shareholding 2: 2 **5482430 PREFERENCE Shares held as at 21/12/2009**

Name: **TECHNOLOGY LICENSING LIMITED**

Address:

Shareholding 2: 3 **466012 PREFERENCE Shares held as at 21/12/2009**

Name: **ACE INVESTMENT PARTNERSHIP**

Address:

Shareholding 2: 4 **6843893 PREFERENCE Shares held as at 21/12/2009**

Name: **AFIC II LLC**

Address:

Shareholding 2:
5

9137392 PREFERENCE Shares held as at 21/12/2009

Name:

CAPITAL PARTNERS IV TECHNOLOGY HOLDINGS LP

Address:

Shareholding 2:
6

5482419 PREFERENCE Shares held as at 21/12/2009

Name:

KB (CI) NOMINEES LIMITED

Address:

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.