



88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHFP029

Company Number

4415765

Company name in full

VIRGIN SKY INVESTMENTS LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

1 7 0 1 2 0 0 5

To

Day Month Year

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

499

Nominal value of each share

£ 1.00

Amount (if any) paid or due on each
share (including any share premium)

0.00

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

Allotted in exchange for the assignment to the Company of the benefit of a
debt owed by Virgin Holdings SA

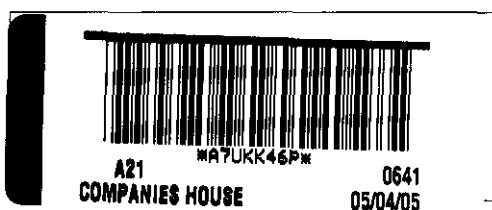
When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Form revised 10/03

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name VML 2 LIMITED		Class of shares allotted	Number allotted
Address 2nd Floor, Geneva Place, 333 Waterfront Drive, Wickham's Cay, Road Town, Tortola. UK Postcode _ _ _ _ _		Ordinary 	499
Name Address UK Postcode _ _ _ _ _		Class of shares allotted 	Number allotted
Name Address UK Postcode _ _ _ _ _		Class of shares allotted 	Number allotted
Name Address UK Postcode _ _ _ _ _		Class of shares allotted 	Number allotted
Name Address UK Postcode _ _ _ _ _		Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed

P Gram

Date

23.02.05

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

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

Mr P G Gram	
120 Campden Hill Road, London, W8 7AR.	
Tel	
DX number	DX exchange