

Section 89(3)

The Insolvency Act 1986

Members' Voluntary Winding up

Declaration of Solvency Embodying a

Statement of Assets and Liabilities

Pursuant to Section 89(3) of the Insolvency Act 1986

S.89(3)

For Official Use

To the Registrar of Companies

Company number

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02969369

Name of company

(a) Insert full name of
company

(a) VIRGIN BALLOON FLIGHTS LIMITED

(b) Insert full name(s) and
address(es)

We (b) Peter Souster
Baker Tilly Restructuring and
Recovery LLP
5 Old Bailey
London
EC4M 7AF

Bruce Mackay
Baker Tilly Restructuring
and Recovery LLP
5 Old Bailey
London
EC4M 7AF

attach a declaration of solvency embodying a statement of assets and liabilities

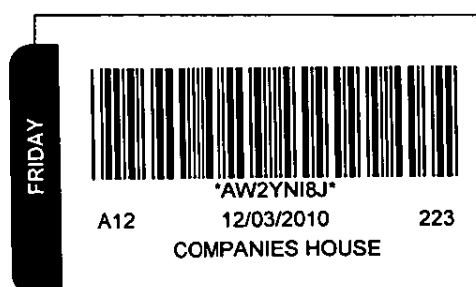
Signed



Date 10th March 2010

Name: **Bruce Mackay**
Baker Tilly Restructuring and Recovery
LLP

Ref:



The Insolvency Act 1986

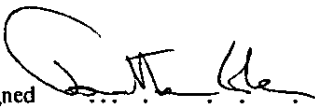
**Members' Voluntary Winding up
Declaration of Solvency
Embodying a Statement of Assets
and Liabilities**

Company Number 02969369
Name of Company Virgin Balloon Flights Limited
Presented by The Company

Declaration of Solvency

We (a)

Signed



JONATHAN COHEN
C/O VIRGIN MANAGEMENT LTD
50 BROOK GREEN
LONDON
W6 7RZ

Signed



BARRY GERRARD
C/O VIRGIN MANAGEMENT LTD
50 BROOK GREEN
LONDON
W6 7RZ

being all the directors of Virgin Balloon Flights Limited do solemnly and sincerely declare that we have made a full enquiry into the affairs of this company, and that, having done so, we have formed the opinion that this company will be able to pay its debts in full together with interest at the official rate within a period of 12 months, from the commencement of the winding up

We append a statement of the company's assets and liabilities as at (e) 8 March 2010 being the latest practicable date before the making of this declaration

We make this solemn declaration, conscientiously believing it to be true, and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 50 Brook Green, London W6 7RZ.

This 9th day of MARCH 2010

Before me,

 LIANNE GEORGE, SOLICITOR

Statement as at 8 March 2010 showing assets at estimated realisable values and liabilities expected to rank pari passu

Assets and liabilities		Estimated to realise or to rank for payment to nearest £
Assets:		£
	Balance at bank	Nil
	Cash in hand	Nil
	Marketable securities	Nil
	Inter-company receivable	Nil
	Trade debtors	Nil
	Loans and advances	Nil
	Unpaid calls	Nil
	Stock in trade	Nil
	Work in progress	Nil
	Freehold property	Nil
	Leasehold property	Nil
	Plant and machinery	Nil
	Furniture, fittings, utensils etc	Nil
	Patents, trade marks etc	Nil
	Investments other than marketable securities	Nil
	Other property, viz	Nil
	Estimated realisable value of assets	£ Nil
Liabilities:		
Secured on specific assets, viz		Nil
Secured by floating charge(s)		Nil
Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full		Nil
Unsecured creditors (amounts estimated to rank for payment)		Nil
	£	£
Trade accounts	Nil	
Inter-company payable	Nil	
Accrued expenses	Nil	
Other liabilities	Nil	
Contingent liabilities	Nil	
Estimated surplus after paying debts in full		£ Nil

Remarks: The costs and expenses of this liquidation will be met by another Group company