

A**COMPANIES FORM No. 363****Annual return
of a company****363**

Pursuant to sections 363 and 364 of the Companies Act 1985

Please do not
write in
this margin**Note** The appropriate fee should accompany this form:

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

1070953

Please complete
legibly, preferably
in black type, or
bold block lettering

Annual return of (note 1)

* Insert full name
of company

* VIRGIN RECORDS LIMITED

The information in this return is as at

31 DECEMBER

19

87

† (The date of this return note 1)

† If the company has a
share capital, this
date must be the
14th day after the
annual general
meeting

Address of registered office of the company

95-99 LADBROKE GROVE, LONDON

Postcode

W11 1PG

Total amount of indebtedness of the company
in respect of mortgages and charges
(note 2).

£

NIL

If different from the
registered office, state
address where the register
of members or any register
of debenture holders or
any duplicate or part of any
register of debentures is
kept or may be inspected.

Register of members

Register of debenture holders

Particulars of the secretary

Name (notes 3 and 4)

LAWRENCE EDWARD POST

Previous name(s) (note 3)

Address (notes 4 and 5)

95 ERMINE STREET, CAXTON, CAMBS

Postcode

CB3 8PQ

‡ only pages 1 and 2
need be completed
in the case of a
company without
share capital

We certify this return which comprises pages 1, 2, [3, 4, 5 and 6]‡ [plus § 2 continuation sheets]

§ enter number of
continuation sheets
attached

Signed

Director, and

Secretary

Presentor's name address and
reference (if any):L E POST
120 CAMPDEN HILL ROAD
LONDON W8 7ARFor official Use
General Section

Post room

524601

£1100 413 (55)

COMPANIES REGISTRATION
26 MAY 1988

AT

OFFICE

62

Particulars of the director(s) of the company (notes 6 and 7)

Name (note 3)	RICHARD CHARLES NICHOLAS BRANSON		Business Occupation	CO DIRECTOR
Previous name(s) (note 3)			Nationality	BRITISH
Address (note 5)	THE MANOR, SHIPTON ON CHERWELL, KIDLINGTON, OXON		Date of birth (note 9)	18.7.50
	Postcode			
Other relevant past or present directorships* (note 8)				
SEE ATTACHED LIST				

Please do not write in this margin

Please complete legibly, preferably in black type, or bold blocklettering

* delete if inappropriate. Enter particulars of other directorships held or previously held. If this space is insufficient use a continuation sheet

Name (note 3)	JOHN SIMON DRAPER		Business Occupation	CO DIRECTOR
Previous name(s) (note 3)			Nationality	BRITISH
Address (note 5)	21 CHEPSTOW VILLAS, LONDON		Date of birth (note 9)	17.7.50
	Postcode	W12		
Other relevant past or present directorships* (note 8)				
SEE ATTACHED LIST				

Name (note 3)	KENNETH MALCOLM BERRY		Business Occupation	CO DIRECTOR
Previous name(s) (note 3)			Nationality	BRITISH
Address (note 5)	60 WOODSTOCK ROAD, CHISWICK, LONDON		Date of birth (note 9)	26.1.52
	Postcode	W4		
Other relevant past or present directorships* (note 8)				
SEE LIST ATTACHED				

Name (note 3)	JOHN WEBSTER		Business Occupation	CO DIRECTOR
Previous name(s) (note 3)			Nationality	BRITISH
Address (note 5)	32 BURLINGTON ROAD, CHISWICK, LONDON		Date of birth (note 9)	5.6.54
	Postcode	W4		
Other relevant past or present directorships* (note 8)				
NONE				

**Please complete
legibly, preferably
black type, or
bold block lettering**

6 Amount of discount on the issue of shares which has not been written off at the date of this return

7 Amount per share called up on number of shares of each class

Class

6 Amount of discount on the issue of shares which has not been written off at the date of this return	£ NIL		
7 Amount per share called up on number of shares of each class	£ 1	10,000	ORD
	£		
	£		
8 Total amount of calls received (note 10)	£ 10,000		
9 Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash	£ 9,900	9,900	ORD
	£		
	£		
10 Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash	£ NIL		
	£		
	£		
11 Total amount of calls unpaid	£ NIL		
12 Total amount of sums (if any) paid by way of commission in respect of any shares or debentures	£ NIL		
13 Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return	£ NIL		
14 Total number of shares of each class forfeited		NIL	
15 Total amount paid (if any) on shares forfeited	£ NIL		
16 Total amount of shares for which share warrants to bearer are outstanding	£ NIL		
	£		
17 Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return	£ NIL		
	£ NIL		
18 Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind		NIL	

Account of Shares

[illegible]

APPOINTMENTS FOR RCN BRANSONAll Appointments on File

Company Number and Name	Appointed	Resigned	Job Title
1647160 10 MUSIC LIMITED	30/08/83	Current	Director
1647162 10 RECORDS LIMITED	30/08/83	Current	Director
1286565 Ames Music Centre Limited	17/09/82	Current	Director
128876 AMES RECORDS & TAPES LIMITED	17/09/82	Current	Director
894151 Ames Records Limited	17/09/82	Current	Director
478666 ANGUS MCKENZIE PROPERTIES LIMITED	14/11/86	Current	Director
1426166 BARGE STUDIOS LIMITED	07/07/79	Current	Director
1568895 CABLE INVESTMENTS LIMITED	20/08/81	Current	Director
1070954 CAROLINE EXPORTS LIMITED	15/09/72	Current	Director
968007 CHARISMA RECORDS LIMITED	13/06/85	Current	Director
Charity Projects Trading Limited	01/03/87	Current	Director
1364091 CLIFDAYN PRODUCTIONS LIMITED	14/02/79	Current	Director
Council of Management of Charity Projects Limited	01/03/87	Current	Director
1365976 DINDISC LIMITED	24/05/79	Current	Director
1405759 DINSONG LIMITED	24/05/79	Current	Director
1145947 DINVISION LIMITED	21/12/73	Current	Director
Duveen Catering Limited		Current	Director
1367362 EVENT PUBLISHING LIMITED	24/05/79	Current	Director
1819753 FAMOUS CHARISMA LABEL LIMITED	13/06/85	Current	Director
1781286 FILM GUARANTEES LIMITED	29/12/83	Current	Director
918489 GRAPHITTI (GRAPHICS) LIMITED	27/10/67	Current	Director
1734000 LAWRIE DEVELOPMENTS LIMITED	27/09/83	Current	Director
Lityair (Chester) Limited	15/05/87	Current	Director
1083164 MANOR MOBILE LIMITED	01/12/72	Current	Director
1047473 MANOR STUDIOS LIMITED	19/04/72	Current	Director
1499152 MANSFIELD PUBLISHING LIMITED	20/10/80	Current	Director
1514104 NORSE MUSIC PRODUCTIONS LIMITED	20/10/80	Current	Director
853059 OLYMPIC SOUND STUDIOS LIMITED	14/11/86	Current	Director
1588589 ORTOLAN PRODUCTIONS LIMITED	14/06/82	Current	Director
1575588 PALACE AND VIRGIN DISTRIBUTION LIMITED	23/09/83	Current	Director
1676336 PARIS BRIOCHE LIMITED	21/05/85	Current	Director
1433678 STELARIVER LIMITED	17/03/81	Current	Director
1444565 SYNTHAXE LIMITED	27/11/79	Current	Director

APPOINTMENTS FOR RCN BRANSONAll Appointments on File

<u>Company Number and Name</u>	<u>Appointed</u>	<u>Resigned</u>	<u>Job Title</u>
Synthaxe Limited	27/11/79	Current	Director
1735700 TELIT LIMITED	03/02/84	Current	Director
1311784 TICKET UNITS LIMITED	07/03/80	Current	Director
1214590 TOWN HOUSE STUDIOS LIMITED	19/06/75	Current	Director
U K 2000 Limited	01/09/86	Current	Director
1735693 VANSON DEVELOPMENTS LIMITED	05/08/83	Current	Director
1168450 VC RECORDS LIMITED	23/05/74	Current	Director
1201328 VERVARDOS LIMITED	09/03/83	Current	Director
1145231 VIRGIN AGENCY LIMITED	21/12/73	Current	Director
1793421 VIRGIN AIRWAYS LIMITED	15/03/84	Current	Director
Virgin Americas Cup Challenge Limited	09/04/87	Current	Director
1600117 VIRGIN ATLANTIC AIRWAYS LIMITED	17/07/84	Current	Director
Virgin Atlantic Airways Limited	17/07/84	Current	Director
1927016 VIRGIN AVIATION SERVICES LIMITED	26/09/85	Current	Director
Virgin Aviation Services Limited	26/09/85	Current	Director
1514103 VIRGIN CINEMA FILMS LIMITED	20/10/80	Current	Director
2074980 VIRGIN CLASSICS LIMITED	27/03/87	Current	Director
1238320 VIRGIN CLUBS LIMITED	22/12/75	Current	Director
1412157 VIRGIN DEVELOPMENTS LIMITED	27/11/79	Current	Director
1073929 VIRGIN ENTERPRISES LIMITED	05/12/72	Current	Director
1405464 VIRGIN FILM DISTRIBUTION LIMITED	02/01/80	Current	Director
1583342 VIRGIN FILM PRODUCTIONS LIMITED	15/04/83	Current	Director
1750117 VIRGIN FILMS INTERNATIONAL LIMITED	04/10/84	Current	Director
1724544 VIRGIN GAMES LIMITED	08/08/83	Current	Director
1568894 Virgin Group plc	11/08/81	Current	Chair
112639 VIRGIN HOLDINGS (IRELAND) LIMITED	18/07/86	Current	Director
1873815 VIRGIN HOLIDAYS LIMITED	18/10/85	Current	Director
Virgin Holidays Limited	18/10/85	Current	Director
1669057 VIRGIN INTERACTIVE PUBLISHING LIMITED	31/12/82	Current	Director
1925 VIRGIN ISLAND STUDIOS BVI LIMITED		Current	Director
Virgin Island Studios BVI Limited	22/04/86	Current	Director
1724543 VIRGIN MERCHANDISING LIMITED	16/03/84	Current	Director
1082337 VIRGIN MUSIC (PUBLISHERS) LIMITED	01/12/72	Current	Director

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APPOINTMENTS FOR RCN BRANSON

All Appointments on File

<u>Company Number and Name</u>	<u>Appointed</u>	<u>Resigned</u>	<u>Job Title</u>
1407770 Virgin Music Australia Pty Limited	01/05/87	Current	Director
1717840 VIRGIN OVERSEAS LIMITED	24/05/79	Current	Director
1835335 VIRGIN PICTURES LIMITED	08/09/83	Current	Director
	19/09/84	Current	Director
Virgin Records Australia Pty Limited	01/05/87	Current	Director
1070953 VIRGIN RECORDS LIMITED	12/09/72	Current	Director
112576 VIRGIN RETAIL (IRELAND) LIMITED	18/07/86	Current	Director
989134 Virgin Retail Limited	03/12/70	Current	Director
1214591 VIRGIN STUDIOS LIMITED	19/06/75	Current	Director
1972710 VIRGIN TRAVEL (HOLDINGS) LIMITED	09/04/86	Current	Director
1365095 VIRGIN TV PRODUCTIONS LIMITED	12/09/78	Current	Director
1215334 VIRGIN VISION LIMITED	24/06/75	Current	Director
1373587 VIRGINAL GAMES LIMITED	01/11/79	Current	Director
Voyager Clubs Limited	22/12/75	Current	Director
Voyager Group Limited	14/08/86	Current	Director
1689021 WINCHESTER HOLDINGS LIMITED	24/04/86	Current	Director
1554600 WORDGLASS LIMITED	08/04/81	Current	Director
953921 YOUR PRICE RECORDS LIMITED	14/05/69	Current	Director

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APPOINTMENTS FOR JS DRAPERAll Appointments on File

Company Number and Name	Appointed	Resigned	Job Title
1647160 10 MUSIC LIMITED	30/08/83	Current	Director
1647162 10 RECORDS LIMITED	30/08/83	Current	Director
All Star Travel Limited	08/08/83	31/07/86	D
Ames Music Centre Limited	31/08/84	Current	Director
AMES RECORDS & TAPES LIMITED	17/09/82	Current	Director
ANGUS MCKENZIE PROPERTIES LIMITED	14/11/86	Current	Director
BARGE STUDIOS LIMITED	29/04/81	Current	Director
CAROLINE EXPORTS LIMITED	29/04/81	Current	Director
CHARISMA RECORDS LIMITED	13/06/85	Current	Director
CLIFDAYN PRODUCTIONS LIMITED	29/04/81	Current	Director
DINDISC LIMITED	24/05/79	Current	Director
DINSONG LIMITED	24/05/79	Current	Director
DINVISION LIMITED	10/03/81	Current	Director
EVENT PUBLISHING LIMITED	29/04/81	Current	Director
FAMOUS CHARISMA LABEL LIMITED	13/06/85	Current	Director
FILM GUARANTEES LIMITED	29/12/83	Current	Director
GRAPHITTI (GRAPHICS) LIMITED	29/04/81	Current	Director
MANOR MOBILE LIMITED	29/04/81	Current	Director
MANOR STUDIOS LIMITED	29/04/81	Current	Director
MANSFIELD PUBLISHING LIMITED	29/04/81	Current	Director
NORSE MUSIC PRODUCTIONS LIMITED	29/04/81	Current	Director
OLYMPIC SOUND STUDIOS LIMITED	14/11/86	Current	Director
ORTOLAN PRODUCTIONS LIMITED	16/11/82	Current	Director
Scala Films Limited	05/07/84	Current	Director
SIREN RECORDS LIMITED	03/02/84	Current	Director
TELIT LIMITED	29/04/81	Current	Director
TICKET UNITS LIMITED	29/04/81	Current	Director
TOWN HOUSE STUDIOS LIMITED	05/08/83	Current	Director
VANSON DEVELOPMENTS LIMITED	29/04/81	Current	Director
VC RECORDS LIMITED	09/03/83	Current	Director
VERVARDOS LIMITED	29/04/81	Current	Director
VIRGIN AGENCY LIMITED	15/03/84	Current	Director
VIRGIN AIRWAYS LIMITED			

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APPOINTMENTS FOR JS DRAPER

All Appointments on File

Company Number and Name	Appointed	Resigned	Job Title
1514103 VIRGIN CINEMA FILMS LIMITED	29/04/81	Current	Director
2074980 VIRGIN CLASSICS LIMITED	27/03/87	Current	Director
1412157 VIRGIN DEVELOPMENTS LIMITED	27/11/79	Current	Director
1073929 VIRGIN ENTERPRISES LIMITED	01/02/84	Current	Director
1405464 VIRGIN FILM DISTRIBUTION LIMITED	29/04/81	Current	Director
1583342 VIRGIN FILM PRODUCTIONS LIMITED	15/04/83	Current	Director
1750117 VIRGIN FILMS INTERNATIONAL LIMITED	04/10/84	Current	Director
1724544 VIRGIN GAMES LIMITED	08/08/83	Current	Director
1568894 Virgin Group plc	30/01/83	Current	Director
1669057 VIRGIN INTERACTIVE PUBLISHING LIMITED	31/12/82	Current	Director
1925 VIRGIN ISLAND STUDIOS BVI LIMITED	22/04/86	Current	Director
1724543 VIRGIN MERCHANDISING LIMITED	16/03/84	Current	Director
1082337 VIRGIN MUSIC (PUBLISHERS) LIMITED	19/01/76	Current	Director
1407770 VIRGIN OVERSEAS LIMITED	29/04/81	Current	Director
1717840 VIRGIN PICTURES LIMITED	08/09/83	Current	Director
1835335 VIRGIN PUBS LIMITED	19/09/84	Current	Director
1070953 VIRGIN RECORDS LIMITED	05/04/73	Current	Director
989134 Virgin Retail Limited	29/04/81	Current	Director
1214591 VIRGIN STUDIOS LIMITED	29/04/81	Current	Director
1365095 VIRGIN TV PRODUCTIONS LIMITED	29/04/81	Current	Director
1215334 VIRGIN VISION LIMITED	29/04/81	Current	Director
1373587 VIRGINAL GAMES LIMITED	29/04/81	Current	Director
1689021 WINCHESTER HOLDINGS LIMITED	24/04/86	Current	Director
953921 YOUR PRICE RECORDS LIMITED	29/04/81	Current	Director

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APPOINTMENTS FOR KM BERRY

All Appointments on File

<u>Company Number and Name</u>	<u>Appointed</u>	<u>Resigned</u>	<u>Job Title</u>
ALL STAR TRAVEL LIMITED	08/08/83	08/08/86	DIRECTOR
1568895 CABLE INVESTMENTS LIMITED	20/08/81	Current	Director
968007 CHARISMA RECORDS LIMITED	13/06/85	Current	Director
1819753 FAMOUS CHARISMA LABEL LIMITED	13/06/85	Current	Director
NOWTAN LIMITED	18/07/84	01/07/86	DIRECTOR
1809098 SIREN RECORDS LIMITED	17/08/84	Current	Director
1600117 VIRGIN ATLANTIC AIRWAYS LIMITED	22/04/86	08/10/86	Director
2074980 VIRGIN CLASSICS LIMITED	23/01/87	Current	Director
1073929 VIRGIN ENTERPRISES LIMITED	10/08/81	Current	Director
1568894 Virgin Group plc	11/08/81	Current	Director
1082337 VIRGIN MUSIC (PUBLISHERS) LIMITED	01/12/72	Current	Director
1407770 VIRGIN OVERSEAS LIMITED	30/07/82	Current	Director
1070953 VIRGIN RECORDS LIMITED	26/09/76	Current	Director

19/05/88

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APPOINTMENTS FOR SGL LEWIS

All Appointments on File

Company Number and Name
1082337 VIRGIN MUSIC (PUBLISHERS) LIMITED
1070953 VIRGIN RECORDS LIMITED

<u>Appointed</u>	<u>Resigned</u>	<u>Job Title</u>
01/10/83	Current	Director
30/01/83	Current	Director

Please do not
write in
this margin

COMPANIES FORM No. 363 (Cont.)

**Annual return of a
company (continuation)**

Continuation sheet No. 1
to Form No. 363

Please complete
legibly, preferably
in black type, or
bold black lettering

Company number

1070953

Name of company

* insert full name
of company

* VIRGIN RECORDS LIMITED

Particulars of the directors of the company continued (notes 6 and 7)

* delete if
inappropriate.
Enter particulars
of other director-
ships held or
previously held.
If this space is
insufficient continue
on back page

Name (note 3)	TORRENS LYSTER	Business Occupation	CO DIRECTOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 5)	DILLAMORE'S, HIGH STREET, CHINNOR, CHINNOR, OXON	Date of birth (note 9)	23.12.44
	Postcode		
Other relevant past or present directorships* (note 8)			
NONE			

Name (note 3)	SHELAGH MARGARET MACLEOD	Business Occupation	SOLICITOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 5)	21 ORMISTON GROVE, LONDON	Date of birth (note 9)	28.12.51
	Postcode	W12	
Other relevant past or present directorships* (note 8)			
A&M RECORDS LIMITED			

Name (note 3)	STEPHEN GRAEME LEWIS	Business Occupation	CO DIRECTOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 5)	27 HILL TOP, LONDON	Date of birth (note 9)	24.5.53
	Postcode	NW11	
Other relevant past or present directorships* (note 8)			
SEE ATTACHED LIST			

Please do not
write in
this margin

COMPANIES FORM No. 363 (Cont.)

**Annual return of a
company (continuation)**

Continuation sheet No. 2
to Form No. 363

Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

1070953

Name of company

* insert full name
of company

* VIRGIN RECORDS LIMITED

Particulars of the directors of the company continued (notes 6 and 7)

* delete if
inappropriate.
Enter particulars
of other director-
ships held or
previously held.
If this space is
insufficient continue
on back page

Name (note 3)	WILLIAM REGINALD RICHARDSON		Business Occupation
			CO DIRECTOR
Previous name(s) (note 3)			Nationality
Address (note 5)	47A CAMBRIDGE ROAD SOUTH, CHISWICK		BRITISH
	LONDON		Date of birth (note 9)
	Postcode	W4	9.10.52
Other relevant past or present directorships* (note 8)			
NONE			

Name (note 3)			Business Occupation
Previous name(s) (note 3)			Nationality
Address (note 5)			Date of birth (note 9)
	Postcode		
Other relevant past or present directorships* (note 8)			

Name (note 3)			Business Occupation
Previous name(s) (note 3)			Nationality
Address (note 5)			Date of birth (note 9)
	Postcode		
Other relevant past or present directorships* (note 8)			