

Please complete in typescript, or in bold black capitals.

Annual D-

# 363a

CH	IFF	029

**Company Number** 

1073929	
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/IRGIN ENTERPRISES LIMITED			
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Date of this return(See note 1) The information in this return is made up to

Day	IVIOTILIT	i Cai	
3 0	0 6	1 9 9	9

Vear

Day Month

Date of next return(See note 2) If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Da	ay	Month		ay Month Year				
3	0	0	6	2	0	0	0	

120 CAMPDEN HILL ROAD

Registered Office(See note 3) Show here the address at the date of this return.

Any change of registered office must be notified on form 287.

Post town

County / Region

Postcode

LONDON

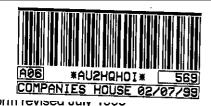
**W8 7AR** 

#### Principal business activities

(See note 4) Show trade classification code number(s) for the principal activity or activities.

7	

If the code number cannot be determined, give a brief description of principal activity.



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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Register of mem	bers(See note 5)				·	
If the register of members registered office, state her	re where it is kept.					
	Post town					
	County / Region			Postcode		
Register of Debe	nture holders					
(See note 6) If there is a register of det and it is not kept at the re	penture holders					
state here where it is kept						
	Post town					
	County / Region			Postcode		
	•			'		
Company type (Se	ee note 7)					
Public limited company						
Private company limited by s	hares	X				
Private company limited by g share capital	guarantee without					
Private company limited by s section 30	shares exempt under	Plea	se mark the a	appropriate box		
Private company limited by gunder section 30	guarantee exempt					
Private unlimited company w	rith share capital					
Private unlimited company w	rithout share capital					
	l					
Company Secret	cary <sub>(see notes 1-5)</sub>	Details of a new compa	ny secretary	must be notifi	ed on form 288a.	
(Please photocopy this area to provide details of joint	e * Style / Title	MS		*Honours etc	ACIS	
secretaries).	Forename(s)	DIANA PATRICIA				
* Voluntary details.	Surname	LEGGE				
•	revious forename(s)					
Р	revious surname(s)					
Addı	ress	24A ENDERBY STREET				
Usual residential		GREENWICH				
address <sub>must be</sub> given. In the case of a	Post town	LONDON				
corporation, give the registered or principal office address.	County / Region			Postcode	SE10 9PF	
	Country			<u> </u>		

Please list directors in alphabetical order.			Details of new director	s must be notified	d on form	288a				
i	Name	* Style / Title	MR		Day	Month	Y	'ear		
		* Honours etc		Date of bi	rth 1 8	0 7	1	9 :	5 1	0
		Forename(s)	RICHARD CHARLES NICH	OLAS		<del></del>		<u> </u>		
		Surname	BRANSON			<u></u>				
	Prev	vious forename(s)				<del>.</del>				司
	Pre	evious surname(s)					-		-	
ı	Address	3	9 HOLLAND PARK							
Usual resident										
address must b given. In the case corporation, give	e of a	Post town	LONDON							
registered or prin office address.	ncipal	County / Region			Postcode	W11 91	ΓH	-		
		Country	ENGLAND	N	ationality	BRITIS	H		••	ヿ
ı	Busines	s occupation	COMPANY DIRECTOR							
(	Other di	rectorships	See attached list							
* Voluntary details.										
ı	Name	* Style / Title	MS		Day	Month	Υ	'ear		
		* Honours etc		Date of bi	rth 2 3	1 1	1	9	6	3
		Forename(s)	FRANCES ELIZABETH							
		Surname	FARROW							
	Prev	vious forename(s)								
	Pre	evious surname(s)								
	Address	•	MARSHALLS TERRACE, 39 HIGH TREET							
Usual resident address must b				***						
given. In the case corporation, give	e of a the	Post town	CUCKFIELD				<del></del>			$\exists$
registered or prir office address.	ıcıpaı	County / Region	WEST SUSSEX		Postcode	RH17 5	;EL			
		Country	ENGLAND	N	ationality	BRITIS	Н			
I	Busines	ss occupation	SOLICITOR							
	Other d	irectorships	See attached list							
				·						

Directors (see notes 1-5) Please list directors in alphabetical order			Details of new directors must be notified on form 288a.						
	Name	* Style / Title	MS		Day	Month	Yea	ır	
		* Honours etc	ACIS	Date of birth	0 3	0 5	1 9	5	8
		Foreneme(s)	DIANA PATRICIA	J	<u> </u>	<del></del>	1		
		Surname	LEGGE						
	Pre	evious forename(s)							
		Previous surname							
	Addres	s	24A ENDERBY STREET, G	SREENWICH					
Usual residen	itial								
address must be given. In the case		Post town	LONDON						
corporation, give registered or prin	e the	County / Region		Pos	stcode	SE10 9	PF		
office address.		Country							
	Nationa	ality	BRITISH						
	Busine	ss occupation	COMPANY SECRETARY						
	Other d	lirectorships	See attached list						
	Name	* Style / Title	MR		Day	Month	Yea	ar	
		* Honours etc		Date of birth	0 2	0 4	1 9	6	0
		Forename(s)	GORDON DOUGLAS					•	
		Surname	MCCALLUM						
	Pre	evious forename(s)	GORDON DOUGLAS						
		Previous surname	MCCALLUM						
	Addres	s	FLAT 4, 16 RUTLAND GATE						
Haval vasidav	-4:-I								
Usual resident address must be given. In the case	be se of a	Post town	LONDON						
corporation, give registered or pri office address.	e the ncipal	County / Region		Pos	stcode	SW7 1	3B		
onice address.		Country	ENGLAND			<b>L</b>			
	Nationa	ality	BRITISH						
	Busine	ss occupation	COMPANY DIRECTOR						
	Other d	directorships	See attached list						
* Voluntary details.									
					Page	3, Conf	inuatic	n sh	eet

	Other relevant directorships
Company Number	1073929
Company Name	VIRGIN ENTERPRISES LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
	10 MUSIC LIMITED
† Directors only. † Other directorships	TO MODIC ENVITED
	AIR CARGO PARTNERS LIMITED
NOTES	ANOLIS MOVENZIE DDODEDTIES LIMITED
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	ANGUS MCKENZIE PROPERTIES LIMITED
Give previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given.	ARFIND LIMITED
for names not used since the age of 18 or for at least 20 years	AVIDBUILD LIMITED
A peer or individual known by a title may state the title nstead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded o it.	BARFAIR LIMITED
Other directorships.	BARFORD SERVICES LIMITED
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	DARGE OTUDIOS ( INSTERD
You may exclude a company which either is, or at all imes during the past five years when the person concerned was a director, was	BARGE STUDIOS LIMITED
domant	BINIBELLA LIMITED
a parent company which wholly owned the company making the return, or	
another wholly owned subsidiary of the same parent company.	BLANC RESTAURANTS LIMITED
	CAMPDEN SECURITIES LIMITED
	CAROLINE INTERNATIONAL LIMITED
	CHARISMA RECORDS LIMITED
	CHARITY PROJECTS TRADING LIMITED
	CINEMA HOLDINGS LIMITED
	CIRCA MUSIC LIMITED
	CIRCA RECORDS LIMITED

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	Other relevant directorships				
Company Number	1073929				
Company Name	VIRGIN ENTERPRISES LIMITED				
Directors Name	BRANSON RICHARD CHARLES NICHOLAS				
† Directors only. † Other directorships	CIRCA VISION LIMITED				
	CLIFDAYN PRODUCTIONS LIMITED				
NOTES  Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the	COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED				
name on sumame line and registered or principal office on the usual residential line.  Give previous forenames or sumame(s) except: - for a married woman, the name by which she was known before marriage need not be given.	CPV-TV HOLDINGS LIMITED				
- for names not used since the age of 18 or for at least 20 years	CPV-TV LIMITED				
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	CRAWLEY BUSINESS QUARTER LIMITED				
Other directorships.	DINDISC LIMITED .				
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	DINSONG LIMITED				
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was					
dormant     a parent company which wholly owned the company making the return, or	FAMOUS CHARISMA LABEL LIMITED				
<ul> <li>another wholly owned subsidiary of the same parent company.</li> </ul>	FILM GUARANTEES LIMITED				
	FRANESS LIMITED				
	FREECITY LIMITED				
	G.S.A. WORLDWIDE LIMITED				
	GALLERY CINEMAS LIMITED				
	GALLERY HOLDINGS LIMITED				
	GLOBAL CIRCUMNAVIGATION LIMITED				
	GRAPHITTI (GRAPHICS) LIMITED				

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#### Other relevant directorships Company Number 1073929 Company Name VIRGIN ENTERPRISES LIMITED **BRANSON RICHARD CHARLES NICHOLAS Directors Name GREENART LIMITED** † Directors only. † Other directorships HEALTHCARE FOUNDATION (MARKETING) LIMITED NOTES **HEAVEN LIMITED** Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. **ISISFINE LIMITED** Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at JUNOPART LIMITED least 20 years A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded KINKO'S LIMITED Other directorships. LONDON BRONCOS (MERCHANDISING) LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. LONDON BRONCOS LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was MANOR MOBILE LIMITED - dormant - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent MANOR STUDIOS LIMITED company. MANSFIELD PUBLISHING LIMITED METCROFT LIMITED MOWBURY LIMITED MUSIC BOX LIMITED **NECKER ISLAND (BVI) LIMITED NEW MEDIA SOLUTIONS LIMITED**

NORSE MUSIC PRODUCTIONS LIMITED

#### Other relevant directorships Company Number 1073929 Company Name VIRGIN ENTERPRISES LIMITED Directors Name BRANSON RICHARD CHARLES NICHOLAS **OLYMPIC SOUND STUDIOS LIMITED** † Other directorships † Directors only. PALACE & VIRGIN DISTRIBUTION LIMITED **NOTES** PARIS BRIOCHE LIMITED Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. RADIO RADIO LIMITED Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at RAPIDO TV INVESTMENTS LIMITED least 20 years A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded RAPIDO TV LIMITED Other directorships. RAPIDO TV LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. RODNEY FITCH AND COMPANY LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was dormant ROOF GARDENS INC. a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent ROSETAPE LIMITED company. **ROUTE BUILDERS LIMITED** SHOWROUTE LIMITED SKYHOPPER LIMITED SLOUGH MOVIE CENTRE LIMITED SPEED 5024 LIMITED SPOONBRIDGE LIMITED STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

#### Other relevant directorships Company Number 1073929 Company Name | VIRGIN ENTERPRISES LIMITED BRANSON RICHARD CHARLES NICHOLAS **Directors Name** STORM MODEL MANAGEMENT LIMITED † Other directorships + Directors only. **TELIT LIMITED NOTES** TEN RECORDS LIMITED Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. THE GINGER MEDIA GROUP LIMITED Give previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at THE LOTTERY FOUNDATION least 20 years A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to THE PEOPLE'S LOTTERY LIMITED Other directorships. THE VIRGIN CLOTHING COMPANY LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. THE VIRGIN COLA COMPANY LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was - dormant THE VIRGIN COSMETICS COMPANY LIMITED - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent THE VIRGIN HEALTHCARE FOUNDATION LIMITED company. THE VIRGIN TRADING COMPANY LIMITED TICKSIDE COMMUNICATIONS LIMITED TOWN HOUSE STUDIOS LIMITED UK 2000 LIMITED UK LOTTERIES LIMITED V.C. RECORDS LIMITED V2 MUSIC (HOLDINGS) PLC

	Other relevant directorships
Company Number	1073929
Company Name	VIRGIN ENTERPRISES LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	V2 MUSIC GROUP LIMITED
	V2 MUSIC LIMITED
NOTES	VO MUCIO PURI ICUINO (UOI DINOC) LIMITER
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on sumame line and registered or principal office on the usual residential line.	V2 MUSIC PUBLISHING (HOLDINGS) LIMITED
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	V2 MUSIC PUBLISHING LIMITED
- for names not used since the age of 18 or for at least 20 years	VANSON DEVELOPMENTS LIMITED
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	VANSON HOTELS LIMITED
Other directorships.	VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	VC ESTATES LIMITED
- dormant	VC EXHIBITION LIMITED
<ul> <li>a parent company which wholly owned the company making the return, or</li> </ul>	
<ul> <li>another wholly owned subsidiary of the same parent company.</li> </ul>	VC FINANCE LIMITED
	VDL HOLDINGS LIMITED
	VINTAGE AIRLINES LIMITED
	VIRGAIR LIMITED
	VIRGIN ACTIVE LIMITED
	VIRGIN AEROSTATION LIMITED
	VIRGIN AGENCY LIMITED
	VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

#### Other relevant directorships Company Number 1073929 Company Name | VIRGIN ENTERPRISES LIMITED BRANSON RICHARD CHARLES NICHOLAS **Directors Name** VIRGIN ATLANTIC AIRWAYS LIMITED † Other directorships † Directors only. VIRGIN ATLANTIC CONSOL LIMITED **NOTES** VIRGIN ATLANTIC ENGINEERING LIMITED Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. VIRGIN AVIATION SERVICES LIMITED Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at least 20 years VIRGIN BALLOON FLIGHTS LIMITED A peer or individual known by a title may state the title instead of or in addition to the forenames and sumame and need not give the name by which that person was known before he or she adopted the title or preceded to it. VIRGIN BRIDE LIMITED Other directorships. VIRGIN BROADCASTING LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. VIRGIN CAR LEASING LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was - dormant VIRGIN CINEMA FILMS LIMITED a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent VIRGIN CINEMA PROPERTIES LIMITED company. VIRGIN CINEMAS GROUP LIMITED VIRGIN CINEMAS HOLDINGS LIMITED VIRGIN CINEMAS LIMITED VIRGIN CLASSICS LIMITED VIRGIN CLUBS LIMITED VIRGIN COTSWOLD DEVELOPMENTS LIMITED VIRGIN DEVELOPMENTS LIMITED

### Other relevant directorships Company Number 1073929 Company Name | VIRGIN ENTERPRISES LIMITED **BRANSON RICHARD CHARLES NICHOLAS Directors Name** VIRGIN DIGITAL STUDIOS INTERNATIONAL LIMITED † Other directorships + Directors only. VIRGIN DIGITAL STUDIOS LIMITED VIRGIN DIRECT (2) LIMITED Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. VIRGIN DIRECT LIFE LIMITED Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at VIRGIN DIRECT LIMITED A peer or individual known by a title may state the title instead of or in addition to the forenames and sumame and need not give the name by which that person was known before he or she adopted the title or preceded VIRGIN DIRECT MANAGEMENT SERVICES LIMITED Other directorships. VIRGIN DIRECT NOMINEES LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent VIRGIN ENTERTAINMENT ASIA LIMITED VIRGIN ENTERTAINMENT EUROPE LIMITED VIRGIN EXECUTIVE AVIATION LIMITED VIRGIN EXECUTIVE JETS LIMITED VIRGIN EXPRESS HOLDINGS PLC VIRGIN EXPRESS INVESTMENTS LIMITED

VIRGIN FILM DISTRIBUTION LIMITED

VIRGIN FILM PRODUCTIONS LIMITED

**NOTES** 

least 20 years

- dormant

company.

#### Other relevant directorships Company Number 1073929 Company Name | VIRGIN ENTERPRISES LIMITED BRANSON RICHARD CHARLES NICHOLAS **Directors Name** VIRGIN FILMS INTERNATIONAL LIMITED † Other directorships † Directors only. VIRGIN FREEWAY LIMITED **NOTES** VIRGIN GROUP LIMITED Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. VIRGIN HOLIDAYS LIMITED Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at least 20 years VIRGIN HOTELS GROUP LIMITED A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it. VIRGIN HOTELS LIMITED Other directorships. VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was - domant VIRGIN INTERACTIVE ENTERTAINMENT LTD a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent VIRGIN LIGHTSHIPS INC. company. VIRGIN MANAGEMENT LIMITED VIRGIN MASTERTRONIC LIMITED VIRGIN MEDIA GROUP LIMITED VIRGIN MEGAPHONE LIMITED VIRGIN MEGASTORE HOLDINGS LIMITED VIRGIN MUSIC (PUBLISHERS) LIMITED VIRGIN MUSIC GROUP LIMITED

### Other relevant directorships Company Number 1073929 Company Name VIRGIN ENTERPRISES LIMITED Directors Name | BRANSON RICHARD CHARLES NICHOLAS VIRGIN NET LIMITED † Other directorships † Directors only. VIRGIN OVERSEAS LIMITED **NOTES** VIRGIN PICTURES LIMITED Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. VIRGIN PROJECTS LIMITED Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at least 20 years VIRGIN PUBLISHING LIMITED A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded VIRGIN RADIO HOLDINGS LIMITED Other directorships. VIRGIN RAIL GROUP LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. VIRGIN RECORDS LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was - dormant VIRGIN RETAIL EUROPE LIMITED a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent VIRGIN RETAIL GROUP LIMITED company. VIRGIN RETAIL LIMITED VIRGIN SE CINEMAS LIMITED VIRGIN SPIRITS LIMITED VIRGIN SPRING LIMITED VIRGIN STUDIOS LIMITED VIRGIN TRAVEL GROUP LIMITED VIRGIN ULTIMATE LIMITED

	Other relevant directorships		
Company Number	1073929		
Company Name	VIRGIN ENTERPRISES LIMITED		
Directors Name	BRANSON RICHARD CHARLES NICHOLAS		
† Directors only. † Other directorships	VIRGIN VIDEOLABEL LIMITED		
	VIRGIN VISION LIMITED		
NOTES			
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	VIRGIN VOUCHERS LIMITED		
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	VIRGIN VOYAGER LIMITED		
- for names not used since the age of 18 or for at least 20 years	VIRGIN WATER LIMITED		
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	VIRGIN.COM LIMITED		
Other directorships.	VIRGINAL GAMES LIMITED		
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.			
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	VIRGLEASE LIMITED		
- dormant	VIROTHERM LABORATORIES LIMITED		
- a parent company which wholly owned the company making the return, or			
<ul> <li>another wholly owned subsidiary of the same parent company.</li> </ul>	VOLTAPLACE LIMITED		
	VOYAGER GROUP LIMITED		
	VOYAGER INVESTMENTS LIMITED		
	WEALCORT LIMITED		
	WELLBEING HEALTHCARE LIMITED		

	Other relevant directorships		
Company Number	1073929		
Company Name	VIRGIN ENTERPRISES LIMITED		
Directors Name	FARROW FRANCES ELIZABETH		
† Directors only. † Other directorships	BARFORD SERVICES LIMITED		
	CRAWLEY BUSINESS QUARTER LIMITED		
NOTES			
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	GREENART LIMITED		
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	MANOR MANAGEMENT COMPANY LIMITED		
- for names not used since the age of 18 or for at least 20 years	MOWBURY LIMITED		
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	SPEED 5024 LIMITED		
Other directorships.	THE VIRGIN TRADING GROUP LIMITED		
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.			
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	VIRGAIR LIMITED		
- dormant	VIRGIN ATLANTIC AIRWAYS LIMITED		
<ul> <li>a parent company which wholly owned the company making the return, or</li> </ul>			
<ul> <li>another wholly owned subsidiary of the same parent company.</li> </ul>	VIRGIN ATLANTIC CONSOL LIMITED		
VIRGIN ATLANTIC LIMITED			
	VIRGIN ENTERTAINMENT ASIA LIMITED		
	VIRGIN ENTERTAINMENT EUROPE LIMITED		
	VIDCIN DETAIL COOLID LIV LIMITED		
	VIRGIN RETAIL GROUP UK LIMITED		
	VIRGIN TRAVEL GROUP LIMITED		

#### Other relevant directorships Company Number 1073929 Company Name | VIRGIN ENTERPRISES LIMITED Directors Name LEGGE DIANA PATRICIA 2ND VIRGIN WESTERN LIMITED † Other directorships † Directors only. AIR CREWING LIMITED **NOTES CAMPDEN SECURITIES LIMITED** Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. **CAROLINE 2 LIMITED** Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at CAROLINE INTERNATIONAL LIMITED least 20 years A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded **CRIBYN LIMITED** Other directorships. **DAISYFIELD LIMITED** Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. **EURO-MAGNETIC PRODUCTS LIMITED** You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was - dormant **EUROMAGNETIC COMPUTERS LIMITED** - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent **EUROMAGNETIC HOLDINGS LIMITED** company. JUNOPART LIMITED LONDON BRONCOS (MERCHANDISING) LIMITED LONDON BRONCOS LIMITED MAYFLY DESTINATIONS LIMITED **NEW MEDIA SOLUTIONS LIMITED QUELDALE LIMITED** RHINEFIELD TIME SHARE LIMITED

	Other relevant directorships
Company Number	1073929
Company Name	VIRGIN ENTERPRISES LIMITED
Directors Name	LEGGE DIANA PATRICIA
† Directors only. † Other directorships	RHINEFIELD TIME SHARE MANAGEMENT LIMITED
	ROUTE BUILDERS LIMITED
NOTES  Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the	V2 MUSIC PUBLISHING LIMITED
name on surname line and registered or principal office on the usual residential line.  Give previous forenames or surname(s) except:  for a married woman, the name by which she was known before marriage need not be given.	VIRGIN ACTIVE LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN BROADCASTING LIMITED
A peer or individual known by a title may state the title nstead of or in addition to the forenames and surname and need not give the name by which that person was snown before he or she adopted the title or preceded o it.	VIRGIN CLUBS LIMITED
Other directorships.	VIRGIN DEVELOPMENTS LIMITED
Sive the name of every company incorporated in Great Stritain of which the person concerned is a director or has been a director at any time in the past five years.  You may exclude a company which either is, or at all imes during the past five years when the person concerned was a director, was	VIRGIN EUROPEAN LEASING LIMITED
dormant  a parent company which wholly owned the company making the return, or	VIRGIN EXECUTIVE AVIATION LIMITED
another wholly owned subsidiary of the same parent company.	VIRGIN GALACTIC AIRWAYS LIMITED
	VIRGIN GROUP LIMITED
	VIRGIN HOMES LIMITED
	VIRGIN HOTELS LIMITED
	VIRGIN HOTELS MARKETING LIMITED
	VIRGIN LIMOBIKE LIMITED
	VIRGIN MEGASTORE HOLDINGS LIMITED
	VIRGIN NOMINEES LIMITED

	Other relevant directorships
Company Number	1073929
Company Name	VIRGIN ENTERPRISES LIMITED
Directors Name	LEGGE DIANA PATRICIA
† Directors only. † Other directorships	VIRGIN TELEVISION LIMITED .  VIRGIN ULTIMATE LIMITED
NOTES	
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office	VIRGIN VOUCHER CLUB LIMITED
on the usual residential line.  Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	VIRGIN VOUCHERS LIMITED
- for names not used since the age of 18 or for at least 20 years	VIRGIN WESTERN LIMITED
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	VOYAGER GROUP LIMITED
Other directorships.	WDI LIMITED
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	WOODHOUSE SECURITIES LIMITED
- dormant	
<ul> <li>a parent company which wholly owned the company making the return, or</li> </ul>	
<ul> <li>another wholly owned subsidiary of the same parent company.</li> </ul>	
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#### Other relevant directorships Company Number 1073929 Company Name VIRGIN ENTERPRISES LIMITED MCCALLUM GORDON DOUGLAS **Directors Name** BARFAIR LIMITED † Directors only. † Other directorships BARFORD SERVICES LIMITED NOTES **CLOVER INVESTMENTS LIMITED** Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. JV NEWCO LIMITED Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at MCCARTHY CORPORATION PLC least 20 years A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded SKYHOPPER LIMITED Other directorships. VDL HOLDINGS LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. VIRGIN ATLANTIC LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was - dormant VIRGIN DIRECT (2) LIMITED - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent VIRGIN DIRECT (2) LIMITED company. VIRGIN DIRECT (2) LIMITED VIRGIN DIRECT LIFE LIMITED VIRGIN DIRECT LIMITED VIRGIN DIRECT LIMITED VIRGIN DIRECT MANAGEMENT SERVICES LIMITED VIRGIN DIRECT NOMINEES LIMITED VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

	Other relevant directorships		
Company Number	1073929		
Company Name	VIRGIN ENTERPRISES LIMITED		
Directors Name	MCCALLUM GORDON DOUGLAS		
† Directors only. † Other directorships	VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED		
	VIRGIN EXECUTIVE JETS LIMITED		
NOTES			
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on sumame line and registered or principal office on the usual residential line.	VIRGIN H.E.M.S. (LONDON) LIMITED		
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	VIRGIN MANAGEMENT LIMITED		
- for names not used since the age of 18 or for at least 20 years	VIRGIN NET LIMITED		
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	VIRGIN U. LIMITED		
Other directorships.	VIRGIN VOYAGER LIMITED		
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.			
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was			
- dormant			
<ul> <li>a parent company which wholly owned the company making the return, or</li> </ul>			
- another wholly owned subsidiary of the same parent company.			

Issued share capital (see note 9) Enter details of all the shares in issue at the date of this return.	Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
	£1 3% NCP	150,000	£ 150,000.00
	£1 ORDINARY	6,215,000	£ 6,215,000.00
	Totals	6,365,000	£ 6,365,000.00
List of past and present members (Use attached schedule where appropriate) A full list is required if one was not included with either of the last two	There were no changes	in the period	
returns. (see note 10)		on paper	in another format
	A list of changes is enclo	osed	
	A full list of members is	enclosed X	
Elective resolutions (Private companies only) (See note 11)	If at the date of this retu	rn an election is in force annual general meeting	to dispense with S, mark this box
	If at the date of this retu laying acco	rn an election is in force ounts in general meeting	to dispense with s, mark this box
Certificate	I certify that the information knowledge and belief.	tion given in this return is	s true to the best of my
Signed	Di Les	Date	30 June 1999
† Please delete as appropriate.	† a director/secretary		
When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.	This return include	s 1 co	ontinuation sheets.
Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should	MISS D.P. LEGGE, 120 CAMPDER	N HILL ROAD, LONDON, W8 7AR	
contact if there is any query.		Tel	
	DX number	DX exchange	



Please complete in typescript,

## List of past and present members

or in bold black capitals. CHFP029	Schedule to form 363a, 363b			
Company Number	1073929			
Company Name in full	VIRGIN ENTERPRISES LIMITED			
	Number of shares or amount of stock held by existing members at date of this return.  Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by (a) persons who are still members, and (b) persons who have ceased to be members.			
Name and address	Number or amount currently held	Number or Date of amount registration Transferred of transferred	on	
RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 9TH, ENGLAND	£1 Ordinary	1 08/03/1999	VIRGIN MANAGEMENT LIMITED	
VIRGIN MANAGEMENT LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR, ENGLAND	£1 3% NCP 150,000			
VIRGIN MANAGEMENT LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR, ENGLAND	£1 Ordinary 6,215,000			