



Please complete in typescript,
or in bold black capitals.

LB L405x27
011690

363a

Annual Return

Company Number 2376810

Company Name in full VIRGIN RETAIL GROUP LIMITED



* F363AD40 *

Date of this return (See note 1)
The information in this return is made up to

Day	Month	Year
31	01	1999

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.

Day	Month	Year
31	01	2000

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

120 CAMPDEN HILL ROAD

LONDON

Postcode W8 7AR

Principal business activities

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

7415	
HOLDING COMPANY	

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



A02 *AMVIRDT6* 791
COMPANIES HOUSE 13/02/99
COMPANIES HOUSE 04/02/99

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

Register of members (See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

Postcode

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town

County / Region

Postcode

Company type (See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please mark the appropriate box

Company Secretary (see notes 1-5)

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name * Style / Title

MISS

*Honours etc

ACIS

Forename(s)

DIANA PATRICIA

Surname

LEGGE

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

24A ENDERBY STREET

Usual residential

address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region

Country

GREENWICH

LONDON

Postcode

SE10 9PF

Directors (see notes 1 to 5)
Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name	* Style / Title	MR			Day	Month	Year	
	* Honours etc				Date of birth	18	07	1950
	Forename(s)	RICHARD CHARLES NICHOLAS						
	Surname	BRANSON						
	Previous forename(s)							
	Previous surname(s)							
Address	9 HOLLAND PARK							
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.								
	Post town	LONDON						
	County / Region		Postcode	W11 9TH				
	Country		Nationality	BRITISH				
Business occupation	COMPANY DIRECTOR							
Other directorships	See attached list							
* Voluntary details.								

Name	* Style / Title	MR			Day	Month	Year	
	* Honours etc				Date of birth	25	08	1958
	Forename(s)	SIMON PAUL						
	Surname	BURKE						
	Previous forename(s)							
	Previous surname(s)							
Address	35 CHEPSTOW PLACE							
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.								
	Post town	LONDON						
	County / Region		Postcode	W2 4TT				
	Country	ENGLAND	Nationality	IRISH				
Business occupation	DIRECTOR							
Other directorships	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	MR			Day	Month	Year
	* Honours etc				Date of birth	15	03 1965
	Forename(s)	DUNCAN EDEN					
	Surname	TATTON-BROWN					
	Previous forename(s)						
	Previous surname						
Address	45 OLD DEER PARK GARDENS						
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	RICHMOND					
	County / Region	SURREY	Postcode	TW9 2TN			
	Country	ENGLAND					
Nationality	BRITISH						
Business occupation	FINANCE DIRECTOR						
Other directorships	See attached list						
Name	* Style / Title				Day	Month	Year
	* Honours etc				Date of birth		
	Forename(s)						
	Surname						
	Previous forename(s)						
	Previous surname						
Address							
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town						
	County / Region		Postcode				
	Country						
Nationality							
Business occupation							
Other directorships							

* Voluntary details.

Other relevant directorships

Company Number 2376810

Company Name VIRGIN RETAIL GROUP LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

10 MUSIC LIMITED

AIR CARGO PARTNERS LIMITED

ANGUS MCKENZIE PROPERTIES LIMITED

ARFIND LIMITED

BARFAIR LIMITED

BARGE STUDIOS LIMITED

BINIBELLA LIMITED

BLACKSHEEP LIMITED

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

CIRCA VISION LIMITED

NOTES

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- 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

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.

Other directorships.

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

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 2376810

Company Name VIRGIN RETAIL GROUP LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

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† Other directorships

CLIFDAYN PRODUCTIONS LIMITED

COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED

CPV-TV HOLDINGS LIMITED

CPV-TV LIMITED

CRAWLEY BUSINESS QUARTER LIMITED

DINCOLOUR LIMITED

DINDISC LIMITED

DINSONG LIMITED

DINVISION LIMITED

FAMOUS CHARISMA LABEL LIMITED

FILM GUARANTEES LIMITED

FRANESS LIMITED

FREECITY LIMITED

G.S.A. WORLDWIDE LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GLOBAL CIRCUMNAVIGATION LIMITED

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GRAPHITTI (GRAPHICS) LIMITED

GREENART LIMITED

HEALTHCARE FOUNDATION (MARKETING) LIMITED

HEAVEN LIMITED

ISISFINE LIMITED

JUNOPART LIMITED

KINKO'S LIMITED

LONDON BRONCOS (MERCHANDISING) LIMITED

LONDON BRONCOS LIMITED

MANOR MOBILE LIMITED

MANOR STUDIOS LIMITED

MANSFIELD PUBLISHING LIMITED

METCROFT LIMITED

MOWBURY LIMITED

MUSIC BOX LIMITED

NECKER ISLAND (BVI) LIMITED

NEW MEDIA SOLUTIONS LIMITED

Other relevant directorships**Company Number** 2376810**Company Name** VIRGIN RETAIL GROUP LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

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† Other directorships

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NORSE MUSIC PRODUCTIONS LIMITED

OLYMPIC SOUND STUDIOS LIMITED

PALACE & VIRGIN DISTRIBUTION LIMITED

PARIS BRIOCHE LIMITED

RADIO RADIO LIMITED

RAPIDO TV INVESTMENTS LIMITED

RAPIDO TV LIMITED

RODNEY FITCH AND COMPANY LIMITED

ROOF GARDENS INC.

ROSETAPE LIMITED

ROUTE BUILDERS LIMITED

SLOUGH MOVIE CENTRE LIMITED

SPEED 3961 LIMITED

SPEED 5024 LIMITED

SPOONBRIDGE LIMITED

STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

STORM MODEL MANAGEMENT LIMITED

Other relevant directorships

Company Number 2376810

Company Name VIRGIN RETAIL GROUP LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

TELIT LIMITED

TEN RECORDS LIMITED

THE GINGER MEDIA GROUP LIMITED

THE LOTTERY FOUNDATION

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN COLA COMPANY LIMITED

THE VIRGIN HEALTHCARE FOUNDATION LIMITED

THE VIRGIN TRADING COMPANY LIMITED

TICKSIDE COMMUNICATIONS LIMITED

TOWN HOUSE STUDIOS LIMITED

U K 2000 LIMITED

UK LOTTERIES LIMITED

V ENTERTAINMENT GROUP LIMITED

V.C. RECORDS LIMITED

V2 MUSIC (HOLDINGS) PLC

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

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Other relevant directorships**Company Number** 2376810**Company Name** VIRGIN RETAIL GROUP LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANSON DEVELOPMENTS LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

VDL HOLDINGS LIMITED

VINTAGE AIRLINES LIMITED

VIRGAIR LIMITED

VIRGIN AERONAUTICS LIMITED

VIRGIN AEROSTATION LIMITED

VIRGIN AFRICAN AIRWAYS LIMITED

VIRGIN AGENCY LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

VIRGIN ATLANTIC AIRWAYS LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

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Other relevant directorships**Company Number** 2376810**Company Name** VIRGIN RETAIL GROUP LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

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VIRGIN ATLANTIC ENGINEERING LIMITED

VIRGIN AVIATION SERVICES LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BRIDE LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CINEMA FILMS LIMITED

VIRGIN CINEMA PROPERTIES LIMITED

VIRGIN CINEMAS GROUP LIMITED

VIRGIN CINEMAS HOLDINGS LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN CLASSICS LIMITED

VIRGIN CLUBS LIMITED

VIRGIN COTSWOLD DEVELOPMENTS LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN DIGITAL STUDIOS INTERNATIONAL LIMITED

VIRGIN DIGITAL STUDIOS LIMITED

Other relevant directorships**Company Number** 2376810**Company Name** VIRGIN RETAIL GROUP LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERPRISES LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

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Other relevant directorships**Company Number** 2376810**Company Name** VIRGIN RETAIL GROUP LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN EXPRESS HOLDINGS PLC

VIRGIN EXPRESS INVESTMENTS LIMITED

VIRGIN FILM DISTRIBUTION LIMITED

VIRGIN FILM PRODUCTIONS LIMITED

VIRGIN FILMS INTERNATIONAL LIMITED

VIRGIN FREEWAY LIMITED

VIRGIN GROUP LIMITED

VIRGIN HELICOPTERS LIMITED

VIRGIN HOLIDAYS LIMITED

VIRGIN HOTELS GROUP LIMITED

VIRGIN HOTELS LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT LTD

VIRGIN MANAGEMENT LIMITED

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Other relevant directorships**Company Number** 2376810**Company Name** VIRGIN RETAIL GROUP LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN MASTERTRONIC LIMITED

VIRGIN MEGAPHONE LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

VIRGIN MUSIC (PUBLISHERS) LIMITED

VIRGIN MUSIC GROUP LIMITED

VIRGIN NET LIMITED

VIRGIN OVERSEAS LIMITED

VIRGIN PICTURES LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN PUBLISHING LIMITED

VIRGIN RADIO HOLDINGS LIMITED

VIRGIN RAIL GROUP LIMITED

VIRGIN RECORDS LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL LIMITED

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

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Other relevant directorships**Company Number** 2376810**Company Name** VIRGIN RETAIL GROUP LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN STUDIOS LIMITED

VIRGIN TRAVEL GROUP LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VIDEOLABEL LIMITED

VIRGIN VIE LIMITED

VIRGIN VISION LIMITED

VIRGIN VOUCHERS LIMITED

VIRGIN VOYAGER LIMITED

VIRGINAL GAMES LIMITED

VIRGLEASE LIMITED

VIROTHERM LABORATORIES LIMITED

VOLTAPLACE LIMITED

VOYAGER GROUP LIMITED

VOYAGER INVESTMENTS LIMITED

VOYAGER NOMINEES LIMITED

W H ALLEN & CO. PLC

WEALCORT LIMITED

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Other relevant directorships

Company Number 2376810

Company Name VIRGIN RETAIL GROUP LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

WELLBEING HEALTHCARE LIMITED

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Other relevant directorships

Company Number 2376810

Company Name VIRGIN RETAIL GROUP LIMITED

Directors Name BURKE SIMON PAUL

† Directors only.

† Other directorships

AMES RECORDS & TAPES LIMITED

AUDREY CINEMAS LIMITED

BRITISH ASSOCIATION OF RECORD DEALERS

CESTBOURNE LIMITED

CINEMA HOLDINGS LIMITED

FARRINGTON RECORDS LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GRENWAY INVESTMENTS LTD.

KNIGHTSBRIDGE NANNIES LTD.

OUR PRICE LIMITED

RAMPTREND LIMITED

SLOUGH MOVIE CENTRE LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

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Company Number 2376810

Company Name VIRGIN RETAIL GROUP LIMITED

Directors Name BURKE SIMON PAUL

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† Other directorships

VIRGIN CINEMA PROPERTIES LIMITED

VIRGIN CINEMAS GROUP LIMITED

VIRGIN CINEMAS HOLDINGS LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN ENTERTAINMENT INVESTMENTS PLC

VIRGIN ENTERTAINMENT SENIOR INVESTMENTS PLC

VIRGIN NET LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP UK LIMITED

VIRGIN RETAIL LIMITED

VIRGIN SE CINEMAS LIMITED

VOP HOLDINGS LIMITED

W H SMITH GROUP PLC

W H SMITH LIMITED

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Company Number 2376810

Company Name VIRGIN RETAIL GROUP LIMITED

Directors Name TATTON-BROWN DUNCAN EDEN

† Directors only.

† Other directorships

VIRGIN ENTERTAINMENT INVESTMENTS PLC

VIRGIN ENTERTAINMENT SENIOR INVESTMENTS PLC

VIRGIN RETAIL GROUP UK LIMITED

VOP HOLDINGS 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.

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

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.

Other directorships.

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

- a parent company which wholly owned the company making the return, or

- 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)
10P "A" ORDINARY	461,607	£ 46,161
CUM REDEE PREF £1	8,000,000	£ 8,000,000
US\$0.01 ORDINARY	461,607	US\$ 4,616
Totals		

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 returns.

(see note 10)

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐

Elective resolutions

(Private companies only)

(See note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed

Diana Legge

Date

3 FEB 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 includes

3
(enter number)

continuation sheets.

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

MISS D.P. LEGGE, 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	
Tel	
DX number	DX exchange



Please complete in typescript,
or in bold black capitals.

List of past and present members Schedule to form 363a, 363b

Company Number

2376810

Company Name in full

VIRGIN RETAIL GROUP LIMITED

Name and address	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.	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
BEARER SHARE WARRANT NO. 1 ISSUED 31 JANUARY 1994 FOR 34,767 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 34,767					
BEARER SHARE WARRANT NO. 2 ISSUED 31 JANUARY 1994 FOR 33,339 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 33,339					
BEARER SHARE WARRANT NO. 3 ISSUED 31 JANUARY 1994 FOR 34,771 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 34,771					
BEARER SHARE WARRANT NO. 4 ISSUED 31 JANUARY 1994 FOR 35,906 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 35,906					
BEARER SHARE WARRANT NO. 5 ISSUED 31 JANUARY 1994 FOR 27,413 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 27,413					

List of past and present members
Schedule to form 363a, 363b

Name and address	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.		
	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
BEARER SHARE WARRANT NO. 6 ISSUED 31 JANUARY 1994 FOR 35,336 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 35,336			
BEARER SHARE WARRANT NO. 7 ISSUED 31 JANUARY 1994 FOR 35,318 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 35,318			
BEARER SHARE WARRANT NO. 8 ISSUED 31 JANUARY 1994 FOR 34,634 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 34,634			
BEARER SHARE WARRANT NO. 9 ISSUED 31 JANUARY 1994 FOR 4,742 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 4,742			
BEARER SHARE WARRANT NO.10 ISSUED 31 JANUARY 1994 FOR 4,742 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 4,742			
BEARER SHARE WARRANT NO.11 ISSUED 31 JANUARY 1994 FOR 667 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 667			
BEARER SHARE WARRANT NO.12 ISSUED 31 JANUARY 1994 FOR 333 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 333			

List of past and present members
Schedule to form 363a, 363b

Name and address	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.		
	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
BEARER SHARE WARRANT NO.13 ISSUED 31 JANUARY 1994 FOR 1,494 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,494			
BEARER SHARE WARRANT NO.14 ISSUED 31 JANUARY 1994 FOR 64,688 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 64,688			
BEARER SHARE WARRANT NO.15 ISSUED 31 JANUARY 1994 FOR 64,688 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 64,688			
BEARER SHARE WARRANT NO.16 ISSUED 31 JANUARY 1994 FOR 48,605 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 48,605			
BEARER SHARE WARRANT NO.17 ISSUED 31 JANUARY 1994 FOR 164 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 164			
VIRGIN RETAIL GROUP UK LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	10p "A" Ordinary 461,607			
VIRGIN RETAIL GROUP UK LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	Cum Redee Pref £1 8,000,000			