



Please complete in typescript,
or in bold black capitals.

LB/E210 X14
008918

363a

Annual Return

Company Number

2857673

Company Name in full

VIRGIN VOYAGER LIMITED



* F363AD40 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

31 12 1997

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 12 1998

Registered Office (See note 3)

Show here the address at the date of
this return.

120 CAMPDEN HILL ROAD

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

Post town

LONDON

County / Region

Postcode

W8 7AR

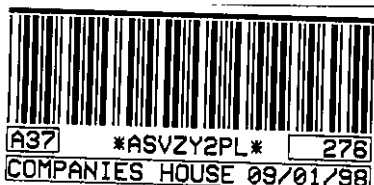
Principal business activities

(See note 4)

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

7415

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



A37 *ASVZY2PL* 276
COMPANIES HOUSE 09/01/98

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

X

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

GREENWICH

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

SE10 9PF

Country

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	
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		
		23	08	1956
Forename(s)	STEPHEN THOMAS MATTHEW			
Surname	MURPHY			
Previous forename(s)				
Previous surname(s)				
Address	27 PILGRIM'S LANE			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	HAMPSTEAD			
Post town	LONDON			
County / Region		Postcode	NW3	
Country	ENGLAND	Nationality	BRITISH	
Business occupation	ACCOUNTANT			
Other directorships	See attached list			

Other relevant directorships

Company Number 2857673

Company Name VIRGIN VOYAGER LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

AIR CARGO PARTNERS LIMITED

BINIBELLA LIMITED

BLACKSHEEP LIMITED

BLANC RESTAURANTS LIMITED

COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED

CPV-TV HOLDINGS LIMITED

CPV-TV LIMITED

DESIGNCHASE LIMITED

FRANESS LIMITED

G.S.A. WORLDWIDE LIMITED

HEALTHCARE FOUNDATION (MARKETING) LIMITED

HEAVEN LIMITED

LONDON BRONCOS LIMITED

METCROFT LIMITED

NECKER ISLAND (BVI) LIMITED

RAPIDO TV LIMITED

RODNEY FITCH AND COMPANY LIMITED

NOTES

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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.

Other relevant directorships

Company Number 2857673

Company Name VIRGIN VOYAGER LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

ROOF GARDENS INC.

ROSETAPE LIMITED

SHOWROUTE LIMITED

SPEED 3961 LIMITED

STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

STORM MODEL MANAGEMENT LIMITED

SYNTHAXE LIMITED

THE LOTTERY FOUNDATION

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN COLA COMPANY LIMITED

THE VIRGIN HEALTHCARE FOUNDATION LIMITED

TICKSIDE COMMUNICATIONS LIMITED

U K 2000 LIMITED

UK LOTTERIES LIMITED

V2 MUSIC (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

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Other relevant directorships

Company Number 2857673

Company Name VIRGIN VOYAGER LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VDL HOLDINGS LIMITED

VIRGIN AERONAUTICS LIMITED

VIRGIN AEROSTATION LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN AVIATION SERVICES LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN EXECUTIVE JETS LIMITED

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Other relevant directorships

Company Number 2857673

Company Name VIRGIN VOYAGER LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN EXPRESS INVESTMENTS LIMITED

VIRGIN HELICOPTERS LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT LTD

VIRGIN NET LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN TELEVISION INVESTMENTS LIMITED

VIRGIN VIE LIMITED

VIROTHERM LABORATORIES LIMITED

VOYAGER GROUP LIMITED

VOYAGER INVESTMENTS LIMITED

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships**Company Number** 2857673**Company Name** VIRGIN VOYAGER LIMITED**Directors Name** MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

2ND VIRGIN WESTERN LIMITED

A & R SCOTT LIMITED

CLINIC GROUP LIMITED

DAISYFIELD LIMITED

FELIX CATFOOD LIMITED

FELIX PET FOODS LIMITED

GATORADE LIMITED

LONDON & CONTINENTAL RAILWAYS LIMITED

LONDON BRONCOS LIMITED

METCROFT LIMITED

PHOENIX FIRE INHIBITOR LIMITED

QUAKER OATS LIMITED

QUELDALE LIMITED

RHINEFIELD TIME SHARE LIMITED

RHINEFIELD TIME SHARE MANAGEMENT LIMITED

SHOWROUTE LIMITED

SYNTHAXE LIMITED

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Other relevant directorships

Company Number **2857673**

Company Name **VIRGIN VOYAGER LIMITED**

Directors Name **MURPHY STEPHEN THOMAS MATTHEW**

† Directors only.

† Other directorships

THE PROJECT CONSULTANCY LIMITED

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN TRADING GROUP LIMITED

V2 MUSIC (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VDL HOLDINGS LIMITED

VIRGIN ACTIVE LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN EUROPEAN LEASING LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN HELICOPTERS LIMITED

VIRGIN HOMES LIMITED

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 2857673

Company Name VIRGIN VOYAGER LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP UK LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN TELEVISION INVESTMENTS LIMITED

VIRGIN TELEVISION LIMITED

VIRGIN VIE LIMITED

VIRGIN WESTERN LIMITED

VOYAGER GROUP LIMITED

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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	22,122,880	£ 2,212,288.00
US\$0.01 ORDINARY	4,720,037,880	US\$ 47,200,378.80
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

☐

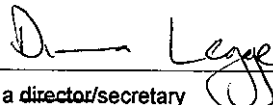
If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐

Certificate

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

Signed



Date

05/01/98.

† 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

4
(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



SECRETARIAT

Please complete in typescript,
or in bold black capitals.

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

Company Number 2857673

Company Name in full VIRGIN VOYAGER 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 1,748,317 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,748,317			
BEARER SHARE WARRANT NO. 2 ISSUED 31 JANUARY 1994 FOR 1,747,197 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,747,197			
BEARER SHARE WARRANT NO. 3 ISSUED 31 JANUARY 1994 FOR 1,748,254 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,748,254			
BEARER SHARE WARRANT NO. 4 ISSUED 31 JANUARY 1994 FOR 1,719,852 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,719,852			
BEARER SHARE WARRANT NO. 5 ISSUED 31 JANUARY 1994 FOR 1,678,109 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,678,109			

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.			Remarks
	Number or amount currently held	Number or amount Transferred	Date of registration of transfer		
BEARER SHARE WARRANT NO. 6 ISSUED 31 JANUARY 1994 FOR 1,740,211 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,740,211				
BEARER SHARE WARRANT NO. 7 ISSUED 31 JANUARY 1994 FOR 333,909 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 333,909				
BEARER SHARE WARRANT NO. 8 ISSUED 31 JANUARY 1994 FOR 1,716,876 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,716,876				
BEARER SHARE WARRANT NO. 9 ISSUED 31 JANUARY 1994 FOR 1,507,998 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 1,507,998				
BEARER SHARE WARRANT NO. 10 ISSUED 31 JANUARY 1994 FOR 333,909 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 333,909				
BEARER SHARE WARRANT NO. 11 ISSUED 31 JANUARY 1994 FOR 175 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 175				

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

Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
BEARER SHARE WARRANT NO.12 ISSUED 31 JANUARY 1994 FOR 351 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 351			
BEARER SHARE WARRANT NO.13 ISSUED 31 JANUARY 1994 FOR 2,606,491 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 2,606,491			
BEARER SHARE WARRANT NO.14 ISSUED 31 JANUARY 1994 FOR 2,606,491 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 2,606,491			
BEARER SHARE WARRANT NO.15 ISSUED 31 JANUARY 1994 FOR 2,600,904 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 2,600,904			
BEARER SHARE WARRANT NO.16 ISSUED 31 JANUARY 1994 FOR 33,836 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 33,836			
VOYAGER INVESTMENTS (BVI) LIMITED CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TOWN, TORTOLA	US\$0.01 ORDINARY 4,697,915,000			
VOYAGER INVESTMENTS (BVI) LIMITED CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TOWN, TORTOLA	10p "A" Ordinary 22,122,880			

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

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.

Date of registration of transfer

Remarks

[illegible]