



Please complete in typescript,
or in bold black capitals

288a

APPOINTMENT of director or secretary (NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Company Number 3427512

Company Name in full VIRGIN DIRECT (2) LIMITED



* F288AD40 *

Date of appointment
Day 21 Month 11 Year 97

Day 18 Month 07 Year 50
†Date of Birth

Appointment form

Appointment as director

X

as secretary

Please mark the appropriate box. If appointment is as a director and secretary mark both boxes.

Notes on completion
appear on reverse.

NAME

*Style / Title

MR.

*Honours etc

Forename(s)

RICHARD CHARLES NICHOLAS

Surname

BRANSON

Previous
Forename(s)

Previous
Surname(s)

Usual residential
address

9 HOLLAND PARK

Post town

LONDON

Postcode

W11

County / Region

Country

ENGLAND

†Nationality

BRITISH

†Business occupation

COMPANY DIRECTOR

†Other directorships
(additional space overleaf)

SEE CONTINUATION PAGE

I consent to act as ** director / secretary of the above named company

Consent signature

Date

19/12/97

* Voluntary details.
† Directors only.

A director, secretary etc must sign the form below.

Signed

Diana Legge

Date

19/12/97

** Please delete as appropriate.

(** a director / secretary / administrator / administrative receiver / receiver manager / receiver)

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

DIANA LEGGE, DISCOVERY HOUSE, WHITING ROAD, NORWICH, NR4 6EJ

Tel 01603 215895

DX number

DX exchange

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



Company Number**3427512**

† Directors only.

† Other directorships

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

SEE CONTINUATION PAGES

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 succeeded 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.

Personnel Appointments

Date as at: 09/12/1997

Full Name : Mr RICHARD CHARLES NICHOLAS BRANSON

Person ID: RCNB

Internal Appointments

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Country of Incorporation
772751	122 WIGMORE STREET LIMITED	Director	28/05/1997			England
3110237	AIR CARGO PARTNERS LIMITED	Director	03/03/1997			England
2599877	AVIDBUILD LIMITED	Director	16/04/1991			England
1568895	CABLE INVESTMENTS LIMITED	Director	20/08/1981			England
2456513	CAIRNLINE LIMITED	Director	31/07/1990			England
2826552	CAMPDEN SECURITIES LIMITED	Director	08/06/1993			England
2318349	CANDIDOAK LIMITED	Director	17/11/1988			England
2318350	CANDIDSHAW LIMITED	Director	10/01/1989			England
1070954	CAROLINE INTERNATIONAL LIMITED	Director	15/09/1972			England
2293523	CHECK - IN HOLIDAYS LIMITED	Director	21/08/1990			England
3066328	CINEMA HOLDINGS LIMITED	Director	21/07/1995			England
1915805	CITYAIR (CHESTER) LIMITED	Director	15/05/1987	04/09/1997	Resignation	England
3145531	CRAWLEY BUSINESS QUARTER LIMITED	Director	03/09/1996			England
2676841	DESIGNCHASE LIMITED	Director	16/01/1992			England
2539518	EAST OF ENGLAND TELEVISION LIMITED	Director	10/10/1990			England
1367362	EVENT PUBLISHING LIMITED	Director	24/05/1979			England
1976700	FRANESS LIMITED	Director	09/06/1987			England
2772032	G.S.A. WORLDWIDE LIMITED	Director	03/03/1997			England
2199095	GALLERY CINEMAS LIMITED	Director	24/07/1995			England
2201275	GALLERY HOLDINGS LIMITED	Director	24/07/1995	10/06/1996	Resignation	England
3037258	GLOBAL CIRCUMNAVIGATION LIMITED	Director	18/04/1995	10/06/1996	Resignation	England
2539515	GREATER LONDON TELEVISION LIMITED	Director	10/10/1990			England
2857640	HEAVEN LIMITED	Director	28/09/1993			England
2179358	HENCELYN LIMITED	Director	22/10/1987			England
2215381	ISISFINE LIMITED	Director	27/07/1989			England
2975806	JUNOPART LIMITED	Director	24/10/1994	29/07/1997	Resignation	England
1734000	LAWRIE DEVELOPMENTS LIMITED	Director	27/09/1983			England

Personnel Appointments

Date as at: 09/12/1997

Full Name : MR RICHARD CHARLES NICHOLAS BRANSON [Contd]

Person ID : RCNB

Internal Appointments

[Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Country of Incorporation
2856031	LONDON BRONCOS LIMITED	Director	17/11/1997			England
2776837	METCROFT LIMITED	Director	21/12/1992			England
2317969	MILES BETTER SERVICES LIMITED	Director	08/12/1988		Death/Dissolution	England
2223369	MINESPHERE LIMITED	Director	29/11/1988			England
3155890	MOWBURY LIMITED	Director	03/09/1996			England
2951633	NEW MEDIA SOLUTIONS LIMITED	Director	03/03/1995			England
1588589	ORTOLAN PRODUCTIONS LIMITED	Director	14/06/1982			England
2884876	RODNEY FITCH AND COMPANY LIMITED	Director	24/05/1994			England
2625822	SHOWROUTE LIMITED	Director	15/07/1991			England
2002694	SLOUGH MOVIE CENTRE LIMITED	Director	24/07/1995			England
2539466	SOUTH OF ENGLAND TELEVISION LIMITED	Director	10/10/1990	10/06/1996	Resignation	England
3066292	SPEED 5024 LIMITED	Director	23/06/1995			England
1433678	STELARIVER LIMITED	Director	17/03/1981			England
2735253	STORM MODEL MANAGEMENT INTERNATIONAL LIMITED	Director	03/08/1992			England
2138622	STORM MODEL MANAGEMENT LIMITED	Director	18/08/1987			England
1444565	SYNTHAXE LIMITED	Director	27/11/1979			England
2038471	THE TELEPHONE JUKEBOX COMPANY LIMITED	Director	21/07/1987			England
3196828	THE VIRGIN CLOTHING COMPANY LIMITED	Director	30/05/1996			England
2952948	THE VIRGIN COLA COMPANY LIMITED	Director	19/08/1994			England
2947687	THE VIRGIN TRADING COMPANY LIMITED	Director	01/09/1994			England
3009760	TICKSIDE COMMUNICATIONS LIMITED	Director	26/04/1995			England
2863068	V ENTERTAINMENT GROUP LIMITED	Director	18/11/1993	29/07/1997	Resignation	England

Personnel Appointments

Date as at: 09/12/1997

Full Name: Mr RICHARD CHARLES NICHOLAS BRANSON [Contd]

Person ID: RCNB

Internal Appointments [Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Country of Incorporation
3353454	V2 MUSIC (HOLDINGS) LIMITED	Director	28/05/1997			England
3205625	V2 MUSIC GROUP LIMITED	Director	02/07/1996			England
3201168	V2 MUSIC LIMITED	Director	07/01/1997			England
3345243	V2 MUSIC PUBLISHING (HOLDINGS) LIMITED	Director	18/04/1997			England
3345229	V2 MUSIC PUBLISHING LIMITED	Director	18/04/1997			England
1735693	VANSON DEVELOPMENTS LIMITED	Director	05/08/1983			England
2269223	VANSON HOTELS LIMITED	Director	05/01/1989			England
159926	VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED	Director	24/07/1995	01/09/1997	Resignation	England
2484446	VC ESTATES LIMITED	Director	24/07/1995			England
758966	VC EXHIBITION LIMITED	Director	24/07/1995	10/06/1996	Resignation	England
2754010	VC FINANCE LIMITED	Director	24/07/1995	10/06/1996	Resignation	England
3148791	VDL HOLDINGS LIMITED	Director	24/09/1996			England
2798991	VINTAGE AIRLINES LIMITED	Director	16/03/1993			England
2871331	VIRGAIR LIMITED	Director	08/12/1993			England
2645535	VIRGIN AERONAUTICS LIMITED	Director	14/10/1991			England
3249293	VIRGIN AEROSTATION LIMITED	Director	13/09/1996			England
9305794	VIRGIN AFRICAN AIRWAYS (PROPRIETARY) LIMITED	Director	01/10/1993			South Africa
2756659	VIRGIN AFRICAN AIRWAYS LIMITED	Director	09/11/1992			England
2132831	VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED	Director	20/07/1987			England
2235371	VIRGIN AIRWAYS LIMITED	Director	04/08/1989			England
1600117	VIRGIN ATLANTIC AIRWAYS LIMITED	Director	17/07/1984			England
3273533	VIRGIN ATLANTIC CONSOL LIMITED	Director	06/01/1997			England
2336166	VIRGIN ATLANTIC ENGINEERING LIMITED	Director	24/02/1989			England
2664542	VIRGIN ATLANTIC LEISUREWEAR LIMITED	Director	21/11/1991			England
1927016	VIRGIN AVIATION SERVICES LIMITED	Director	26/09/1985			England

Personnel Appointments

Date as at: 09/12/1997

Full Name : MR RICHARD CHARLES NICHOLAS BRANSON [Contd]

Person ID : RCNB

Internal Appointments

[Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Country of Incorporation
2969369	VIRGIN BALLOON FLIGHTS LIMITED	Director	24/10/1994			England
3046028	VIRGIN BRIDE LIMITED	Director	13/04/1995			England
1311784	VIRGIN BROADCASTING LIMITED	Director	07/03/1980			England
3086856	VIRGIN CAR LEASING LIMITED	Director	21/12/1995	21/12/1995	Resignation	England
270903	VIRGIN CINEMA PROPERTIES LIMITED	Director	24/07/1995	10/06/1996	Resignation	England
3066297	VIRGIN CINEMAS GROUP LIMITED	Director	21/07/1995	04/09/1997	Resignation	England
2010626	VIRGIN CINEMAS HOLDINGS LIMITED	Director	24/07/1995	10/06/1996	Resignation	England
1915767	VIRGIN CINEMAS LIMITED	Director	24/07/1995	10/06/1996	Resignation	England
1238320	VIRGIN CLUBS LIMITED	Director	22/12/1975			England
1412157	VIRGIN DEVELOPMENTS LIMITED	Director	27/11/1979			England
3105998	VIRGIN DIGITAL STUDIOS	Director	26/09/1995	29/07/1997	Resignation	England
2998408	INTERNATIONAL LIMITED	Director	20/12/1994	27/02/1997	Resignation	England
1393020	VIRGIN DIGITAL STUDIOS LIMITED	Director	14/06/1995			England
1073929	VIRGIN ENTERPRISES LIMITED	Director	05/12/1972	29/07/1997	Resignation	England
3339499	VIRGIN EXECUTIVE AVIATION LIMITED	Director	18/08/1997			England
3264429	VIRGIN EXECUTIVE JETS LIMITED	Director	06/12/1996			England
2743543	VIRGIN EXPRESS HOLDINGS PLC	Director	24/09/1992			England
3371700	VIRGIN EXPRESS INVESTMENTS LIMITED	Director	16/05/1997			England
2733493	VIRGIN EXPRESS LIMITED	Director	22/07/1992			England
2733492	VIRGIN FLYER LIMITED	Director	22/07/1992			England
2364365	VIRGIN FREEWAY LIMITED	Director	10/04/1989			England
2376807	VIRGIN GROUP LIMITED	Director	21/09/1989			England
3084291	VIRGIN HELICOPTERS LIMITED	Director	21/04/1997			England
1873815	VIRGIN HOLIDAYS LIMITED	Director	18/10/1985			England
2857671	VIRGIN HOTELS GROUP LIMITED	Director	28/09/1993			England

Personnel Appointments

Date as at: 09/12/1997

Full Name : MR RICHARD CHARLES NICHOLAS BRANSON [Contd]

Person ID : RCNB

Internal Appointments [Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Country of Incorporation
2149759	VIRGIN HOTELS LIMITED	Director	25/11/1987			England
2456794	VIRGIN INTERACTIVE VENTURES LIMITED	Director	20/05/1991			England
1946167	VIRGIN LIMITED	Director	10/09/1985			England
1568894	VIRGIN MANAGEMENT LIMITED	Chairman	11/08/1981			England
3061309	VIRGIN MEGASTORE HOLDINGS LIMITED	Director	19/06/1995			England
1724543	VIRGIN MERCHANDISING LIMITED	Director	16/03/1984			England
2833330	VIRGIN NET LIMITED	Director	16/10/1996			England
3111083	VIRGIN PROJECTS LIMITED	Director	04/10/1995		Resignation	England
2621654	VIRGIN PUBLISHING LIMITED	Director	03/07/1991			England
1835335	VIRGIN PUBS LIMITED	Director	19/09/1984			England
3359692	VIRGIN RADIO HOLDINGS LIMITED	Director	21/04/1997			England
3282548	VIRGIN RAIL GROUP LIMITED	Director	18/11/1996			England
3282548	VIRGIN RAIL GROUP LIMITED	PRESIDENT	09/03/1997		Resignation	England
2733490	VIRGIN RAILWAYS LIMITED	Director	22/07/1992			England
106171	VIRGIN RETAIL (BVI) LIMITED	Director	21/01/1994			British Virgin Islands
2448617	VIRGIN RETAIL EUROPE HOLDINGS LIMITED	Director	01/12/1989			England
3220371	VIRGIN RETAIL EUROPE LIMITED	Director	08/08/1996			England
2376810	VIRGIN RETAIL GROUP LIMITED	Director	31/07/1989			England
2224492	VIRGIN RETAIL LIMITED	Director	10/08/1988		Resignation	England
2252661	VIRGIN SCHOOL OF PERFORMING ARTS LIMITED	Director	24/05/1988			England
227669	VIRGIN SE CINEMAS LIMITED	Director	24/07/1995		Resignation	England
2809301	VIRGIN SPRING LIMITED	Director	07/04/1993			England
1365095	VIRGIN T.V. PRODUCTIONS LIMITED	Director	12/09/1978			England
2598994	VIRGIN TELEVISION INVESTMENTS LIMITED	Director	01/05/1991			England
2733491	VIRGIN TRACKS LIMITED	Director	22/07/1992			England
1972710	VIRGIN TRAVEL (HOLDINGS) LIMITED	Director	09/04/1986			England

Personnel Appointments

Date as at: 09/12/1997

Full Name : Mr RICHARD CHARLES NICHOLAS BRANSON [Contd]

Person ID : RCNB

Internal Appointments [Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Country of Incorporation
2274332	VIRGIN TRAVEL GROUP LIMITED	Director	07/11/1988			England
2857672	VIRGIN TRAVEL INVESTMENTS LIMITED	Director	28/09/1993			England
2977558	VIRGIN ULTIMATE LIMITED	Director	24/10/1994			England
3177571	VIRGIN VIE LIMITED	Director	30/05/1996			England
2999861	VIRGIN VOUCHERS LIMITED	Director	09/12/1994			England
2857673	VIRGIN VOYAGER LIMITED	Director	28/09/1993			England
2809295	VIRGIN WATER LIMITED	Director	07/04/1993			England
2600150	VIRGLEASE LIMITED	Director	17/04/1991			England
2300630	VOLTAPLACE LIMITED	Director	22/11/1988			England
2014840	VOYAGER GROUP LIMITED	Director	14/08/1986			England
99584	VOYAGER INVESTMENTS (BVI) LIMITED	Director	21/01/1994			British Virgin Islands
L2413754	VOYAGER INVESTMENTS LIMITED	Director	25/06/1990			England
2121971	VOYAGER NOMINEES LIMITED	Director	09/07/1987			England
706421	W H ALLEN & CO. PLC	Director	25/11/1986			England
1689021	Winchester Holdings Limited	Director	24/04/1986	13/07/1993	Resignation	England
1554600	WORDGLASS LIMITED	Director	08/04/1981			England

External Appointments

Number	Company Name	Appointed	Resigned	Country of Incorporation
	2001 MANAGEMENT SA	27/05/1992		
	BINIBELLA LIMITED			
	Blacksheep Limited			
	BLANC RESTAURANTS LIMITED	01/12/1989		
	BLOCKBUSTER VIRGIN PARTNERSHIP	22/12/1992		
	COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED	01/03/1987		
	CPV-TV HOLDINGS LIMITED	15/01/1991	22/07/1995	

xxxxx

Personnel Appointments

Date as at: 09/12/1997

Full Name : Mr RICHARD CHARLES NICHOLAS BRANSON [Contd]

Person ID : RCNIB

External Appointments [Contd]

Number	Company Name	Appointed	Resigned	Country of Incorporation
xxxx	CPV-TV LIMITED	15/01/1991	26/07/1995	England
2232728	HEALTHCARE FOUNDATION (MARKETING) LIMITED	22/08/1988		
3146587	NECKER ISLAND (BVI) LIMITED	22/04/1986		
	RAPIDO TV LIMITED	18/04/1990		
	ROOF GARDENS INC.	20/12/1989		England
	ROSETAPE LIMITED	11/06/1996		
	SPEED 3961 LIMITED	22/11/1993		
2895139	THE LOTTERY FOUNDATION	01/02/1994		England
2155645	THE VIRGIN HEALTHCARE FOUNDATION LIMITED	03/08/1987		England
2872559	U K 2000 LIMITED	01/09/1986		England
	UK LOTTERIES LIMITED	11/11/1993		United States
	VINTAGE AIR TOURS INC.	21/10/1992		England
3087584	VIRGIN DIRECT LIFE LIMITED	02/02/1996		England
3087587	VIRGIN DIRECT LIMITED	02/02/1996		England
3072772	VIRGIN DIRECT MANAGEMENT SERVICES LIMITED	23/04/1997		England
3072766	VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED	16/09/1996		England
3000482	VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED	16/12/1994		England
1724544	VIRGIN IMAGES SA	09/11/1993	08/06/1995	
	VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED	08/08/1983		
2833499	VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED	28/07/1993	08/06/1995	
xxxx	VIRGIN INTERACTIVE ENTERTAINMENT LTD	26/11/1993	27/07/1994	
	VIRGIN LIGHTSHIPS INC.	13/02/1991		
	VIRGIN MEGASTORES JAPAN LIMITED	10/07/1990		
	VIRGIN RETAIL DELAWARE II, INC.	17/12/1992		

Personnel Appointments

Date as at: 09/12/1997

Full Name : Mr RICHARD CHARLES NICHOLAS BRANSON [Contd]

Person ID : RCNB

External Appointments [Contd]

<u>Number</u>	<u>Company Name</u>	<u>Appointed</u>	<u>Resigned</u>	<u>Country of Incorporation</u>
2972488	VIRGIN RETAIL DELAWARE, INC. VIRGIN RETAIL EUROPE NV VIRGIN RETAIL JAPAN LIMITED VIRGIN SPIRITS LIMITED VIRGIN STORES HOLDINGS SA VIRGIN STORES SA VIRGIN TERRITORY REPRESENTATIVES, INC. VIROTERM LABORATORIES LIMITED	22/12/1992 22/09/1990 09/01/1995 15/11/1988 21/11/1988 15/11/1989 05/11/1987		Netherlands England France England
2178575				