

Please complete in typescript, or in bold black capitals.

# 363a

# Annual Return

Company	N	lum	ber
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3427512

**Company Name in full** 

VIRGIN DIRECT (2) LIMITED	 -	
	 <del></del>	



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

Day	Month	Year
27	06	1998

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
27	06	1999

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

7415

DISCOVERY HOUSE			
WHITING ROAD		· · · · · · · · · · · · · · · · · · ·	
NORWICH	W		
NORFOLK			
NR4 7EJ	· -	-	

## Principal business activities

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

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



COMPANIES HOUSE 11/07/98

Form revised March 1995

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

If the register of members	embers(See note 5) bers is not kept at the e here where it is kept.					
	Post town		,			
	County / Region		Postcode			
Register of De (See note 6) If there is a register of and it is not kept at the state here where it is here.	e registered office,			·		
	Post town					
	County / Region		Postcode			
Company type	(See note 7)					
Public limited company		·				
Private company limited I	by shares	X				
Private company limited l share capital	by guarantee without			·		
Private company limited I section 30	by shares exempt under	Please mark the appropriate box				
Private company limited I under section 30	by guarantee exempt					
Private unlimited compan	ny with share capital					
Private unlimited compan	ny without share capital					
Company Secr	retary <sub>(see notes 1-5)</sub>	Details of a new compar	ny secretary must be notif	ied on form 288a.		
details of joint	ame * Style / Title	MISS	*Honours etc	ACIS		
secretaries).	Forename(s)	DIANA PATRICIA				
* Voluntary details.	Surname	LEGGE				
	Previous forename(s)					
	Previous surname(s)					
Ac	dress	24A ENDERBY STREET				
Usual residential	•	GREENWICH				
address <sub>must</sub> be given. In the case of corporation, give the	a Post town	LONDON				
registered or principa office address.	al County / Region		Postcode	SE10 9PF		
	Country					

Directors (see Please list direct	notes 1 to	5) habetical order.	Details of new direct	ors must be noti	fied on form	288a		
	Name	* Style / Title	MR		•	Day	Month	Year
		* Honours etc	(A.A.).	Da	ate of birth	18	07	1950
		Forename(s)	RICHARD CHARLES NIC	CHOLAS				
		Surname	BRANSON				· · ·	
	Prev	ious forename(s)						
	Pre	vious surname(s)				/		
	Address	:	9 HOLLAND PARK					
Usual residen					-			
address must be given. In the case	e of a	Post town	LONDON					
corporation, give registered or prii office address.	tne ncipal	County / Region			Postcode	W11 9	TH	
		Country			Nationality	BRITIS	SH	
	Busines	s occupation	COMPANY DIRECTOR					
	Other di	rectorships	See attached list					
* Voluntary details.								
•								
	Name	* Style / Title	MS			Day	Month	Year
		* Honours etc		Da	ate of birth	19	10	1961
		Forename(s)	JAYNE-ANNE					
		Surname	GADHIA					
	Prev	vious forename(s)						
	Pre	evious surname(s)						
	Address	<b>3</b>	STRATTON HILL HOUS	E, STRATTON STRA	AVLESS			
Usual resider address must			V					
given. In the cas	se of a e the	Post town	NORWICH					
registered or pri office address.	incipal	County / Region	NORFOLK		Postcode	NR10	5LP	
		Country	ENGLAND	<b>\</b>	Nationality	BRITI	SH	
	Busines	ss occupation	COMPANY DIRECTOR					
	Other d	irectorships	See attached list					

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 b	irth	22	12	1955	
Foreneme(s)		WILLIAM		•					
		Surname	GORMAN				<u>-</u>		
	Pre	vious forename(s)							
	I	Previous surname				/		 	
	Address	S	34 BREEZERS COURT, 2	O THE HIGHWAY		<u></u>			
Usual residen			WAPPING	·	<i>-</i>				
address must be given. In the cas	e of a	Post town	LONDON						
corporation, giv registered or pr office address.	the ncipal	County / Region		Post	code	E1 9B	E.		
omoe address.		Country	ENGLAND				·	,	
	Nationa	lity	AUSTRALIAN						
	Busines	ss occupation	DEVELOPMENT EXECUTIVE (AMP GROUP)						
	Other di	irectorships	See attached list						
i	Name	* Style / Title	MR			Day	Month	Vear	
		* Honours etc		Date of bi	rth	08	06	1962	
		Forename(s)	ROWAN	` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` `					
		Surname	GORMLEY						
	Prev	vious forename(s)			· ·				
	F	Previous surname							
	Address	<b>.</b>	METTINGHAM CASTLE, CASTLE ROAD						
Usual residen	tial	·							
address must b given. In the case	е	Post town	METTINGHAM FUNGAY						
corporation, give registered or prin	the ncipal	County / Region	SUFFOLK	Posto	ode	NR35	1TH		
office address.		Country	ENGLAND						
. 1	National	lity	IRISH						
1	Busines	s occupation	COMPANY DIRECTOR				<del></del>		
•	Other di	rectorships	See attached list						
* Voluntary details.									

Please list direct	notes 1-5 ors in al	) ohabetical order	Details of new directo	rs must be no	otified on form	288a.				
	Name .	* Style / Title	MR			Day	Month	Year		
		* Honours etc			Date of birth	05	03	1960		
		Foreneme(s)	MICHAEL DAVID		,			,		
		Surname	KING							
	Prev	vious forename(s)					1			
	ı	Previous surname								
	Address	S	8 WALKERS WAY, SOUT	H BRETTON	V	······································				
Usual residen	tial									
address must be given. In the cas	oe .	Post town	PETERBOROUGH							
corporation, give registered or prin	e the	County / Region	CAMBS		Postcode	PE3 9	AX			
office address.		Country	ENGLAND			L				
	Nationality		BRITISH							
Business occupation		ss occupation	FINANCIAL DIRECTOR							
	Other d	irectorships	See attached list							
	Name	* Style / Title	MR			Day	Month	Year		
		* Honours etc			Date of birth	02	04	1960		
		Forename(s)	GORDON DOUGLAS							
		Surname	MCCALLUM							
	Pre	vious forename(s)	GORDON DOUGLAS							
		Previous surname	MCCALLUM							
	Addres	s	FLAT 4, 16 RUTLAND GATE							
Usual residen	ntial									
address must be given. In the case	be se of a	Post town	LONDON	****						
corporation, give registered or pri office address.	e tne incipal	County / Region			Postcode	SW7	1BB			
omoo addi 633.		Country	ENGLAND							
	Nationa	ality	BRITISH							
		ss occupation	MANAGEMENT CONSULTANT							
	Other d	lirectorships	See attached list							
* Voluntary details.										
					Pag	e 3, Co	ntinuatio	n sheet		

Please list directors in alphabetical order			Details of new directors must be notified on form 288a.						
J	Name .	* Style / Title	MR			Day	Month	Year	
		* Honours etc		Da	te of birth	23	08	1956	
Foreneme(s)		STEPHEN THOMAS MATT	THEW						
		Surname	MURPHY	·	· · ·	-		• • •	
	Pre	vious forename(s)		·					
	ı	Previous surname							
	Address	ş,	5A CARLINGFORD ROAD,	, HAMPSTEAD				••••	
Usual residen	tial				V				
address must given. In the ca corporation, giv registered or pr office address.	e of a	Post town	LONDON						
	the ncipal	County / Region			Postcode	NW3	IRY		
office address.		Country	ENGLAND						
I	Nationa	lity	BRITISH						
I	Busines	s occupation	ACCOUNTANT						
•	Other di	irectorships	See attached list						
1	Name	* Style / Title	MR			Day	Month	Year	
		* Honours etc		Da	te of birth	08	11	1946	
		Forename(s)	JONATHAN ELIOT						
		Surname	SCHWARTZ	·····	<u> </u>				
	Prev	vious forename(s)							
	F	Previous surname			1				
	Address	6	24 CANONBURY PARK SOUTH						
Usual residen	tial								
address must b given. In the case	e	Post town	LONDON						
corporation, give registered or prin office address.	the	County / Region			Postcode	N1 2Fi	N		
onice address.		Country	ENGLAND		•				
1	Nationa	lity	AMERICAN					~	
!	Busines	ss occupation	GROUP DEVELOPMENT	DIRECTOR, AMP S	OCIETY	•	·		
•	Other di	irectorships	See attached list	***************************************	<u> </u>				
* Voluntary details.								-	

Page 3, Continuation sheet

, loade not an oc	e notes 1-5) ctors in alp	habetical order	Details of new direct	ola illuat pe iloi	inea on form	200a.		
	Name	* Style / Title	MR			Day	Month	Year
		* Honours etc			ate of birth	23	07	1944
		Foreneme(s)	GEORGE REA					
		Surname	TRUMBULL III		· · · · · · · · · · · · · · · · · · ·			
	Prev	rious forename(s)						
	F	Previous surname						
	Address	•	90 BRAESIDE STREET					
Usual resider	ntial					<u> </u>		
address must given. In the ca	se of a	Post town	WAHROONGA	<u>, i</u>		-		-
corporation, give registered or pri office address.	e the incipal	County / Region	NEW SOUTH WALES		Postcode	2076		
office address.		Country	AUSTRALIA	<del></del>				
•	Nationality		AMERICAN					`
Busin		s occupation	MD AND CHIEF EXEC O	FFICER, AMP SOC	CIETY			
	Other di	rectorships	See attached list					
	Name	* Style / Title				Day	Month	Year
				<b>=</b> .	Г			
		* Honours etc		D	ate of birth			
		* Honours etc Forename(s)		Di	ate of birth		77	
				D	ate of birth			
	Prev	Forename(s)		D	ate of birth			
		Forename(s)  Surname ious forename(s)		D	ate of birth			``
	P	Forename(s)  Surname ious forename(s) Previous surname		D	ate of birth			`
		Forename(s)  Surname ious forename(s) Previous surname			ate of birth			``
Usual residen	P Address	Forename(s)  Surname ious forename(s) Previous surname			ate of birth			``
Usual resident address must be given. In the case corporation, give	Address  otial  oe se of a e the	Forename(s)  Surname ious forename(s) Previous surname		D	ate of birth			`
Usual resident address must be given. In the case corporation, give registered or pri	Address  otial  oe se of a e the	Forename(s)  Surname ious forename(s) Previous surname			Postcode			
Usual resident address must be given. In the case corporation, give registered or pri	Address  otial  oe se of a e the	Forename(s) Surname ious forename(s) revious surname Post town		D				,
Usual resident address must be given. In the case corporation, give registered or prioffice address.	Address  otial  oe se of a e the	Forename(s) Surname ious forename(s) revious surname  Post town County / Region Country						,
Usual resident address must be given. In the case corporation, give registered or print office address.	Address  otial oe se of a e the ncipal  Nationali	Forename(s) Surname ious forename(s) revious surname  Post town County / Region Country ity s occupation						
Usual resident address must be given. In the cas corporation, give registered or print office address.	Address  otial oe se of a e the ncipal  Nationali	Forename(s) Surname ious forename(s) Previous surname  Post town County / Region Country						

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	AIR CARGO PARTNERS LIMITED
	AVIDBUILD LIMITED
NOTES	BINIBELLA LIMITED
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.	
Give previous forenames or surname(s) except:  - for a married woman, the name by which she was known before marriage need not be given.	BLACKSHEEP LIMITED
for names not used since the age of 18 or for at least 20 years	BLANC RESTAURANTS 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.	CAIRNLINE LIMITED
Other directorships.	CAMPDEN SECURITIES 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.	CAROLINE INTERNATIONAL 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	CINEMA HOLDINGS LIMITED
- another wholly owned subsidiary of the same parent company.	CLAYWEST LIMITED
	COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED
	CPV-TV HOLDINGS LIMITED
	CPV-TV LIMITED
	CRAWLEY BUSINESS QUARTER LIMITED
	DESIGNCHASE LIMITED
	FRANESS LIMITED
	G.S.A. WORLDWIDE LIMITED

# Other relevant directorships Company Number 3427512 Company Name VIRGIN DIRECT (2) LIMITED BRANSON RICHARD CHARLES NICHOLAS **Directors Name GALLERY CINEMAS LIMITED** † Other directorships + Directors only. **GALLERY HOLDINGS LIMITED** NOTES GLOBAL CIRCUMNAVIGATION LIMITED 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. **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. HEALTHCARE FOUNDATION (MARKETING) LIMITED - 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 sumame and need not give the name by which that person was known before he or she adopted the title or preceded **HEAVEN LIMITED** Other directorships. **ISISFINE 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. JUNOPART 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 KINKO'S LIMITED - dormant - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent LONDON BRONCOS LIMITED company. METCROFT LIMITED MOWBURY LIMITED **NECKER ISLAND (BVI) LIMITED NEW MEDIA SOLUTIONS LIMITED RAPIDO TV LIMITED** RODNEY FITCH AND COMPANY LIMITED

ROOF GARDENS INC.

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	ROSETAPE LIMITED
	ROUTE BUILDERS LIMITED
NOTES	SHOWROUTE 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.  Give previous forenames or surname(s) except:  - for a married wornan, the name by which she was known before marriage need not be given.	SLOUGH MOVIE CENTRE LIMITED
- for names not used since the age of 18 or for at least 20 years	SPEED 3961 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.	STORM MODEL MANAGEMENT INTERNATIONAL 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	STORM MODEL MANAGEMENT LIMITED
- dormant - a parent company which wholly owned the company	SYNTHAXE LIMITED
- another wholly owned subsidiary of the same parent company.	THE GINGER MEDIA GROUP LIMITED
отрану.	
	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
	U K 2000 LIMITED

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	UK LOTTERIES LIMITED
	V ENTERTAINMENT GROUP LIMITED
NOTES	V2 MUSIC (HOLDINGS) PLC
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.	V2 MUSIC GROUP LIMITED
for names not used since the age of 18 or for at least 20 years	V2 MUSIC 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.	V2 MUSIC PUBLISHING (HOLDINGS) LIMITED
Other directorships.	V2 MUSIC PUBLISHING 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	VANSON DEVELOPMENTS LIMITED
- dormant	VANSON HOTELS 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 ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED
	VC ESTATES LIMITED
	VC EXHIBITION LIMITED
	VC FINANCE LIMITED
	VDL HOLDINGS LIMITED
	VINTAGE AIRLINES LIMITED
	VIRGAIR LIMITED
	VIDGIN AFRONALITICS LIMITED

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	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
•	
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	VIRGIN AEROSTATION LIMITED
·	VIRGIN AFRICAN AIRWAYS LIMITED
NOTES	VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED
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	VIII SINITES
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 ATLANTIC AIRWAYS LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN ATLANTIC CONSOL 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 ATLANTIC ENGINEERING LIMITED
Other directorships.	VIRGIN ATLANTIC LEISUREWEAR 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	VIRGIN AVIATION SERVICES LIMITED
- dormant - a parent company which wholly owned the company	VIRGIN BALLOON FLIGHTS LIMITED
making the return, or  another wholly owned subsidiary of the same parent	VIRGIN BRIDE LIMITED
company.	VINOIN DIVIDE LIMITED
	VIRGIN BROADCASTING LIMITED
	VIRGIN CAR LEASING LIMITED
	VIRGIN CINEMA PROPERTIES LIMITED
	VIRGIN CINEMAS GROUP LIMITED
	VIRGIN CINEMAS HOLDINGS LIMITED
	VIRGIN CINEMAS LIMITED
	VIRGIN CLUBS LIMITED

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	VIRGIN DEVELOPMENTS LIMITED
	VIRGIN DIGITAL STUDIOS INTERNATIONAL 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 DIGITAL STUDIOS LIMITED
Sive previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given.	VIRGIN DIRECT (2) LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN DIRECT LIFE 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 DIRECT LIFE LIMITED
Other directorships.	VIRGIN DIRECT LIMITED
Sive the name of every company incorporated in Great Britain of which the person concerned is a director or	
nas 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 DIRECT LIMITED
dormant	VIRGIN DIRECT MANAGEMENT SERVICES LIMITED
a parent company which wholly owned the company making the return, or	
another wholly owned subsidiary of the same parent company.	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

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	VIRGIN ENTERTAINMENT ASIA LIMITED
	VIRGIN ENTERTAINMENT EUROPE 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 EXECUTIVE AVIATION 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 EXECUTIVE JETS LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN EXPRESS HOLDINGS PLC
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 EXPRESS INVESTMENTS LIMITED
Other directorships.	VIRGIN FREEWAY 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	VIRGIN GROUP LIMITED
- dormant - a parent company which wholly owned the company	VIRGIN HELICOPTERS LIMITED
making the return, or  - another wholly owned subsidiary of the same parent company.	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
	VIRGIN MEGASTORE HOLDINGS LIMITED

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	VIRGIN MERCHANDISING LIMITED
	VIRGIN NET LIMITED
NOTES	VIRGIN PROJECTS 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.	
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 PUBLISHING LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN RADIO HOLDINGS 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 RAIL GROUP LIMITED
Other directorships.	VIRGIN RETAIL 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.	
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 RETAIL GROUP LIMITED
domant a parent company which wholly owned the company making the return, or	VIRGIN RETAIL LIMITED
another wholly owned subsidiary of the same parent company.	VIRGIN SE CINEMAS LIMITED
	VIRGIN SPIRITS LIMITED
	VIRGIN TELEVISION INVESTMENTS LIMITED
	VIRGIN TRAVEL GROUP LIMITED
,	VIRGIN TRAVEL INVESTMENTS LIMITED
	VIRGIN ULTIMATE LIMITED
	VIRGIN VIE LIMITED
	VIRGIN VOUCHERS LIMITED

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED .
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	VIRGIN VOYAGER LIMITED
•	VIRGLEASE LIMITED
NOTES	VIROTHERM LABORATORIES 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.	
Sive previous forenames or sumame(s) except: for a married woman, the name by which she was known before marriage need not be given.	VOLTAPLACE LIMITED
for names not used since the age of 18 or for at least 20 years	VOYAGER GROUP 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.	VOYAGER INVESTMENTS LIMITED
Other directorships.	VOYAGER NOMINEES LIMITED
Give the name of every company incorporated in Great stritain of which the person concerned is a director or las been a director at any time in the past five years.	
ou may exclude a company which either is, or at all mes during the past five years when the person concerned was a director, was	W H ALLEN & CO. PLC
dormant	
a parent company which wholly owned the company making the return, or	
another wholly owned subsidiary of the same parent company.	
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•	Othe	er relevant directorships
Company Number	3427512	
Company Name	VIRGIN DIRECT (2) LIMITED	
Directors Name	GADHIA JAYNE-ANNE	
† Directors only. † Other directorships	VIRGIN DIRECT LIFE LIMITED	
	VIRGIN DIRECT LIMITED	
NOTES	VIRGIN DIRECT MANAGEMENT SERVICES LIMITE	
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	VINGIN DIRECT WAIVAGEWENT SERVICES LIVITE	
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 DIRECT NOMINEES LIMITED	
for names not used since the age of 18 or for at least 20 years	VIRGIN DIRECT PERSONAL FINANCIAL SERVICE	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.	VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED	
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.		
fou may exclude a company which either is, or at all imes 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.		
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	Otner	relevant directorships
Company Number	3427512	
Company Name	VIRGIN DIRECT (2) LIMITED	
Directors Name	GORMAN WILLIAM	
† Directors only. † Other directorships	AMP VIRGIN HOLDINGS LIMITED	
	VIRGIN DIRECT LIMITED	
NOTES	VIRGIN DIRECT MANAGEMENT SERVICES 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.	THOM SINES IN THE SENERAL SERVICES ENTITED	
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 DIRECT NOMINEES LIMITED	
- 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		
<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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		<u> </u>

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	GORMLEY ROWAN
† Directors only. † Other directorships	KINGFISHER LEISURE PLC
	PEVEREL LIMITED
NOTES Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the	VIRGIN DIRECT LIFE LIMITED
name on súmame line and registered or principal office on the usual residential line.  Sive previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given.	VIRGIN DIRECT LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN DIRECT MANAGEMENT SERVICES 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 o it.	VIRGIN DIRECT NOMINEES LIMITED
Other directorships.	VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED
Sive the name of every company incorporated in Great Britain of which the person concerned is a director or leas been a director at any time in the past five years.	•
ou 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 DIRECT UNIT TRUST MANAGERS LIMITED
dormant .	
a parent company which wholly owned the company making the return, or	
another wholly owned subsidiary of the same parent company.	
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	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	KING MICHAEL DAVID
† Directors only. † Other directorships	VIRGIN DIRECT LEASING COMPANY LIMITED
	VIRGIN DIRECT LIFE LIMITED
NOTES	VIRGIN DIRECT 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.	
Give previous forenames or sumame(s) except: for a married woman, the name by which she was known before marriage need not be given.	VIRGIN DIRECT MANAGEMENT SERVICES LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN DIRECT NOMINEES 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 DIRECT PERSONAL FINANCIAL SERVICE LIMITED
Other directorships.	VIRGIN DIRECT UNIT TRUST MANAGERS 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	
- a parent company which wholly owned the company making the return, or	
another wholly owned subsidiary of the same parent company.	
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Other relevant directorships
3427512
VIRGIN DIRECT (2) LIMITED
MCCALLUM GORDON DOUGLAS
CLOVER INVESTMENTS LIMITED
VIRGIN DIRECT (2) LIMITED
VIRGIN DIRECT (2) LIMITED
VIRGIN DIRECT LIMITED
VIRGIN DIRECT LIMITED
VIRGIN DIRECT MANAGEMENT SERVICES LIMITED
VIRGIN DIRECT NOMINEES LIMITED
VIRGIN MANAGEMENT LIMITED
VIRGIN NET LIMITED

,	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	MURPHY STEPHEN THOMAS MATTHEW
† Directors only. † Other directorships	122 WIGMORE STREET LIMITED
	124 WIGMORE STREET 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	2ND VIRGIN WESTERN 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.	A & R SCOTT LIMITED
for names not used since the age of 18 or for at least 20 years	AIR CREWING 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.	AVIDBUILD LIMITED
Other directorships.	CAIRNLINE 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	CAMPDEN SECURITIES LIMITED
- dormant	CAROLINE INTERNATIONAL LIMITED
a parent company which wholly owned the company making the return, or	
another wholly owned subsidiary of the same parent company.	CINEMA HOLDINGS LIMITED
	CLASSIC CINEMAS LIMITED
	CLAYWEST LIMITED
	CLINIC GROUP LIMITED
	COLOURDOME LIMITED
	CRIBYN LIMITED
	CROSSCOUNTRY TRAINS LIMITED
	DAISYFIELD LIMITED

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	MURPHY STEPHEN THOMAS MATTHEW
† Directors only. † Other directorships	EURO-MAGNETIC PRODUCTS LIMITED
	EUROMAGNETIC COMPUTERS 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.	EUROMAGNETIC 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.	FELIX CATFOOD LIMITED
- for names not used since the age of 18 or for at least 20 years	FELIX PET FOODS 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.	GALLERY CINEMAS LIMITED
Other directorships.	GALLERY 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.	
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	GATORADE LIMITED
- dormant	ISISFINE 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>	JBO LIMITED
	JUNOPART LIMITED
	LONDON & CONTINENTAL RAILWAYS LIMITED
	LONDON BRONCOS LIMITED
	MCCARTHY CORPORATION PLC
	METCROFT LIMITED
	NEW MEDIA SOLUTIONS LIMITED
	PHOENIX FIRE INHIBITOR LIMITED

Other relevant directorships Company Number 3427512 Company Name | VIRGIN DIRECT (2) LIMITED MURPHY STEPHEN THOMAS MATTHEW **Directors Name** QUAKER OATS LIMITED † Directors only. † Other directorships QUELDALE LIMITED **NOTES** RHINEFIELD TIME SHARE 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. RHINEFIELD TIME SHARE MANAGEMENT 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 **ROUTE BUILDERS 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. SALFORM LIMITED Other directorships. SHOWROUTE 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. SLOUGH MOVIE CENTRE 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 SYNTHAXE LIMITED a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent THE PROJECT CONSULTANCY LIMITED company. THE VIRGIN CLOTHING COMPANY LIMITED THE VIRGIN COLA COMPANY LIMITED THE VIRGIN TRADING COMPANY LIMITED THE VIRGIN TRADING GROUP LIMITED **VIILIMITED** V TWO LIMITED V2 MUSIC (HOLDINGS) PLC

# Other relevant directorships Company Number 3427512 VIRGIN DIRECT (2) LIMITED Company Name Directors Name MURPHY STEPHEN THOMAS MATTHEW V2 MUSIC GROUP LIMITED † Other directorships V2 MUSIC LIMITED V2 MUSIC PUBLISHING (HOLDINGS) LIMITED 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. on the usual residential line. V2 MUSIC PUBLISHING 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 VANBURG 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 (CARMARTHEN) LIMITED Other directorships. VANSON (CRAWLEY) 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. VANSON (CRAWLEY) N0.2 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 VANSON (CRAWLEY) NO.3 LIMITED - a parent company which wholly owned the company - another wholly owned subsidiary of the same parent VANSON DEVELOPMENTS LIMITED VANSON HOTELS LIMITED VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED VC ESTATES LIMITED VC EXHIBITION LIMITED

VC FINANCE LIMITED

**VDL HOLDINGS LIMITED** 

**VEE 2 LIMITED** 

† Directors only.

NOTES

least 20 years

- dormant

company.

making the return, or

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	MURPHY STEPHEN THOMAS MATTHEW
† Directors only. † Other directorships	VEE TOO LIMITED
,	VICTORY CORPORATION PLC
NOTES	VIRGIN ACTIVE LIMITED
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	VINCINATORIAL ENVIRED
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 BALLOON FLIGHTS 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 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 CAR LEASING LIMITED
Other directorships.	VIRGIN CINEMA PROPERTIES 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.	
times during the past five years when the person concerned was a director, was	VIRGIN CINEMAS GROUP LIMITED
- dormant - a parent company which wholly owned the company	VIRGIN CINEMAS HOLDINGS LIMITED
making the return, or  - another wholly owned subsidiary of the same parent company.	VIRGIN CINEMAS LIMITED
Company.	
	VIRGIN CLUBS LIMITED
	VIRGIN COSMETICS LIMITED
	VIRGIN DEVELOPMENTS LIMITED
	VIRGIN DIRECT (2) LIMITED
	VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED
	VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED
	VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

# Other relevant directorships Company Number 3427512 VIRGIN DIRECT (2) LIMITED Company Name Directors Name | MURPHY STEPHEN THOMAS MATTHEW VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED † Directors only. † Other directorships VIRGIN ENTERPRISES LIMITED **NOTES** VIRGIN ENTERTAINMENT ASIA 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 ENTERTAINMENT EUROPE 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 EUROPEAN LEASING 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 EXECUTIVE AVIATION LIMITED Other directorships. VIRGIN EXECUTIVE JETS 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 EXPRESS HOLDINGS PLC 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 GROUP LIMITED a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent VIRGIN HELICOPTERS LIMITED VIRGIN HOMES LIMITED VIRGIN HOTELS GROUP LIMITED VIRGIN HOTELS LIMITED VIRGIN HOTELS MARKETING LIMITED VIRGIN LIMOBIKE LIMITED VIRGIN MANAGEMENT LIMITED VIRGIN MEGASTORE HOLDINGS LIMITED

	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	MURPHY STEPHEN THOMAS MATTHEW
† Directors only. † Other directorships	VIRGIN MERCHANDISING LIMITED
	VIRGIN PROJECTS LIMITED
NOTES	VIRGIN RADIO HOLDINGS 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 RADIO HOLDINGS LIMITED
Sive previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given.	VIRGIN RAIL GROUP LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN RETAIL EUROPE LIMITED
A peer or individual known by a title may state the title anstead of or in addition to the forenames and surname and need not give the name by which that person was shown before he or she adopted the title or preceded to it.	VIRGIN RETAIL GROUP LIMITED
Other directorships.	VIRGIN RETAIL GROUP UK LIMITED
Sive the name of every company incorporated in Great Britain of which the person concerned is a director or las been a director at any time in the past five years.	LUDON OF OUT TO
ou 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 SE CINEMAS LIMITED
dormant	VIRGIN SPIRITS LIMITED
a parent company which wholly owned the company making the return, or another wholly owned subsidiary of the same parent	
company.	VIRGIN TELEVISION INVESTMENTS LIMITED
	VIRGIN TELEVISION LIMITED
	VIRGIN TOUCH LIMITED
	VIRGIN TRAVEL INVESTMENTS LIMITED
	VIRGIN ULTIMATE LIMITED
	VIRGIN VIE LIMITED
	VIRGIN VOUCHER CLUB LIMITED
	VIRGIN VOUCHERS LIMITED

	Other relevant directorships
Company Number	
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	MURPHY STEPHEN THOMAS MATTHEW
† Directors only. † Other directorships	VIRGIN VOYAGER LIMITED
	VIRGIN WESTERN 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.	VOYAGER 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.	WABASH DATATECH INTERNATIONAL LIMITED
- for names not used since the age of 18 or for at least 20 years	WDI 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.	WEST COAST TRAINS LIMITED
Other directorships.	WOODHOUSE SECURITIES 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	
a parent company which wholly owned the company making the return, or	
another wholly owned subsidiary of the same parent company.	
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	Other relevant directorships
Company Number	3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Directors Name	SCHWARTZ JONATHAN ELIOT
† Directors only. † Other directorships	AMP (UK) PUBLIC LIMITED COMPANY
,	AMP ASSET MANAGEMENT PLC
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.	AMP INVESTMENT MANAGEMENT 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.	AMP NOMINEES LIMITED
for names not used since the age of 18 or for at least 20 years	ASIAN INFRASTRUCTURE FUND 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.	AUSTRALIAN BRITISH CHAMBER OF COMMERCE (UK)
Other directorships.	ORMER (JERSEY) 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 imes during the past five years when the person concerned was a director, was	OYSTER HOLDING COMPANY LIMITED
dormant a parent company which wholly owned the company	OYSTER OVERSEAS LIMITED
making the return, or another wholly owned subsidiary of the same parent company.	PEARL ASSURANCE GROUP HOLDINGS 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
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•	Other relevant directorships
Company Number	r 3427512
Company Name	VIRGIN DIRECT (2) LIMITED
Divertous Nove	TRUMBULL III GEORGE REA
Directors Name	I RUMBULL III GEURGE REA
† Directors only. † Other directorships	A.M.P. (U.K.) PUBLIC LIMITED COMPANY
	AMP SOCIETY
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.	PEARL GROUP PLC
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 DIRECT LIFE LIMITED
for names not used since the age of 18 or for at least 20 years	VIRGIN DIRECT 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 shown before he or she adopted the title or preceded o it.	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.	
ou 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 DIRECT PERSONAL FINANCIAL SERVICE LIMITED
dormant a parent company which wholly owned the company	VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED
making the return, or	
another wholly owned subsidiary of the same parent company.	
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Class Number of Aggregate **Issued share capital** (see note 9) Enter details of all the shares in issue (e.g. Ordinary/Preference) shares issued Nominal Value (i.e. Number of shares issued multiplied by nominal value per share) at the date of this return. 0.1P AMP A ORD 15,000,000 £ 15,000 0.1P VIR CONV SHS 969,232 £ 969 0.1P VIR A ORD 14,030,768 £ 14,031 0.1P EXEC CONV 969,232 £ 969 **Totals** 30,969,232 £ 30,969.232 List of past and present members There were no changes in the period (Use attached schedule where appropriate) A full list is required if one was not included with either of the last two in another format returns. on paper (see note 10) A list of changes is enclosed A full list of members is enclosed Х If at the date of this return an election is in force to dispense with **Elective resolutions** annual general meetings, mark this box (Private companies only) (See note 11) 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** 98 † Please delete as appropriate. † a director/secretary When you have signed the return send it This return includes continuation sheets. with the fee to the Registrar of Companies. Cheques should be made payable to (enter number) Companies House. Please give the name, address, telephone number, and if available, D P LEGGE, 120 CAMPDEN HILL ROAD, LONDON, W8 7AR a DX number and Exchange, for the person Companies House should contact if there is any query. Tel 0171 229 1282 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	3427512		
Company Name in full	VIRGIN DIRECT (2) LI	MITED	
	Number of shares or amount of stock held by existing members at date of this return.	the date of the last ref first return, since the i company) by (a) persons who are s	•
Name and address	amount a	umber or Date of amount registration ansferred of transfer	Remarks
ABACUS (C.I.) LIMITED A/C AQUARIUS LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR ORD 0	1,406,621 21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C AQUARIUS LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR CONV SHS 97,168		
ABACUS (C.I.) LIMITED A/C AQUARIUS LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR A ORD 1,406,621		
ABACUS (C.I.) LIMITED A/C ARIES LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR ORD 0	1,406,621 21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C ARIES LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR CONV SHS 97,168		

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.

	return.	(b) persons who have ceased to be members.		
Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
ABACUS (C.I.) LIMITED A/C ARIES LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR A ORD 1,406,621	·		
ABACUS (C.I.) LIMITED A/C CAPRICORN LA MOTTE CHAMBERS, ST. HELIER, JERSEY	0.1p VIR ORD 0	1,406,621	21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C CAPRICORN LA MOTTE CHAMBERS, ST. HELIER, JERSEY	0.1p VIR CONV SHS 97,168			
ABACUS (C.I.) LIMITED A/C CAPRICORN LA MOTTE CHAMBERS, ST. HELIER, JERSEY	0.1p VIR A ORD 1,406,621			
ABACUS (C.I.) LIMITED A/C PISCES LA MOTTE CHAMBERS, ST. HELIER, JERSEY, CHANNEL ISLANDS	0.1p VIR ORD 0	1,406,621	21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C PISCES LA MOTTE CHAMBERS, ST. HELIER, JERSEY, CHANNEL ISLANDS	0.1p VIR CONV SHS 97,168			
ABACUS (C.I.) LIMITED A/C PISCES LA MOTTE CHAMBERS, ST. HELIER, JERSEY, CHANNEL ISLANDS	0.1p VIR A ORD 1,406,621			

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 Number or Date of amount amount registration Name and address currently held Transferred of transfer Remarks ABACUS (C.I.) LIMITED A/C SATURN LA MOTTE CHAMBERS, ST HELIER, JERSEY 0.1p VIR ORD 835,393 21/11/1997 SHARE CONVERSION ABACUS (C.I.) LIMITED A/C SATURN LA MOTTE CHAMBERS, ST HELIER, JERSEY 0.1p VIR CONV SHS 57,708 ABACUS (C.I.) LIMITED A/C SATURN LA MOTTE CHAMBERS, ST HELIER, JERSEY 0.1p VIR A ORD 835,393 ABACUS (JERSEY) LIMITED A/C R GORMLEY TRUST LA MOTTE CHAMBERS, ST HILLIER, JERSEY, CHANNEL ISLANDS, JE1 1BJ, ENGLAND 0.01p ORD 750,000 | 16/10/1997 SHARE CONVERSION ABACUS (JERSEY) LIMITED A/C R GORMLEY TRUST LA MOTTE CHAMBERS, ST HILLIER, JERSEY, CHANNEL ISLANDS, JE1 1BJ, ENGLAND 0.1p EXEC CONV 750,000 AMP VIRGIN HOLDINGS LIMITED 55 MOORGATE, LONDON, EC2R 6PA, ENGLAND 0.1p AMP A ORD 15,000,000 GORDON DOUGLAS MCCALLUM FLAT 4, 16 RUTLAND GATE, LONDON, SW7 1BB, ENGLAND £1 Ordinary 15/10/1997 SHARE CONVERSION

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 Number or Date of amount amount registration Name and address currently held Transferred of transfer Remarks GORDON DOUGLAS MCCALLUM FLAT 4, 16 RUTLAND GATE, LONDON, SW7 1BB, ENGLAND 0.01p ORD 80,770 16/10/1997 SHARE CONVERSION 0 GORDON DOUGLAS MCCALLUM FLAT 4, 16 RUTLAND GATE, LONDON, SW7 1BB, ENGLAND 0.1p EXEC CONV 80,770 INSTANT COMPANIES LIMITED 2 BACHES STREET, LONDON, EC1Y £1 Ordinary 22/09/1997 JAMES EDWARD STONER JAMES EDWARD STONER 95 GRAHAM ROAD, LONDON, SW19 3SP, ENGLAND STEPHEN THOMAS MATTHEW MURPHY £1 Ordinary 15/10/1997 JAMES EDWARD STONER 95 GRAHAM ROAD, LONDON, SW19 3SP, ENGLAND GORDON DOUGLAS 15/10/1997 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C JUPITER) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY 0.1p VIR ORD 1,049,902 21/11/1997 SHARE CONVERSION MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C JUPITER) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY 0.1p VIR CONV SHS 72,527

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(a) persons who are still members, and

(b) persons who have ceased to be members.

Number or Number or Date of amount amount registration Name and address currently held Transferred of transfer Remarks MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C JUPITER) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY 0.1p VIR A ORD 1,049,902 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C LIBRA) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY 0.1p VIR ORD 1,476,953 21/11/1997 SHARE CONVERSION MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C LIBRA) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY 0.1p VIR CONV SHS 102,026 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C LIBRA) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY 0.1p VIR A ORD 1,476,953 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VIRGO) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR ORD SHARE CONVERSION 1,476,953 21/11/1997 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VIRGO) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR CONV SHS 102,026 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VIRGO) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR A ORD 1.476.953

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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 Number or Date of amount amount registration Name and address currently held Transferred of transfer Remarks MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED ( A/C VENUS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR ORD 1,141,896 21/11/1997 SHARE CONVERSION MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED ( A/C VENUS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR CONV SHS 78,881 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VENUS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR A ORD 1,141,896 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C GEMINI) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR ORD 133,207 21/11/1997 SHARE CONVERSION MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C GEMINI) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR CONV SHS 9,202 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C GEMINI) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR A ORD 133,207 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C MARS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR ORD 1,162,714 21/11/1997 SHARE CONVERSION

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 Number or Date of registration amount amount Name and address currently held Transferred of transfer Remarks 0.1p VIR CONV SHS MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C MARS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 80,319 MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C MARS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT 0.1p VIR A ORD 1,162,714 MORGAN GRENFELL TRUSTEE SERVICES(GUERNSEY) LIMITED (A/C LEO) 0.1p VIR ORD 21/11/1997 SHARE CONVERSION MORGAN GRENFELL TRUSTEE SERVICES(GUERNSEY) LIMITED (A/C LEO) 0.1p VIR CONV 9.202 MORGAN GRENFELL TRUSTEE SERVICES(GUERNSEY) LIMITED (A/C LEO) 0.1p VIR A ORD 133,207 RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 9TH SHARE CONVERSION 0.1p VIR ORD 21/11/1997 0.1p VIR CONV SHS RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 9TH 68,669

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(a) persons who are still members, and (b) persons who have ceased to be members.

Number or Number or Date of amount amount registration Name and address currently held Transferred of transfer Remarks RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 9TH 0.1p VIR A ORD 994,059 STEPHEN THOMAS MATTHEW MURPHY 5A CARLINGFORD ROAD, HAMPSTEAD, LONDON, NW3 1RY, ENGLAND £1 Ordinary 15/10/1997 SHARE CONVERSION 0 STEPHEN THOMAS MATTHEW MURPHY 5A CARLINGFORD ROAD, HAMPSTEAD, LONDON, NW3 1RY, ENGLAND 0.01p ORD 92,308 16/10/1997 SHARE CONVERSION STEPHEN THOMAS MATTHEW MURPHY 5A CARLINGFORD ROAD, HAMPSTEAD, LONDON, NW3 1RY, ENGLAND 0.1p EXEC CONV 92,308 STERLING SECURITIES LIMITED 14/15 MOUNT HAVELOCK, DOUGLAS, ISLE OF MAN 0.01p ORD 16/10/1997 SHARE CONVERSION 0 STERLING SECURITIES LIMITED 14/15 MOUNT HAVELOCK, DOUGLAS, ISLE OF MAN 0.1p EXEC CONV 46,154 SWIFT INCORPORATIONS LIMITED 2 BACHES STREET, LONDON, EC1Y £1 Ordinary 22/09/1997 JAMES EDWARD STONER