



Please complete in typescript, or in bold black capitals.

LS
23/15
012/75

363a

Annual Return

CHFP029

Company Number

2857673

Company Name in full

VIRGIN VOYAGER LIMITED

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

3 0 0 6 1 9 9 9

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

3 0 0 6 2 0 0 0

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

120 CAMPDEN HILL ROAD

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.

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

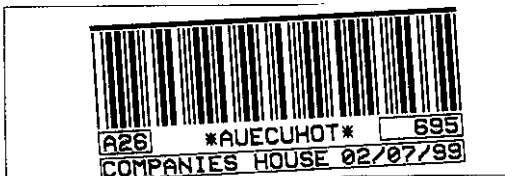
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Form revised July 1998

Register of members (See note 5)

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

Post town	
County / Region	Postcode

Register of Debenture holders

(See note 6)

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

Post town	
County / Region	Postcode

Company type (See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please mark the appropriate box

Company Secretary (see notes 1-5)

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

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

Name * Style / Title

MS

*Honours etc

ACIS

Forename(s)

DIANA PATRICIA

Surname

LEGGE

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

24A ENDERBY STREET

GREENWICH

Post town

LONDON

County / Region

Postcode

SE10 9PF

Country

Usual residential address

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

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	1	8
						0	7
						1	9
						5	0
	Forename(s)	RICHARD CHARLES NICHOLAS					
	Surname	BRANSON					
	Previous forename(s)						
	Previous surname(s)						
Address	9 HOLLAND PARK						
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON					
	County / Region				Postcode	W11 9TH	
	Country	ENGLAND			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	0	2
						0	4
						1	9
						6	0
	Forename(s)	GORDON DOUGLAS					
	Surname	MCCALLUM					
	Previous forename(s)	GORDON DOUGLAS					
	Previous surname(s)	MCCALLUM					
Address	FLAT 4, 16 RUTLAND GATE						
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	SW7 1BB	
	Country	ENGLAND			Nationality	BRITISH	
Business occupation	COMPANY DIRECTOR						
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

10 MUSIC LIMITED

AIR CARGO PARTNERS LIMITED

ANGUS MCKENZIE PROPERTIES LIMITED

ARFIND LIMITED

AVIDBUILD LIMITED

BARFAIR LIMITED

BARFORD SERVICES LIMITED

BARGE STUDIOS LIMITED

BINIBELLA LIMITED

BLANC RESTAURANTS LIMITED

CAMPDEN SECURITIES LIMITED

CAROLINE INTERNATIONAL LIMITED

CHARISMA RECORDS LIMITED

CHARITY PROJECTS TRADING LIMITED

CINEMA HOLDINGS LIMITED

CIRCA MUSIC LIMITED

CIRCA RECORDS LIMITED

NOTES

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- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

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

- another wholly owned subsidiary of the same parent company.

Other relevant directorships**Company Number** 2857673**Company Name** VIRGIN VOYAGER LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

CIRCA VISION LIMITED

CLIFDAYN PRODUCTIONS LIMITED

COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED

CPV-TV HOLDINGS LIMITED

CPV-TV LIMITED

CRAWLEY BUSINESS QUARTER LIMITED

DINDISC LIMITED

DINSONG LIMITED

FAMOUS CHARISMA LABEL LIMITED

FILM GUARANTEES LIMITED

FRANESS LIMITED

FREECITY LIMITED

G.S.A. WORLDWIDE LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GLOBAL CIRCUMNAVIGATION LIMITED

GRAPHITTI (GRAPHICS) LIMITED

† Directors only.

† Other directorships

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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

GREENART LIMITED

HEALTHCARE FOUNDATION (MARKETING) LIMITED

HEAVEN LIMITED

ISISFINE LIMITED

JUNOPART LIMITED

KINKO'S LIMITED

LONDON BRONCOS (MERCHANDISING) LIMITED

LONDON BRONCOS LIMITED

MANOR MOBILE LIMITED

MANOR STUDIOS LIMITED

MANSFIELD PUBLISHING LIMITED

METCROFT LIMITED

MOWBURY LIMITED

MUSIC BOX LIMITED

NECKER ISLAND (BVI) LIMITED

NEW MEDIA SOLUTIONS LIMITED

NORSE MUSIC PRODUCTIONS 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

OLYMPIC SOUND STUDIOS LIMITED

PALACE & VIRGIN DISTRIBUTION LIMITED

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PARIS BRIOCHE LIMITED

RADIO RADIO LIMITED

RAPIDO TV INVESTMENTS LIMITED

RAPIDO TV LIMITED

RAPIDO TV LIMITED

Other directorships.

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RODNEY FITCH AND COMPANY LIMITED

ROOF GARDENS INC.

ROSETAPE LIMITED

ROUTE BUILDERS LIMITED

SHOWROUTE LIMITED

SKYHOPPER LIMITED

SLOUGH MOVIE CENTRE LIMITED

SPEED 5024 LIMITED

SPOONBRIDGE LIMITED

STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

Other relevant directorships

Company Number **2857673**

Company Name **VIRGIN VOYAGER LIMITED**

Directors Name **BRANSON RICHARD CHARLES NICHOLAS**

STORM MODEL MANAGEMENT LIMITED

TELIT LIMITED

TEN RECORDS LIMITED

THE GINGER MEDIA GROUP LIMITED

THE LOTTERY FOUNDATION

THE PEOPLE'S LOTTERY LIMITED

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN COLA COMPANY LIMITED

THE VIRGIN COSMETICS COMPANY LIMITED

THE VIRGIN HEALTHCARE FOUNDATION LIMITED

THE VIRGIN TRADING COMPANY LIMITED

TICKSIDE COMMUNICATIONS LIMITED

TOWN HOUSE STUDIOS LIMITED

U K 2000 LIMITED

UK LOTTERIES LIMITED

V.C. RECORDS LIMITED

V2 MUSIC (HOLDINGS) PLC

† Directors only.

† Other directorships

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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

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANSON DEVELOPMENTS LIMITED

VANSON HOTELS LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

VDL HOLDINGS LIMITED

VINTAGE AIRLINES LIMITED

VIRGAIR LIMITED

VIRGIN ACTIVE LIMITED

VIRGIN AEROSTATION LIMITED

VIRGIN AGENCY LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY 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 ATLANTIC AIRWAYS LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN ATLANTIC ENGINEERING LIMITED

VIRGIN AVIATION SERVICES LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BRIDE LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CINEMA FILMS LIMITED

VIRGIN CINEMA PROPERTIES LIMITED

VIRGIN CINEMAS GROUP LIMITED

VIRGIN CINEMAS HOLDINGS LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN CLASSICS LIMITED

VIRGIN CLUBS LIMITED

VIRGIN COTSWOLD DEVELOPMENTS LIMITED

VIRGIN DEVELOPMENTS LIMITED

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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 DIGITAL STUDIOS INTERNATIONAL LIMITED

VIRGIN DIGITAL STUDIOS 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 ENTERPRISES LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN EXPRESS HOLDINGS PLC

VIRGIN EXPRESS INVESTMENTS LIMITED

VIRGIN FILM DISTRIBUTION LIMITED

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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 FILM PRODUCTIONS LIMITED

VIRGIN FILMS INTERNATIONAL LIMITED

VIRGIN FREEWAY LIMITED

VIRGIN GROUP LIMITED

VIRGIN HOLIDAYS LIMITED

VIRGIN HOTELS GROUP LIMITED

VIRGIN HOTELS LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT LTD

VIRGIN LIGHTSHIPS INC.

VIRGIN MANAGEMENT LIMITED

VIRGIN MASTERTRONIC LIMITED

VIRGIN MEDIA GROUP LIMITED

VIRGIN MEGAPHONE LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

VIRGIN MUSIC (PUBLISHERS) 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 MUSIC GROUP LIMITED

VIRGIN NET LIMITED

VIRGIN OVERSEAS LIMITED

VIRGIN PICTURES LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN PUBLISHING LIMITED

VIRGIN RADIO HOLDINGS LIMITED

VIRGIN RAIL GROUP LIMITED

VIRGIN RECORDS LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP LIMITED

VIRGIN RETAIL LIMITED

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN SPRING LIMITED

VIRGIN STUDIOS LIMITED

VIRGIN TRAVEL GROUP 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

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VIRGIN ULTIMATE LIMITED

VIRGIN VIDEOLABEL LIMITED

VIRGIN VISION LIMITED

VIRGIN VOUCHERS LIMITED

VIRGIN WATER LIMITED

VIRGIN.COM LIMITED

VIRGINAL GAMES LIMITED

VIRGLEASE LIMITED

VIROTHERM LABORATORIES LIMITED

VOLTAPLACE LIMITED

VOYAGER GROUP LIMITED

VOYAGER INVESTMENTS LIMITED

WEALCORT LIMITED

WELLBEING HEALTHCARE LIMITED

Other relevant directorships

Company Number 2857673

Company Name VIRGIN VOYAGER LIMITED

Directors Name MCCALLUM GORDON DOUGLAS

† Directors only.

† Other directorships

BARFAIR LIMITED

BARFORD SERVICES LIMITED

CLOVER INVESTMENTS LIMITED

JV NEWCO LIMITED

MCCARTHY CORPORATION PLC

SKYHOPPER LIMITED

VDL HOLDINGS LIMITED

VIRGIN ATLANTIC LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

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Company Number 2857673

Company Name VIRGIN VOYAGER LIMITED

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† Other directorships

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERPRISES LIMITED

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN H.E.M.S. (LONDON) LIMITED

VIRGIN MANAGEMENT LIMITED

VIRGIN NET LIMITED

VIRGIN U. 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)

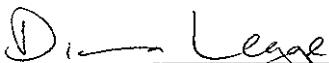
If at the date of this return an election is in force to dispense with annual general meetings, mark this box

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

30 June 1999

† a director/secretary

† Please delete as appropriate.

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

(enter number)

continuation sheets.

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

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



Please complete in typescript,
or in bold black capitals.

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

CHFP029

Company Number

2857673

Company Name in full

VIRGIN VOYAGER LIMITED

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred since
the date of the last return (or in the case of the
first return, since the incorporation of the
company) by
(a) persons who are still members, and
(b) persons who have ceased to be members.

Name and address	Number or amount currently held	Number or 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.	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
BEARER SHARE WARRANT NO. 6 ISSUED 31 JANUARY 1994 FOR 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					
BEARER SHARE WARRANT NO.12 ISSUED 31 JANUARY 1994 FOR 351 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 351					

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

Name and address	Number of shares or amount of stock held by existing members at date of this return.	Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by (a) persons who are still members, and (b) persons who have ceased to be members.	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
BEARER SHARE WARRANT NO.13 ISSUED 31 JANUARY 1994 FOR 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					