



Please complete in typescript, or in bold black capitals.

IBF600X38
000094

363a

Annual Return

Company Number

2235371

Company Name in full

VIRGIN AIRWAYS LIMITED



* F363AD40 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

31 12 1996

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day Month Year

31 12 1997

Registered Office (See note 3)

Show here the address at the date of this return.

120 CAMPDEN HILL ROAD

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

Post town

LONDON

County / Region

Postcode

W8 7AR

Principal business activities

(See note 4)

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

6210

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



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

Register of members (See note 5)
If the register of members is not kept at the registered office, state here where it is kept.

120 CAMPDEN HILL ROAD	
Post town	LONDON
County / Region	Postcode W8 7AR

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.

120 CAMPDEN HILL ROAD	
Post town	LONDON
County / Region	Postcode W8 7AR

Company type (See note 7)

Public limited company	<input type="checkbox"/>	} Please mark the appropriate box
Private company limited by shares	<input checked="" type="checkbox"/>	
Private company limited by guarantee without share capital	<input type="checkbox"/>	
Private company limited by shares exempt under section 30	<input type="checkbox"/>	
Private company limited by guarantee exempt under section 30	<input type="checkbox"/>	
Private unlimited company with share capital	<input type="checkbox"/>	
Private unlimited company without share capital	<input type="checkbox"/>	

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	MR	*Honours etc	
	Forename(s)	ANDREW RAYMOND		
	Surname	AVANN		
* Voluntary details.	Previous forename(s)			
	Previous surname(s)			
Address	FARTHINGS			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	11 BELL COURT			
	Post town	HURLEY		
	County / Region	BERKS.	Postcode	SL6 5NA
	Country			

Directors (see notes 1 to 5)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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

Name	* Style / Title	MR		
		Day	Month	Year
	* Honours etc	Date of birth		
		07	10	1942
	Forename(s)	ROY ALFRED WALLACE		
	Surname	GARDNER		
	Previous forename(s)			
	Previous surname(s)			
Address	THE HILL, ORCHARD WAY			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	WARNINGLID		
	County / Region	Postcode		
	Country	Nationality	BRITISH	
Business occupation	COMPANY DIRECTOR			
Other directorships	See attached list			

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	MR.		
		Day	Month	Year
	* Honours etc	Date of birth		
		15	10	1947
	Forename(s)	NIGEL EDWARD		
	Surname	PRIMROSE		
	Previous forename(s)			
	Previous surname			
Address	HOTH COTTAGE, DANEGATE			
	ERIDGE GREEN			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	TUNBRIDGE WELLS		
	County / Region	KENT	Postcode	
	Country			
Nationality	BRITISH			
Business occupation	COMPANY DIRECTOR			
Other directorships	See attached list			
Name	* Style / Title			
		Day	Month	Year
	* Honours etc	Date of birth		
	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname			
Address				
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town			
	County / Region		Postcode	
	Country			
Nationality				
Business occupation				
Other directorships				

* Voluntary details.

Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

10 MUSIC LIMITED

ANGUS MCKENZIE PROPERTIES LIMITED

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given.

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

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

BARGE STUDIOS LIMITED

BINIBELLA LIMITED

BLACKSHEEP LIMITED

BLANC RESTAURANTS 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.

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.

CABLE INVESTMENTS LIMITED

CAIRLINE LIMITED

CANDIDOAK LIMITED

CANDIDSHAW LIMITED

CAROLINE INTERNATIONAL LIMITED

CHARISMA RECORDS LIMITED

CINEMA HOLDINGS LIMITED

CINESPHERE LIMITED

CIRCA MUSIC LIMITED

CIRCA RECORDS LIMITED

CIRCA VISION LIMITED

Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

CLASSBOSS LIMITED

COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED

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CPV-TV HOLDINGS LIMITED

CPV-TV LIMITED

DESIGNCHASE LIMITED

DINDISC LIMITED

Other directorships.

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DINSONG LIMITED

EAST OF ENGLAND TELEVISION LIMITED

EVENT PUBLISHING LIMITED

FAMOUS CHARISMA LABEL LIMITED

FRANESS LIMITED

FREECITY LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GLOBAL CIRCUMNAVIGATION LIMITED

GREATER LONDON TELEVISION LIMITED

HEALTHCARE FOUNDATION (MARKETING) LIMITED

Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

HEAVEN LIMITED

HENCELYN LIMITED

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LAWRIE DEVELOPMENTS LIMITED

MANOR MOBILE LIMITED

MANOR STUDIOS LIMITED

METCROFT LIMITED

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MINESPHERE LIMITED

MUSIC BOX LIMITED

NECKER ISLAND (BVI) LIMITED

NEW MEDIA SOLUTIONS LIMITED

NEWMART LIMITED

OLYMPIC SOUND STUDIOS LIMITED

ORTOLAN PRODUCTIONS LIMITED

OSMOTICS LIMITED

RAPIDO TV LIMITED

RODNEY FITCH AND COMPANY LIMITED

ROOF GARDENS INC.

Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

ROSETAPE LIMITED

SHOWROUTE LIMITED

SLOUGH MOVIE CENTRE LIMITED

SOUTH OF ENGLAND TELEVISION LIMITED

SPEED 3961 LIMITED

SPEED 5339 LIMITED

STELARIVER LIMITED

STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

STORM MODEL MANAGEMENT LIMITED

SYNTHAXE LIMITED

TEN RECORDS LIMITED

THE HEALTHCARE FOUNDATION

THE LOTTERY FOUNDATION

THE PROJECT CONSULTANCY LIMITED

THE TELEPHONE JUKEBOX COMPANY LIMITED

THE VIRGIN COLA COMPANY LIMITED

THE VIRGIN HEALTHCARE FOUNDATION LIMITED

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Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

THE VIRGIN TRADING COMPANY LIMITED

TOWN HOUSE STUDIOS LIMITED

U K 2000 LIMITED

UK LOTTERIES LIMITED

V.C. RECORDS LIMITED

V2 MUSIC GROUP LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

VINTAGE AIR TOURS, INC.

VINTAGE AIRLINES LIMITED

VIRGIN AERONAUTICS LIMITED

VIRGIN AEROSTATION LIMITED

VIRGIN AGENCY LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

VIRGIN AVIATION SERVICES LIMITED

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Other relevant directorships

Company Number

2235371

Company Name

VIRGIN AIRWAYS LIMITED

Directors Name

BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BRIDE LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CINEMA PROPERTIES LIMITED

VIRGIN CINEMAS GROUP LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN CLASSICS LIMITED

VIRGIN CLUBS LIMITED

VIRGIN COMMUNICATIONS LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN DIGITAL STUDIOS INTERNATIONAL LIMITED

VIRGIN DIGITAL STUDIOS LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

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Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN ENTERPRISES LIMITED

VIRGIN ENTERTAINMENT GROUP LIMITED

VIRGIN ENTERTAINMENT GROUP LIMITED

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN EXPRESS LIMITED

VIRGIN FLYER LIMITED

VIRGIN GROUP LIMITED

VIRGIN HOTELS GROUP LIMITED

VIRGIN HOTELS LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT LTD

VIRGIN INTERACTIVE VENTURES LIMITED

VIRGIN LIMITED

VIRGIN MANAGEMENT LIMITED

VIRGIN MEGAPHONE LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

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Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN MERCHANDISING LIMITED

VIRGIN MUSIC (PUBLISHERS) LIMITED

VIRGIN MUSIC GROUP LIMITED

VIRGIN OVERSEAS LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN PUBLISHING LIMITED

VIRGIN PUBS LIMITED

VIRGIN RAILWAYS LIMITED

VIRGIN RECORDS LIMITED

VIRGIN RETAIL EUROPE HOLDINGS LIMITED

VIRGIN RETAIL GROUP LIMITED

VIRGIN RETAIL LIMITED

VIRGIN SCHOOL OF PERFORMING ARTS LIMITED

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN SPRING LIMITED

VIRGIN STUDIOS LIMITED

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Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN T.V. PRODUCTIONS LIMITED

VIRGIN TELEVISION INVESTMENTS LIMITED

VIRGIN TELEVISION LIMITED

VIRGIN TRACKS LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VOUCHERS LIMITED

VIRGIN VOYAGER LIMITED

VIRGIN WATER LIMITED

VIROTHERM LABORATORIES LIMITED

VOLTAPLACE LIMITED

VOYAGER GROUP LIMITED

VOYAGER INVESTMENTS LIMITED

W H ALLEN & CO. PLC

WINCHESTER HOLDINGS LIMITED

WORDGLASS LIMITED

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Other directorships.

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

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name GARDNER ROY ALFRED WALLACE

† Directors only.

† Other directorships

FRANESS LIMITED

SHOWROUTE LIMITED

NOTES

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VIRGIN AERONAUTICS LIMITED

VIRGIN AVIATION SERVICES LIMITED

VOYAGER GROUP LIMITED

Other directorships.

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Other relevant directorships

Company Number 2235371

Company Name VIRGIN AIRWAYS LIMITED

Directors Name PRIMROSE NIGEL EDWARD

† Directors only.

† Other directorships

AIR CARGO PARTNERS LIMITED

FRANESS LIMITED

NOTES

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G.S.A. WORLDWIDE LIMITED

SHOWROUTE LIMITED

VIRGIN AERONAUTICS LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

Other directorships.

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VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN AVIATION SERVICES LIMITED

VOYAGER GROUP LIMITED

Issued share capital *(see note 9)*
 Enter details of all the shares in issue at the date of this return.

Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share)</i>
£1 ORDINARY	100	£ 100.00
Totals	100	£ 100.00

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

† Please delete as appropriate.

† a ~~director~~/secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.

This return includes continuation sheets.
(enter number)

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.

MR. A.R. AVANN,	
Tel	
DX number	DX exchange



Please complete in typescript,
or in bold black capitals.

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

Company Number

2235371

Company Name in full

VIRGIN AIRWAYS 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
RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11	£1 Ordinary 1			
VIRGIN ATLANTIC AIRWAYS LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	£1 Ordinary 99			