

Please complete in typescript, or in bold black capitals.

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Co	mpany Number	30662	92				
Compa	ny Name in full	SPEE	D 5024 L	IMITED	·		
* F363AD40	*		,				
		Day	Month	Year			
Date of this ret he information in this re	urn (See note 1) turn is made up to	31	12	1997			
Date of next ref	ur next return	Day	Month	Year			
o a date earlier than the first this return please shompanies House will at the appropriate time	now the date here. then send a form	31	12	1998			
Registered Off Show here the addres this return.	iC e (See note 3) s at the date o f	120 0	CAMPDEN	N HILL RO	AD		_
Any change of registered office	Post town	LON	OON				
must be notified on form 287.	County / Region		——————————————————————————————————————	<u></u>		 	
	Postcode	W8 7	AR				
Principal busit (See note 4) Show trade classificat for the principal activit	ion code number(s)		305				_
If the code number canr give a brief description o	not be determined, of principal activity.					 	=
		L				 	



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 for companies registered in England and Wales DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland

DX 235 E DX 235 Edinburgh

Register of members is registered office, state here	not kept at the			
	Post town			
	County / Region		Postcode	
Register of Debent	ture holders			
(See note 6) If there is a register of deber and it is not kept at the regis state here where it is kept.	nture holders stered office,			
	Post town			
	County / Region		Postcode	
Company type (See	note 7)			
Public limited company				
Private company limited by sha	ares	X		
Private company limited by gua share capital	arantee without			
Private company limited by sha section 30	ares exempt under	Pleas	se mark the appropriate box	
Private company limited by gua under section 30	arantee exempt			•
Private unlimited company with	n share capital			
Private unlimited company with	nout share capital			
Company Secreta	I FY (see notes 1-5)	Details of a new compar	ny secretary must be notifi	ed on form 288a.
(Please photocopy this area to provide details of joint	* Style / Title	MR	*Honours etc	
secretaries).	Forename(s)	ANDREW RAYMOND		
* Voluntary details.	Surname	AVANN		
-	vious forename(s)			
Pro	evious surname(s)			
Addre	ess	FARTHINGS		
Usual residential		11 BELL COURT		
address must be given. In the case of a	Post town	HURLEY		
corporation, give the registered or principal office address.	County / Region	BERKS.	Postcode	SL6 5NA
	Country			

Directors (see r Please list directo	notes 1 to ers in alp	5) habetical order.	Details of new directors	s must be notified on form	288a		
	lame	* Style / Title	MR		Day	Month	Year
		* Honours etc		Date of birth	18	07	1950
		Forename(s)	RICHARD CHARLES NICH	OLAS			
		Surname	BRANSON				
	Prev	rious forename(s)					
	Pre	vious surname(s)					
	Address	:	9 HOLLAND PARK				
Usual resident	tial						
address must be given. In the case	e of a	Post town	LONDON				
corporation, give registered or prin office address.	cipal	County / Region		Postcode	W11		
•		Country		Nationality	BRITI	SH	
I	Busines	s occupation	COMPANY DIRECTOR				
(Other di	irectorships	See attached list				
* Voluntary details.							
I	Name	* Style / Title	MR.		Day	Month	Year
		* Honours etc		Date of birth	07	10	1942
-		Forename(s)	ROY ALFRED WALLACE				
		Surname	GARDNER				
	Pre	vious forename(s)					
	Pre	evious surname(s)					
	Addres	•	THE HILL, ORCHARD WA	Y			
Usual residen	tial						
address must be given. In the case corporation, give	e of a	Post town	WARNINGLID				
corporation, give registered or pri office address.	ncipal	County / Region	SUSSEX	Postcode			
		Country		Nationality	BRIT	ISH	
	Busine	ss occupation	COMPANY DIRECTOR				
	Other o	lirectorships	See attached list				

Directors (see Please list directors	notes 1-5) ors in alp) ohabetical order		s must be notified on fo	rm 288	Ba.	
N	Name	* Style / Title	MR.		Da	y Month	Year
		* Honours etc		Date of birth	15	5 10	1947
		Foreneme(s)	NIGEL EDWARD				
		Surname	PRIMROSE				
	Pre	vious forename(s)					
	i	Previous surname					
	Address	S	HOTH COTTAGE, DANEG	ATE			
Usual resident	tial		ERIDGE GREEN				
address must b given. In the case	е	Post town	TUNBRIDGE WELLS				
corporation, give registered or prin	the	County / Region	KENT	Postco	de		
office address.	•	Country					
	Nationa	ılity	BRITISH				
!	Busines	ss occupation	COMPANY DIRECTOR				
•	Other d	lirectorships	See attached list				
	Name	* Style / Title] .	Da	ay Month	n Year
		* Honours etc		Date of birth			
		Forename(s)					
		Surname					
·	Pre	evious forename(s)					
		Previous surname					
	A .1.1						
	Addres	55		·			
Usual resident address must l	ne.	PM					
given. In the cas corporation, give registered or pri office address.	se of a	Post town		Posts			
registered or pri office address.	ncipal	County / Region		Postco	Jue _		
		Country					
	Nation	_					
		ess occupation			···		
	Otner (directorships					
* Voluntary details.							

Page 3, Continuation sheet

Other relevant directorships Company Number 3066292 SPEED 5024 LIMITED **Company Name BRANSON RICHARD CHARLES NICHOLAS Directors Name** AIR CARGO PARTNERS LIMITED † Other directorships † Directors only. BINIBELLA LIMITED NOTES **BLACKSHEEP 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. **BLANC RESTAURANTS 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. COUNCIL OF MANAGEMENT OF CHARITY PROJECTS 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 **CPV-TV HOLDINGS LIMITED** Other directorships. **CPV-TV 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. **DESIGNCHASE 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 FRANESS LIMITED - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent G.S.A. WORLDWIDE LIMITED company. HEALTHCARE FOUNDATION (MARKETING) LIMITED **HEAVEN LIMITED LONDON BRONCOS LIMITED** METCROFT LIMITED NECKER ISLAND (BVI) LIMITED RAPIDO TV LIMITED

RODNEY FITCH AND COMPANY LIMITED

Other relevant directorships Company Number 3066292 SPEED 5024 LIMITED **Company Name Directors Name BRANSON RICHARD CHARLES NICHOLAS** ROOF GARDENS INC. † Other directorships † Directors only. ROSETAPE 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. SPEED 3961 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 STORM MODEL MANAGEMENT INTERNATIONAL 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 STORM MODEL MANAGEMENT LIMITED Other directorships. SYNTHAXE 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. THE LOTTERY FOUNDATION 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 THE VIRGIN CLOTHING COMPANY LIMITED a parent company which wholly owned the company making the return, or another wholly owned subsidiary of the same parent THE VIRGIN COLA COMPANY LIMITED company. THE VIRGIN HEALTHCARE FOUNDATION LIMITED TICKSIDE COMMUNICATIONS LIMITED U K 2000 LIMITED **UK LOTTERIES LIMITED** V2 MUSIC (HOLDINGS) LIMITED V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

	Other relevant directorships
Company Number	3066292
Company Name	SPEED 5024 LIMITED
Directors Name	BRANSON RICHARD CHARLES NICHOLAS
† Directors only. † Other directorships	VDL HOLDINGS LIMITED
	VIRGIN AERONAUTICS LIMITED
NOTES	VIDON AFROCIATION 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.	VIRGIN AEROSTATION LIMITED
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 AIRSHIP AND BALLOON COMPANY 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 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 AVIATION SERVICES LIMITED
Other directorships.	VIRGIN DIRECT (2) LIMITED
Give the name of every company incorporated in Great	
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	VIRGIN DIRECT LIFE LIMITED
concerned was a director, was	VIRGIN DIRECT 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 PERSONAL FINANCIAL SERVICE LIMITED
	VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED
	VIRGIN ENTERTAINMENT ASIA LIMITED
	VIRGIN ENTERTAINMENT EUROPE LIMITED
·	VIRGIN EXECUTIVE AVIATION LIMITED
	VIRGIN EXECUTIVE JETS LIMITED

	Other relevant directorships				
Company Number	3066292				
Company Name	SPEED 5024 LIMITED				
Directors Name	BRANSON RICHARD CHARLES NICHOLAS				
† Directors only. † Other directorships	VIRGIN EXPRESS INVESTMENTS LIMITED VIRGIN HELICOPTERS 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 INTERACTIVE 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.	VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED				
- for names not used since the age of 18 or for at least 20 years	VIRGIN INTERACTIVE ENTERTAINMENT LTD				
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 NET 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 LIMITED				
- dormant - a parent company which wholly owned the company making the return, or	VIRGIN SPIRITS LIMITED				
- another wholly owned subsidiary of the same parent company.	VIRGIN TELEVISION INVESTMENTS LIMITED				
	VIRGIN VIE LIMITED				
	VIROTHERM LABORATORIES LIMITED				
	VOYAGER GROUP LIMITED				
	VOYAGER INVESTMENTS LIMITED				

	Other relevant directorships					
Company Number	3066292					
Company Name	SPEED 5024 LIMITED					
Directors Name	GARDNER ROY ALFRED WALLACE					
† Directors only. † Other directorships	FRANESS LIMITED					
	SHOWROUTE LIMITED					
NOTES	VIDON AFRONALTICS HAITED	_ _				
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 AERONAUTICS 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 ATLANTIC CONSOL LIMITED					
for names not used since the age of 18 or for at least 20 years	VIRGIN AVIATION SERVICES LIMITED	\neg				
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.	VOYAGER GROUP LIMITED					
Other directorships.		\neg				
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						
- domant						
- 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	3066292
Company Name	SPEED 5024 LIMITED
Directors Name	PRIMROSE NIGEL EDWARD
† Directors only. † Other directorships	AIR CARGO PARTNERS LIMITED
	FRANESS LIMITED
NOTES	
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.	G.S.A. WORLDWIDE 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.	SHOWROUTE LIMITED
- for names not used since the age of 18 or for at least 20 years	VIRGIN AERONAUTICS 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 AIRSHIP AND BALLOON COMPANY LIMITED
Other directorships.	VIRGIN ATLANTIC CONSOL 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	VOYAGER GROUP LIMITED
 a parent company which wholly owned the company making the return, or 	
another wholly owned subsidiary of the same parent company.	
	·

Issued share capital (see note 9) Enter details of all the shares in issue at the date of this return.	(e.g. Ordinary/Preference)	shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)				
	£1 ORDINARY	2	£ 2.00				
·							
	Totals	.2	£ 2.00				
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	There were no changes	in the period	•				
returns. (see note 10)		on paper	in another format				
(coo note not)	A list of changes is enclosed						
	A full list of members is enclosed X						
Elective resolutions (Private companies only) (See note 11)	If at the date of this retu	to dispense with s, mark this box					
	If at the date of this retu laying acco	rn an election is in force ounts in general meeting	to dispense with s, mark this box				
Certificate	I certify that the information knowledge and belief.	tion given in this return is	s true to the best of my				
Signed	an	Date	6 Sanoy 1998				
† Please delete as appropriate.	† a director/secretary		<u> </u>				
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	s (enter number)	ntinuation sheets.				
Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should	MR. A.R. AVANN, THE OFFICE, C	RAWLEY BUSINESS QUARTER, MA	ANOR ROYAL, CRAWLEY, RH10 2NU				
contact if there is any query.		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	3066292						
Company Name in full	SPEED 5024 LIMITED						
	or amount of the date of the las stock held by first return, since existing members company) by		shares or stock transferred since last return (or in the case of the ce the incorporation of the no are still members, and no have ceased to be members.				
Name and address	Number or amount currently held	Number or Dat amount regist Transferred of tra	e of ration nsfer Remarks				
RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11	£1 Ordinary						
VIRGIN TRAVEL GROUP LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	£1 Ordinary						