



**BLUEPRINT**  
Company Secretary

Please complete in typescript,  
or in bold black capitals.

CHFP055

BULK LIST

0375984/15

**363a**

## Annual Return

**Company Number** 229231

**Company Name in full** EMI Group plc

### Date of this return

The information in this return is made up to

| Day |   | Month |   | Year |   |   |   |
|-----|---|-------|---|------|---|---|---|
| 1   | 0 | 0     | 8 | 2    | 0 | 0 | 3 |

### Date of next return

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 |  |  |  |
|-----|--|-------|--|------|--|--|--|
|     |  |       |  |      |  |  |  |

### Registered Office

Show here the address at the date of  
this return.

27 Wrights Lane

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

Post town London

County / Region

UK Postcode W8 5SW

### Principal business activities

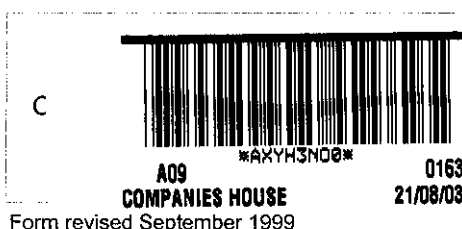
Show trade classification code number(s)  
for the principal activity or activities.

7484

7415

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

Parent company



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

**Companies House, Crown Way, Cardiff, CF14 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

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

Lloyds TSB Registrars

The Causeway

Post town Worthing

County / Region West Sussex

UK Postcode BN99 6DA

## Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

## Company type

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 tick the appropriate box

## Company Secretary

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

Forename(s) Charles Patrick

\* Voluntary details.

Surname ASHCROFT

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Address

53 Cardross Street,

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town LONDON

County / Region

UK Postcode W6 0DP

Country

## Directors

Please list directors in alphabetical order.

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

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Name \* Style / Title \_\_\_\_\_

Day Month Year  
Date of birth 2 1 0 7 1 9 4 1

Forename(s) Martin Neal

Surname BANDIER

Address

P O Box 2190

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Southampton

Post town New York

County / Region New York

UK Postcode NY 11969

Country United States

Nationality US citizen

Business occupation Chief Executive Officer, EMI Music Publishing

\* Voluntary details.

Name \* Style / Title Sir

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year  
Date of birth 1 2 0 5 1 9 4 0

Forename(s) Nicholas Dominic

Surname CADBURY

Address

183 Euston Road

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town London

County / Region

UK Postcode NW1 2BE

Country England

Nationality British

Business occupation Chairman, Wellcome Trust

**Issued share capital**

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, or total amount of stock)

Ordinary shares of 14p each

788,597,933

£110,403,710.620

Totals

788,597,933

£110,403,710.620 ✓

**List of past and present shareholders**

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

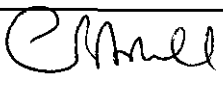
☐
☐

A full list of shareholders is enclosed

☐
☒
**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

15.8.03

† 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

4

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.

C L Christian, Deputy Secretary, EMI Group plc, 27 Wrights Lane,

London W8 5SW

Tel

020 7795 7317

DX number

DX exchange

**Directors** (Continued)

Please list directors in alphabetical order.

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

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

|                |                            |                    |       |      |   |             |          |   |   |
|----------------|----------------------------|--------------------|-------|------|---|-------------|----------|---|---|
| <b>Name</b>    | * Style / Title            | Dr                 |       |      |   |             |          |   |   |
|                |                            | Day                | Month | Year |   |             |          |   |   |
|                | Date of birth              | 2                  | 1     | 0    | 3 | 1           | 9        | 3 | 4 |
|                | Forename(s)                | Harald             |       |      |   |             |          |   |   |
|                | Surname                    | EINSMANN           |       |      |   |             |          |   |   |
|                |                            |                    |       |      |   |             |          |   |   |
| <b>Address</b> |                            | 43 Chester Square  |       |      |   |             |          |   |   |
|                |                            |                    |       |      |   |             |          |   |   |
|                | Post town                  | LONDON             |       |      |   |             |          |   |   |
|                | County / Region            |                    |       |      |   | UK Postcode | SW1W 9EA |   |   |
|                | Country                    |                    |       |      |   | Nationality | GERMAN ✓ |   |   |
|                | <b>Business occupation</b> | Company Director ✓ |       |      |   |             |          |   |   |

\* Voluntary details.

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

|                |                            |                     |       |      |   |             |              |   |   |
|----------------|----------------------------|---------------------|-------|------|---|-------------|--------------|---|---|
| <b>Name</b>    | * Style / Title            |                     |       |      |   |             |              |   |   |
|                |                            | Day                 | Month | Year |   |             |              |   |   |
|                | Date of birth              | 1                   | 6     | 0    | 6 | 1           | 9            | 4 | 8 |
|                | Forename(s)                | Roger Conant        |       |      |   |             |              |   |   |
|                | Surname                    | Faxon               |       |      |   |             |              |   |   |
|                |                            |                     |       |      |   |             |              |   |   |
| <b>Address</b> |                            | 56 East 66th Street |       |      |   |             |              |   |   |
|                |                            | Apartment 5A & B    |       |      |   |             |              |   |   |
|                | Post town                  | New York            |       |      |   |             |              |   |   |
|                | County / Region            |                     |       |      |   | UK Postcode | NY 10021     |   |   |
|                | Country                    | USA                 |       |      |   | Nationality | US citizen ✓ |   |   |
|                | <b>Business occupation</b> | Company Director ✓  |       |      |   |             |              |   |   |

**Directors** (Continued)

Please list directors in alphabetical order.

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

|                                                                                                                                                   |                 |                      |       |      |   |             |   |            |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------|-------|------|---|-------------|---|------------|---|
| <b>Name</b>                                                                                                                                       | * Style / Title |                      |       |      |   |             |   |            |   |
| <b>Directors</b> In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.                      |                 |                      |       |      |   |             |   |            |   |
| Date of birth                                                                                                                                     |                 | Day                  | Month | Year |   |             |   |            |   |
|                                                                                                                                                   |                 | 0                    | 9     | 0    | 3 | 1           | 9 | 3          | 9 |
| Forename(s)                                                                                                                                       |                 | Peter Andrew         |       |      |   |             |   |            |   |
| Surname                                                                                                                                           |                 | GEORGESCU            |       |      |   |             |   |            |   |
| Address                                                                                                                                           |                 | 435 East 52nd Street |       |      |   |             |   |            |   |
| <b>Usual residential address</b> must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address. |                 |                      |       |      |   |             |   |            |   |
| Post town                                                                                                                                         |                 | New York             |       |      |   |             |   |            |   |
| County / Region                                                                                                                                   |                 |                      |       |      |   | UK Postcode |   | NY 10022   |   |
| Country                                                                                                                                           |                 | USA                  |       |      |   | Nationality |   | US citizen |   |
| Business occupation                                                                                                                               |                 | Chairman Emeritus    |       |      |   |             |   |            |   |

\* Voluntary details.

|                                                                                                                                                   |                 |                             |       |      |   |             |   |         |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------------|-------|------|---|-------------|---|---------|---|
| <b>Name</b>                                                                                                                                       | * Style / Title |                             |       |      |   |             |   |         |   |
| <b>Directors</b> In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.                      |                 |                             |       |      |   |             |   |         |   |
| Date of birth                                                                                                                                     |                 | Day                         | Month | Year |   |             |   |         |   |
|                                                                                                                                                   |                 | 1                           | 9     | 1    | 2 | 1           | 9 | 4       | 6 |
| Forename(s)                                                                                                                                       |                 | Alain Michel Joseph Isidore |       |      |   |             |   |         |   |
| Surname                                                                                                                                           |                 | Levy                        |       |      |   |             |   |         |   |
| Address                                                                                                                                           |                 | 23 Ilchester Place          |       |      |   |             |   |         |   |
| <b>Usual residential address</b> must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address. |                 |                             |       |      |   |             |   |         |   |
| Post town                                                                                                                                         |                 | London                      |       |      |   |             |   |         |   |
| County / Region                                                                                                                                   |                 |                             |       |      |   | UK Postcode |   | W14 8AA |   |
| Country                                                                                                                                           |                 | England                     |       |      |   | Nationality |   | French  |   |
| Business occupation                                                                                                                               |                 | Company Director            |       |      |   |             |   |         |   |

**Directors** (Continued)

Please list directors in alphabetical order.

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

Name \* Style / Title \_\_\_\_\_

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth  
Day Month Year  
2 3 0 3 1 9 3 7

Forename(s) David Jay

Surname Londoner

Address

169 East 69th Street

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town New York

County / Region UK Postcode NY 10021

Country USA Nationality US citizen/

Business occupation Sole General Partner

\* Voluntary details.

Name \* Style / Title \_\_\_\_\_

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth  
Day Month Year  
0 5 0 8 1 9 5 0

Forename(s) Eric Luciano

Surname NICOLI

Address

Woodstock House

London Road

Sunningdale

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town Ascot

County / Region Berkshire UK Postcode SL5 0JN

Country Nationality British

Business occupation Chairman, EMI Group plc

**Directors** (Continued)

Please list directors in alphabetical order.

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

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Name \* Style / Title | Miss

Date of birth | Day | Month | Year |  
| 2 | 3 | 0 | 5 | 1 | 9 | 5 | 7 |

Forename(s) | Kathleen Anne

Surname | O'DONOVAN

**Address**

| 3c Cintra Park

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

| Upper Norwood

Post town | London

County / Region | UK Postcode | SE19 2LH

Country | England | Nationality | British

Business occupation | Company Director

\* Voluntary details.

Name \* Style / Title |

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Date of birth | Day | Month | Year |  
| | | | | | | |

Forename(s) |

Surname |

**Address**

**Usual residential address** must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town |

County / Region | UK Postcode |

Country | Nationality |

Business occupation |

**EMI Group plc: 2002/03****Company Names by Country in Alphabetical Order**

- Percentages in square brackets represent the percentage owned by the Group, in proportion to the percentage it holds in the owning company

|                                                                    | Country of Incorporation |
|--------------------------------------------------------------------|--------------------------|
| EMI MELOGRAF SA                                                    | Argentina                |
| EMI ODEON SAIC                                                     | Argentina                |
| ALLANS MUSIC AUSTRALIA PTY LTD                                     | Australia                |
| BELINDA MUSIC (AUSTRALIA) PTY LTD                                  | Australia                |
| D. DAVIS & CO. PTY LTD                                             | Australia                |
| EMI CATALOGUE PARTNERSHIP AUSTRALIA PTY LTD                        | Australia                |
| EMI GROUP (AUSTRALIA) HOLDINGS PTY LTD                             | Australia                |
| EMI GROUP SUPERANNUATION FUND                                      | Australia                |
| EMI MUSIC AUSTRALIA PTY LTD                                        | Australia                |
| EMI MUSIC PUBLISHING PTY LTD                                       | Australia                |
| EMI MUSIC SERVICES PTY LTD                                         | Australia                |
| EMI SONGS AUSTRALIA PTY LTD                                        | Australia                |
| EMI VIRGIN MUSIC PUBLISHING PTY LTD                                | Australia                |
| ENTERTAINMENT DISTRIBUTORS COMPANY PTY LTD – 33.3%                 | Australia                |
| TM MUSIC (AUSTRALIA) PTY LTD – 50%                                 | Australia                |
| VIRGIN MUSIC GROUP (AUSTRALIA) HOLDINGS PTY LTD                    | Australia                |
| VIRGIN MUSIC GROUP (AUSTRALIA) PTY LTD                             | Australia                |
| VIRGIN RECORDS AUSTRALIA PTY LTD                                   | Australia                |
| EMI AUSTRIA GESMBH                                                 | Austria                  |
| EMI STARSONGS MUSIKVERLAGS GESMBH                                  | Austria                  |
| A & S PRODUCTIONS BVBA                                             | Belgium                  |
| ANTLER-SUBWAY RECORDS NV                                           | Belgium                  |
| BE'S SONGS NV                                                      | Belgium                  |
| EMI GROUP BELGIUM NV                                               | Belgium                  |
| EMI MUSIC PUBLISHING (BELGIUM) NV                                  | Belgium                  |
| EMI MUSIC SERVICES BELGIUM NV                                      | Belgium                  |
| EMI SONGS BELGIUM NV                                               | Belgium                  |
| EMI VIRGIN MUSIC PUBLISHING BELGIUM NV                             | Belgium                  |
| PLAY THAT BEAT BVBA                                                | Belgium                  |
| ROVER MUSIC NV                                                     | Belgium                  |
| VIRGIN MUSIC BELGIUM NV                                            | Belgium                  |
| EDIÇÕES MUSICAIS TAPAJÓS LTDA                                      | Brazil                   |
| EMI MUSIC BRASIL LTDA                                              | Brazil                   |
| EMI SONGS DO BRASIL EDIÇÕES MUSICAIS LTDA                          | Brazil                   |
| FONOBRAZ DISTRIBUIDORA FONOGRÁFICA BRASILEIRA LTDA (DORMANT) – 50% | Brazil                   |
| 831205 ONTARIO INC.                                                | Canada                   |
| EMI APRIL MUSIC (CANADA) LTD                                       | Canada                   |
| EMI BLACKWOOD MUSIC (CANADA) LTD                                   | Canada                   |
| EMI GROUP CANADA INC.                                              | Canada                   |
| EMI GROUP HOLDINGS CANADA LTD                                      | Canada                   |
| EMI MUSIC PUBLISHING CHILE SA                                      | Chile                    |
| EMI ODEON CHILENA SA                                               | Chile                    |
| EMI MUSIC COLOMBIA SA                                              | Colombia                 |
| EMI CZECH REPUBLIC SRO                                             | Czech Republic           |
| EMI MUSIC PUBLISHING CESKA REPUBLIKA AS                            | Czech Republic           |
| MUTE CZECHOSLOVAKIA SPOL SRO                                       | Czech Republic           |
| REFLEX RECORDS SRO                                                 | Czech Republic           |
| EMI GROUP DENMARK A/S                                              | Denmark                  |
| EMI MUSIC DENMARK A/S                                              | Denmark                  |
| EMI MUSIC PUBLISHING APS                                           | Denmark                  |
| EMI-CASADIDA MUSIC PUBLISHING APS                                  | Denmark                  |
| GRAMMOFONSELSKABS DISTRIBUTIONS CENTRALEN A/S – 30%                | Denmark                  |
| NOW MUSIC I/S – 36.5%                                              | Denmark                  |

|                                                                 |         |
|-----------------------------------------------------------------|---------|
| ODEON MUSIC SA (DORMANT)                                        | Ecuador |
| RELAX IN EGYPT LTD – 60%                                        | Egypt   |
| ABBAY ROAD STUDIOS LTD (DORMANT)                                | England |
| ACTON GREEN MUSIC LTD                                           | England |
| ADMINISTRATION INTERNATIONAL LTD                                | England |
| AND SON MUSIC LTD                                               | England |
| ANGUS MCKENZIE PROPERTIES LTD (DORMANT)                         | England |
| ARCADIA 99 LTD – [51%]                                          | England |
| ARDMORE & BEECHWOOD LTD                                         | England |
| ASSOCIATED VIRGIN RECORD LABELS LTD (DORMANT)                   | England |
| B. FELDMAN & CO. LTD                                            | England |
| BARDELL SMITH PUBLISHING LTD                                    | England |
| BERRY MUSIC CO. LTD (DORMANT)                                   | England |
| BIG BEN MUSIC LTD                                               | England |
| BIOT MUSIC LTD (DORMANT)                                        | England |
| BOX AND COX PUBLICATIONS LTD – [44.4%]                          | England |
| BRITISH LION MUSIC LTD – 44.4%                                  | England |
| BRITISH SEALED BEAMS LTD (DORMANT) – 40%                        | England |
| CHARISMA RECORDS LTD (DORMANT)                                  | England |
| CHRYSLIS RECORDS INTERNATIONAL LTD (DORMANT)                    | England |
| CHRYSLIS RECORDS LTD                                            | England |
| CINDERELLA MUSIC LTD (DORMANT)                                  | England |
| CIRCA DRTV LTD (DORMANT)                                        | England |
| CIRCA MUSIC LTD                                                 | England |
| CIRCA RECORDS LTD (DORMANT)                                     | England |
| COMPLIANT SOFTWARE LTD (DORMANT)                                | England |
| DELABEL MUSIC PUBLISHING (UK) LTD                               | England |
| DGI LIBRARY LTD – 60%                                           | England |
| DINDISC LTD (DORMANT)                                           | England |
| DINSONG LTD (DORMANT)                                           | England |
| DIX LTD (DORMANT)                                               | England |
| DONNA MUSIC LTD (DORMANT)                                       | England |
| ELECTRIC AND MUSICAL INDUSTRIES LTD (DORMANT)                   | England |
| EMI 10 MUSIC LTD                                                | England |
| EMI CATALOGUE INVESTMENTS HOLLAND LTD                           | England |
| EMI COPYRIGHT HOLDINGS LTD (DORMANT)                            | England |
| EMI FILM & THEATRE MUSIC LTD                                    | England |
| EMI GLOBAL LTD (DORMANT)                                        | England |
| EMI GROUP (MPR) LTD (NON-TRADING)                               | England |
| EMI GROUP (S&E) LTD                                             | England |
| EMI GROUP AMERICA FINANCE LTD                                   | England |
| EMI GROUP DANISH INVESTMENTS LTD                                | England |
| EMI GROUP ELECTRONICS LTD                                       | England |
| EMI GROUP FINANCE DENMARK LTD                                   | England |
| EMI GROUP FINANCE PLC                                           | England |
| EMI GROUP HAYES LTD (NON-TRADING)                               | England |
| EMI GROUP HOLDINGS (UK) LTD                                     | England |
| EMI GROUP INTERNATIONAL HOLDINGS LTD                            | England |
| EMI GROUP INVESTMENTS LTD (DORMANT)                             | England |
| EMI GROUP NOMINEES LTD (DORMANT)                                | England |
| EMI GROUP PENSION TRUSTEES LTD (DORMANT)                        | England |
| EMI GROUP PLC                                                   | England |
| EMI GROUP PROPERTIES LTD (DORMANT)                              | England |
| EMI GROUP SENIOR EXECUTIVE PENSION SCHEME TRUSTEE LTD (DORMANT) | England |
| EMI GROUP SENIOR EXECUTIVE PENSION TRUST LTD (DORMANT)          | England |
| EMI GROUP SITES LTD                                             | England |
| EMI GROUP WORLDWIDE LTD                                         | England |
| EMI HARMONIES LTD                                               | England |
| EMI LTD                                                         | England |
| EMI MELODIES LTD                                                | England |

|                                                     |         |
|-----------------------------------------------------|---------|
| EMI MILLS MUSIC LTD (DORMANT)                       | England |
| EMI MULTIMOOD MUSIC LTD (DORMANT)                   | England |
| EMI MUSIC INTERNATIONAL SERVICES LTD                | England |
| EMI MUSIC LTD (DORMANT)                             | England |
| EMI MUSIC PUBLISHING EUROPE LTD (DORMANT)           | England |
| EMI MUSIC PUBLISHING LTD                            | England |
| EMI NOMINEES LTD (DORMANT)                          | England |
| EMI OVERSEAS HOLDINGS LTD                           | England |
| EMI PARADISE MUSIC LTD – 50%                        | England |
| EMI RECORDS LTD                                     | England |
| EMI RECORDS PROCUREMENT SERVICES LTD (DORMANT)      | England |
| EMI SONGS INVESTMENTS HOLLAND LTD                   | England |
| EMI SONGS LTD                                       | England |
| EMI TRUSTS LTD (DORMANT)                            | England |
| EMI TUNES LTD                                       | England |
| EMI UK HOLDINGS                                     | England |
| EMI UNITED PARTNERSHIP LTD                          | England |
| EMI VIRGIN MUSIC LTD                                | England |
| EMIG 1 LTD (DORMANT)                                | England |
| EMIG 2 LTD (DORMANT)                                | England |
| EMIG 4 LTD                                          | England |
| EMIG 5 LTD (DORMANT)                                | England |
| EMIG 6 LTD                                          | England |
| ENSIGN RECORDS LTD (DORMANT)                        | England |
| EROS MUSIC SYSTEMS LTD (IN LIQUIDATION) – 33.3%     | England |
| FAMOUS CHARISMA LABEL LTD (DORMANT)                 | England |
| FOOD LTD (DORMANT)                                  | England |
| FRANCIS DAY & HUNTER LTD                            | England |
| GENERAL MUSIC UK LTD                                | England |
| GLOUCESTER PLACE MUSIC LTD                          | England |
| HERMUSIC LTD – 40%                                  | England |
| HIT & RUN MUSIC (PUBLISHING) LTD – 51%              | England |
| IMET (21) LTD (DORMANT)                             | England |
| INSIGHT MUSIC LTD – 60%                             | England |
| IPSYS SOFTWARE PLC (IN RECEIVERSHIP) – 12%          | England |
| JOHN TAYLOR DUNFORD & CO. LTD (DORMANT)             | England |
| K.P.M. MUSIC LTD (DORMANT)                          | England |
| KEITH PROWSE MUSIC PUBLISHING COMPANY LTD (DORMANT) | England |
| KENNEDY STREET MUSIC LTD – 50%                      | England |
| LAMP CAPS LTD – 50%                                 | England |
| LAMP METALS LTD (NON-TRADING) – 50%                 | England |
| LAUREL MUSIC CO. LTD (DORMANT)                      | England |
| LAWRENCE WRIGHT MUSIC CO. LTD (DORMANT)             | England |
| LEISURE AND ENTERTAINMENT LTD (DORMANT)             | England |
| LORNA MUSIC COMPANY LTD (DORMANT)                   | England |
| MANCHESTER MUSIC LTD                                | England |
| MAWLAW 388 LTD – 83%                                | England |
| MAWLAW 430 LTD                                      | England |
| MERCURY MUSIC CO. LTD (DORMANT)                     | England |
| MOSS ROSE MUSIC LTD – 50%                           | England |
| MOTOR MUSIC LTD                                     | England |
| MUSIC FOR PLEASURE LTD (DORMANT)                    | England |
| MUSIC HOUSE (INTERNATIONAL) LTD                     | England |
| MUSICAL TIMES LTD (IN DISSOLUTION)                  | England |
| MUTE FILM LTD (IN DISSOLUTION)                      | England |
| MUTE LTD                                            | England |
| MUTE RECORDS LTD                                    | England |
| NISBET AND BECK MUSIC LTD                           | England |
| PEERS MUSIC LTD                                     | England |
| PONYBOND LTD (IN DISSOLUTION) – 75%                 | England |

|                                                   |         |
|---------------------------------------------------|---------|
| ROBBINS MUSIC CORPORATION LTD (DORMANT)           | England |
| SACRED HEART RECORDS LTD (DORMANT)                | England |
| SAM FOX PUBLISHING COMPANY (LONDON) LTD (DORMANT) | England |
| SCREEN GEMS-EMI MUSIC LTD (DORMANT)               | England |
| SIREN RECORDS LTD (DORMANT)                       | England |
| SYSTEMS SIMULATION LTD – 5%                       | England |
| TEN RECORDS LTD (DORMANT)                         | England |
| THE CHARISMA MUSIC PUBLISHING CO. LTD – [51%]     | England |
| THE IN GOOD COMPANY CO. LTD – 25%                 | England |
| THE PETER MAURICE MUSIC CO. LTD                   | England |
| THEMES INTERNATIONAL (MUSIC) LTD                  | England |
| THORN EMI LTD                                     | England |
| THORN MICROWAVE DEVICES LTD – 20%                 | England |
| TWINKLEFIELD LTD (IN DISSOLUTION)                 | England |
| V.C. RECORDS LTD (DORMANT)                        | England |
| VIRGIN EG RECORDS LTD (DORMANT)                   | England |
| VIRGIN MUSIC GROUP LTD                            | England |
| VIRGIN MUSIC LTD (DORMANT)                        | England |
| VIRGIN RECORD CLASSICS LTD (DORMANT)              | England |
| VIRGIN RECORDS LTD                                | England |
| VIRGIN RECORDS OVERSEAS LTD                       | England |
| VIRGIN STUDIOS LTD (DORMANT)                      | England |
| VRL 1 LTD                                         | England |
| VRL 2 LTD                                         | England |
| VRL 3 LTD                                         | England |
| VRL 4 LTD (DORMANT)                               | England |
| VRL 5 LTD (DORMANT)                               | England |
| VRL 6 LTD (DORMANT)                               | England |
| VRL 7 LTD (DORMANT)                               | England |
| VRL 8 LTD (DORMANT)                               | England |
| VRL 9 LTD (DORMANT)                               | England |
| WEASELBECK LTD (IN DISSOLUTION)                   | England |
| OY EMI FINLAND AB                                 | Finland |
| OY EMI GROUP FINLAND AB                           | Finland |
| PEC MUSIIKKITUKKU OY – 25%                        | Finland |
| POKO REKORDS OY                                   | Finland |
| BACK TO PARIS MUSIC SA                            | France  |
| CALL ME SARL                                      | France  |
| CELINE MUSIC SA                                   | France  |
| DELABEL EDITIONS SA                               | France  |
| EDITIONS CRÉCELLES SA – 99.8%                     | France  |
| EDITIONS ET PRODUCTIONS SIDONIE SA                | France  |
| EDITIONS MUSICALES HORTENSIA SA                   | France  |
| EMI CATALOGUE PARTNERSHIP FRANCE SA               | France  |
| EMI GROUP FRANCE SAS                              | France  |
| EMI GROUP SERVICES FRANCE SAS                     | France  |
| EMI MUSIC FRANCE SA                               | France  |
| EMI MUSIC PUBLISHING FRANCE SA                    | France  |
| EMI SONGS FRANCE SARL                             | France  |
| EMI VIRGIN MUSIC PUBLISHING FRANCE SA – 99.76%    | France  |
| ISABELLE MUSIQUE SARL                             | France  |
| SAVATIPITOI SARL                                  | France  |
| EDITION ACCORD MUSIKVERLAG GMBH & Co. KG          | Germany |
| EMI EPOS MUSIKVERLAG GMBH                         | Germany |
| EMI GENERAL MUSIC MUSIKVERLAG GMBH                | Germany |
| EMI GROUP BETEILIGUNGS GMBH                       | Germany |
| EMI GROUP GERMANY GMBH                            | Germany |
| EMI KICK MUSIKVERLAG GMBH & Co. KG                | Germany |
| EMI MMC MUSIKVERLAG GMBH & Co. KG                 | Germany |
| EMI MUSIC GERMANY GMBH & Co. KG                   | Germany |

|                                                      |           |
|------------------------------------------------------|-----------|
| EMI MUSIC PUBLISHING GERMANY GMBH & CO. KG           | Germany   |
| EMI NOBILE MUSIKVERLAG GMBH & CO. KG                 | Germany   |
| EMI PARTNERSHIP MUSIKVERLAG GMBH & CO. KG            | Germany   |
| EMI PHOENIX MUSIKVERLAG GMBH & CO. KG                | Germany   |
| EMI QUATTRO MUSIKVERLAG GMBH                         | Germany   |
| EMI SONGS MUSIKVERLAG GMBH & CO. KG                  | Germany   |
| EMI VIRGIN MUSIC PUBLISHING GERMANY GMBH & CO. KG    | Germany   |
| MUTE TONTRÄGER GMBH                                  | Germany   |
| SELECTED SOUND MUSIKVERLAG GMBH & CO. KG             | Germany   |
| EMI GREEK RECORDING INDUSTRY SA                      | Greece    |
| EMI MUSIC PUBLISHING GREECE LLC                      | Greece    |
| EMI SONGS MUSIC PUBLISHING GREECE LLC                | Greece    |
| EMI VIRGIN MUSIC PUBLISHING GREECE LLC               | Greece    |
| MINOS EMI SA – 90%                                   | Greece    |
| VIRGIN EPE                                           | Greece    |
| EMI GROUP EBT (GUERNSEY) LTD                         | Guernsey  |
| DICKSON MUSIC INDUSTRIES LTD – 40%                   | Hong Kong |
| EMI (HONG KONG) LTD (DORMANT)                        | Hong Kong |
| EMI GROUP HONG KONG LTD                              | Hong Kong |
| EMI MUSIC PUBLISHING (SOUTH EAST ASIA) LTD (DORMANT) | Hong Kong |
| GOLD LABEL ENTERTAINMENT LTD – 99%                   | Hong Kong |
| GOLD LABEL MANAGEMENT LTD                            | Hong Kong |
| GOLD LABEL MUSIC LTD – 99%                           | Hong Kong |
| EMI ZENEI KFT                                        | Hungary   |
| EMI ZENEMUKIADO MAGYARORSZAG KFT                     | Hungary   |
| HANGTAR KFT – 33.3%                                  | Hungary   |
| SAREGAMA INDIA LTD – C. 8.8%                         | India     |
| VIRGIN RECORDS (INDIA) PVT LTD                       | India     |
| PT EMI INDONESIA – 95%                               | Indonesia |
| EMI (RECORD SHOPS) IRELAND LTD – 98%                 | Ireland   |
| EMI GROUP IRELAND LTD                                | Ireland   |
| EMI RECORDS (IRELAND) LTD – 98%                      | Ireland   |
| GRAMOPHONE COMPANY (IRELAND) LTD – 98%               | Ireland   |
| EMI MUSIC PUBLISHING (ISRAEL) LTD                    | Israel    |
| EMI CATALOGUE PARTNERSHIP ITALY SRL                  | Italy     |
| EMI FINANCIAL SERVICES SRL                           | Italy     |
| EMI GENERAL MUSIC SRL                                | Italy     |
| EMI MUSIC ITALY SPA                                  | Italy     |
| EMI MUSIC PUBLISHING ITALIA SRL                      | Italy     |
| EMI SONGS EDIZIONI MUSICALI SRL                      | Italy     |
| EMI VIRGIN MUSIC PUBLISHING ITALY SRL                | Italy     |
| 3-2-1 RECORDS CO. LTD – [27.5%]                      | Japan     |
| ALFA MUSIC PUBLISHING LTD – [55%]                    | Japan     |
| EMI MUSIC PUBLISHING JAPAN LTD                       | Japan     |
| FIVE STARS LTD – [22%]                               | Japan     |
| JAPAN DISTRIBUTION SYSTEM CO. LTD – [6.88%]          | Japan     |
| KT ENTERPRISE LTD – [19.25%]                         | Japan     |
| MELODY STAR RECORDS LTD – [52.25%]                   | Japan     |
| RADIOSONIC LTD – [38.5%]                             | Japan     |
| TOKYO PISTOL CO. LTD (DORMANT) – [55%]               | Japan     |
| TOSHIBA-EMI DESIGN OFFICE LTD – [55%]                | Japan     |
| TOSHIBA-EMI FAMILY CLUB LTD (DORMANT) – [55%]        | Japan     |
| TOSHIBA-EMI LTD – 55%                                | Japan     |
| TOSHIBA-EMI STUDIO LTD – [55%]                       | Japan     |
| VIRGIN MUSIC JAPAN LTD                               | Japan     |
| EMI GROUP HOLDINGS (JERSEY) LTD                      | Jersey    |
| EMI GROUP INVESTMENTS (JERSEY) LTD                   | Jersey    |
| RELAX IN LEBANON SAL – 49%                           | Lebanon   |
| EMI (MALAYSIA) SDN BHD                               | Malaysia  |
| EMI MUSIC PUBLISHING MALAYSIA SDN BHD                | Malaysia  |

|                                                       |                 |
|-------------------------------------------------------|-----------------|
| EMI TAPE (MALAYSIA) SDN BHD (DORMANT)                 | Malaysia        |
| WEB DISTRIBUTION SERVICES SDN BHD – 33.33%            | Malaysia        |
| BEECHWOOD DE MEXICO SA DE CV – 99.9                   | Mexico          |
| EMI MUSIC MEXICO SA DE CV – 99.9                      | Mexico          |
| EMI MUSICAL SA DE CV                                  | Mexico          |
| EMI RECORDED MUSIC SA DE CV                           | Mexico          |
| THORN INTERNATIONAL SA DE CV (DORMANT)                | Mexico          |
| AV MUSIC PUBLISHERS BV                                | Netherlands     |
| BV SCHALSTONE                                         | Netherlands     |
| DELTA HOLDINGS BV                                     | Netherlands     |
| DINO MUSIC BV – 75%                                   | Netherlands     |
| DINO MUSIC PUBLISHING BV – 75%                        | Netherlands     |
| DUTCHY PUBLISHING BV                                  | Netherlands     |
| EMI CATALOGUE PARTNERSHIP HOLLAND BV                  | Netherlands     |
| EMI COMPACT DISC (HOLLAND) BV                         | Netherlands     |
| EMI GROUP HOLDINGS BV                                 | Netherlands     |
| EMI GROUP INTERNATIONAL BV                            | Netherlands     |
| EMI GROUP INTERNATIONAL FINANCE BV                    | Netherlands     |
| EMI GROUP NETHERLANDS BV                              | Netherlands     |
| EMI MUSIC NETHERLANDS BV                              | Netherlands     |
| EMI MUSIC PUBLISHING (HOLLAND) BV                     | Netherlands     |
| EMI MUSIC SERVICES HOLLAND BV                         | Netherlands     |
| EMI SONGS HOLLAND BV                                  | Netherlands     |
| EMI VIRGIN MUSIC PUBLISHING HOLLAND BV                | Netherlands     |
| TRIDENT BV                                            | Netherlands     |
| VIRGIN MUSIC HOLLAND BV                               | Netherlands     |
| EMI MUSIC NEW ZEALAND LTD                             | New Zealand     |
| MUSIC DISTRIBUTION GROUP LTD – 50%                    | New Zealand     |
| ABSOLUTE MUSIC AS                                     | Norway          |
| EMI GROUP NORWAY AS                                   | Norway          |
| EMI MUSIC NORWAY AS                                   | Norway          |
| EMI MUSIC PUBLISHING NORWAY AS                        | Norway          |
| FROST MUSIC AS                                        | Norway          |
| NORSKE GRAM PUBLISHING AS                             | Norway          |
| EMI MUSIC (PERU) SA (DORMANT)                         | Peru            |
| EMI PHILIPPINES INC.                                  | Philippines     |
| DUZY DOM DYSTRYBUCYJNY DDD SP.ZOO – 33.3%             | Poland          |
| EMI MUSIC PUBLISHING POLSKA SP.ZOO                    | Poland          |
| KOMPANIA MUZYCZNA POMATON EMI SP.ZOO – 51%            | Poland          |
| EMI GROUP PORTUGAL SGPS LDA                           | Portugal        |
| EMI MUSIC PUBLISHING PORTUGAL-EDICOES MUSICAIS LDA    | Portugal        |
| EMI VALENTIM DE CARVALHO MUSICA LDA                   | Portugal        |
| EMI (SINGAPORE) PTE LTD (DORMANT)                     | Singapore       |
| EMI GROUP HOLDINGS SINGAPORE PTE LTD                  | Singapore       |
| EMI GROUP SINGAPORE PTE LTD                           | Singapore       |
| EMI MUSIC PUBLISHING (SINGAPORE) PTE LTD (DORMANT)    | Singapore       |
| EMI MUSIC PUBLISHING SLOVENSKA REPUBLIKA SRO          | Slovak Republic |
| EMI SLOVAK REPUBLIC SRO                               | Slovak Republic |
| EMI INDUSTRIES (PTY) LTD                              | South Africa    |
| EMI MUSIC PUBLISHING SOUTH AFRICA (PTY) LTD (DORMANT) | South Africa    |
| EMI MUSIC SOUTH AFRICA (PTY) LTD (DORMANT)            | South Africa    |
| THE CCP RECORD COMPANY (PTY) LTD (DORMANT)            | South Africa    |
| EMI MUSIC KOREA LTD                                   | South Korea     |
| EMI MUSIC PUBLISHING KOREA LTD                        | South Korea     |
| M2M KOREA LTD – 25%                                   | South Korea     |
| EDICIONES MUSICALES HISPAVOX SA                       | Spain           |
| EMI MUSIC PUBLISHING SPAIN SA                         | Spain           |
| EMI ODEÓN SA                                          | Spain           |
| EMI SONGS ESPAÑA SRL                                  | Spain           |
| EMI TORRELAGUNA SL (DORMANT)                          | Spain           |

|                                            |                      |
|--------------------------------------------|----------------------|
| EMI VIRGIN MUSIC PUBLISHING SPAIN SA       | Spain                |
| MUSIC CONTACT INTERNATIONAL SL – 50%       | Spain                |
| EMI CATALOGUE PARTNERSHIP SCANDINAVIA AB   | Sweden               |
| EMI CMM PUBLISHING AB                      | Sweden               |
| EMI GROUP SWEDEN AB                        | Sweden               |
| EMI GROUP SWEDEN HOLDINGS AB               | Sweden               |
| EMI HOUSEWORKS AB                          | Sweden               |
| EMI MILLS MUSIC SCANDINAVIA AB             | Sweden               |
| EMI MUSIC PUBLISHING SCANDINAVIA AB        | Sweden               |
| EMI MUSIC SWEDEN AB                        | Sweden               |
| EMI SONGS SCANDINAVIA AB                   | Sweden               |
| EMI VIRGIN MUSIC PUBLISHING SCANDINAVIA AB | Sweden               |
| FRITUNA PRODUKTION AB                      | Sweden               |
| GRAND RECORDINGS SWEDEN AB (DORMANT)       | Sweden               |
| PANDION AB (DORMANT)                       | Sweden               |
| VIRGIN RECORDS SWEDEN AB                   | Sweden               |
| EMI GROUP SWITZERLAND AG                   | Switzerland          |
| EMI RECORDS (SWITZERLAND) AG               | Switzerland          |
| DIENG JUNG CO. LTD                         | Taiwan               |
| EMI (TAIWAN) LTD                           | Taiwan               |
| AUDIOVISION LTD – 49.8%                    | Thailand             |
| EMI (THAILAND) LTD – 99.95%                | Thailand             |
| GRAPHOPHONE (THAILAND) LTD – 99.97%        | Thailand             |
| EMI-KENT ELEKTRONIK SAN. VE TIC. AS        | Turkey               |
| HARIKA KASETCILIK SAN. VE TIC. AS          | Turkey               |
| EMI MUSIC ARABIA FZE                       | United Arab Emirates |
| EMI MUSIC DE URUGUAY SA                    | Uruguay              |
| 1290 MUSIC INC.                            | USA (New York)       |
| 1290 SONGS INC.                            | USA (New York)       |
| 337 MUSIC LLC                              | USA (Delaware)       |
| ABACUS MEDIA LLC                           | USA (Illinois)       |
| AMIDA MUSIC INC.                           | USA (Wisconsin)      |
| ASSOCIATED PRODUCTION MUSIC LLC – 50%      | USA (New York)       |
| BEE NATURAL MUSIC INC.                     | USA (Tennessee)      |
| BEECHWOOD MUSIC CORPORATION                | USA (New York)       |
| BEST SIDE LLC – 50%                        | USA (California)     |
| BLACKWOOD HOLDINGS INC.                    | USA (Delaware)       |
| BURRIN AVENUE MUSIC LLC                    | USA (Delaware)       |
| C&L MARKETING INC.                         | USA (California)     |
| CAPITOL MR HOLDINGS CORP.                  | USA (Delaware)       |
| CAPITOL RECORDS INC.                       | USA (Delaware)       |
| CAPITOL-EMI MUSIC INC.                     | USA (Delaware)       |
| CAPITOL-PRIORITY INC.                      | USA (Delaware)       |
| CARDIAC RECORDS INC. (DORMANT)             | USA (New York)       |
| CAROLINE RECORDS CALIFORNIA INC.           | USA (California)     |
| CAROLINE RECORDS INC.                      | USA (New York)       |
| CARWIN MUSIC INC. – 50%                    | USA (New York)       |
| CASTALIAN MUSIC LLC                        | USA (Illinois)       |
| CHARISMA MUSIC PUBLISHING USA INC. – [51%] | USA (New York)       |
| CHARISMA RECORDS AMERICA INC.              | USA (New York)       |
| CHEEBA SOUNDS LLC – 50%                    | USA (California)     |
| CHRYSLIS RECORDS INC. (DORMANT)            | USA (Delaware)       |
| COLGEMS-EMI MUSIC INC.                     | USA (Delaware)       |
| COMBINE MUSIC CORPORATION                  | USA (Delaware)       |
| CRI HOLDINGS INC.                          | USA (Delaware)       |
| CRUVEN INC.                                | USA (New York)       |
| EMI AFFILIATED CATALOG INC.                | USA (New York)       |
| EMI AL GALLICO MUSIC CORP.                 | USA (Delaware)       |
| EMI ALGEE MUSIC CORP.                      | USA (Delaware)       |
| EMI APRIL MUSIC INC.                       | USA (Connecticut)    |

|                                            |                   |
|--------------------------------------------|-------------------|
| EMI BELFAST MUSIC INC.                     | USA (Delaware)    |
| EMI BLACKWOOD MUSIC INC.                   | USA (Connecticut) |
| EMI BMPC CORPORATION                       | USA (Delaware)    |
| EMI BRILLIG MUSIC INC.                     | USA (California)  |
| EMI CATALOGUE PARTNERSHIP NY LTD           | USA (New York)    |
| EMI CHRISTIAN MUSIC GROUP INC.             | USA (California)  |
| EMI COMBINE INC.                           | USA (Delaware)    |
| EMI COPYRIGHT HOLDINGS INC.                | USA (Delaware)    |
| EMI DUCE MUSIC INC.                        | USA (Delaware)    |
| EMI EASY LISTENING MUSIC CORP.             | USA (Delaware)    |
| EMI ENTERTAINMENT WORLD INC.               | USA (Delaware)    |
| EMI FEIST CATALOG INC.                     | USA (New York)    |
| EMI FUNDING CORP.                          | USA (New York)    |
| EMI GL PUBLICATIONS INC.                   | USA (Delaware)    |
| EMI GOLD HORIZON MUSIC CORP.               | USA (New York)    |
| EMI GOLDEN TORCH MUSIC CORP.               | USA (New York)    |
| EMI GROUP INC.                             | USA (Delaware)    |
| EMI GROUP NORTH AMERICA HOLDINGS INC.      | USA (Delaware)    |
| EMI GROUP NORTH AMERICA INC.               | USA (Delaware)    |
| EMI GROUP NORTH AMERICAN VENTURE FUND INC. | USA (Delaware)    |
| EMI GROVE PARK MUSIC INC.                  | USA (California)  |
| EMI HASTINGS CATALOG INC.                  | USA (New York)    |
| EMI INTERTRAX MUSIC INC.                   | USA (California)  |
| EMI JEMAXAL MUSIC INC.                     | USA (Delaware)    |
| EMI MANAGEMENT SERVICES INC.               | USA (Delaware)    |
| EMI MILLER CATALOG INC.                    | USA (New York)    |
| EMI MILLS INTERNATIONAL SALES CORPORATION  | USA (New York)    |
| EMI MILLS MUSIC INC.                       | USA (Delaware)    |
| EMI MOGULL INC.                            | USA (Nevada)      |
| EMI MSC MUSIC INC.                         | USA (California)  |
| EMI MUSIC ACQUISITIONS INC.                | USA (Delaware)    |
| EMI MUSIC CHARITABLE FOUNDATION            | USA (Delaware)    |
| EMI MUSIC HOLDINGS I INC.                  | USA (Delaware)    |
| EMI MUSIC INC.                             | USA (Delaware)    |
| EMI NEW COCONUTS MUSIC INC.                | USA (Delaware)    |
| EMI NORBUD MUSIC INC.                      | USA (Delaware)    |
| EMI NTM HOLDINGS INC.                      | USA (Delaware)    |
| EMI PST MUSIC INC.                         | USA (California)  |
| EMI PUBLISHING HOLDINGS INC.               | USA (Delaware)    |
| EMI RECORDED MUSIC HOLDINGS INC.           | USA (Delaware)    |
| EMI ROBBINS CATALOG INC.                   | USA (New York)    |
| EMI RTF MUSIC INC.                         | USA (California)  |
| EMI SLITHY SONGS INC.                      | USA (California)  |
| EMI SOSAHA MUSIC INC.                      | USA (Delaware)    |
| EMI TOP TWENTY INC.                        | USA (Delaware)    |
| EMI TSM MUSIC INC.                         | USA (California)  |
| EMI U CATALOG INC.                         | USA (New York)    |
| EMI UNART CATALOG INC.                     | USA (New York)    |
| EMI USA HOLDINGS INC.                      | USA (New York)    |
| EMI VARIETY CATALOG INC.                   | USA (New York)    |
| EMI VINE MUSIC INC.                        | USA (New York)    |
| EMI VIRGIN MUSIC INC.                      | USA (New York)    |
| EMI VIRGIN SONGS INC.                      | USA (New York)    |
| EMI WATERFORD MUSIC INC.                   | USA (California)  |
| EMI WORLDTRAX MUSIC INC.                   | USA (California)  |
| EMI-CAPITOL DIRECT INC.                    | USA (Delaware)    |
| EMUSIC FINANCE HOLDING CORPORATION         | USA (Delaware)    |
| ENTERTAINMENT WORLD MUSIC INC.             | USA (Delaware)    |
| FREEWORLD ENTERTAINMENT LLC – 50%          | USA (Delaware)    |
| GLENWOOD MUSIC CORPORATION                 | USA (California)  |

|                                            |                  |
|--------------------------------------------|------------------|
| GOLDEN APPLE MUSIC INC. – 50%              | USA (New York)   |
| GOTEE RECORDS INC. – 25%                   | USA (Tennessee)  |
| H RECORDS LLC – 50%                        | USA (Delaware)   |
| HIDDEN PUN MUSIC INC. – [51%]              | USA (New York)   |
| HIGHER OCTAVE MUSIC INC.                   | USA (California) |
| HIT & RUN MUSIC (PUBLISHING) INC. – [51%]  | USA (New York)   |
| IMMORTAL RECORDS LLC – 50%                 | USA (California) |
| JOBETE MUSIC CO. INC. – 50%                | USA (Michigan)   |
| JUBILEE COMMUNICATIONS INC                 | USA (Indiana)    |
| LONG RANGE MUSIC INC.                      | USA (Tennessee)  |
| MARATHON MEDIA LLC                         | USA (California) |
| MATTHEW & ROBERTS ADVERTISING INC.         | USA (Illinois)   |
| MOCASSIN MUSIC CORPORATION                 | USA (Delaware)   |
| MONTBELLO RECORDS LLC – 50%                | USA (Delaware)   |
| MONTROSE PLACE INC.                        | USA (California) |
| MOSAIC RECORDS LLC – 50%                   | USA (Delaware)   |
| MUSIC CITY MUSIC INC.                      | USA (Delaware)   |
| MUSIC DESIGN INC.                          | USA (Wisconsin)  |
| NARA MUSIC INC.                            | USA (Wisconsin)  |
| NARADA PRODUCTIONS INC.                    | USA (Wisconsin)  |
| NOO TRYBE RECORDS INC.                     | USA (Delaware)   |
| NS BEAUJOLAIS MUSIC INC. – 50%             | USA (New York)   |
| NS JUSTINIAN MUSIC INC. – 50%              | USA (New York)   |
| PREFERENCE MUSIC INC.                      | USA (New York)   |
| PRIORITY MUSIC INC.                        | USA (New York)   |
| PRIORITY RECORDS LLC                       | USA (Delaware)   |
| RISING SONS MUSIC INC.                     | USA (Delaware)   |
| RUFF RIDER MUSIC & ENTERTAINMENT LLC – 50% | USA (Delaware)   |
| SCREEN GEMS-EMI MUSIC INC.                 | USA (Delaware)   |
| STONE DIAMOND MUSIC CORPORATION – 50%      | USA (Michigan)   |
| SYSTRON DONNER CORPORATION                 | USA (California) |
| THE 1331 LLC                               | USA (Illinois)   |
| THE FOREFRONT COMMUNICATIONS GROUP INC.    | USA (Tennessee)  |
| THE MUTE CORPORATION                       | USA (New York)   |
| TOOTH & NAIL LLC – 50%                     | USA (Delaware)   |
| VIRGIN RECORDS AMERICA INC.                | USA (California) |
| VIRGIN RECORDS BR HOLDINGS INC.            | USA (Delaware)   |
| VIRGIN RECORDS CM HOLDINGS INC.            | USA (Delaware)   |
| VIRGIN RECORDS INC.                        | USA (Delaware)   |
| VIRGIN RECORDS IR HOLDINGS INC.            | USA (Delaware)   |
| WEB SITE OPERATIONS INC.                   | USA (Delaware)   |
| WEST END MUSIC INC.                        | USA (Tennessee)  |
| WESTWOOD DIRECT INC.                       | USA (Nevada)     |
| WINDRIVA MUSIC INC.                        | USA (California) |
| EMI MUSIC DE VENEZUELA CA                  | Venezuela        |
| ODEON CA (DORMANT)                         | Venezuela        |

[TOTAL: 519]

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FORM ML8

**A**

**BULK LIST OF SHAREHOLDERS OR MEMBERS**

**A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.**

**IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER.**

**COMPANY NUMBER 229231**