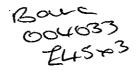


Please complete in typescript, or in bold black capitals.



363a

Annual Return

Company Number

854154

Company Name in full

BDS Investments Limited	



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

Day	Month	Year
15	11	1997

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
15	11	1998

Registered Office (See note 3)
Show here the addressat the date of this return.

Any change of registered office mustbe notified on form 287.

PORTLAND HOUSE

STAG PLACE

Post town

Postcode

LONDON

County / Region

SW1E 5DS

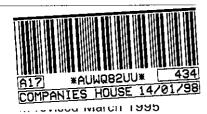
Principal business activities

(See note 4)

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

	\neg		
7499			
	_]		
		······	
}			

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



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

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

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.		
Post town		
County / Region		Postcode
Register of Debenture holders (See note 6) If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.		
Post town		
County / Region		Postcode
Company type (See note 7)		
Public limited company		
Private company limited by shares	X	
Private company limited by guarantee without share capital		
Private company limited by shares exempt under section 30	Please	e mark the appropriate box
Private company limited by guarantee exempt under section 30		
Private unlimited company with share capital		
Private unlimited company without share capital		
Company Secretary(see notes 1-5)	Details of a new company	y secretary must be notified on form 288a.
(Please photocopy this area to provide Name * Style / Title details of joint	MR	*Honours etc
secretaries). Forename(s)	STEPHEN ALEC	
* Voluntary details.	LANES	- F-1
Previous forename(s)		
Previous surname(s)		
Address	THORPE HOUSE	
Usual residential	105 MYCENAE ROAD, BLAC	KHEATH
address must be given. In the case of a Post town corporation, give the	LONDON	
registered or principal office address. County / Region		Postcode SE3 7RX
Country	ENGLAND	

Please list directors in a		Details of new directors	must be notined on form a	200a		
Name	* Style / Title	MR		Day	Month	Year
	* Honours etc		Date of birth	10	06	1947
	Forename(s)	MICHAEL HENRY	_			
	Surname	MARX				
Prev	ious forename(s)					
Pre	vious surname(s)					
Address	:	THE ORCHARD, CALIFORN	IA LANE			
Usual residential						
address must be given. In the case of a	Post town	BUSHEY HEATH	A			
corporation, give the registered or principal office address.	County / Region	HERTFORDSHIRE	Postcode	WD2 1	ES	
	Country	ENGLAND	Nationality	BRITIS	Н	
Busines	s occupation	CHARTERED ACCOUNTAN	Т			
Other di	irectorships	See attached list				
* Voluntary details.						
		1				
		MR				
Name	* Style / Title		Γ	Day		Year
	* Honours etc		Date of birth	25	10	1946
	Forename(s)	RAYMOND HENRY				
	Surname	PEARSE				
Prev	vious forename(s)					
Pre	vious surname(s)					
Address	5	79 THE GREEN			., -	
Usual residential address must be						
given. In the case of a corporation, give the	Post town	EWELL				
registered or principal office address.	County / Region	SURREY	Postcode	KT17	ЗЛХ	
	Country	ENGLAND	Nationality	BRITIS	БН	
Busines	s occupation	SURVEYOR				
Other d	lirectorships	NO OTHER DIRECTORSHIP	PS .			

	Other relevant directorships
Company Number	854154
Company Name	BDS Investments Limited
Directors Name	MARX MICHAEL HENRY
† Directors only. † Other directorships	ALNERY NO 1283 LIMITED
	BENRUS WATCH CO (UK) LIMITED
NOTES	BLOYGATE LIMITED
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	BRONZEBEAM LIMITED
- for names not used since the age of 18 or for at least 20 years	BRYCRUST 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.	BRYEEDALE PROPERTY HOLDINGS & SECURITIES LIMITED
Other directorships.	CARAIG SECURITIES LIMITED
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	DAWN PROPERTY COMPANY LIMITED
- dormant	EFFECTADAPT LIMITED
a parent company which wholly owned the company making the return, or another wholly owned subsidiary of the same parent	CIDCT COMPUTED LIMITED
company.	FIRST COMPUTER LIMITED
	FOALHAUNT LIMITED
	GARRAD SECURITIES LIMITED
	GARRAD SEGGRATES ENVITED
	GERON INVESTMENTS LIMITED
	GLEDWAIN LIMITED
	GREENWOODS TRANSPORT LIMITED
	H H INVESTMENTS TRADING LIMITED
	HDP MANAGEMENT LIMITED

	Other relevant directorships
Company Number	854154
Company Name	BDS Investments Limited
Directors Name	MARX MICHAEL HENRY
† Directors only. † Other directorships	HERON ALBION PICTURES LIMITED
	HERON AVIATION LIMITED
NOTES Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the	HERON BETA INVESTMENTS LIMITED
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.	HERON COMMUNICATIONS LIMITED
- for names not used since the age of 18 or for at least 20 years	HERON CONCORDE 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.	HERON CONTRACTING LIMITED
Other directorships.	HERON CORPORATION PLC
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	HERON CREDIT CARD LIMITED
- dormant - a parent company which wholly owned the company making the return, or	HERON DISTRIBUTION PLC
- another wholly owned subsidiary of the same parent company.	HERON DORMANT HOLDINGS LIMITED
	HERON ELECTRONICS LIMITED
	HERON FILM FINANCE LIMITED
	HERON FILMS LIMITED
	HERON FINANCE CORPORATION LIMITED
	HERON FINANCE LIMITED
	HERON GARAGE PROPERTIES LIMITED
	HERON GARDEN ESTATES LIMITED

	Other relevant directorships
Company Number	854154
Company Name	BDS Investments Limited
Directors Name	MARX MICHAEL HENRY
† Directors only. † Other directorships	HERON GOLD STAMP LIMITED
	HERON HOLDINGS LIMITED
NOTES	HERON HOME ENTERTAINMENT 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.	HERON HOTELS 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.	TENON HOVEES LIMITED
for names not used since the age of 18 or for at least 20 years	HERON INTERNATIONAL FINANCE 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.	HERON INTERNATIONAL HOLDINGS LIMITED
Other directorships.	HERON INTERNATIONAL INVESTMENTS 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.	HERON INTERNATIONAL NV
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	HERON INTERNATIONAL PLC
- another wholly owned subsidiary of the same parent company.	HERON INVESTMENTS (MARYLEBONE ROAD) LIMITED
	HERON LEASING (VEHICLES) LIMITED
	HERON LEASING LIMITED
	HERON MANAGEMENTS LIMITED
	HERON MARINE LIMITED
	HERON MOTOR GROUP LIMITED
	HERON MUSIC LIMITED
	HERON NINTH LIMITED

	Oth	er relevant directorships
Company Number	854154	
Company Name	BDS Investments Limited	
Directors Name	MARX MICHAEL HENRY	
† Directors only. † Other directorships	HERON NOMINEE SHAREHOLDINGS LIMITED	
	HERON OIL COMPANY LIMITED	
NOTES	HERON PETROLEUM CO LIMITED	
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.		
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	HERON POWER LIMITED	
- for names not used since the age of 18 or for at least 20 years	HERON POWER PRODUCTS 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.	HERON PRODUCTIONS LIMITED	
Other directorships.	HERON PROPERTY CORPORATION 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	HERON RETAIL LIMITED	
dormant a parent company which wholly owned the company making the return, or	HERON SECOND LIMITED	
- another wholly owned subsidiary of the same parent company.	HERON SECURITIES LIMITED	
	HERON SERVICE STATIONS LIMITED	
	HERON SEVENTEENTH LIMITED	
	HERON SIXTEENTH LIMITED	
	HERON THIRD LIMITED	724
	HERON TRADING CORPORATION LIMITED	
	HERON TREASURY SERVICES LIMITED	
	HERON TRUST CORPORATION LIMITED	

	Other relevant directorships
Company Number	854154
Company Name	BDS Investments Limited
Directors Name	MARX MICHAEL HENRY
† Directors only. † Other directorships	HERON TWELFTH LIMITED
	HERON US INVESTMENTS LIMITED
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the	HERON WALTAM FOREST PROPERTIES LIMITED
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.	HERONFREIGHT LIMITED
for names not used since the age of 18 or for at least 20 years	HERONFUND 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.	HERONOPTIONS LIMITED
Other directorships.	HERONSERVICE 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	HESCOM INVESTMENTS LIMITED
- dormant - a parent company which wholly owned the company	HESCOM TRADING LIMITED
making the return, or - another wholly owned subsidiary of the same parent company.	HMG (BROMLEY) LIMITED
	HOLLINGDRAKE LIMITED
	INGERSOLL MARKETING LIMITED
	INGERSOLL TRAVEL LIMITED
	LEPPINGTON (CUTLERS) LIMITED
	MOSTWALL LIMITED
	MOVIEACTION LIMITED
	MUTTARN PROPERTIES LIMITED

	Other relevant directorships
Company Number	854154
Company Name	BDS Investments Limited
Directors Name	MARX MICHAEL HENRY
† Directors only. † Other directorships	NAILAND PROPERTIES LIMITED
	NEW CRANE WHARF LIMITED
NOTES Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the	PANEBOURNE LIMITED
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	QUIK-LINK LIMITED
known before marriage need not be given. - for names not used since the age of 18 or for at least 20 years	RELAY RECORDS 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.	RIVOLI INVESTMENTS CO LIMITED
Other directorships.	SCHOFIELD CENTRE 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	SURPLUS VIDEO LIMITED
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 	SUZUKI: GB LIMITED
 another wholly owned subsidiary of the same parent company. 	TARMAC CLAYFORM LIMITED
	TARMAC GUILDFORD LIMITED
	THE WATCH & CLOCK CENTRE LIMITED
	TOKENCLINCH LIMITED
	TWO-FOUR ACCESSORIES LIMITED
	VIDEO FORM COMMUNICATIONS LIMITED
	VIDEO FORM MUSIC LIMITED
	VIDEOFORM PRODUCTIONS LIMITED

	Other relevant directorships
Company Number	854154
Company Name	BDS Investments Limited
Directors Name	MARX MICHAEL HENRY
† Directors only. † Other directorships	WAYJOINT LIMITED
	WHITE LION WALK LIMITED
NOTES	WHITSHIRE PROPERTIES LIMITED
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	WINGGRADE LIMITED
for names not used since the age of 18 or for at least 20 years	WYKEMILE 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.	
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. 	

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	Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
	ORDINARY SHARE £1	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 change	s in the period	
returns.		on pape	r in another format
(see note 10)	A list of changes is en	closed	
	A full list of members	is enclosed X	
Elective resolutions (Private companies only) (See note 11)	If at the date of this re	eturn an election is in fo annual general meetin	
	If at the date of this re laying acc	eturn an election is in fo counts in general meeti	orce to dispense with ngs <i>mark this box</i>
Certificate	I certify that the information knowledge and belief.		urn is true to the best of my
Signed	It by	Date	13th January 1998
† Please delete as appropriate.	† a <u>director</u> /secretary		V
When you have signed the return send it with the fee to the Registrar of Compani Cheques should be made payable to Companies House.	This return includes.	(enter number)	ontinuation sheets.
Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.	S A LANES, DEVELOPMENT SEC	CURITIES PLC, PORTLAND HOUSE,	STAG PLACE, LONDON, SW1E 5DS
		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	004104			
Company Name in full	BDS Investments Limited			
	Number of shares or stock transferred since or amount of the date of the last return (or in the case of the first return, since the incorporation of the company) by at date of this return. A 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 Number or Date of amount amount registration currently held Transferred of transfer Remarks			
BIRMINGHAM INTERNATIONAL PARK LIMITED PORTLAND HOUSE, STAG PLACE, LONDON, ENGLAND, SW1E 5DS	Ordinary share £1 2			