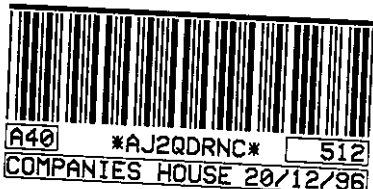


BULK LIST



C O M P A N I E S H O U S E

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



This form should be completed in black.

The information printed below is taken from Companies House records as at 12/11/96
If this information requires amendment use the spaces opposite.

Date of this return (See note 1)

The information in this return should be made up to a date not later than

Day	Month	Year
27	11	96

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.

Registered Office (See note 3)

This is the address registered by Companies House.

LYON WAY
GREENFORD
MIDDLESEX
UB6 0BN

Principal business activities (See note 4)

Trade classification is
5248 OTHER RETAIL SPECIALISED STORES

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

B3
201085
715

363s

Annual Return

of company number 01873281

A

company name
SPECIALEYES PLC

company type
PUBLIC LIMITED COMPANY

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

Day	Month	Year

Day	Month	Year

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If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

Register of members *(See note 5)*

The register is kept at

BARCLAYS REGISTRARS
BOURNE HOUSE 34 BECKENHAM ROAD
BECKENHAM
KENT BR34TU

INDEPENDENT REGISTRARS GROUP LTD

(SAME ADDRESS)

Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

.....
.....
.....
.....

Company Secretary *(See note 7)*

Particulars of a new secretary **must** be notified on form 288.

ROGER CHARLES
PRICE
36 WATTLETON ROAD
BEACONSFIELD
BUCKINGHAMSHIRE HP9 1SE

Day	Month	Year

Date of any change.

.....
.....
.....
.....
.....
.....
.....
.....

If this person has ceased to be secretary, please state when.

Day	Month	Year

Date of resignation.

Directors *(See note 7)*

Particulars of a new director **must** be notified on form 288.

JOHN STEWART
BINNIE
36 GLEBE ROAD
BARNES
LONDON
SW13 0EA

Day	Month	Year

Date of any change.

.....
.....
.....
.....
.....
.....
.....
.....
.....
.....

Date of Birth:- 03/06/46
Nat: BRITISH
Occ: VENTURE CAPITAL

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Show any relevant current and previous directorships.

SEE ATTACHED

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

ANDREW
DAW
7 HIGH STREET
BAMPTON
OXFORDSHIRE OX18 2JN

Date of Birth:- 06/09/56
Nat:BRITISH
Occ:CHARTERED ACCOUNTANT

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

--	--	--

Date of any change.

Day Month Year

--	--	--

Date of resignation.

BINDER HAMLYN REGIONAL DEVELOPMENT
OPTO TOTAL EYEWEAR LTD

Particulars.

TIMOTHY
FRANEY
32 HERNE HILL
LONDON
SE24 9QS

Date of Birth:- 20/03/46
Nat:BRITISH
Occ:COMPANY DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of any change.

Day Month Year

--	--	--

Date of resignation.

SEE ATTACHED

Particulars.

STEPHEN
KEOUGH
LA NEUVE MAISON FRIE AU FOUR
ST SAVIOUR
GUERNSEY
CHANNEL ISLANDS GY7 9TG

Date of Birth:- 04/11/58
Nat:BRITISH
Occ:OPHTHALMIC OPTICIAN

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

--	--	--

Date of any change.

Day Month Year

--	--	--

Date of resignation.

ADOPT LTD (A GUERNSEY REGISTERED CO.)
OPTO TOTM EYEWEAR LTD

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

ROGER CHARLES
PRICE
36 WATTLETON ROAD
BEACONSFIELD
BUCKINGHAMSHIRE HP9 1SE

Date of Birth:- 08/03/48
Nat:BRITISH
Occ:CHARTERED ACCOUNTANT

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of any change.

Day Month Year

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Date of resignation.

SEE ATTACHED

Particulars.

BRIAN DAVID
SMITH
CRUEEN 5 HALE ROAD
WENDOVER
AYLESBURY
BUCKINGHAMSHIRE HP22 6NE

Date of Birth:- 23/08/40
Nat:BRITISH
Occ:MARKETING & MERCHANDISING DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of any change.

Day Month Year

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Date of resignation.

Particulars.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

Day Month Year

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Date of any change.

Day Month Year

--	--	--

Date of resignation.

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

Day	Month	Year

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day	Month	Year

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day	Month	Year

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Show any relevant current and previous directorships.

01873281

Class
(eg Ordinary/
Preference etc.)

Number of
shares issued

Aggrégate
nominal value

(ie Number of shares
issued multiplied by
nominal value per share)

Enter details of all shares in issue at the date of this return.

2^o ORDINARY

32,085,245

641705

Totals

32,085,245

641,705

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

Please mark the appropriate box.

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

There were no changes in the period

The last full members list was at 27/11/95

on paper

not on
paper

A list of changes is enclosed

A full list of members is enclosed

Certificate

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

I enclose the fee of £ 15.

Cheques should be made payable to **Companies House**.

Signed

.....
Secretary/Director *

**(delete as appropriate)*

Date 18/12/96

This return includes 3 continuation sheets.

Please ensure that you have completed
all sections on this page.

To whom should Companies House direct any enquiries about the information shown in this return?

ROYER PR116

SPEUDUYES ALL

14 LYON WAY, GREENFORD

M100656X

Postcode UB6 0BN

Telephone 0181 813 ... Ext

Annual Return 27/11/96

Past & present directorships

Timothy Franey

The Franey Corporation Ltd

Quicks Group plc

M.G.R. Holdings Ltd

Cronk Thoroughbred Racing Ltd

Opto Total Eyecare Limited

Annual Return 27/11/96

Past & present directorships

John Stewart Binnie

Constantine Holdings

Englass Group Ltd

Cori Group Ltd

Cassell plc

Poster Sales Group

Kingston University Enterprises Ltd

Helicon Ltd

QUALIFIED OPTICIANS

Registered Office as above
Registered in England no. 1873281'

MF

A

FORM ML8

BULK LIST OF SHAREHOLDERS OR MEMBERS

A bulk list (over 10 pages) of allotments for the company named below 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 1873281

Company Name SPECIAL EYES PLC

Made-up-date 27-11-96