



Please complete in typescript,
or in bold black capitals.

CHFP029

AMENDING

363a

Annual Return

Company Number 3282548

Company Name in full VIRGIN RAIL GROUP LIMITED

Date of this return

The information in this return is made up to

Day Month Year
2 8 / 0 2 / 2 0 0 0

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
2 8 / 0 2 / 2 0 0 1

Registered Office

Show here the address at the date of
this return.

120 CAMPDEN HILL ROAD

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

Post town LONDON

County / Region

UK Postcode

W 8 7 A R

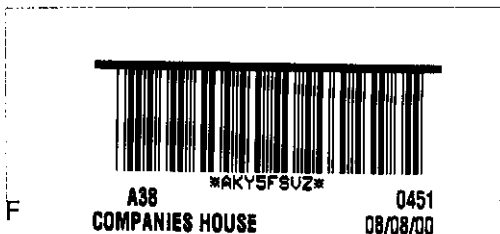
Principal business activities

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

6010

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

HOLDING 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.

Post town

County / Region

UK Postcode

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

(Please photocopy this area to provide details of joint secretaries).

* Voluntary details.

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

Name

* Style / Title

Address

Details of a new company secretary must be notified on form 288a.

MS

Forename(s)

DIANA PATRICIA

Surname(s)

LEGGIE

24A ENDERBY STREET

GREENWICH

Post town

LONDON

County / Region

UK Postcode

Country

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

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.

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

Name	* Style / Title	MR.	
	Day	Month	Year
Date of birth	2	3	04 / 1966
Forename(s)	STEVEN RICHARD		
Surname	BOWKER		
Address	WELLFIELD COTTAGE, 10 PICKHILL LANE		
	UPPERMILL		
Post town	SADDLEWORTH		
County / Region	LANCASHIRE	UK Postcode	OL3 6BN
Country	ENGLAND	Nationality	BRITISH
Business occupation	CHARTERED MANAGEMENT ACCOUNTANT		

* 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.

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

Name	* Style / Title	MR	
	Day	Month	Year
Date of birth	1	1	02 / 1965
Forename(s)	KEITH ROBERTSON		
Surname	COCHRANE		
Address	GLEN HALL, BELWOOD PARK		
Post town			
County / Region	PERTH	UK Postcode	PH2 7AJ
Country	SCOTLAND	Nationality	BRITISH
Business occupation	FINANCE DIRECTOR		

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	MR.													
		Day	Month	Year											
	Date of birth	0	4	/	0	8	/	1	9	5	7				
	Forename(s)	ANTHONY EDWARD													
	Surname	COLLINS													
Address		10 LARKSWOOD DRIVE													
	Post town	SEDGLEY													
	County / Region	WEST MIDLANDS					UK Postcode	D	Y	3		3	U	Q	
	Country	ENGLAND					Nationality	BRITISH							
	Business occupation	DIRECTOR													

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

* Voluntary details.

Name	* Style / Title	MR													
		Day	Month	Year											
	Date of birth	0	3	/	0	7	/	1	9	4	7				
	Forename(s)	BRIAN JOHN													
	Surname	COX													
Address		KIRKNEWTON HOUSE													
		KIRKNEWTON													
	Post town	WOOLER													
	County / Region	NORTHUMBERLAND					UK Postcode	N	E	7	1	6	X	F	
	Country	ENGLAND					Nationality	BRITISH							
	Business occupation	EXECUTIVE DIRECTOR, STAGECOACH HOLDINGS													

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

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

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.

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

Name	* Style / Title	MR	
	Day	Month	Year
Date of birth	04	10	1965
Forename(s)	MARK PETER		
Surname	FURLONG		
Address	HOPE FARM HOUSE, BROAD STREET GREEN		
Post town	HOOE NR. BATTLE		
County / Region	EAST SUSSEX	UK Postcode	TN33 9HN
Country	ENGLAND	Nationality	BRITISH
Business occupation	EXECUTIVE 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.

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

Name	* Style / Title	MR	
	Day	Month	Year
Date of birth	07	09	1943
Forename(s)	CHRISTOPHER EDWARD WASTIE		
Surname	GREEN		
Address	14 MEADWAY		
Post town	BERKHAMSTEAD		
County / Region	HERTFORDSHIRE	UK Postcode	HP4 2PN
Country	ENGLAND	Nationality	BRITISH
Business occupation	CHIEF EXECUTIVE		

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	MS	
	Day	Month	Year
	Date of birth	2 4 / 0 9 / 1 9 5 3	
	Forename(s)	REBECCA BRENDA JENNIFER	
	Surname	KLUG	
Address	161 LINDEN COURT, BRUNSWICK ROAD		
	Post town	EALING	
	County / Region	LONDON	UK Postcode W 5 1 A L
	Country	ENGLAND	Nationality BRITISH
Business occupation	EXECUTIVE DIRECTOR		

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

* 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.

Name	* Style / Title	MR	
	Day	Month	Year
	Date of birth	2 3 / 0 8 / 1 9 5 6	
	Forename(s)	STEPHEN THOMAS MATTHEW	
	Surname	MURPHY	
Address	3 CHEMIN DU CERISIER, CORSIER		
	Post town	1246 GENEVA	
	County / Region		UK Postcode
	Country	SWITZERLAND	Nationality BRITISH
Business occupation	ACCOUNTANT		

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

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	MR.												
		Day	Month	Year										
	Date of birth	1	3	/	1	1	/	1	9	5	2			
	Forename(s)	CHRISTOPHER JOHN GERVASE												
	Surname	TIBBITS												
Address	THE OLD STORES, STOTTESDON													
	Post town	NEAR KIDDERMINSTER												
	County / Region	WORCESTERSHIRE					UK Postcode	D	Y	1	4	8	U	B
	Country	ENGLAND					Nationality	BRITISH						
Business occupation	MANAGING 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.

Name	* Style / Title	MR.												
		Day	Month	Year										
	Date of birth	2	9	/	1	0	/	1	9	6	0			
	Forename(s)	ALAN												
	Surname	TOMLIN												
Address	120 CAMPDEN HILL ROAD													
	Post town	LONDON												
	County / Region						UK Postcode	W	8		7	A	R	
	Country	ENGLAND					Nationality	BRITISH						
Business occupation	FINANCE DIRECTOR													

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

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	MR.												
		Day	Month	Year											
	Date of birth	2	2	/	0	2	/	1	9	6	0				
	Forename(s)	WILLIAM ELLIOTT													
	Surname	WHITEHORN													
	Address	24 SUDBROOKE 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	S	W	1	2	8	T	G	
	Country						Nationality	BRITISH							
	Business occupation	GROUP STRATEGY 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.	Name	* Style / Title													
		Day	Month	Year											
	Date of birth			/			/								
	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														

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)

"A" ORDINARY 10P	15,000,000	£ 1,500,000.00
"B" ORDINARY 10P	20,000,000	£ 2,000,000.00
"C" ORDINARY 10P	14,500,000	£ 1,450,000.00
"D" ORDINARY 10P	500,000	£ 50,000.00
Totals	50,000,000	£ 5,000,000.00

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

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on paper in another format

A list of changes is enclosed

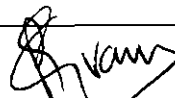
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A full list of shareholders is enclosed

☒
☐
Certificate

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

Signed



Date

4 AUGUST 2000

† 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

☐ 8

(enter number)

continuation 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.

P.G. GRAM, 120 CAMPDEN HILL ROAD, LONDON, W8 7AR

Tel 020 7313 2000

DX number

DX exchange

CHFP029

Company Number 3282548

Company Name in full VIRGIN RAIL GROUP LIMITED

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name COUGAR INVESTMENTS LIMITED Address ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY, ENGLAND UK Postcode JE4 8ZB	"A" ORDINARY 10P 3,703,703		
Name COUGAR INVESTMENTS LIMITED Address ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY, ENGLAND UK Postcode JE4 8ZB	"C" ORDINARY 10P 0	"C" ORDINARY 10P 3,703,703	06/09/1999
Name JUPITER/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY1 3WT	"A" ORDINARY 10P 1,155,000		

List of past and present shareholders (Continued)

CHFP029

Company Number 3282548

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name JUPITER/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY1 3WT	NON-VOTE 10P ORD 0	NON-VOTE 10P ORD 86,625	08/09/1999
Name JUPITER/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY1 3WT	"C" ORDINARY 10P 0	"C" ORDINARY 10P 1,068,375	06/09/1999
Name JUPITER/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY1 3WT	"D" ORDINARY 10P 0	"D" ORDINARY 10P 86,625	06/09/1999
Name LIBRA/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode L L L L L L L	"A" ORDINARY 10P 1,540,000		
Name LIBRA/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode L L L L L L L	NON-VOTE 10P ORD 0	NON-VOTE 10P ORD 115,500	08/09/1999

List of past and present shareholders (Continued)

CHFP029

Company Number 3282548

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name LIBRA/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode L L L L L L L L	"C" ORDINARY 10P 0	"C" ORDINARY 10P 1,424,500	06/09/1999
Name LIBRA/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode L L L L L L L L	"D" ORDINARY 10P 0	"D" ORDINARY 10P 115,500	06/09/1999
Name MARS/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode G Y 1 L 3 W T	"A" ORDINARY 10P 1,309,000		
Name MARS/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode G Y 1 L 3 W T	NON-VOTE 10P ORD 0	NON-VOTE 10P ORD 98,175	08/09/1999
Name MARS/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode G Y 1 L 3 W T	"C" ORDINARY 10P 0	"C" ORDINARY 10P 1,210,825	06/09/1999

List of past and present shareholders (Continued)

CHFP029

Company Number 3282548

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name MARS/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY1 3WT	"D" ORDINARY 10P 0	"D" ORDINARY 10P 98,175	06/09/1999
Name PLOUGH INVESTMENTS LIMITED Address ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY, ENGLAND UK Postcode JE4 8ZB	"A" ORDINARY 10P 4,629,630		
Name PLOUGH INVESTMENTS LIMITED Address ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY, ENGLAND UK Postcode JE4 8ZB	"C" ORDINARY 10P 0	"C" ORDINARY 10P 4,629,630	06/09/1999
Name SHARE WARRANT NO 1 RELATING TO 1,424,500 C Address UK Postcode L L L L L L L	"C" ORDINARY 10P 1,424,500		
Name SHARE WARRANT NO 10 RELATING TO 86,625 D Address UK Postcode L L L L L L L	"D" ORDINARY 10P 86,625		

List of past and present shareholders (Continued)

CHFP029

Company Number 3282548

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name SHARE WARRANT NO 11 RELATING TO 98,175 D Address UK Postcode L L L L L L L L	"D" ORDINARY 10P 98,175		
Name SHARE WARRANT NO 12 RELATING TO 84,200 D Address UK Postcode L L L L L L L L	"D" ORDINARY 10P 84,200		
Name SHARE WARRANT NO 2 RELATING TO 1,424,500 C Address UK Postcode L L L L L L L L	"C" ORDINARY 10P 1,424,500		
Name SHARE WARRANT NO 3 RELATING TO 1,068,375 C Address UK Postcode L L L L L L L L	"C" ORDINARY 10P 1,068,375		
Name SHARE WARRANT NO 4 RELATING TO 1,210,825 C Address UK Postcode L L L L L L L L	"C" ORDINARY 10P 1,210,825		

List of past and present shareholders (Continued)

CHFP029

Company Number 3282548

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name SHARE WARRANT NO 5 RELATING TO 1,038,467 C Address UK Postcode L L L L L L L	"C" ORDINARY 10P 1,038,467		
Name SHARE WARRANT NO 6 RELATING TO 3,703,703 C Address UK Postcode L L L L L L L	"C" ORDINARY 10P 3,703,703		
Name SHARE WARRANT NO 7 RELATING TO 4,629,630 C Address UK Postcode L L L L L L L	"C" ORDINARY 10P 4,629,630		
Name SHARE WARRANT NO 8 RELATING TO 115,500 D Address UK Postcode L L L L L L L	"D" ORDINARY 10P 115,500		
Name SHARE WARRANT NO 9 RELATING TO 115,500 D Address UK Postcode L L L L L L L	"D" ORDINARY 10P 115,500		

List of past and present shareholders (Continued)

CHFP029

Company Number 3282548

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name STAGECOACH HOLDINGS PLC Address GROUP HEADQUARTERS, 10 DUNKELD ROAD, PERTH, ENGLAND UK Postcode P H 1 5 T W	"B" ORDINARY 10P 20,000,000		
Name VENUS/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode G Y 1 3 W T	"A" ORDINARY 10P 1,122,667		
Name VENUS/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode G Y 1 3 W T	NON-VOTE 10P ORD 0	NON-VOTE 10P ORD 84,200	08/09/1999
Name VENUS/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode G Y 1 3 W T	"C" ORDINARY 10P 0	"C" ORDINARY 10P 1,038,467	06/09/1999
Name VENUS/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode G Y 1 3 W T	"D" ORDINARY 10P 0	"D" ORDINARY 10P 84,200	06/09/1999

List of past and present shareholders (Continued)

CHFP029

Company Number 3282548

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name VIRGO/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY 1L 3WT	"A" ORDINARY 10P 1,540,000		
Name VIRGO/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY 1L 3WT	NON-VOTE 10P ORD 0	NON-VOTE 10P ORD 115,500	08/09/1999
Name VIRGO/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY 1L 3WT	"C" ORDINARY 10P 0	"C" ORDINARY 10P 1,424,500	06/09/1999
Name VIRGO/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY 1L 3WT	"D" ORDINARY 10P 0	"D" ORDINARY 10P 115,500	06/09/1999
Name VIRGO/DEUTSCHE BANK TRUSTEE SERVICES Address P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY UK Postcode GY 1L 3WT			