



Please complete in typescript,
or in bold black capitals.

BF30x2
011168

363a

Annual Return

Company Number

3282548

Company Name in full

VIRGIN RAIL GROUP LIMITED



* F363AD40 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

18 11 1998

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

28 02 1999

Registered Office (See note 3)

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

Postcode

W8 7AR

Principal business activities

(See note 4)

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

6010

HOLDING COMPANY

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
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh



For

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

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 mark the appropriate box

Company Secretary *(see notes 1-5)*

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

MISS

*Honours etc

ACIS

Forename(s)

DIANA PATRICIA

Surname

LEGGE

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

24A ENDERBY STREET

Usual residential

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

Post town

LONDON

County / Region

Postcode

SE10 9PF

Country

Directors (see notes 1 to 5)
Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name	* Style / Title	MR		
	* Honours etc		Date of birth	Day Month Year
			30	01 1945
Forename(s)	BRIAN MICHAEL MARTIN			
Surname	BARRETT			
Previous forename(s)				
Previous surname(s)				
Address	75 ALTWOOD ROAD			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	MAIDENHEAD		
	County / Region	Postcode	SL6 4PS	
	Country	Nationality	BRITISH	
Business occupation	RAIL DEVELOPMENT DIRECTOR			
Other directorships	NO OTHER DIRECTORSHIPS			
* Voluntary details.				

Name	* Style / Title	MR		
	* Honours etc		Date of birth	Day Month Year
			23	08 1956
Forename(s)	STEPHEN THOMAS MATTHEW			
Surname	MURPHY			
Previous forename(s)				
Previous surname(s)				
Address	5A CARLINGFORD ROAD, HAMPSTEAD			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON		
	County / Region	Postcode	NW3 1RY	
	Country	Nationality	BRITISH	
Business occupation	ACCOUNTANT			
Other directorships	See attached list			

Directors (see notes 1-5)
Please list directors in alphabetical order

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

Name	* Style / Title	MR.	Day	Month	Year	
	* Honours etc		Date of birth	13	11	1952
Forename(s)	CHRISTOPHER JOHN GERVASE					
Surname	TIBBITS					
Previous forename(s)						
Previous surname						
Address	THE OLD STORES, STOTTESDON					
Post town	NEAR KIDDERMINSTER					
County / Region	WORCESTERSHIRE	Postcode	DY14 8UB			
Country	ENGLAND					
Nationality	BRITISH					
Business occupation	MANAGING DIRECTOR					
Other directorships	NO OTHER DIRECTORSHIPS					

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

Name	* Style / Title	MR.	Day	Month	Year	
	* Honours etc		Date of birth	29	10	1960
Forename(s)	ALAN					
Surname	TOMLIN					
Previous forename(s)						
Previous surname						
Address	120 CAMPDEN HILL ROAD					
Post town	LONDON					
County / Region		Postcode	W8 7AR			
Country	ENGLAND					
Nationality	BRITISH					
Business occupation	FINANCE DIRECTOR					
Other directorships	NO OTHER DIRECTORSHIPS					

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

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

Name * Style / Title

MR.

Day Month Year

* Honours etc

Date of birth

13

08

1946

Forename(s)

IVOR WILLIAM

Surname

WARBURTON

Previous forename(s)

Previous surname

Address

34 ST. CLAIR'S ROAD

Usual residential address

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

Post town

CROYDON

County / Region

SURREY

Postcode

CR0 5NE

Country

ENGLAND

Nationality

BRITISH

Business occupation

RAILWAY MANAGER

Other directorships

ST. CLAIR MANAGEMENT LIMITED

Name * Style / Title

Day Month Year

* Honours etc

Date of birth

Forename(s)

Surname

Previous forename(s)

Previous surname

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Nationality

Business occupation

Other directorships

* Voluntary details.

Other relevant directorships

Company Number 3282548

Company Name VIRGIN RAIL GROUP LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

122 WIGMORE STREET LIMITED

124 WIGMORE STREET LIMITED

2ND VIRGIN WESTERN LIMITED

A & R SCOTT LIMITED

AIR CREWING LIMITED

ARFIND LIMITED

BARFAIR LIMITED

BURTON PROPERTY TRUST (DARTFORD) LIMITED

BURTON PROPERTY TRUST LIMITED

CAMPDEN SECURITIES LIMITED

CAROLINE INTERNATIONAL LIMITED

CINEMA HOLDINGS LIMITED

CLASSIC CINEMAS LIMITED

CLAYWEST LIMITED

CLINIC GROUP LIMITED

COLOURDOME LIMITED

CRIBYN LIMITED

† Directors only.

† Other directorships

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

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.

Other relevant directorships

Company Number 3282548

Company Name VIRGIN RAIL GROUP LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

CUSTOMLOOK LIMITED

DAISYFIELD LIMITED

DAWNCHAIN LIMITED

EURO-MAGNETIC PRODUCTS LIMITED

EUROMAGNETIC COMPUTERS LIMITED

EUROMAGNETIC HOLDINGS LIMITED

FELIX CATFOOD LIMITED

FELIX PET FOODS LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GATORADE LIMITED

ISISFINE LIMITED

JBO LIMITED

JUNOPART LIMITED

KEYEARTH LIMITED

LAW 128 LIMITED

LONDON & CONTINENTAL RAILWAYS LIMITED

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Other relevant directorships

Company Number 3282548

Company Name VIRGIN RAIL GROUP LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

LONDON BRONCOS (MERCHANDISING) LIMITED

LONDON BRONCOS LIMITED

MCCARTHY CORPORATION PLC

MCCARTHY CORPORATION PLC

METCROFT LIMITED

NEW MEDIA SOLUTIONS LIMITED

PENGAP SECURITIES LIMITED

PHOENIX FIRE INHIBITOR LIMITED

QUAKER OATS LIMITED

QUELDALE LIMITED

RHINEFIELD TIME SHARE LIMITED

RHINEFIELD TIME SHARE MANAGEMENT LIMITED

ROUTE BUILDERS LIMITED

SALFORM LIMITED

SLOUGH MOVIE CENTRE LIMITED

SOUND & MEDIA LIMITED

STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

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Other relevant directorships

Company Number **3282548**

Company Name **VIRGIN RAIL GROUP LIMITED**

Directors Name **MURPHY STEPHEN THOMAS MATTHEW**

† Directors only.

† Other directorships

STORM MODEL MANAGEMENT LIMITED

THE PROJECT CONSULTANCY LIMITED

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN TRADING COMPANY LIMITED

THE VIRGIN TRADING GROUP LIMITED

V II LIMITED

V TWO LIMITED

V2 MUSIC (HOLDINGS) PLC

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANSON DEVELOPMENTS LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

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Other relevant directorships

Company Number **3282548**

Company Name **VIRGIN RAIL GROUP LIMITED**

Directors Name **MURPHY STEPHEN THOMAS MATTHEW**

† Directors only.

† Other directorships

VDL HOLDINGS LIMITED

VEE 2 LIMITED

VEE TOO LIMITED

VICTORY CORPORATION PLC

VIRGIN ACTIVE LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CINEMA PROPERTIES LIMITED

VIRGIN CINEMAS GROUP LIMITED

VIRGIN CINEMAS HOLDINGS LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN CLUBS LIMITED

VIRGIN COSMETICS LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

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Other relevant directorships

Company Number **3282548**

Company Name **VIRGIN RAIL GROUP LIMITED**

Directors Name **MURPHY STEPHEN THOMAS MATTHEW**

† Directors only.

† Other directorships

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERPRISES LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN EUROPEAN LEASING LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN EXPRESS HOLDINGS PLC

VIRGIN GROUP LIMITED

VIRGIN H.E.M.S. (LONDON) LIMITED

VIRGIN HELICOPTERS LIMITED

VIRGIN HOMES LIMITED

VIRGIN HOTELS GROUP LIMITED

VIRGIN HOTELS LIMITED

VIRGIN HOTELS MARKETING LIMITED

VIRGIN LIMOBike LIMITED

VIRGIN MANAGEMENT LIMITED

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Other relevant directorships

Company Number 3282548

Company Name VIRGIN RAIL GROUP LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

VIRGIN MEGASTORE HOLDINGS LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN RADIO HOLDINGS LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP LIMITED

VIRGIN RETAIL GROUP UK LIMITED

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN TELEVISION LIMITED

VIRGIN TOUCH LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VIE LIMITED

VIRGIN VOUCHER CLUB LIMITED

VIRGIN VOUCHERS LIMITED

VIRGIN VOYAGER LIMITED

VIRGIN WESTERN LIMITED

VOYAGER GROUP LIMITED

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Other relevant directorships

Company Number 3282548

Company Name VIRGIN RAIL GROUP LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

WABASH DATATECH INTERNATIONAL LIMITED

WDI LIMITED

WOODHOUSE SECURITIES LIMITED

NOTES

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- 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.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
"A" ORDINARY 10P	14,500,000	£ 1,450,000
"B" ORDINARY 10P	10,000,000	£ 1,000,000
NON- VOTE 10P ORD	10,500,000	£ 1,050,000
Totals	35,000,000	£ 3,500,000.00

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
returns.

(see note 10)

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐

Elective resolutions

(Private companies only)

(See note 11)

If at the date of this return an election is in force to dispense with
annual general meetings, mark this box

☐

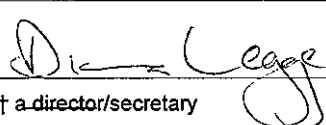
If at the date of this return an election is in force to dispense with
laying accounts in general meetings, mark this box

☐

Certificate

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

Signed


† a director/secretary

Date

20/11/98

† Please delete as appropriate.

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

5
(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.

D P LEGGE, 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	
Tel 0171 229 1282	
DX number	DX exchange



SECRETARIAT

Please complete in typescript,
or in bold black capitals.

**List of past and present members
Schedule to form 363a, 363b**

Company Number

3282548

Company Name in full

VIRGIN RAIL GROUP LIMITED

Number of shares
or amount of
stock held by
existing members
at date of this
return.

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.

Number or
amount
currently held

Number or
amount
Transferred

Date of
registration
of transfer

Remarks

Name and address

BANKERS TRUST INTERNATIONAL PLC
1 APPOLD STREET, BROADGATE, LONDON, EC2A
2HE, ENGLAND

"B" ORDINARY
10P
2,437,500

BANKERS TRUST INTERNATIONAL PLC
1 APPOLD STREET, BROADGATE, LONDON, EC2A
2HE, ENGLAND

NON- VOTE
10P ORD
2,437,500

CONTINENTAL CASUALTY COMPANY
CNA PLAZA, CHICAGO, ILLINOIS 60685, UNITED
STATES

"B" ORDINARY
10P
1,562,500

CONTINENTAL CASUALTY COMPANY
CNA PLAZA, CHICAGO, ILLINOIS 60685, UNITED
STATES

NON- VOTE
10P ORD
1,562,500

COUGAR INVESTMENTS LIMITED
ST. PAUL'S GATE, NEW STREET, ST. HELIER,
JERSEY, JE4 8ZB, ENGLAND

"A" ORDINARY
10P
3,703,703

List of past and present members
Schedule to form 363a, 363b

Name and address	Number of shares or amount of stock held by existing members at date of this return.	Number or amount currently held	Number or amount Transferred	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.	Date of registration of transfer	Remarks
EF NOMINEES LIMITED 65 KINGSWAY, LONDON, WC2B 6QT, ENGLAND	"B" ORDINARY 10P 5,125					
EF NOMINEES LIMITED 65 KINGSWAY, LONDON, WC2B 6QT, ENGLAND	NON- VOTE 10P ORD 5,125					
JP MORGAN INTERNATIONAL CORPORATION 60 WALL STREET, NEW YORK, NY 102600-0060, UNITED STATES	"B" ORDINARY 10P 2,375,000					
JP MORGAN INTERNATIONAL CORPORATION 60 WALL STREET, NEW YORK, NY 102600-0060, UNITED STATES	NON- VOTE 10P ORD 2,375,000					
JUPITER/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C JUPITER P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, GY1 3WT	"A" ORDINARY 10P 1,068,375					
JUPITER/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C JUPITER P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, GY1 3WT	NON- VOTE 10P ORD 86,625					
LIBRA/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C LIBRA P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, ENGLAND	"A" ORDINARY 10P 1,424,500					

List of past and present members
Schedule to form 363a, 363b

Number of shares or amount of stock held by existing members at date of this return.

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 amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
LIBRA/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C LIBRA P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, ENGLAND	NON-VOTE 10P ORD 115,500			
MARS/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C MARS P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, GY1 3WT	"A" ORDINARY 10P 1,210,825			
MARS/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C MARS P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, GY1 3WT	NON-VOTE 10P ORD 98,175			
PLOUGH INVESTMENTS LIMITED ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY, JE4 8ZB, ENGLAND	"A" ORDINARY 10P 4,629,630			
SIXTY WALL STREET FUND, L.P. 60 WALL STREET, NEW YORK, NY102600-0060, UNITED STATES	"B" ORDINARY 10P 125,000			
SIXTY WALL STREET FUND, L.P. 60 WALL STREET, NEW YORK, NY102600-0060, UNITED STATES	NON-VOTE 10P ORD 125,000			
TPG PARALLEL I, LP 201 MAIN STREET, SUITE 2420, FORT WORTH, TEXAS, 76102, UNITED STATES	"B" ORDINARY 10P 249,221			

List of past and present members
Schedule to form 363a, 363b

Name and address	Number of shares or amount of stock held by existing members at date of this return.	Number of shares or amount of 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.	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.	Remarks
Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
TPG PARALLEL I, LP 201 MAIN STREET, SUITE 2420, FORT WORTH, TEXAS, 76102, UNITED STATES	NON- VOTE 10P ORD 249,221			
TPG PARTNERS LP 201 MAIN STREET, SUITE 2420, FORT WORTH, TEXAS, 76102, UNITED STATES	"B" ORDINARY 10P 2,500,779			
TPG PARTNERS LP 201 MAIN STREET, SUITE 2420, FORT WORTH, TEXAS, 76102, UNITED STATES	NON- VOTE 10P ORD 2,500,779			
VENUS/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C VENUS P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, GY1 3WT	"A" ORDINARY 10P 1,038,467			
VENUS/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C VENUS P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, GY1 3WT	NON- VOTE 10P ORD 84,200			
VIRGO/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C VIRGO P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, GY1 3WT, ENGLAND	"A" ORDINARY 10P 1,424,500			
VIRGO/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C VIRGO P.O. BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, GY1 3WT, ENGLAND	NON- VOTE 10P ORD 115,500			

List of past and present members
Schedule to form 363a, 363b

Number of shares
or amount of
stock held by
existing members
at date of this
return.

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.

Number or
amount
currently held

Number or
amount
Transferred

Date of
registration
of transfer

Name and address

Remarks

KINGSWAY NOMINEES LIMITED 65 KINGSWAY, LONDON, WC2B 6QT, ENGLAND	"B" ORDINARY 10P 744,875			
KINGSWAY NOMINEES LIMITED 65 KINGSWAY, LONDON, WC2B 6QT, ENGLAND	NON- VOTE 10P ORD 744,875			