03343095	details below and, for secretary and directo particulars, the date of any change.		
Register of members (See note 5)			
The register is kept at	. *		
SIMMONS AND SIMMONS	TH DOWLING + Co		
21 WILSON STREET	SUITE! THE SANCTUARY		
LONDON	23 OAKHILL GROVE		
EC2M 2TX	SURBITON, SURLEY KT6 6 DU		
Register of debenture holders (See note 6)			
(200			
Any register of debenture holders (or duplicate) is kept at			
•			

Company Secretary (See note 7)			
Particulars of a new secretary must be notified on	Day Month Year		
form 288.			
	$2 \cdot 6 \cdot 0 \cdot 2 \cdot 9 \cdot 9$ Date of any change.		
ANDREW			
APPLETON			
4 HUXLEY CLOSE	***************************************		
GODALMING	WEUDOWNIEM		
SURREY GU27 2AF	THE HYDONS		
	SULL TUNE		
	HYDESTILE, GODALMING		
	Surrey Gub 4DD		
If this person has ceased to be secretary, please	Day Month Year		
state when.	Date of resignation.		
Directors (See note 7)			
•	Day Month Year		
Particulars of a new director must be notified on form 288.	216 012 919 Date of any change.		
ANDREW	***************************************		
APPLETON			
4 HUXLEY CLOSE	***************************************		
GODALMING	MEADOWVIEW		
SURREY GU27 2AF	THE HYDONS		
	SALT LANE		
	HYDESTILE, GODALMING		
Date of Birth:- 07/12/50	***************************************		
Nat:BRITISH			
Occ:DIRECTOR	***************************************		
If this person has consed to be director.	Day Month Year		
If this person has ceased to be director, please state when	Date of resignation.		

Show any relevant current and previous directorships.

Page 2

Show any relevant current and previous directorships.

SCHEDILY ATTACHEN

03343095 Issued Share Capital (See note 8)	Class (eg Ordinary/	Number of shares issued	Aggregate nominal value
Enter details of all shares in issue at the date of this return.	Preference etc)	į 'is	ie Number of shares ssued multiplied by ominal value per share)
	ORDINARY	1,356,902,701	£13,569,027
	Totals	1, 356, 902,70)	£13,569,027
List of past and present members (See note 9)			
(Use attached schedule where appropriate) A full list is required if one was not included with either of the last two returns.	Please mark the appropriate box. There were no changes in the period not on		
The last full members list was at 01/04/98	A list of chan	o ges is enclosed	n paper paper
	A full list of I	members is enclosed	
Elective resolutions (See note 10) (Private companies only)	-		
If an elective resolution is in force at the date of this return to dispense with annual general meetings, mark this box.			
If an elective resolution is in force at the date of this return to dispense with laying accounts in general meetings, mark this box.			2
Certificate	Signed		
I certify that the information given in this return is true to the best of my knowledge and belief.	Date 13/4/99		
I enclose the fee of £15.	This return i	ncludes 18	continuation sheets.
Cheques should be made payable to Companies House .	(enter number) 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?————————————————————————————————————	TH DO Suite 1,	Dowling + Co The Sanctuary Sulvey Postcode	23 Oppull Grove
	Telephone C	EE18 0PE 1810	Ext

ANDREW APPLETON - CURRENT DIRECTORSHIPS

Tropical Places Limited

Jetsave International Limited

Jetsave Transatlantic Limited

Airbourne Travel (Holdings) Limited

Crystal Holidays Limited

Crystal Dial Limited

Guernsey Travel Service Limited

Jersey Travel Service Limited

ANDREW PERRIN - CURRENT DIRECTORSHIPS

Crystal Dial Limited

Guernsey Travel Limited

Crystal Holidays Limited

Jersey Travel Service Limited

Tropical Places Limited

DAVID ROWE - CURRENT DIRECTORSHIPS

Crystal Holidays Limited

Charles Grimsey Associates Limited

Tropical Places Limited

IAN SMITH - CURRENT DIRECTORSHIPS

Gold Case Travel Limited

Horizon Travel Centres Limited

L W Morland & Co Ltd

Lunn Poly (Jersey) Limited

Lunn Poly Limited

Phoenicia Travel Limited

Plantravel Limited

Renwicks Travel Limited

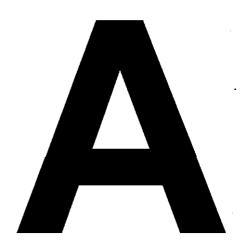
Thomson Travel

Thomson Travel Group (Holdings) Limited

Thomson Travel Group pic

Thomson Travel Holdings

Travellers Joy Travel Service Limited



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 3343095