



Please complete in typescript,
or in bold black capitals.

LB 13519
010234

363a

Annual Return

Company Number

3427512

Company Name in full

VIRGIN DIRECT (2) LIMITED



* F363AD40 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

27 06 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

27 06 1999

Registered Office (See note 3)

Show here the address at the date of
this return.

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

Post town

County / Region

Postcode

DISCOVERY HOUSE

WHITING ROAD

NORWICH

NORFOLK

NR4 7EJ

Principal business activities

(See note 4)

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

7415

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



A08 *AF9DQ7S0* 368
COMPANIES HOUSE 11/07/98

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

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

X

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	<input type="text" value="MR"/>			Day	Month	Year
	* Honours etc	<input type="text"/>	Date of birth	<input type="text" value="18"/>	<input type="text" value="07"/>	<input type="text" value="1950"/>	
	Forename(s)	<input type="text" value="RICHARD CHARLES NICHOLAS"/>					
	Surname	<input type="text" value="BRANSON"/>					
	Previous forename(s)	<input type="text"/>					
	Previous surname(s)	<input type="text"/>					
Address	<input type="text" value="9 HOLLAND PARK"/>						
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	<input type="text" value="LONDON"/>					
	County / Region	<input type="text"/>	Postcode	<input type="text" value="W11 9TH"/>			
	Country	<input type="text"/>	Nationality	<input type="text" value="BRITISH"/>			
Business occupation	<input type="text" value="COMPANY DIRECTOR"/>						
Other directorships	<input type="text" value="See attached list"/>						
* Voluntary details.	<input type="text"/>						

Name	* Style / Title	<input type="text" value="MS"/>			Day	Month	Year
	* Honours etc	<input type="text"/>	Date of birth	<input type="text" value="19"/>	<input type="text" value="10"/>	<input type="text" value="1961"/>	
	Forename(s)	<input type="text" value="JAYNE-ANNE"/>					
	Surname	<input type="text" value="GADHIA"/>					
	Previous forename(s)	<input type="text"/>					
	Previous surname(s)	<input type="text"/>					
Address	<input type="text" value="STRATTON HILL HOUSE, STRATTON STRAVLESS"/>						
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	<input type="text" value="NORWICH"/>					
	County / Region	<input type="text" value="NORFOLK"/>	Postcode	<input type="text" value="NR10 5LP"/>			
	Country	<input type="text" value="ENGLAND"/>	Nationality	<input type="text" value="BRITISH"/>			
Business occupation	<input type="text" value="COMPANY DIRECTOR"/>						
Other directorships	<input type="text" value="See attached list"/>						
	<input type="text"/>						

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	22	12	1955
Forename(s)	WILLIAM					
Surname	GORMAN					
Previous forename(s)						
Previous surname						
Address	34 BREEZERS COURT, 20 THE HIGHWAY					
	WAPPING					
	LONDON					
Post town						
County / Region			Postcode	E1 9BE		
Country	ENGLAND					
Nationality	AUSTRALIAN					
Business occupation	DEVELOPMENT EXECUTIVE (AMP GROUP)					
Other directorships	See attached list					

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	08	06	1962
Forename(s)	ROWAN					
Surname	GORMLEY					
Previous forename(s)						
Previous surname						
Address	METTINGHAM CASTLE, CASTLE ROAD					
	METTINGHAM FUNGAY					
Post town						
County / Region	SUFFOLK		Postcode	NR35 1TH		
Country	ENGLAND					
Nationality	IRISH					
Business occupation	COMPANY DIRECTOR					
Other directorships	See attached list					

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

* 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	05	03	1960
	Forename(s)	MICHAEL DAVID				
	Surname	KING				
	Previous forename(s)					
	Previous surname					
Address	8 WALKERS WAY, SOUTH BRETTON					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	PETERBOROUGH				
	County / Region	CAMBS	Postcode	PE3 9AX		
	Country	ENGLAND				
Nationality	BRITISH					
Business occupation	FINANCIAL DIRECTOR					
Other directorships	See attached list					

Name	* Style / Title	MR		Day	Month	Year
	* Honours etc		Date of birth	02	04	1960
	Forename(s)	GORDON DOUGLAS				
	Surname	MCCALLUM				
	Previous forename(s)	GORDON DOUGLAS				
	Previous surname	MCCALLUM				
Address	FLAT 4, 16 RUTLAND GATE					
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	SW7 1BB		
	Country	ENGLAND				
Nationality	BRITISH					
Business occupation	MANAGEMENT CONSULTANT					
Other directorships	See attached list					

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

Name	* Style / Title	<input type="text" value="MR"/>			Day	Month	Year
	* Honours etc	<input type="text"/>	Date of birth	<input type="text" value="08"/>	<input type="text" value="11"/>	<input type="text" value="1946"/>	
	Forename(s)	<input type="text" value="JONATHAN ELIOT"/>					
	Surname	<input type="text" value="SCHWARTZ"/>					
	Previous forename(s)	<input type="text"/>					
	Previous surname	<input type="text"/>					
Address		<input type="text" value="24 CANONBURY PARK SOUTH"/>					
		<input type="text"/>					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	<input type="text" value="LONDON"/>					
	County / Region	<input type="text"/>	Postcode	<input type="text" value="N1 2FN"/>			
	Country	<input type="text" value="ENGLAND"/>					
	Nationality	<input type="text" value="AMERICAN"/>					
	Business occupation	<input type="text" value="GROUP DEVELOPMENT DIRECTOR, AMP SOCIETY"/>					
	Other directorships	<input type="text" value="See attached list"/>					
		<input type="text"/>					

* 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		
	* Honours etc			
	Forename(s)	GEORGE REA		
	Surname	TRUMBULL III		
	Previous forename(s)			
	Previous surname			
Address	90 BRAESIDE STREET			
	Post town	WAHROONGA		
	County / Region	NEW SOUTH WALES	Postcode	2076
	Country	AUSTRALIA		
Nationality	AMERICAN			
Business occupation	MD AND CHIEF EXEC OFFICER, AMP SOCIETY			
Other directorships	See attached list			

Name	* Style / Title			
	* Honours etc			
	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname			
Address				
	Post town			
	County / Region		Postcode	
	Country			
Nationality				
Business occupation				
Other directorships				

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* Voluntary details.

Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

AIR CARGO PARTNERS LIMITED

AVIDBUILD LIMITED

BINIBELLA LIMITED

BLACKSHEEP LIMITED

BLANC RESTAURANTS LIMITED

CAIRNLINE LIMITED

CAMPDEN SECURITIES LIMITED

CAROLINE INTERNATIONAL LIMITED

CINEMA HOLDINGS LIMITED

CLAYWEST LIMITED

COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED

CPV-TV HOLDINGS LIMITED

CPV-TV LIMITED

CRAWLEY BUSINESS QUARTER LIMITED

DESIGNCHASE LIMITED

FRANESS LIMITED

G.S.A. WORLDWIDE LIMITED

NOTES

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- 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 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GLOBAL CIRCUMNAVIGATION LIMITED

GREENART LIMITED

HEALTHCARE FOUNDATION (MARKETING) LIMITED

HEAVEN LIMITED

ISISFINE LIMITED

JUNOPART LIMITED

KINKO'S LIMITED

LONDON BRONCOS LIMITED

METCROFT LIMITED

MOWBURY LIMITED

NECKER ISLAND (BVI) LIMITED

NEW MEDIA SOLUTIONS LIMITED

RAPIDO TV LIMITED

RODNEY FITCH AND COMPANY LIMITED

ROOF GARDENS INC.

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

ROSETAPE LIMITED

ROUTE BUILDERS LIMITED

SHOWROUTE LIMITED

SLOUGH MOVIE CENTRE LIMITED

SPEED 3961 LIMITED

SPEED 5024 LIMITED

STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

STORM MODEL MANAGEMENT LIMITED

SYNTHAXE LIMITED

THE GINGER MEDIA GROUP LIMITED

THE LOTTERY FOUNDATION

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN COLA COMPANY LIMITED

THE VIRGIN HEALTHCARE FOUNDATION LIMITED

THE VIRGIN TRADING COMPANY LIMITED

TICKSIDE COMMUNICATIONS LIMITED

U K 2000 LIMITED

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

UK LOTTERIES LIMITED

V ENTERTAINMENT GROUP LIMITED

V2 MUSIC (HOLDINGS) PLC

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANSON DEVELOPMENTS LIMITED

VANSON HOTELS LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

VDL HOLDINGS LIMITED

VINTAGE AIRLINES LIMITED

VIRGAIR LIMITED

VIRGIN AERONAUTICS LIMITED

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Other relevant directorships**Company Number** 3427512**Company Name** VIRGIN DIRECT (2) LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN AEROSTATION LIMITED

VIRGIN AFRICAN AIRWAYS LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

VIRGIN ATLANTIC AIRWAYS LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN ATLANTIC ENGINEERING LIMITED

VIRGIN ATLANTIC LEISUREWEAR LIMITED

VIRGIN AVIATION SERVICES LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BRIDE 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

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN DEVELOPMENTS LIMITED

VIRGIN DIGITAL STUDIOS INTERNATIONAL LIMITED

VIRGIN DIGITAL STUDIOS LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERPRISES LIMITED

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Other directorships.

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Other relevant directorships**Company Number** 3427512**Company Name** VIRGIN DIRECT (2) LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN EXPRESS HOLDINGS PLC

VIRGIN EXPRESS INVESTMENTS LIMITED

VIRGIN FREEWAY LIMITED

VIRGIN GROUP LIMITED

VIRGIN HELICOPTERS LIMITED

VIRGIN HOLIDAYS LIMITED

VIRGIN HOTELS GROUP LIMITED

VIRGIN HOTELS LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT LTD

VIRGIN MANAGEMENT LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN MERCHANDISING LIMITED

VIRGIN NET LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN PUBLISHING LIMITED

VIRGIN RADIO HOLDINGS LIMITED

VIRGIN RAIL GROUP LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP LIMITED

VIRGIN RETAIL LIMITED

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN TELEVISION INVESTMENTS LIMITED

VIRGIN TRAVEL GROUP LIMITED

VIRGIN TRAVEL INVESTMENTS LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VIE LIMITED

VIRGIN VOUCHERS LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN VOYAGER LIMITED

VIRGLEASE LIMITED

VIROTHERM LABORATORIES LIMITED

VOLTAPLACE LIMITED

VOYAGER GROUP LIMITED

VOYAGER INVESTMENTS LIMITED

VOYAGER NOMINEES LIMITED

W H ALLEN & CO. PLC

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name GADHIA JAYNE-ANNE

† Directors only.

† Other directorships

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name GORMAN WILLIAM

† Directors only.

† Other directorships

AMP VIRGIN HOLDINGS LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

NOTES

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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 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name GORMLEY ROWAN

† Directors only.

† Other directorships

KINGFISHER LEISURE PLC

PEVEREL LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

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:

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- dormant

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name KING MICHAEL DAVID

† Directors only.

† Other directorships

VIRGIN DIRECT LEASING COMPANY LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

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.

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- dormant

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name MCCALLUM GORDON DOUGLAS

† Directors only.

† Other directorships

CLOVER INVESTMENTS LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN MANAGEMENT LIMITED

VIRGIN NET LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

122 WIGMORE STREET LIMITED

124 WIGMORE STREET LIMITED

2ND VIRGIN WESTERN LIMITED

A & R SCOTT LIMITED

AIR CREWING LIMITED

AVIDBUILD LIMITED

CAIRNLINE LIMITED

CAMPDEN SECURITIES LIMITED

CAROLINE INTERNATIONAL LIMITED

CINEMA HOLDINGS LIMITED

CLASSIC CINEMAS LIMITED

CLAYWEST LIMITED

CLINIC GROUP LIMITED

COLOURDOME LIMITED

CRIBYN LIMITED

CROSSCOUNTRY TRAINS LIMITED

DAISYFIELD 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.

Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

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

LONDON & CONTINENTAL RAILWAYS LIMITED

LONDON BRONCOS LIMITED

MCCARTHY CORPORATION PLC

METCROFT LIMITED

NEW MEDIA SOLUTIONS LIMITED

PHOENIX FIRE INHIBITOR LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

QUAKER OATS LIMITED

QUELDALE LIMITED

RHINEFIELD TIME SHARE LIMITED

RHINEFIELD TIME SHARE MANAGEMENT LIMITED

ROUTE BUILDERS LIMITED

SALFORM LIMITED

SHOWROUTE LIMITED

SLOUGH MOVIE CENTRE LIMITED

SYNTHAXE LIMITED

THE PROJECT CONSULTANCY LIMITED

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN COLA COMPANY LIMITED

THE VIRGIN TRADING COMPANY LIMITED

THE VIRGIN TRADING GROUP LIMITED

V II LIMITED

V TWO LIMITED

V2 MUSIC (HOLDINGS) PLC

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANBURG LIMITED

VANSON (CARMARTHEN) LIMITED

VANSON (CRAWLEY) LIMITED

VANSON (CRAWLEY) NO.2 LIMITED

VANSON (CRAWLEY) NO.3 LIMITED

VANSON DEVELOPMENTS LIMITED

VANSON HOTELS LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

VDL HOLDINGS LIMITED

VEE 2 LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

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

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

NOTES

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Other relevant directorships**Company Number** 3427512**Company Name** VIRGIN DIRECT (2) 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 HELICOPTERS LIMITED

VIRGIN HOMES LIMITED

VIRGIN HOTELS GROUP LIMITED

VIRGIN HOTELS LIMITED

VIRGIN HOTELS MARKETING LIMITED

VIRGIN LIMOBike LIMITED

VIRGIN MANAGEMENT LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

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- 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** 3427512**Company Name** VIRGIN DIRECT (2) LIMITED**Directors Name** MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

VIRGIN MERCHANDISING LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN RADIO HOLDINGS LIMITED

VIRGIN RAIL GROUP LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP LIMITED

VIRGIN RETAIL GROUP UK LIMITED

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN TELEVISION INVESTMENTS LIMITED

VIRGIN TELEVISION LIMITED

VIRGIN TOUCH LIMITED

VIRGIN TRAVEL INVESTMENTS LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VIE LIMITED

VIRGIN VOUCHER CLUB LIMITED

VIRGIN VOUCHERS LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only. † Other directorships

VIRGIN VOYAGER LIMITED

VIRGIN WESTERN LIMITED

VOYAGER GROUP LIMITED

WABASH DATATECH INTERNATIONAL LIMITED

WDI LIMITED

WEST COAST TRAINS LIMITED

WOODHOUSE SECURITIES LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name SCHWARTZ JONATHAN ELIOT

† Directors only.

† Other directorships

AMP (UK) PUBLIC LIMITED COMPANY

AMP ASSET MANAGEMENT PLC

AMP INVESTMENT MANAGEMENT LIMITED

AMP NOMINEES LIMITED

ASIAN INFRASTRUCTURE FUND LIMITED

AUSTRALIAN BRITISH CHAMBER OF COMMERCE (UK)

ORMER (JERSEY) LIMITED

OYSTER HOLDING COMPANY LIMITED

OYSTER OVERSEAS LIMITED

PEARL ASSURANCE GROUP HOLDINGS LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

NOTES

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Other relevant directorships

Company Number 3427512

Company Name VIRGIN DIRECT (2) LIMITED

Directors Name TRUMBULL III GEORGE REA

† Directors only.

† Other directorships

A.M.P. (U.K.) PUBLIC LIMITED COMPANY

AMP SOCIETY

PEARL GROUP PLC

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

NOTES

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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)
0.1P AMP A ORD	15,000,000	£ 15,000
0.1P VIR CONV SHS	969,232	£ 969
0.1P VIR A ORD	14,030,768	£ 14,031
0.1P EXEC CONV	969,232	£ 969
Totals	30,969,232	£ 30,969.232

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

D P Legge

Date

7/7/98

† 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

36
(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

3427512

Company Name in full

VIRGIN DIRECT (2) 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	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
ABACUS (C.I.) LIMITED A/C AQUARIUS LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR ORD 0	1,406,621	21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C AQUARIUS LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR CONV SHS 97,168			
ABACUS (C.I.) LIMITED A/C AQUARIUS LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR A ORD 1,406,621			
ABACUS (C.I.) LIMITED A/C ARIES LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR ORD 0	1,406,621	21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C ARIES LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR CONV SHS 97,168			

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 Transferred	Date of registration of transfer	Remarks
ABACUS (C.I.) LIMITED A/C ARIES LA MOTTE CHAMBERS, ST. HELIER, JERSEY	0.1p VIR A ORD 1,406,621			
ABACUS (C.I.) LIMITED A/C CAPRICORN LA MOTTE CHAMBERS, ST. HELIER, JERSEY	0.1p VIR ORD 0	1,406,621	21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C CAPRICORN LA MOTTE CHAMBERS, ST. HELIER, JERSEY	0.1p VIR CONV SHS 97,168			
ABACUS (C.I.) LIMITED A/C CAPRICORN LA MOTTE CHAMBERS, ST. HELIER, JERSEY	0.1p VIR A ORD 1,406,621			
ABACUS (C.I.) LIMITED A/C PISCES LA MOTTE CHAMBERS, ST. HELIER, JERSEY, CHANNEL ISLANDS	0.1p VIR ORD 0	1,406,621	21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C PISCES LA MOTTE CHAMBERS, ST. HELIER, JERSEY, CHANNEL ISLANDS	0.1p VIR CONV SHS 97,168			
ABACUS (C.I.) LIMITED A/C PISCES LA MOTTE CHAMBERS, ST. HELIER, JERSEY, CHANNEL ISLANDS	0.1p VIR A ORD 1,406,621			

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.	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
ABACUS (C.I.) LIMITED A/C SATURN LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR ORD 0	835,393	21/11/1997	SHARE CONVERSION
ABACUS (C.I.) LIMITED A/C SATURN LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR CONV SHS 57,708			
ABACUS (C.I.) LIMITED A/C SATURN LA MOTTE CHAMBERS, ST HELIER, JERSEY	0.1p VIR A ORD 835,393			
ABACUS (JERSEY) LIMITED A/C R GORMLEY TRUST LA MOTTE CHAMBERS, ST HILLIER, JERSEY, CHANNEL ISLANDS, JE1 1BJ, ENGLAND	0.01p ORD 0	750,000	16/10/1997	SHARE CONVERSION
ABACUS (JERSEY) LIMITED A/C R GORMLEY TRUST LA MOTTE CHAMBERS, ST HILLIER, JERSEY, CHANNEL ISLANDS, JE1 1BJ, ENGLAND	0.1p EXEC CONV 750,000			
AMP VIRGIN HOLDINGS LIMITED 55 MOORGATE, LONDON, EC2R 6PA, ENGLAND	0.1p AMP A ORD 15,000,000			
GORDON DOUGLAS MCCALLUM FLAT 4, 16 RUTLAND GATE, LONDON, SW7 1BB, ENGLAND	£1 Ordinary 0	1	15/10/1997	SHARE CONVERSION

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.	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			Remarks
	Number or amount currently held	Number or amount Transferred	Date of registration of transfer		
GORDON DOUGLAS MCCALLUM FLAT 4, 16 RUTLAND GATE, LONDON, SW7 1BB, ENGLAND	0.01p ORD 0	80,770	16/10/1997		SHARE CONVERSION
GORDON DOUGLAS MCCALLUM FLAT 4, 16 RUTLAND GATE, LONDON, SW7 1BB, ENGLAND	0.1p EXEC CONV 80,770				
INSTANT COMPANIES LIMITED 2 BACHES STREET, LONDON, EC1Y	£1 Ordinary 0	1	22/09/1997		JAMES EDWARD STONER
JAMES EDWARD STONER 95 GRAHAM ROAD, LONDON, SW19 3SP, ENGLAND	£1 Ordinary 0	1	15/10/1997		STEPHEN THOMAS MATTHEW MURPHY
JAMES EDWARD STONER 95 GRAHAM ROAD, LONDON, SW19 3SP, ENGLAND		1	15/10/1997		GORDON DOUGLAS MCCALLUM
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C JUPITER) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY	0.1p VIR ORD 0	1,049,902	21/11/1997		SHARE CONVERSION
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C JUPITER) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY	0.1p VIR CONV SHS 72,527				

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.	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
	Number or amount currently held	Number or amount Transferred	Date of registration of transfer		
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C JUPITER) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY	0.1p VIR A ORD 1,049,902				
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C LIBRA) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY	0.1p VIR ORD 0	1,476,953	21/11/1997		SHARE CONVERSION
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C LIBRA) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY	0.1p VIR CONV SHS 102,026				
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C LIBRA) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY	0.1p VIR A ORD 1,476,953				
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VIRGO) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR ORD 0	1,476,953	21/11/1997		SHARE CONVERSION
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VIRGO) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR CONV SHS 102,026				
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VIRGO) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR A ORD 1,476,953				

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
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VENUS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR ORD 0	1,141,896	21/11/1997	SHARE CONVERSION
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VENUS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR CONV SHS 78,881			
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C VENUS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR A ORD 1,141,896			
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C GEMINI) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR ORD 0	133,207	21/11/1997	SHARE CONVERSION
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C GEMINI) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR CONV SHS 9,202			
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C GEMINI) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR A ORD 133,207			
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C MARS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR ORD 0	1,162,714	21/11/1997	SHARE CONVERSION

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
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C MARS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR CONV SHS 80,319			
MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED (A/C MARS) PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST PETER PORT, GUERNSEY, GY1 3WT	0.1p VIR A ORD 1,162,714			
MORGAN GRENFELL TRUSTEE SERVICES(GUERNSEY) LIMITED (A/C LEO)	0.1p VIR ORD 0	133,207	21/11/1997	SHARE CONVERSION
MORGAN GRENFELL TRUSTEE SERVICES(GUERNSEY) LIMITED (A/C LEO)	0.1p VIR CONV SHS 9,202			
MORGAN GRENFELL TRUSTEE SERVICES(GUERNSEY) LIMITED (A/C LEO)	0.1p VIR A ORD 133,207			
RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 9TH	0.1p VIR ORD 0	994,059	21/11/1997	SHARE CONVERSION
RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 9TH	0.1p VIR CONV SHS 68,669			

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

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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
RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 9TH	0.1p VIR A ORD 994,059			
STEPHEN THOMAS MATTHEW MURPHY 5A CARLINGFORD ROAD, HAMPSTEAD, LONDON, NW3 1RY, ENGLAND	£1 Ordinary 0	1	15/10/1997	SHARE CONVERSION
STEPHEN THOMAS MATTHEW MURPHY 5A CARLINGFORD ROAD, HAMPSTEAD, LONDON, NW3 1RY, ENGLAND	0.01p ORD 0	92,308	16/10/1997	SHARE CONVERSION
STEPHEN THOMAS MATTHEW MURPHY 5A CARLINGFORD ROAD, HAMPSTEAD, LONDON, NW3 1RY, ENGLAND	0.1p EXEC CONV 92,308			
STERLING SECURITIES LIMITED 14/15 MOUNT HAVELOCK, DOUGLAS, ISLE OF MAN	0.01p ORD 0	46,154	16/10/1997	SHARE CONVERSION
STERLING SECURITIES LIMITED 14/15 MOUNT HAVELOCK, DOUGLAS, ISLE OF MAN	0.1p EXEC CONV 46,154			
SWIFT INCORPORATIONS LIMITED 2 BACHES STREET, LONDON, EC1Y	£1 Ordinary 0	1	22/09/1997	JAMES EDWARD STONER