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or in bold black capitals.

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363a²

Annual Return

Company Number

1591116

Company Name in full

APPLE COMPUTER (UK) LIMITED



* F363AD40 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

06 09 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

06 09 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

ROLLS HOUSE

7 ROLLS BUILDINGS, FETTER LANE

LONDON

EC4A 1NH

Principal business activities

(See note 4)

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

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

7260

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



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COMPANIES HOUSE 24/09/98

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

400 CAPABILITY GREEN

LUTON

BEDFORDSHIRE

Postcode

LU1 3LU

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

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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

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town
County / Region

Country

PETER

SCHON

EASTER COTTAGE

14 POPLAR AVENUE

WINDLESHAM

SURREY

Postcode

GU20 6PL

ENGLAND

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		Day	Month	Year	
	* Honours etc		Date of birth	14	03	1948
	Forename(s)	GEORGES JEAN-PHILIPPE				
	Surname	GUYON DE CHEMILLY				
	Previous forename(s)					
	Previous surname(s)					
Address	33 DOMAINE DU VAL DE POME					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	BIOT				
	County / Region		Postcode	06410		
	Country	FRANCE	Nationality	FRENCH		
Business occupation	FINANCE DIRECTOR					
Other directorships	See attached list					
* Voluntary details.						

Name	* Style / Title		Day	Month	Year	
	* Honours etc		Date of birth	09	10	1956
	Forename(s)	NANCY REGINA				
	Surname	HEINEN				
	Previous forename(s)					
	Previous surname(s)					
Address	415 CERVANTES ROAD					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	PORTOLA VALLEY				
	County / Region	CALIFORNIA	Postcode	CA 94028		
	Country	UNITED STATES OF AMERICA	Nationality	AMERICAN		
Business occupation	GENERAL COUNSEL					
Other directorships	APPLE COMPUTER UK PARTNERS LIMITED					
	MICROSENSE COMPUTERS LIMITED					

Directors (see notes 1-5)

Please list directors in alphabetical order

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

Name	* Style / Title		Day	Month	Year	
	* Honours etc		Date of birth	25	03	1958
	Forename(s)	JON				
	Surname	MOLYNEUX				
	Previous forename(s)					
	Previous surname					
Address	11 LINKS AVENUE, GIDEA PARK					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	ROMFORD				
	County / Region	ESSEX	Postcode	RM2 6NB		
	Country	ENGLAND				
Nationality	BRITISH					
Business occupation	GENERAL MANAGER					
Other directorships	MICROSENSE COMPUTERS LIMITED					

Name	* Style / Title		Day	Month	Year	
	* Honours etc		Date of birth	19	06	1958
	Forename(s)	NIGEL PAUL				
	Surname	TURNER				
	Previous forename(s)					
	Previous surname					
Address	35 GYPSEY LANE					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	MARLOW				
	County / Region	BUCKINGHAMSHIRE	Postcode	SL7 3JT		
	Country	ENGLAND				
Nationality	BRITISH					
Business occupation	VP MARKETING					
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		Day	Month	Year	
	* Honours etc		Date of birth	24	05	1959
Forename(s)	GARY JOSEPH					
Surname	WIPFLER					
Previous forename(s)						
Previous surname						
Address	1364 MONTCLAIRE WAY					
Post town	LOS ALTOS					
County / Region	CALIFORNIA	Postcode				
Country	UNITED STATES					
Nationality	CANADIAN					
Business occupation	VP TREASURER					
Other directorships	APPLE COMPUTER UK PARTNERS LIMITED					
	MICROSENSE COMPUTERS LIMITED					

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

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

* Voluntary details.

Other relevant directorships

Company Number 1591116

Company Name APPLE COMPUTER (UK) LIMITED

Directors Name GUYON DE CHEMILLY GEORGES JEAN-PHILIPPE

† Directors only.

† Other directorships

APPLE COMPUTER UK PARTNERS LIMITED

ARM 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:
- 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.

MICROSENSE COMPUTERS LIMITED

XEMPLAR LIMITED

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.



Please complete in typescript,
or in bold black capitals.

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

Company Number

1591116

Company Name in full

APPLE COMPUTER (UK) 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

Name and address

Remarks

APPLE COMPUTER INC.
20525 MARIANI AVENUE, CUPERTINO, CALIFORNIA,
95014, UNITED STATES

ORD
1,000,000

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)
ORDINARY	1,000,000	£ 1,000,000.00
Totals	1,000,000	£ 1,000,000.00

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

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on paper in another format

A list of changes is enclosed

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A full list of members is enclosed

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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

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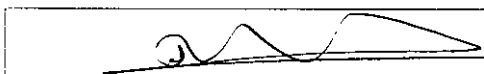
If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

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Certificate

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

Signed



Date

11/9/98

† 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

(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.

ERNST & YOUNG, 400 CAPABILITY GREEN, LUTON, BEDFORDSHIRE, LU1 3LU	
Tel 01582 643000	
DX number	DX exchange