

HOUSECOMPANIES

THE REGISTRAR OF COMPANIES COMPANIES HOUSE CROWN WAY CARDIFF CF4 3UZ COMPANIES HOUSE 29/11/97

This form should be completed in black.

The information printed below is taken from Companies House records as at 17/10/97 If this information requires amendment use the spaces opposite.

Date of this return (See note 1)

The information in this return should be made up to a date not later than

Day	Month	Year	
0,1	1,1	9 7	

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.

Regis	stered	Office	(See note	3)
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This is the address registered by Companies House. PRUDENTIAL BUILDINGS

EPSOM ROAD

GUILDFORD

GU2 3JW SURREY

Principal business activities (See note 4)

Trade classification is 6010 TRANSPORT VIA RAILWAYS

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

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of	company	number	02985176
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company name GREAT SCOTTISH AND WESTERN RAILWAY HOLDINGS LIMITED

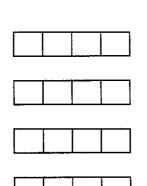
company type PRIVATE COMPANY LIMITED BY SHARES

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

Day	Month	Year

Month

Year



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02985176	If the information shown needs amendment, give details below and, for secretary and directo
Register of members (See note 5)	particulars, the date of any change.
he register is kept at	
REGISTERED OFFICE	
Register of debenture holders (See note 6)	
any register of debenture holders (or duplicate) is ept at	
Company Secretary (See note 7)	Day Month Year
articulars of a new secretary must be notified on orm 288.	Day Month Year
DSC HONS	
SARAH ANN MANSFIELD	
IVY COTTAGE 51 NORTH ACRE	
LONGPARISH ANDOVER	
HAMPSHIRE SP11 6QD	
	Day Month Year
this person has ceased to be secretary, please tate when.	Date of resignation.
MIO WIOTI	
Directors (See note 7)	
	Day Month Year
articulars of a new director must be notified on orm 288.	Date of any change.
ROBERT ALISTAIR WAVERLY	
BALLANTINE 24 LONDONDERRY DRIVE	
GREENWICH	
CONNECTICUT 06830 USA	
Date of Birth:- 19/06/48	
Nat:BRITISH Occ:PRESIDENT WHOLESALETRAVEL	

Show any relevant current and previous directorships. PAGE

If this person has ceased to be director, please state when.

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Day

Month

Year

ABERCIGARIE 2 MENT INTERNATIONAL INC.

Date of resignation.

If the information shown needs amendment, give 02985176 details below and the date of any change. **Directors - continued** Day Month Year Particulars. Date of any change. STANLEY FEAGLER 4209 LAWN AVENUE WESTERN SPRINGS ILLINOIS 60558 USA Date of Birth: - 21/10/56 Nat: AMERICAN Occ:SENIOR VICE PRESIDENT FINANCE Day Month Year If this person has ceased to be director, please Date of resignation. state when. Show any relevant current and previous directorships. ABERCIERBIEL KENT INTERNATIONAL INC Day Month Year Particulars. Date of any change. FERGUS THOMSON HOBBS 34 GLEBE PLACE LONDON SW3 5JP Date of Birth: - 25/02/47 Nat: BRITISH Occ: DIRECTOR Day Month Year If this person has ceased to be director, please Date of resignation. state when. GREAT SCOTTISH & WESTERN RAILWAY CO LTD, PANVINE, Show any relevant current and previous directorships. LERLEIGURE PLC, LER MANAGEMENT, GREAT WINDSOR RAILWAY STATION-Day Month Year Particulars. Date of any change. MICHAEL JOHN RYAN BUGLE BARN MILBORNE PORT SHERBORNE DORSET DT9 4PR Date of Birth: - 20/03/35 Nat: BRITISH Occ: COMPANY DIRECTOR Day Month Year If this person has ceased to be director, please Date of resignation. state when. WINDSOR STATION, PANVINE, GREAT SCOTTISH & WESTERN

RAILWAY CO LTD, L& R LEISURE PLC, L& R MANAGEMEN]

Show any relevant current and previous directorships.

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If the information shown needs amendment, give 02985176 details below and the date of any change. **Directors - continued** Month Day Year Particulars. Date of any change. MARTIN CLAUDE THOMPSON THE OLD RECTORY GRANTHAM LINCOLNSHIRE NG33 4QJ Date of Birth: - 22/08/48 Nat: BRITISH Occ: BUSINESS EXECUTIVE Day Month Year If this person has ceased to be director, please 10 016 Date of resignation. state when. Show any relevant current and previous directorships. ABENCHETISIES KENT LTD. Day Month Year Particulars. Date of any change. DAVID MARTIN WEBER 543 NORTH LINCOLN HINSDALE ILLINOIS 60521 USA Date of Birth: - 02/06/51 Nat: AMERICAN Occ: CHIEF FINANCIAL OFFICER Day Month Year If this person has ceased to be director, please 212 Date of resignation. state when. Show any relevant current and previous directorships. ASERCIOMRIE & KENT INTERNATIONAL INC. Day Month Year Particulars. Date of any change. NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

Day

Month

Year

Date of resignation.

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

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PAGE

02985176

If the information shown needs amendment, give details below and the date of any change.

Directors - continued	Day Month Year
Particulars.	Date of any change.
NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.	
f this person has ceased to be director, please state when. Show any relevant current and previous directorships.	Day Month Year
Particulars.	Day Month Year
NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.	
If this person has ceased to be director, please state when.	Day Month Year Date of resignation.
Show any relevant current and previous directorships.	
Particulars.	Day Month Year
NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.	
If this person has ceased to be director, please state when.	Day Month Year Date of resignation.
Show any relevant current and previous directorships.	

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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.)		(ie Number of shares issued multiplied by nominal value per share)
retarri,	ORDINARY A	5,250	£5,250
	ORDINARY B	5,250	5,250
			·
	Totals	500 ر10	£10,500
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. The last full members list was at 01/11/95	There were no ch	anges in the perio	Please mark the appropriate box.
	A list of changes i	s enclosed	not on paper
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.			
Certificate	Signed X De	Moleci	
I certify that the information given in this return is true to the best of my knowledge and belief.	Date X 11/c		ecretary/D irector.* delete as appropriate)
I enclose the fee of £ 15.	,	1	
Cheques should be made payable to Companies House.	This return include Please ensure all sections	e that you hav on this page.	ontinuation sheets. e completed
	MORISON	STONEHAM	
To whom should Companies House direct any enquiries	PRUDENTIAL BUILDINGS		
about the information shown in this return?	EPSOM ROAD		
	GUILDFORD	Postcode	GUI 3JW
PAGE 6	Telephone OI4	83 571656 E	xt 751

LIST OF PAST AND PRESENT MEMBERS

GREAT SCOTTISH AND WESTERN RAILWAY

Company Number:

HOLDINGS LIMITED

Company Name:

MJ RYAN

02985176

Name and address

- ORDINARY A

BUGLE BARN, MILBORNE PORT, SHERBORNE, DORSET

1520 KENSINGTON ROAD, OAK BROOK, ILLINOIS

SLOANESQUARE HOUSE, HOLBEIN PLACE, LONDONSWI

FT HOBBS - ORDINARY A

34 GLEBE PLACE, LONDON SW3 5JP

ABERCROMBIE & KENT LTD

RJE TIBBOTT

SCHEDULE TO FORM 363 Account of Shares Particulars of shares transferred Number of since the date of the last return, shares or or, in the case of the first return, amount of since the incorporation of the stock held company, by by existing (a) persons who are still members at members, and date of this (b) persons who have ceased to be members. Number Date of Number Currently Remarks Registration of Transfer Held 875 TRANSFERRED FROM RJE TIBBOTT 2,625 875 TRANSFERRED 2,625 FROM RJE TIBBUTT ABERCROMBIE & KENT INTERNATIONAL INC 4, 200 1,050 1,750 NIL

return.

LIST OF PAST AND PRESENT MEMBERS (continued) SCHEDULE TO FORM 363 Company Number: 02985176 Account of Shares Particulars of shares transferred Number of since the date of the last return, Company Name: shares or or, in the case of the first return, GREAT SCOTTISH AND WESTERN RAILWAY amount of since the incorporation of the HOLDINGS LIMITED stock held company, by by existing (a) persons who are still members at members, and date of this (b) persons who have return. ceased to be members. Number Date of Name and address Number Currently Registration Remarks Transferred Held of Transfer