



Please complete in typescript,
or in bold black capitals.

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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 1997

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

18 11 1998

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

120 CAMPDEN HILL ROAD

LONDON

County / Region

Postcode

W8 7AR

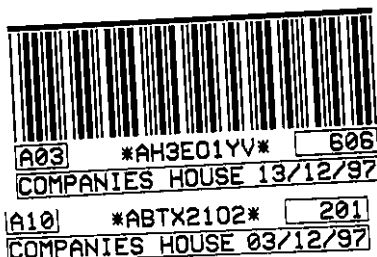
Principal business activities

(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.

HOLDING COMPANY



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	MR		Day	Month	Year
	* Honours etc			Date of birth	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	BERKS.	Postcode	SL6 4PS		
	Country	ENGLAND	Nationality	BRITISH		
Business occupation	RAIL DEVELOPMENT DIRECTOR					
Other directorships	CROSSCOUNTRY TRAINS LIMITED					
* Voluntary details.	WEST COAST TRAINS LIMITED					

Name	* Style / Title	MR.		Day	Month	Year
	* Honours etc			Date of birth	22	04 1951
	Forename(s)	PIERRE ARTHUR RAOUL				
	Surname	DUPONT				
	Previous forename(s)					
	Previous surname(s)					
Address	6 RUE DE BABYLONE					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.						
	Post town	PARIS				
	County / Region		Postcode	75007		
	Country	FRANCE	Nationality	BELGIUM		
Business occupation	ACCOUNTANT					
Other directorships	NO OTHER DIRECTORSHIPS					

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	25	12	1968
Forename(s)	JEREMY NICHOLAS					
Surname	FERRIS					
Previous forename(s)						
Previous surname						
Address	1330 4TH AVENUE					
Post town	SAN FRANCISCO					
County / Region	CALIFORNIA	Postcode	94122			
Country	UNITED STATES					
Nationality	AUSTRALIAN					
Business occupation	FINANCIAL ANALYST					
Other directorships	CINEMA HOLDINGS LIMITED					
	VIRGIN CINEMAS GROUP LIMITED					

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	23	08	1956
Forename(s)	STEPHEN THOMAS MATTHEW					
Surname	MURPHY					
Previous forename(s)						
Previous surname						
Address	27 PILGRIM'S LANE					
	HAMPSTEAD					
Post town	LONDON					
County / Region		Postcode	NW3			
Country	ENGLAND					
Nationality	BRITISH					
Business occupation	ACCOUNTANT					
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	MR	Day	Month	Year
	* Honours etc		Date of birth	23	12 1963
	Forename(s)	RANDL LOUIS			
	Surname	SHURE ✓			
	Previous forename(s)				
	Previous surname				
Address	45 ADDISON ROAD				
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	W14 8JH	
	Country	ENGLAND			
Nationality	UNITED STATES				
Business occupation	SENIOR M.D., BT CAPITAL PARTNERS EUROPE				
Other directorships	NO OTHER DIRECTORSHIPS				

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	VINE COTTAGE, ABINGDON ROAD				
	EAST ILSLEY				
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEWBURY /			
	County / Region	BERKSHIRE	Postcode	RG20 7LQ	
	Country	ENGLAND			
Nationality	BRITISH				
Business occupation	MANAGING DIRECTOR				
Other directorships	CROSSCOUNTRY TRAINS LIMITED				
	WEST COAST TRAINS LIMITED				

* 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="29"/>	<input type="text" value="10"/>	<input type="text" value="1960"/>	
	Forename(s)	<input type="text" value="ALAN"/>					
	Surname	<input type="text" value="TOMLIN"/>					
	Previous forename(s)	<input type="text"/>					
	Previous surname	<input type="text"/>					
Address	<input type="text" value="120 CAMPDEN HILL ROAD"/>						
	<input type="text"/>						
Usual residential address	Post town	<input type="text" value="LONDON"/>					
must be given. In the case of a corporation, give the registered or principal office address.	County / Region	<input type="text"/>	Postcode	<input type="text" value="W8 7AR"/>			
	Country	<input type="text" value="ENGLAND"/>					
Nationality	<input type="text" value="BRITISH"/>						
Business occupation	<input type="text" value="FINANCE DIRECTOR"/>						
Other directorships	<input type="text" value="CROSSCOUNTRY TRAINS LIMITED"/>						
	<input type="text" value="WEST COAST TRAINS LIMITED"/>						

Name	* Style / Title	<input type="text" value="MR."/>			Day	Month	Year
	* Honours etc	<input type="text"/>	Date of birth	<input type="text" value="13"/>	<input type="text" value="08"/>	<input type="text" value="1946"/>	
	Forename(s)	<input type="text" value="IVOR WILLIAM"/>					
	Surname	<input type="text" value="WARBURTON"/>					
	Previous forename(s)	<input type="text"/>					
	Previous surname	<input type="text"/>					
Address	<input type="text" value="34 ST. CLAIR'S ROAD"/>						
	<input type="text"/>						
Usual residential address	Post town	<input type="text" value="CROYDON"/>					
must be given. In the case of a corporation, give the registered or principal office address.	County / Region	<input type="text" value="SURREY"/>	Postcode	<input type="text" value="CR0 5NE"/>			
	Country	<input type="text" value="ENGLAND"/>					
Nationality	<input type="text" value="BRITISH"/>						
Business occupation	<input type="text" value="RAILWAY MANAGER"/>						
Other directorships	<input type="text" value="See attached list"/>						
	<input type="text"/>						

* Voluntary details.

Other relevant directorships**Company Number** 3282548**Company Name** VIRGIN RAIL GROUP 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

CHARTMIX LIMITED

CINEMA HOLDINGS LIMITED

CLASSIC CINEMAS LIMITED

CLAYWEST LIMITED

CLINIC GROUP LIMITED

COLOURDOME LIMITED

CRIBYN LIMITED

CROSSCOUNTRY TRAINS LIMITED

DAISYFIELD LIMITED

EUROMAGNETIC HOLDINGS LIMITED

NOTES

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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

FELIX CATFOOD LIMITED

FELIX PET FOODS LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GATORADE LIMITED

ISISFINE LIMITED

JUNOPART LIMITED

LONDON & CONTINENTAL RAILWAYS LIMITED

LONDON BRONCOS LIMITED

METCROFT LIMITED

NEW MEDIA SOLUTIONS LIMITED

PHOENIX FIRE INHIBITOR LIMITED

QUAKER OATS LIMITED

QUELDALE LIMITED

RHINEFIELD TIME SHARE LIMITED

RHINEFIELD TIME SHARE MANAGEMENT LIMITED

ROUTE BUILDERS 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

SALFORM LIMITED

SHOWROUTE LIMITED

SLOUGH MOVIE CENTRE LIMITED

SYNTHAXE LIMITED

THE PROJECT CONSULTANCY LIMITED

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN TRADING COMPANY LIMITED

THE VIRGIN TRADING GROUP LIMITED

V II LIMITED

V TOO LIMITED

V TWO LIMITED

V2 MUSIC (HOLDINGS) LIMITED

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANBURG 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

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

VEE TOO LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CINEMA PROPERTIES 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 CINEMAS GROUP LIMITED

VIRGIN CINEMAS HOLDINGS LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN CLUBS LIMITED

VIRGIN COSMETICS LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

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

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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 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

VIRGIN MERCHANDISING 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 INVESTMENTS 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 TELEVISION LIMITED

VIRGIN TOUCH LIMITED

VIRGIN TRAVEL INVESTMENTS LIMITED

VIRGIN VIE LIMITED

VIRGIN VOYAGER LIMITED

VIRGIN WESTERN LIMITED

VOYAGER GROUP LIMITED

WEST COAST TRAINS LIMITED

WOODHOUSE SECURITIES LIMITED

NOTES

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships**Company Number** 3282548**Company Name** VIRGIN RAIL GROUP LIMITED**Directors Name** WARBURTON IVOR WILLIAM

CROSSCOUNTRY TRAINS LIMITED

ST. CLAIR MANAGEMENT LIMITED

WEST COAST TRAINS LIMITED

† Directors only.

† Other directorships

NOTES

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- dormant

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- 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	£ 1,450,000.00
"B" ORDINARY 10P	10,000,000	£ 1,000,000.00
NON- VOTE 10P ORD	10,500,000	£ 1,050,000.00
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

D. Legge
† a director/secretary

Date

28/11/97

† 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

6.
(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.

Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
BANKERS TRUST INTERNATIONAL PLC 1 APPOLD STREET, BROADGATE, LONDON, ENGLAND, EC2A 2HE	"B" ORDINARY 10P 2,437,500			
BANKERS TRUST INTERNATIONAL PLC 1 APPOLD STREET, BROADGATE, LONDON, ENGLAND, EC2A 2HE	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, ENGLAND, JE4 8ZB	Ordinary £1 0	4	09/03/97	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
COUGAR INVESTMENTS LIMITED ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY, ENGLAND, JE4 8ZB	"A" ORDINARY 10P 3,703,703			
EF NOMINEES LIMITED 65 KINGSWAY, LONDON, ENGLAND, WC2B 6QT	"B" ORDINARY 10P 5,125			
EF NOMINEES LIMITED 65 KINGSWAY, LONDON, ENGLAND, WC2B 6QT	NON- VOTE 10P ORD 5,125			
ELECTRA FLEMING PRIVATE EQUITY PARTNERS 65 KINGSWAY, LONDON, ENGLAND, WC2B 6QT	"B" ORDINARY 10P 0	744,875	02/04/97	KINGSWAY NOMINEES LIMITED
ELECTRA FLEMING PRIVATE EQUITY PARTNERS 65 KINGSWAY, LONDON, ENGLAND, WC2B 6QT	NON- VOTE 10P ORD 0	744,875	02/04/97	KINGSWAY NOMINEES LIMITED
INSTANT COMPANIES LIMITED 2 BACHES STREET, LONDON	Ordinary £1 0	1	18/11/96	PLOUGH INVESTMENTS LIMITED

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
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 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY	"A" ORDINARY 10P 1,068,375			
JUPITER/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C JUPITER P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY	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			
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			

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
MARS/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C MARS P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, ENGLAND	"A" ORDINARY 10P 1,210,825			
MARS/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C MARS P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, ENGLAND	NON- VOTE 10P ORD 98,175			
PLOUGH INVESTMENTS LIMITED ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY, ENGLAND, JE4 8ZB	Ordinary £1 0	5	09/03/97	SHARE CONVERSION
PLOUGH INVESTMENTS LIMITED ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY, ENGLAND, JE4 8ZB	"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			

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
SWIFT INCORPORATIONS LIMITED 2 BACHES STREET, LONDON	Ordinary £1 0	1	18/11/96	COUGAR INVESTMENTS LIMITED		
TPG PARALLEL I, LP 201 MAIN STREET, SUITE 2420, FORT WORTH, TEXAS, UNITED STATES, 76102	"B" ORDINARY 10P 249,221					
TPG PARALLEL I, LP 201 MAIN STREET, SUITE 2420, FORT WORTH, TEXAS, UNITED STATES, 76102	NON- VOTE 10P ORD 249,221					
TPG PARTNERS LP 201 MAIN STREET, SUITE 2420, FORT WORTH, TEXAS, UNITED STATES, 76102	"B" ORDINARY 10P 2,500,779					
TPG PARTNERS LP 201 MAIN STREET, SUITE 2420, FORT WORTH, TEXAS, UNITED STATES, 76102	NON- VOTE 10P ORD 2,500,779					
VENUS/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C VENUS P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY	"A" ORDINARY 10P 1,038,467					
VENUS/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C VENUS P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY	NON- VOTE 10P ORD 84,200					

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
VIRGO/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C VIRGO P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, ENGLAND	"A" ORDINARY 10P 1,424,500			
VIRGO/MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LIMITED A/C VIRGO P.O. BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST. PETER PORT, GUERNSEY, ENGLAND	NON- VOTE 10P ORD 115,500			
KINGSWAY NOMINEES LIMITED 65 KINGSWAY, LONDON, ENGLAND, WC2B 6QT	"B" ORDINARY 10P 744,875			
KINGSWAY NOMINEES LIMITED 65 KINGSWAY, LONDON, ENGLAND, WC2B 6QT	NON- VOTE 10P ORD 744,875			