



LB 620X8
008921

363a

Please complete in typescript,
or in bold black capitals.

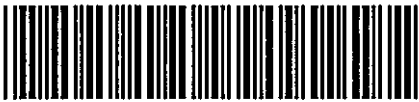
Annual Return

Company Number

1992395

Company Name in full

RHINEFIELD TIME SHARE MANAGEMENT LIMITED



* F363AD40 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

31 12 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

31 12 1998

Registered Office (See note 3)

Show here the address at the date of this return.

120 CAMPDEN HILL ROAD

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

Post town

LONDON

County / Region

Postcode

W8 7AR

Principal business activities

(See note 4)

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

5511

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

TIMESHARE.



A13 *ATUBS2SU* 466
COMPANIES HOUSE 12/01/98

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

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.

GREENWICH

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		
		20	01	1942
	Forename(s)	WILLIAM MICHAEL FERME		
	Surname	HERRIOT		
	Previous forename(s)			
	Previous surname(s)			
Address	36A VALLEY ROAD			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	HENLEY-ON-THAMES		
	County / Region	OXFORDSHIRE	Postcode	RG9 1RR
	Country		Nationality	BRITISH
Business occupation	COMPANY DIRECTOR			
Other directorships	See attached list			
* Voluntary details.				

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(s)			
Address	27 PILGRIM'S LANE			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	HAMPSTEAD		
	County / Region		Postcode	NW3
	Country	ENGLAND	Nationality	BRITISH
Business occupation	ACCOUNTANT			
Other directorships	See attached list			

Other relevant directorships

Company Number 1992395

Company Name RHINEFIELD TIME SHARE MANAGEMENT LIMITED

Directors Name HERRIOT WILLIAM MICHAEL FERME

† Directors only.

† Other directorships

CRIBYN LIMITED

HEAVEN 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.

RHINEFIELD TIME SHARE LIMITED

RHINEFIELD TIME SHARE MANAGEMENT LIMITED

VIRGIN CLUBS LIMITED

VIRGIN HOTELS 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.

VIRGIN HOTELS MARKETING LIMITED

WOODHOUSE SECURITIES LIMITED

Other relevant directorships

Company Number **1992395**

Company Name **RHINEFIELD TIME SHARE MANAGEMENT LIMITED**

Directors Name **MURPHY STEPHEN THOMAS MATTHEW**

† Directors only.

† Other directorships

122 WIGMORE STREET LIMITED

124 WIGMORE STREET 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.

2ND VIRGIN WESTERN LIMITED

A & R SCOTT LIMITED

AIR CREWING LIMITED

AVIDBUILD 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.

CAIRNLIN LIMITED

CAMPDEN SECURITIES LIMITED

CINEMA HOLDINGS LIMITED

CLASSIC CINEMAS LIMITED

CLAYWEST LIMITED

CLINIC GROUP LIMITED

COLOURDOME LIMITED

CRIBYN LIMITED

CROSSCOUNTRY TRAINS LIMITED

DAISYFIELD LIMITED

EURO-MAGNETIC PRODUCTS LIMITED

Other relevant directorships

Company Number 1992395

Company Name RHINEFIELD TIME SHARE MANAGEMENT LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

EUROMAGNETIC COMPUTERS LIMITED

EUROMAGNETIC HOLDINGS 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.

FELIX CATFOOD LIMITED

FELIX PET FOODS LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS 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.

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

Other relevant directorships**Company Number** 1992395**Company Name** RHINEFIELD TIME SHARE MANAGEMENT LIMITED**Directors Name** MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

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 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

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.

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 1992395

Company Name RHINEFIELD TIME SHARE MANAGEMENT LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

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

VEE TOO LIMITED

VIRGIN ACTIVE LIMITED

VIRGIN BALLOON FLIGHTS 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.

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 **1992395**

Company Name **RHINEFIELD TIME SHARE MANAGEMENT LIMITED**

Directors Name **MURPHY STEPHEN THOMAS MATTHEW**

† Directors only.

† Other directorships

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 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

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.

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 1992395

Company Name RHINEFIELD TIME SHARE MANAGEMENT LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

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 LIMOBKE LIMITED

VIRGIN MANAGEMENT LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

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

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.

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 1992395

Company Name RHINEFIELD TIME SHARE MANAGEMENT LIMITED

Directors Name MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN TELEVISION INVESTMENTS LIMITED

VIRGIN TELEVISION LIMITED

VIRGIN TOUCH LIMITED

VIRGIN TRAVEL INVESTMENTS LIMITED

VIRGIN VIE LIMITED

VIRGIN VOYAGER LIMITED

VIRGIN WESTERN LIMITED

VOYAGER GROUP LIMITED

WABASH DATATECH INTERNATIONAL LIMITED

WDI LIMITED

WEST COAST TRAINS LIMITED

WOODHOUSE SECURITIES 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.

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.

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)
£1 ORDINARY	2	£ 2.00
Totals	2	£ 2.00

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

Diana Legge

Date

05/01/98.

† 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

continuation sheets.

(enter number)

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.

MISS D.P. LEGGE, 120 CAMPDEN HILL ROAD, LONDON, W8 7AR

Tel

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

1992395

Company Name in full

RHINEFIELD TIME SHARE MANAGEMENT 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

WOODHOUSE SECURITIES LIMITED
120 CAMPDEN HILL ROAD, LONDON, W8 7AR

£1 Ordinary 2