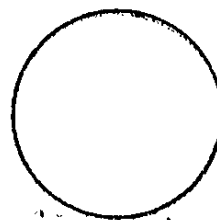


THE COMPANIES ACT, 1948,
FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL
As required by Part IV of The Companies Act, 1948 (Section 124)

ANNUAL RETURN OF

REGISTRATION NO. 1000000

A
Companies'
Registration
Fee Stamp
of £20
must be
impressed
here,



made up to the 14th day of 1983
(Being the fourteenth day after the date of the Annual General Meeting for the year 1982....)

1. ADDRESS

DEC 28 1983 6507 MR • 020.00

Address of the registered office of the company

..... WINGROVE HOUSE, FORTLAND ROAD,
..... NEWCASTLE UPON TYNE, NE5 3DP.....

2. PLACE FOR INSPECTION OF REGISTERS OF MEMBERS AND DEBENTURE-HOLDERS

(a) LLOYDS BANK PLC, Registrar's Department, Goring-by-Sea, Worthing,
West Sussex, BN12 6DA.

(Address of place at which the register of members is kept, if other than the registered office of the company).

(b) LLOYDS BANK PLC, Registrar's Department, Goring-by-Sea, Worthing,
West Sussex, BN12 6DA

(Address of any place in Great Britain other than the registered office of the company at which is kept any register of holders of debentures of the company or any duplicate of any such register or part of any such register which is kept outside Great Britain).

3. SUMMARY OF SHARE CAPITAL AND DEBENTURES

(a) Nominal share capital.

	(No. of shares) (Class)	
	(No. of shares)	(Class)
(1) Nominal Share Capital, £20,000,000	200,000,000..	ORDINARY... shares of 10P..... each.
		 shares of each.
		 shares of each.
		 shares of each.
		 shares of each.
		 shares of each.
..... Divided into		 shares of each.

(b) Issued Share Capital and Debentures

	No.	Class
(2) Number of Shares of each class taken up to the date of this Return (which number must agree with the total shown in the list as held by existing members)...	177,730,974..	ORDINARY 10P..... shares
	23,100.....	ORDINARY 10P 1P..... shares
	85,172.....	ORDINARY 10P..... shares
		 shares
		 shares
		 shares



	No.	Class	
(3) Number of Shares of each class issued subject to payment wholly in cash.	41,528,846	ORDINARY 10p	shares
	23,100	ORDINARY 10p	shares
			shares
			shares
			shares
(4) Number of Shares of each class issued as fully paid up for a consideration other than cash.	136,287,300	ORDINARY 10p	shares
			shares
			shares
			shares
			shares
(5) Number of Shares of each class issued as partly paid up for a consideration other than cash and extent to which each such Share is so paid up.			shares
		issued as paid up to the extent of £.....	per share
			shares
		issued as paid up to the extent of £.....	per share
			shares
		issued as paid up to the extent of £.....	per share
			shares
		issued as paid up to the extent of £.....	per share
(6) Number of Shares (if any) of each class issued at a discount.			shares
			shares
			shares
			shares
			shares

(7) Amount of discount on the issue of Shares which has not been written off at the date of this Return £.....

	No.	Class	
(8) Amount called up on number of Shares of each class.	£. 0-10	per share on.. 41,528,846	ORDINARY shares
	£. 0-01	per share on..... 23,100	ORDINARY shares
	£.....	per share on.....	shares
	£.....	per share on.....	shares
	£.....	per share on.....	shares
	£.....	per share on.....	shares

(9) Total amount of Calls received, including payments on application and allotment and any sums received on shares forfeited. } £ 4,152,115-60

	No.	Class	
(10) Total amount (if any) agreed to be considered as paid on number of Shares of each class issued as fully paid up for a consideration other than cash	136,287,300	ORDINARY 10p	shares
£13,628,730...on			shares
(11) Total amount (if any) agreed to be considered as paid on number of Shares of each class issued as partly paid up for a consideration other than cash			shares
£.....on			shares

(12) Total amount of Calls unpaid: £.....

(13) Total amount of sums (if any) paid by way of Commission in respect of any Shares or Debentures } £.....

(14) Total amount of the sums (if any) allowed by way of Discount in respect of any Debentures since the date of the last Return. } £.....

	No.	Class	
(15) Total number of Shares of each class forfeited...			shares
			shares
			shares
			shares
			shares
			shares

(16) Total amount paid (if any) on Shares forfeited £.....

(17) Total amount of Shares for which Share Warrants to bearer are outstanding. } £.....

(18) Total amount of Share Warrants to bearer issued and surrendered respectively since the date of the last Return. { Issued £.....
Surrendered £.....

(19) Number of Shares comprised in each Share Warrant to bearer specifying in the case of Warrants of different kinds, particulars of each kind. }

4. PARTICULARS OF INDEBTEDNESS

Total amount of indebtedness of the Company in respect of all mortgages and charges which are required (or, in the case of a Company registered in Scotland, which, if the Company had been registered in England, would be required) to be registered with the Registrar of Companies under the Companies Act, 1948, or which have been required so to be registered if created after 1st July, 1908.

£...NIL

5. LIST OF PAST AND PRESENT MEMBERS See attached list.

PARTICULARS OF THE PERSONS WHO ARE DIRECTORS* OF THE COMPANY AT THE DATE OF THIS RETURN				
NAME (In the case of an individual, present christian name and surname;† In the case of a Corporation, the corporate name)	Any former christian name or names and surname ‡	NATIONALITY	USUAL RESIDENTIAL ADDRESS (In the case of a Corporation, the registered or principal office)	BUSINESS OCCUPATION AND PARTICULARS OF OTHER DIRECTORSHIPS DATE OF BIRTH
SIR LAWRIE BARRATT	-	BRITISH	BYETHORNE, CORBRIDGE, NORTHUMBERLAND	DIRECTOR 14-11-27
WILLIAM HENRY BRUCE	-	BRITISH	LOGIE HOUSE, ELLON, ABERDEENSHIRE	DIRECTOR 17-03-33
ALAN FRANK RAWSON	-	BRITISH	FLAT 6, STARK'S COURT, MILTON ROAD, HAREPENDEN, HERTS	DIRECTOR 31-03-25
ROBERT WILLIAM RENNIE JAMES	-	BRITISH	2 REID PARK COURT, JESMOND, NEWCASTLE	DIRECTOR 22-03-41
JOHN STEWART RICHARDSON SWANSON	-	BRITISH	27756 ARTA, MISSION VIEJO, CALIFORNIA 92714, U.S.A.	DIRECTOR 04-01-45
THEODORUS VAN REE	-	BRITISH	LEEMARD HOUSE, MACCLESFIELD ROAD, ALDERLEY EDGE, CHESHIRE	DIRECTOR 16-01-26
KENNETH ARTHUR JAMES	-	BRITISH	1 MINSIER CLOSE, KNOWLE, SOLIHULL, WEST MIDLANDS	DIRECTOR 14-03-45
MICHAEL NORTON	-	BRITISH	THE MOUNT, PROSPECT HILL, CORBRIDGE, NORTHUMBERLAND	DIRECTOR 06-12-40
PARTICULARS OF THE PERSON WHO IS SECRETARY OF THE COMPANY AT THE DATE OF THIS RETURN				
NAME (In the case of an individual, present christian name and surname;† In the case of a Corporation or a Scottish firm, the corporate or firm name)			Any former christian name or names and surname ‡	USUAL RESIDENTIAL ADDRESS (In the case of a Corporation or a Scottish firm, the registered or principal office) **
MICHAEL CHRISTOPHER CHAPMAN			-	24 WOOLINGTON GARDENS, WOOLINGTON, NEWCASTLE UPON TYNE

NOTES

* "Director" includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

† "Christian name" includes a forename, and "surname," in the case of a peer or person usually known by a title different from his surname, means that title.

‡ "Former Christian name" includes a name by which a person was known before he was known by the name by which he is now known.

(a) In the case of a person usually known by a British title different from his surname, the name by which he was known previous to the date of his assuming the title; or

(b) In the case of any person, a former Christian name or surname where that name or surname was changed or assumed before the person bearing the name attained the age of eighteen years or has been changed or assumed for a period of not less than twenty years; or

(c) In the case of a married woman the name or surname by which she was known previous to the marriage.

(d) The names of all bodies corporate incorporated in Great Britain of which the director is also a director, should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary.

(e) The names of all bodies corporate incorporated in Great Britain of which the director is also a director, should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary.

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(x) The names of all bodies corporate incorporated in Great Britain of which the director is also a director, should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary.

Signed:  Director.

Signed:  Secretary.