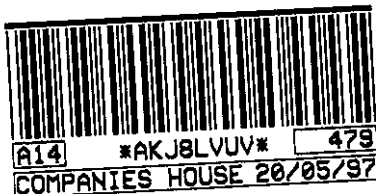




COMPANIES HOUSE

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



This form should be completed in black.

The information printed below is taken from Companies House records as at 18/04/97
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
03	05	97

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.

Registered Office (See note 3)

This is the address registered by Companies House.
49 HAYS MEWS
LONDON
W1X 7RT

Principal business activities (See note 4)

Please enter trade classification(s)

7	4	1	5
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If the code cannot be determined from the notes, give a brief description of principal activity.

Registered in Ireland
S275215
W16

363s

Annual Return

of company number 03194852

Y

company name
FITZWILTON FINANCE (U.K.) PLC

company type
PUBLIC LIMITED COMPANY

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

Day	Month	Year

.....

.....

.....

.....

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

Register of members *(See note 5)*

The register is kept at

REGISTERED OFFICE

.....

Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

.....

Company Secretaries *(See note 7)*

Particulars of a new secretary **must** be notified on form 288.

CLIFFORD CHANCE SECRETARIES LIMITED
 200 ALDERSGATE STREET
 LONDON
 EC1A 4JJ

Day Month Year

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Date of any change.

.....

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

Day Month Year

1	4	0	8	9	6
---	---	---	---	---	---

Date of resignation.

Particulars.

SIR
 MARK WILFRID HOME
 THOMSON
 BT
 22 ST JAMESS SQUARE
 LONDON
 SW1Y 4JH

Day Month Year

--	--	--

Date of any change.

53, DRAYTON GARDENS
 LONDON
 SW10 9RX

.....

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

Day Month Year

--	--	--

Date of resignation.

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

Directors (See note 7)

Particulars of a new director **must** be notified on form 288.

PATRICK JOHN
DOWLING
21 RAGLAN ROAD
BALLSBRIDGE
DUBLIN 4

Date of Birth:- 20/11/45
Nat:IRISH
Occ:COMPANY DIRECTOR

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

Show any relevant current and previous directorships.

Day Month Year

--	--	--

Date of any change.

Day Month Year

--	--	--

Date of resignation.

SEE ATTACHED SCHEDULE

Particulars.

PETER WYATT
KININMONTH
THE STAGS HEAD
ASHMORE
SALISBURY
WILTSHIRE SP5 5AA

Date of Birth:- 23/06/24
Nat:BRITISH
Occ:MEMBER OF LLOYDS

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

Show any relevant current and previous directorships.

Day Month Year

--	--	--

Date of any change.

Day Month Year

--	--	--

Date of resignation.

SEE ATTACHED SCHEDULE

Particulars.

RONALD THOMAS STEWART
MACPHERSON
27 ARCHERY CLOSE
LONDON
W2 2BE

Date of Birth:- 04/10/20
Nat:BRITISH
Occ:COMPANY DIRECTOR

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

Show any relevant current and previous directorships.

Day Month Year

--	--	--

Date of any change.

Day Month Year

--	--	--

Date of resignation.

SEE ATTACHED SCHEDULE

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

Directors - continued

Particulars.

LEONARD JOHN PATRICK
O HAGAN
MOYALLEN
11 ELTON PARK
SANDYCOVE
COUNTY DUBLIN
IRELAND

Date of Birth:- 15/05/54

Nat:IRISH

Occ:COMPANY DIRECTOR

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

Show any relevant current and previous directorships.

Day	Month	Year

Date of any change.

Day	Month	Year

Date of resignation.

SEE ATTACHED SCHEDULE

Particulars.

SIR
MARK WILFRID HOME
THOMSON
BT
22 ST JAMESS SQUARE
LONDON
SW1Y 4JH

Date of Birth:- 29/12/39

Nat:BRITISH

Occ:COMPANY DIRECTOR

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

Show any relevant current and previous directorships.

Day	Month	Year

Date of any change.

53, DRAYTON GARDENS,
LONDON
SW10 9RX

Day	Month	Year

Date of resignation.

SEE ATTACHED SCHEDULE

Particulars.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

Day	Month	Year

Date of any change.

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

Show any relevant current and previous directorships.

Day	Month	Year

Date of resignation.

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

Directors - continued

Particulars.

Day	Month	Year

Date of any change.

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

Date of any change.

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

Date of any change.

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.

Issued Share Capital *(See note 8)*

03194852

Enter details of all shares in issue at the date of this return.

Class <i>(eg Ordinary/ Preference etc)</i>	Number of shares issued	Aggregate nominal value <i>(ie Number of shares issued multiplied by nominal value per share)</i>
Ordinary	100,000,000	£100,000,000
Totals	100,000,000	£100,000,000

List of past and present members*(See note 9)**(Use attached schedule where appropriate)**Please mark the
appropriate box.*

A full list is required.

A full list of members is enclosed

on paper	not on paper
<input checked="" type="checkbox"/>	<input type="checkbox"/>

Certificate

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

I enclose the fee of £ 15.

Cheques should be made payable
to **Companies House**.

Signed

Secretary/Director *

*(delete as appropriate)

Date

9th May, 1997

This return includes

6

continuation sheets.

(enter number)

Please ensure that you have completed
all sections on this page.

To whom should Companies House direct any enquiries
about the information shown in this return?

The Secretary

Fitzwillton Finance (U.K.) PLC

49, Hay's Mews

London

Postcode W1X 7RT

SCHEDULE TO FORM 363

Continued overleaf

LIST OF PAST AND PRESENT MEMBERS (continued)

SCHEDULE TO FORM 363[illegible]

SIR MARK THOMSON, BART.

Directorships:

<u>Company</u>	<u>Company No.</u>	<u>Registered In</u>
General Consolidated Investment Trust PLC	47321	England
General Consolidated Securities Limited		England
Moorgate Investment Trust PLC	651885	England
Moorgate Smaller Companies Income Trust PLC	2601368	England
B&N Investments Limited	2167090	England
Fitzwilton (UK) PLC	1314894	England
Hay's Mews Properties Limited	2531990	England
Transocean Shipping Agency (UK) Limited	105408	England
AgriCapital Europe Limited	2796647	England
Derby Trust plc	889466	England
Bonanza Flying Club Limited	2947936	England
Fitzwilton Finance (U.K.) PLC	3194852	England

Past Directorships

Upperbel Investments Limited		England
Upperbel Investments (Andover) Limited		England
Upperbel Investments (Bournemouth) Limited		England
Abgardens Properties Limited		England
Upperbel Services Limited		England
Raftgrange Limited		England
Maxstar Securities Limited		England
The Manchester Stock Exchange Buildings Limited		England
Pleece Holdings Limited		England
W Pleece & Son Limited		England
Olayan Europe Limited		England
Baronsmead Venture Capital PLC		England
Independent Newspapers (Holdings) Limited	983376	England
Moorgate Investment Management Limited	2405166	England

R T S MACPHERSON

Directorships:

Allstate Reinsurance Co Ltd (Chairman)	1983
English Architectural Glazing Ltd	1985
Boustead PLC (Chairman)	1986
Fitzwilton (UK) PLC	1990
Keller Group Ltd (Chairman)	1990
Educational Exchange Ltd	1994
Internet Network Services Ltd (Chairman)	1995
Edex Ltd	1995
Wineworld (London) Ltd	1995

Past Directorships:

Global Satellite Communications (Scotland) PLC	1991-92
Truswal Timber UK Ltd	1991-93
New Scotland Insurance Group PLC	1987-93
Societe Generale Merchant Bank PLC	1991-93
Employment Conditions Abroad Ltd (Chairman)	1984-93
Webb-Bowen International Ltd (Chairman)	1984-94
TCNS Ltd	1994-95
Karablue Ltd (Chairman)	1985-96
Karablue Equipment Ltd	1987-96
Societe Nouvelle des Techniques Composites (France)	1987-96
Caledonian Paper PLC	1987-96
Kymmene UK Holdings PLC	1986-96

P. W. KININMONTH

Directorships

P.W. Kininmonth Limited
PWK Limited
PWK Reproductions Limited
Fitzwilton (U.K.) PLC

Past Directorships

Lowndes Lambert Group Holdings Limited
The Richmond Fellowship

L J P O'HAGAN

Directorships:

<u>Company</u>	<u>Company No.</u>	<u>Registered In</u>
Erne Holdings Limited	2739803	England
Corndrive Limited	2739844	England
F A Wellworth and Company Limited	NI 1096	N Ireland
Wellworth Properties Limited	NI 19208	N Ireland
Fitzwilton (UK) PLC	1314894	England
Nisa-Today's Holdings Limited	980790	England
Nisa-Today's Central Buying Company Limited	2753556	England
Fitzwilton Finance (U.K.) PLC	3194852	England
Waterford Wedgwood (U.K.) PLC	2058427	England

Past Alternate Directorships

The Keep Trust PLC	1432636	England
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Past Directorships

The Keep Trust Motor Group Limited	2467443	England
Brockholes Limited	156246	England
Brockholes (Vehicle Contracts) Limited	707324	England
Gordons (Stockport) Limited	225697	England
Francis Garage Limited	260436	England
Whelham Needs Limited	1383409	England
Platts (Motors) Limited	524478	England
The Keep Motor Group (Epsom) Limited	2574080	England
Brook (Leeds) Limited	2250174	England
Elkshire Limited	1358558	England
Brook & Co (Wholesale Grocers) Limited	511529	England
Brook Holdings Limited	2185501	England
Brook & Co (Cash & Carry) Limited	1669989	England
Roy Hall Cash & Carry Limited	857126	England
M6 (Holdings) Limited	2467840	England
Fitzwilton Investments PLC	2548030	England

P J DOWLING

Directorships:

<u>Company</u>	<u>Company No.</u>	<u>Registered In</u>
Fitzwilton (UK) PLC	1314894	England
Erne Holdings Limited	2739803	England
Bene Pretium Limited	2887052	England
Fitzwilton Finance (U.K.) PLC	3194852	England
Lombard Holdings Limited		British Virgin Islands
Whiteberry Limited	48465	Jersey
Sarina Limited	46454	Jersey
Shapton Limited	46465	Jersey

Past Alternate Directorships

Norfolk Finance Limited	2170547	England
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