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363a

Annual Return

Company Number 245487

Company Name in full RIO TINTO PACIFIC HOLDINGS LIMITED



* F 3 6 3 A C 5 0 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

12 06 98

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

12 06 99

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

County / Region

Postcode

6 St James's Square

LONDON

SW1Y 4LD

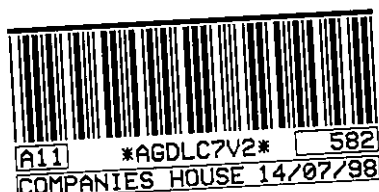
Principal business activities

(See note 4)

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

7415

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



When you have completed and signed the form please send it to
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 the register of members 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)

(Please photocopy this area to provide details of joint secretaries).

Name * Style / Title

Forename(s)

Surname

* Voluntary details. Previous forename(s)

Previous surname(s)

Address

Details of a new company secretary must be notified on form 288a.

Mr

* Honours etc

Barry George

GALE

19 Ridley Road

WARLINGHAM

County / Region Surrey

Postcode CR6 9LR

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

Country

Directors (See notes 1-5)

Please list directors in alphabetical order.

Details of a new directors must be notified on form 288a.

Name	* Style / Title	Mr		Day	Month	Year	
	* Honours etc			Date of birth	14	12	44
	Forename(s)	Barry George					
	Surname	GALE					
	Previous forename(s)						
	Previous surname(s)						
Address	19 Ridley Road						
	Post town	WARLINGHAM					
	County / Region	Surrey	Postcode	CR6 9LR			
	Country		Nationality	British			
	Business occupation	Chartered Secretary					
	Other directorships	(See continuation sheet).					

* Voluntary details.

Directors	Name	* Style / Title	Mrs		Day	Month	Year	
		* Honours etc			Date of birth	18	02	57
	Forename(s)	Anette Vendelbo						
	Surname	LAWLESS						
	Previous forename(s)							
	Previous surname(s)							
	Address	64 Vallance Road						
		Muswell Hill						
	Post town	LONDON						
	County / Region		Postcode	N22 7UB				
	Country	England	Nationality	Danish				
	Business occupation	Chartered Secretary						
	Other directorships	(See continuation sheet).						

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Issued share capital (See notes 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)
Ordinary shares of £1 each	925,010,000	£925,010,000.00
Totals	925,010,000	£925,010,000.00

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)

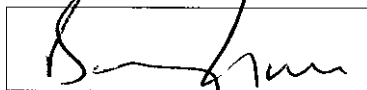
If at the date of this return an election is in force to dispense with annual general meetings, mark this box ☐

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



Date

19.6.98

† 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

4

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 J E Mead
Rio Tinto London Limited
6 St. James's Square
London SW1Y 4LD

Directors (Continued)

Please list directors in alphabetical order.

Details of a new directors must be notified on form 288a.

Name	* Style / Title	Mr.		Day	Month	Year	
	* Honours etc			Date of birth	26	07	53
	Forename(s)	Stephen Frederick					
	Surname	McADAM					
	Previous forename(s)						
	Previous surname(s)						
Address	"Storrington"						
	13 Ledborough Wood						
	Post town	BEACONSFIELD					
	County / Region	Bucks.	Postcode	HP9 2DJ			
	Country		Nationality	British			
	Business occupation	Chartered Accountant					
	Other directorships	None					

* Voluntary details.

Directors	Name	* Style / Title	Mr		Day	Month	Year	
		* Honours etc			Date of birth	27	05	49
		Forename(s)	Ian Clay					
		Surname	RATNAGE					
		Previous forename(s)						
		Previous surname(s)						
	Address	Frieslawn House						
		Hodsoll Street						
		Post town	NR. WROTHAM					
		County / Region	Kent	Postcode	TN15 7LH			
		Country		Nationality	British			
	Business occupation	Group Treasurer						
	Other directorships	None						

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Number 245487

Company Name in full RIO TINTO PACIFIC HOLDINGS LIMITED

Current directorships for Mr Barry George GALE

ANGLESEY ALUMINIUM CONSTRUCTION LIMITED

Current directorships for Mrs Anette Vendelbo LAWLESS

Millbank Office Management Ltd (in voluntary liquidation)

MT (1994) Ltd (in voluntary liquidation)

Pearson Enterprises Limited (in liquidation)

Pearson Longman Enterprises Limited (in voluntary liquidation)

Past directorships for Mrs Anette Vendelbo LAWLESS

Advertising Research Services Limited (01-May-1998)

Analysis Holdings Limited (01-May-1998)

British Sky Broadcasting Group plc (10-Nov-1994)

Broadminster Nominees Limited (01-May-1998)

BSB Holdings Limited (02-May-1997)

BSB Holdings Limited (01-May-1998)

Burlington Media Investments Limited (03-Nov-1995)

Camco Soviet Services Limited (03-Dec-1993)

Chatelain Estates Limited (01-May-1998)

Chatelain Properties Limited (01-May-1998)

Europe On-Line (London) Limited (23-Feb-1996)

First Thames Land Holdings Limited (01-May-1998)

GB On-line Limited (01-May-1998)

Great Britain On-line Limited (01-May-1998)

Lakeside Trading Estate Limited (01-May-1998)

Longman Penguin Limited (01-May-1998)

Millbank Services Limited (in voluntary liquidation) (07-Dec-1995)

Pearson (TVB) Limited (01-May-1998)

Company Number 245487

Company Name in full RIO TINTO PACIFIC HOLDINGS LIMITED

Pearson Employee Share Trustees Ltd (14-Sep-1993)

Pearson Group FURBS Trustee Limited (01-May-1998)

Pearson Investment Services Limited (01-May-1998)

Pearson Mangement Services Limited (01-May-1998)

Pearson Media Investments Limited (01-May-1998)

Pearson New Entertainment Holdings Ltd (01-Mar-1996)

Pearson New Entertainment Ltd (01-Mar-1996)

Pearson Nominees Limited (01-May-1998)

Pearson Overseas Holdings Limited (01-May-1998)

Pearson Pension Trust Limited (01-May-1998)

Pearson Professional Holdings Limited (01-Jan-1995)

Pearson Professional Limited (01-Jan-1995)

Pearson Property Investments Limited (01-May-1998)

Pearson QUEST Limited (01-May-1998)

Pearson Services Limited (01-May-1998)

Pearson Sterling Finance plc (01-May-1998)

Pearson Sterling Investments Ltd (01-May-1998)

Pearson Sterling Two plc (01-May-1998)

Pearson Television Limited (21-Nov-1994)

PL Publishing (05-Dec-1996)

PL Publishing Limited (01-May-1998)

Reda Industries Limited (03-Dec-1993)

Robincrest Limited (01-May-1998)

Spinmerit Limited (01-May-1998)

Testchange Limited (01-May-1998)

The Analysis Corporation Limited (01-May-1998)

The Television Commercials Register Limited (01-May-1998)

Company Number 245487

Company Name in full RIO TINTO PACIFIC HOLDINGS LIMITED

The Whitehall Trust Limited (01-May-1998)

Themescene Limited (01-May-1998)

Vera Cruz (Mexico) Railways Limited (01-May-1998)

West Thurrock Estate Limited (01-May-1998)

Westminster Press (Basildon) Limited (05-Dec-1996)

Westminster Press (Bath) Limited (05-Dec-1996)

Westminster Press (Bradford) Limited (05-Dec-1996)

Westminster Press (Brighton) Limited (05-Dec-1996)

Westminster Press (Darlington) Limited (05-Dec-1996)

Westminster Press (Kendal) Limited (05-Dec-1996)

Westminster Press (Oxford) Limited (05-Dec-1996)

Westminster Press (Swindon) Limited (05-Dec-1996)

Westminster Press (York) Limited (05-Dec-1996)

Whitehall Electric Investments Limited (01-May-1998)

Whitehall Securities Corporation Limited (in liquidation) (19-Dec-1996)

WP Group Pension Trustees Limited (01-May-1998)

**List of past and present members
Schedule to form 363a and 363b**

Company Number 245487

Company Name in full RIO TINTO PACIFIC HOLDINGS 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
AUSTRALASIAN HOLDINGS LIMITED				
6 St James's Square, LONDON, SW1Y 4LD				
Ordinary shares of £1 each	925,009,999			
RIO TINTO NOMINEES LIMITED				
6 St James's Square, LONDON, SW1Y 4LD				
Ordinary shares of £1 each	1			