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THE COMPANIES ACTS 1948 TO 1967

0010-00 2000

003.00

**form of annual return of a
company having a share capital**

pursuant to sections 124, 126, and 127 of the Companies Act 1948

Annual return of

Chesterfield Properties

Limited(1)

made up to the 4th September 1974 (2)

(Being the fourteenth day after the date of the Annual General Meeting for the year
1974)Address of 38 Curzon Street, London W1Y 8EY
of
Registered
Office**Situation of Registers of Members and Debenture Holders**Address of the place at which 6, Greencoat Place, London, SW1P 1PL
the Register of Members is
kept (if other than the
Registered Office of the Company)Address of the place in Great
Britain, other than the Registered
office of the Company, at which 6, Greencoat Place, London, SW1P 1PL
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**NOTES**

(1) Delete if not applicable. (2) If a Company has failed to hold an Annual General Meeting in a particular year, the Return should be made up to the 31st December of that year. The words "(being the fourteenth day after the date of the Annual General Meeting for the year 19.....)" should be deleted and the words "No General Meeting held in 19....." added. Attention is drawn to Section 131 of the Companies Act 1948 regarding the obligation of every Company to hold an Annual General Meeting.

The appropriate certificates on page 8 must be completed before this Return is lodged for Registration.

A Banking Company, in order to avail itself of the benefit of Section 432 of the Companies Act 1948, must add to this Return a statement of the names of the several places where it carries on business (Form 24).

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

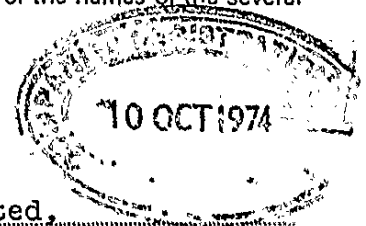
Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030 Telex 261010

Presented by Hill Samuel Registrars Limited.

6, Greencoat Place, London, SW1P 1PL

Presenter's Reference. AJN



Summary of Share Capital and Debentures

A Nominal Share Capital

1 Nominal Share Capital £ 3,000,000		Divided into:
NUMBER	CLASS	
12,000,000	Ordinary	Shares of 25p each
		Shares of each
		Shares of each
		Shares of each

B Issued Share Capital and Debentures*

NOTE: *The reference to "Debentures" relates to paragraphs 13 and 14 only.

	NUMBER	CLASS	
2 Number of shares of each class taken up to the date of this Return (which total must agree with the total shown on the list held by existing members)	9,821,894	Ordinary	Shares
	2455		Shares
			Shares
			Shares
3 Number of shares of each class issued subject to payment WHOLLY IN CASH	1,494,944		Shares
			Shares
			Shares
			Shares
4 Number of shares of each class issued as fully paid up for a CONSIDERATION OTHER THAN CASH	8,326,950		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	NIL		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
			Shares
6 Number of shares (if any) of each class issued at a discount	NIL		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		NIL	
	NUMBER	CLASS	
8 Amount called up	£0.25		per Share on 1,494,944 Shares
on number	£		per Share on Shares
of shares of	£		per Share on Shares
each class	£		per Share on Shares

Summary of Share Capital and Debentures—continued

3

9 Total amount of calls received, including payments on application and allotment and any sums received on Shares forfeited

£ 373,736

	2,081,737.50	NUMBER	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	£ on	8,326,950	Shares
			Shares
			Shares
			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	£ NIL on		Shares
			Shares
			Shares
			Shares

12 Total amount of Calls unpaid

£ NIL

13 Total amount of the sums (if any) paid by way of commission in respect of any Shares or Debentures

£ NIL

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

£ NIL

	NUMBER	CLASS
15 Total number of Shares of each class forfeited	NIL	Shares
		Shares
		Shares
		Shares

16 Total amount paid (if any) on Shares forfeited

£ NIL

17 Total amount of Shares for which Share Warrants to Bearer are outstanding

£ NIL

18 Total amount of Share Warrants to Bearer issued and surrendered respectively since the date of the last return

Issued: £ NIL

Surrendered: £ NIL

19 Number of Shares comprised in each Share Warrant to Bearer, specifying in the case of Warrants of different kinds, particulars of each kind

NIL

PARTICULARS OF INDEBTEDNESS

Total amount of indebtedness of the Company in respect of all Mortgages and charges which are required to be registered with the Registrar of Companies under the Companies Act 1948, or which would have been required so to be registered if created after 1st July, 1908

£ 14,648,649

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Folio in Share Register containing particulars	NAMES AND ADDRESSES(2)
	See attached List

(1) If the Return for either of the two immediately preceding years has given as at the date of that Return the full particulars required as to past and present Members and the Shares and Stock held and transferred by them, *only* such of the particulars need be given as relate to persons ceasing to be or becoming Members since the date of the last Return and to Shares transferred since that date or to changes as compared with that date in the amount of Stock held by a Member.

(2) If the names in this List are not arranged in alphabetical order, an Index sufficient to enable the name of any person to be readily found must be annexed.

5

[illegible]

(a) The aggregate number of Shares or Stock held by each Member must be stated, and the aggregate must be added up so as to agree with the number of Shares or amount of Stock stated in the Summary of Share Capital to have been taken up. (The words in *italics* are applicable only when the full list of Members is given).

(b) When the Shares are of different classes those columns should be sub-divided, so that the number of each class held, or transferred, may be shown separately. Where any Shares have been converted into Stock the amount of the Stock held by each Member must be shown.

(c) The date of registration of each Transfer should be given as well as the Number of Shares transferred on each date. The particulars should be placed opposite the name of the Transferor and not opposite that of the Transferee, but the name of the Transferee may be inserted in the "Remarks" column immediately opposite the particulars of each transfer.

[illegible]

NAME (in the case of an individual, present Christian name or names and Surname(2). In the case of a corporation or Scottish firm, the corporate or firm name) (6)	Any former Christian name or names and Surname (3)

NOTES

(1) "*Director*" includes any person who occupies the position of a Director by whatsoever name called, and any person in accordance with whose directions or instructions the Directors of the Company are accustomed to act.

(2) "*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.

(3) "*Former Christian name*" and "*former surname*" do not include—

(a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or

(b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused 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.

7 2

[illegible]

USUAL RESIDENTIAL ADDRESS
(in the case of a corporation or Scottish firm, the Registered or Principal office) (6)

[The page contains several lines of extremely faint, illegible text, likely bleed-through from the reverse side.]

NOTES

NOTES

(4) **Directorships**—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 or bodies corporate which are the wholly-owned subsidiaries either of the Company or of another Company of which the Company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient, particulars of other Directorships should be listed on a separate statement attached to this return.

(5) *Dates of birth* need only be given in the case of a Company which is subject to section 185 of the Companies Act 1948, namely, a Company which is not a private Company or which, being a private Company, is the subsidiary of a body corporate incorporated in the United Kingdom which is neither a private Company nor a Company registered under the law relating to Companies for the time being in force in Northern Ireland and having provisions in its constitution which would, if it had been registered in Great Britain, entitle it to rank as a private Company.

(6) Where all the partners in a firm are *joint secretaries*, the name and principal office of the firm may be stated.

Certification

The Return

A WE CERTIFY this Return

The Balance Sheet (Note (1) below)

B WE CERTIFY that there is annexed hereto a true copy of every Balance Sheet laid before the Company in General Meeting during the period to which this Return relates (including every document required by law to be annexed to the Balance Sheet) and a true copy of the report of the Auditors on, and of the report of the Directors accompanying, such Balance Sheet.

If a private Company (Note (2) below)

C WE CERTIFY that the Company has not since the date of the last Annual Return (or, if this is the first Return made since the date of incorporation of the Company,) issued any invitation to the public to subscribe for any shares or debentures of the Company.
(N.B. Delete this Certificate if it does not apply).

If the number of members of the Company exceeds fifty

D WE CERTIFY that the excess of the number of members of the Company over ... consists wholly of persons who under Section 28 (1) (b) of the Companies Act 1948 are not to be included in the reckoning of fifty.
(N.B. Delete this Certificate if it does not apply).

Signed* (Director)

Signed* (Secretary)

*The signatures of two separate persons are required.

NOTES

(1) The statutory provisions for annexing Accounts to the Annual Return are summarised briefly below **BUT CERTIFICATE "B" above is intended to cover the certification requirements for the Accounts of the Company AND accordingly the accompanying BALANCE SHEET MUST BE IDENTIFIED by writing thereon "This is the copy referred to in the annexed Certificate "B".

(2) If the Company was formerly an Exempt Private Company AND its Annual Return is made up to a date earlier than 27th January 1968, an additional Certificate is necessary and should accompany on Form 6 (B).

**Except where the Company is either an unlimited company exempted from the requirements of section 127 of the Companies Act 1948, by section 47 of the Companies Act 1967, OR an Assurance Company which has complied with the provisions of section 8 (4) of the Insurance Companies Act 1958, there must be annexed to this Return a written copy, certified both by a Director and by the Secretary of the Company to be a true copy, of every Balance Sheet laid before the Company in General Meeting during the period to which this Return relates (including every document required by law to be annexed to the Balance Sheet) and a copy (certified as aforesaid) of the report of the Auditors on, and of the report of the Directors accompanying, each such Balance Sheet. If any such Balance Sheet or document required by law to be annexed thereto is in a foreign language there must also be annexed to that Balance Sheet a translation in English of the Balance Sheet or document certified in the prescribed manner to be a correct translation. If any such Balance Sheet or document required by law to be annexed thereto did not comply with the requirements of the law as in force at the date of the audit with respect to the form of Balance Sheets or documents aforesaid, as the case may be, there must be made such additions to and corrections in the copy as would have been required to be made in the Balance Sheet or document in order to make it comply with the said requirements, and the fact that the copy has been so amended must be stated thereon.

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

CHESTERFIELD PROPERTIES LIMITED

Directors

Harold Hyam WINGATE	None	British	Squire's Mount, London, N.W.3.	Barrister at Law. See attached list.	22. 1.1902
Roger Christopher WINGATE	"	"	2 Conybeare, Hampstead, London, N.W.3.	Managing Director. See attached list.	19.11.1940
Edward ERDMAN	"	"	11, Park Towers, Old Park Lane, W1Y 7DF.	Property Agent. See attached list.	4. 7.1906
David H. NASH	"	"	Old Chatham, Longwood Drive, Jordans, Bucks.	Chartered Accountant. See attached list.	4.11.1937

Secretary

Patricia May JEFFCOAT	"	"	29A Ridgeway, Epsom, Surrey.
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LIST OF SUBSIDIARIES NOT SHOWN IN ACCOUNTS

Cadfield Properties Limited
Cadmount Properties Limited
Cadmus Investment Co. Ltd.
Chesterfield Properties (Merthyr) Ltd.
Chestergreen Properties Limited
Chestermead Investments Limited
Chestermount Properties Ltd.
Comgrove Properties Limited
Corfen Holdings Limited
Corfield Properties Limited
Curzon Film Distributors Ltd.
Fenfield Properties (Mayfair) Limited
G. C. T. (Alfreton & Chesterfield) Ltd.
G. C. T. (Management) Limited
G. C. T. (North Finchley) Limited
Kenchester Properties Limited
Kenfield Properties Limited
Kenmead Properties Limited
Meadfield Properties Limited
+Powis Street Property Co. Ltd.
Greens End Investment Co. Ltd.
Thomas Street Investment Co. Ltd.
Chesterwood Properties Limited
Instrument Motors Limited
Busher Property Development Limited
Penwind Limited

R.C.WINCATE - LIST OF DIRECTORSHIPS

Chesterfield Properties Limited and following subsidiaries; &
Associated Companies

Cadfield Properties Limited
Cadmount Properties Limited
Cadmus Investment Company Limited
Chesterfield Properties (Merthyr) Limited
Chesterfield Ronson (Europe) Limited
Chestergreen Properties Limited
Chestergrove Limited
Chestermead Investment Limited
Chestermount Properties Limited
Comchester Properties Limited
Comet Properties Limited
Comgrove Properties Limited
Corfen Holdings Limited
Corfield Properties Limited
Cormount Properties Limited
Curzon Film Distributors Limited
Fenfield Properties (Mayfair) Limited
G.C.T.(Alfreton & Chesterfield) Limited
G.C.T.(Management) Limited
G.C.T.(North Finchley) Limited
G.C.T.(Walsall) Limited
Kenchester Properties Limited
Kenfield Properties Limited
Kengrove Properties Limited
Kenmead Properties Limited
Meadfield Properties Limited
Provincial Shop Properties Limited
Viaduct Properties Limited
Woolwich Investment Co. Limited
Powis Street Property Co. Limited
Greens End Investment Co. Limited
Thomas Street Investment Co. Limited
Chesterwood Properties Limited
Rycote (Chesterfield) Limited
Rycote Chesterfield (Aylesbury) Limited
Instrument Motors Limited
Busher Property Development Limited
Penwind Limited

General Mercantile Development & Trust Co. Limited
New Watergate Presentations Limited
Kidderminster Properties Limited

EDWARD ERDMAN - LIST OF DIRECTORSHIPS

BISHOPSGATE PROPERTY & GENERAL INVESTMENTS LTD. (Quoted Investment Trust)

5.62.

CHESTERFIELD PROPERTIES LTD. (Quoted with undermentioned subsidiaries)

24. 3.60.

Kengrove Properties Ltd.	24.3.60.
G.C.T. (Alfreton & Chesterfield) Ltd.	28.7.60.
G.C.T. (Walsall) Ltd.	28.7.60.
G.C.T. (North Finchley) Ltd.	28.7.60.
Provincial Shop Properties Ltd.	28.7.60.
Chestergrove Limited	
Viaduct Properties Ltd.	26.4.61.
Chestermead Investments Ltd.	
(formerly G.C.T. (Staines) Ltd.)	30.5.62.
Cadmus Investment Co., Ltd.	4.4.62.
Woolwich Investment Co., Ltd.	4.4.62.
Powis Street Property Co. Ltd.	4.4.62.
Greens End Investment Co., Ltd.	4.4.62.
Thomas Street Investment Co., Ltd.	4.4.62.
Comet Properties Ltd.	17.12.62.
Corfen Holdings Ltd.	16.10.63.
Chestergreen Properties Ltd.	16.1.64.
Chestermount Properties Limited	17.9.64.
Kenmead Properties Ltd.	8.12.64.
Kenchester Properties Ltd.	25.6.65.
Cadfield Properties Ltd.	18.10.65.
Corfield Properties Ltd.	19.11.65.
Cormount Properties Ltd.	30.11.65.
Comgrove Properties Ltd.	28.4.66.
G.C.T. (Management) Ltd.	13.12.66.
Curzon Film Distributors Ltd.	
(Subsidiary of Kengrove Properties Ltd.)	1. 3.67.
Fenfield Properties (Mayfair) Ltd.	1.12.67.
Meadfield Properties Ltd.	31.12.65.
Chesterfield Properties (Merthyr) Ltd.	18.4.67.
Leaves Development Co., Ltd.	31.7.69.
Seftview Limited	19.10.71.
Comchester Properties Ltd.	18.11.71.
S.A. Immobiliere Elysee Roosevelt	6.73.
Busher (Property Development) Ltd.	3.74.
Penwind Limited.	

WARNFORD INVESTMENTS LIMITED (Quoted with the undermentioned subsidiaries).

22.3.62.

Evos Limited	22.6.72.
Evos (Subsidiary) Ltd.	22.6.72.
Warnbridge Properties Limited	
(Formerly Sidnella Properties Ltd.)	8.11.62.
S.R.E. Investments Ltd.	12.2.63.
Wardrobe Court Limited	3.5.65.

9.3.64.

WEMBLEY TRUST LIMITED

/Contd.

EDWARD ERDMAN - LIST OF DIRECTORSHIPS (Contd.)

Aylestone Investments Ltd.	6.72.
Commercial Shop & Office Holdings Ltd.	9.72.
Debut Dresses Limited	3.74.
Grosvenor Street General Investments Ltd.	24.3.60.
London World Centre Limited	22.2.63.
Maurice Grossman Limited	3.74.
Milestone Hotel Limited	12.72.
Quisilk Limited	12.72.

D.H.NASH - LIST OF DIRECTORSHIPS

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Chesterfield Properties Limited and following subsidiaries :

Cadfield Properties Limited
Cadmount Properties Limited
Cadmus Investment Company Limited
Chesterfield Properties (Merthyr) Limited
Chesterfield Ronson (Europe) Limited
Chestergreen Properties Limited
Chestergrove Limited
Chestermead Investment Limited
Chestermount Properties Limited
Comchester Properties Limited
Comet Properties Limited
Comgrove Properties Limited
Corfen Holdings Limited
Corfield Properties Limited
Cormount Properties Limited
Curzon Film Distributors Limited
Fenfield Properties (Mayfair) Limited
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Kenfield Properties Limited
Kengrove Properties Limited
Kenmead Properties Limited
Meadfield Properties Limited
Provincial Shop Properties Limited
Powis Street Property Co. Limited
Greens End Investment Co. Limited
Thomas Street Investment Co. Limited
Vaiduct Properties Limited
Woolwich Investment Co. Limited
Busher (Property Development) Limited
Penwind Limited

Clofrid Pigs Limited
Powerplight Holdings Limited

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H.H. WINGATE - LIST OF DIRECTORSHIPS

Chesterfield Properties Limited and following subsidiaries: &
Associated Companies

Cadfield Properties Limited
Cadmount Properties Limited
Cadmus Investment Company Limited
Chesterfield Properties (Merthyr) Limited
Chesterfield Ronson (Europe) Limited
Chestergreen Properties Limited
Chestergrove Limited
Chestermead Investment Limited
Chestermount Properties Limited
Comchester Properties Limited
Comet Properties Limited
Comgrove Properties Limited
Corfen Holdings Limited
Corfield Properties Limited
Cormount Properties Limited
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Kenmead Properties Limited
Meadfield Properties Limited
Provincial Shop Properties Limited
Viaduct Properties Limited
Woolwich Investment Co. Limited
Chesterwood Properties Limited
Busher Property Development Limited

Penwind Limited