

A

COMPANIES FORM No. 363

Annual return of a company

363

Pursuant to sections 363 and 364 of the Companies Act 1985

Note The appropriate fee should accompany this form

Please do not
write in
this margin

To the Registrar of Companies

For official use

Company number

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

1352995

Please complete
legibly, preferably
in black type, or
bold block lettering

Annual return of (note 1)

* MORGAN HOLDINGS INTERNATIONAL LIMITED

* Insert full name
of company

The information in this return is as at

20th June

19 90

1. (The date of this return note 1)

† If the company has a
share capital, this
date must be the
14th day after the
annual general
meeting

Address of registered office of the company

CHARIOTT HOUSE, 6-12 VICTORIA STREET, WINDSOR, BERKSHIRE

Postcode SL4 1EP

Total amount of indebtedness of the company
in respect of mortgages and charges
(note 2).

£ NIL

If different from the
registered office, state
address where the register
of members or any register
of debenture holders or
any duplicate or part of any
register of debentures is
kept or may be inspected.

Register of members

Register of debenture holders

Particulars of the secretary

Name (notes 3 and 4) ELAINE SHANDLEY

Previous name(s) (note 3) NONE

Address (notes 4 and 5) 33 LYNEHAM GARDENS, PINKNEYS GREEN, MAIDENHEAD, BERKSHIRE

Postcode SL6 1JP

‡ only pages 1 and 2
need be completed
in the case of a
company without
share capital

We certify this return which comprises pages 1, 2, [3, 4, 5 and 6]‡ [plus\$ _____ continuation sheets]

\$ enter number of
continuation sheets
attached

Signed

G. Surlin

Director, and

E. Shandley

Secretary

PRINTED AND SUPPLIED BY
Jordans
JORDAN & SONS LIMITED
JORDAN ROAD
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3031
TELEX 261010

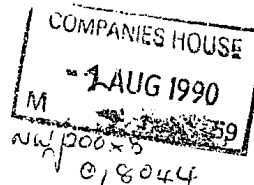


Presenter's name address and
reference (if any):

MISS E. SHANDLEY

For official Use
General Section

Post room



Particulars of the director(s) of the company (notes 6 and 7)

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold blocklettering* delete if
inappropriate.
Enter particulars
of other director-
ships held or
previously held.
If this space is
insufficient use a
continuation sheet

| | | |
|--|---------|------------------------|
| Name (note 3) GRAHAM DUDLEY SWETMAN | | Business Occupation |
| | | FINANCE DIRECTOR |
| Previous name(s) (note 3) NONE | | Nationality |
| Address (note 5) CAMELIAS, DOGGETS WOOD LANE, CHALFONT | | BRITISH |
| ST. GILES, BUCKS | | Date of birth (note 9) |
| Postcode | HP8 4TH | 17th September 1943 |
| Other relevant past or present directorships* (note 8) | | |
| S & W INVESTMENTS LIMITED | | |
| CITY RENTALS LIMITED | | |

| | | |
|--|----------|------------------------|
| Name (note 3) DAVID JOHN COKER | | Business Occupation |
| | | COMPANY SECRETARY |
| Previous name(s) (note 3) NONE | | Nationality |
| Address (note 5) CONIFERS COTTAGE, 21 DOUGLAS GROVE, | | BRITISH |
| LOWER BOURNE, FARNHAM, SURREY | | Date of birth (note 9) |
| Postcode | GU10 3HF | 1st March 1946 |
| Other relevant past or present directorships* (note 8) | | |
| COKER & CO LIMITED | | |

| | | |
|--|---------|------------------------|
| Name (note 3) DR EDWIN BRUCE FARMER | | Business Occupation |
| | | DIRECTOR |
| Previous name(s) (note 3) NONE | | Nationality |
| Address (note 5) WESTON HOUSE, BRACKEN CLOSE, WONERSH | | BRITISH |
| SURREY | | Date of birth (note 9) |
| Postcode | GU5 0QS | 18.09.36 |
| Other relevant past or present directorships* (note 8) | | |
| NONE | | |

| | | |
|--|--|------------------------|
| Name (note 3) | | Business Occupation |
| | | |
| Previous name(s) (note 3) | | Nationality |
| Address (note 5) | | Date of birth (note 9) |
| Postcode | | |
| Other relevant past or present directorships* (note 8) | | |
| | | |

Summary of share capital and debentures

Please do not write in this margin

Nominal share capital

£ 150,000,000

divided into:-

| Number of shares | Class | Nominal value of each share |
|------------------|----------------|-----------------------------|
| 1 140,000,000 | A ORDINARY | £ 1.00 |
| 2 9,999,998 | B REDEEM. PREF | £ 1.00 |
| 3 2 | C ORD. PREF | £1.00 |

Please complete legibly, preferably in black type, or bold block lettering

Issued share capital and debentures

1. Number of shares of each class taken up to the date of this return.

| Number | Class |
|---------------|----------------|
| 1 114,000,000 | A ORDINARY |
| 2 1,000,000 | B REDEEM. PREF |
| 3 2 | C ORD. PREF |

2. Number of shares of each class issued subject to payment wholly in cash

| | |
|---------------|----------------|
| 1 114,000,000 | A ORDINARY |
| 2 1,000,000 | B REDEEM. PREF |
| 3 2 | C ORD. PREF |

3. Number of shares of each class issued as fully paid up for consideration other than cash

| | |
|-------|--|
| 1 NIL | |
| 2 | |
| 3 | |

4. 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

| Amount per share | |
|------------------|-----|
| 1 £ | NIL |
| 2 £ | |
| 3 £ | |

5. Number of shares (if any) of each class issued at a discount

| | |
|-------|--|
| 1 NIL | |
| 2 | |
| 3 | |

Continued on page 4

LIST OF PAST

| Folio in register ledger containing particulars | Names and Addresses |
|---|--|
| 3 | PETTY FRANCE INVESTMENT NOMINEES LIMITED, CHARIOTT HOUSE, 6-12 VICTORIA STREET, WINDSOR, BERKSHIRE SL4 1EP |
| 4 | THE MORGAN CRUCIBLE COMPANY plc, CHARIOTT HOUSE, 6-12 VICTORIA STREET, WINDSOR, BERKSHIRE. SL4 1EP |
| | MORGAN HOLDINGS LIMITED, CHARIOTT HOUSE, 6 - 12 VICTORIA STREET, WINDSOR, BERKSHIRE SL4 1EP |

Summary of share capital and debentures continued

Please do not write in this margin

6 Amount of discount on the issue of shares which has not been written off at the date of this return
7 Amount per share called up on number of shares of each class

Please complete legibly, preferably black type, or bold block lettering

8 Total amount of calls received (note 10):

9 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

10 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

11 Total amount of calls unpaid

12 Total amount of sums (if any) paid by way of commission in respect of any shares or debentures

13 Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return

14 Total number of shares of each class forfeited

15 Total amount paid (if any) on shares forfeited

16 Total amount of shares for which share warrants to bearer are outstanding

17 Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return

ISSUED
SURRENDERED

18 Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind

| Amount | Number | Class | |
|---------------|-------------|----------------|---|
| £ NIL | | | |
| £ 1.00 | 114,000,000 | A ORDINARY | 1 |
| £ 1.00 | 1,000,000 | B REDEEM. PREF | 2 |
| £ 1.00 | 2 | CORD. PREF | 3 |
| £ 115,000,002 | | | |
| £ NIL | | | 1 |
| £ | | | 2 |
| £ | | | 3 |
| £ NIL | | | 1 |
| £ | | | 2 |
| £ | | | 3 |
| £ NIL | | | |
| £ NIL | | | |
| £ NIL | | | |
| | NIL | | 1 |
| | | | 2 |
| | | | 3 |
| £ NIL | | | |
| £ NIL | | | |
| £ NIL | | | |
| £ NIL | | | |
| | NIL | | |

AND PRESENT MEMBERS (notes 11 and 12)

| Account of Shares | | | | |
|--|--|---|--|---------|
| Number of shares or amount of stock held by existing members at date of return (note 11) | Particulars of shares transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (note 12) | | | Remarks |
| | Number | Date of Registration of transfer (a) (b) | | |
| 1 C ORD | | | | |
| | | | | |
| | | | | |
| | | | | |
| 1 C ORL | | | | |
| 1,000,000 B REDEEM. PREF | | | | |
| | | | | |
| 114,000,000 A ORDINARY | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |