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THE SECRETARIAT

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Annual Return

Company number

CN

1548967

☐

Company name

Salomon Brothers Europe Limited

Date of this return
The information on this
return is made up to

Day Month Year

DA 12 01 96

Date of next return
I wish to make the next
return to

DB 12 01 97

Registered Office
This is the address at the
date of this return

RO

VICTORIA PLAZA

111 BUCKINGHAM PALACE ROAD

Any change of registered
office **must** be notified
on form 287

Post town LONDON

County/Region

Postcode SW1W 0SB

Principal business activities

The trade classification
code number(s) for principal
activity or activities
is (are)

PA 8 6 2 9

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

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

Register of Members

The register of members
is kept at

| | |
|---------------|-------------------------|
| RM | (the registered office) |
| | |
| Post town | |
| County/Region | |
| Postcode | |

Register of Debenture Holders

A register of debenture
holders is kept at

| | |
|---------------|-------------------------|
| RD | (the registered office) |
| | |
| Post town | |
| County/Region | |
| Postcode | |

Company type

| | |
|----|-----------------------------------|
| T2 | Private company limited by shares |
|----|-----------------------------------|

Company Secretary

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Usual residential address

| | |
|---------------|--------------|
| CS | Mr |
| | |
| | Ian Antony |
| | Pellow |
| | |
| | |
| | |
| AD | 6 Meadowside |
| | Tilehurst |
| Post town | READING |
| County/Region | Berkshire |
| Postcode | RG31 5QE |
| Country | |

* Voluntary details

Directors (Listed in alphabetical order)

| | | | |
|---------------------------|---------------------|------------------|-------------------|
| Name | * Style/Title | CD | Mr. |
| | Forenames | Charles Senff | |
| | Surname | McVeigh III | |
| | * Honours etc | | |
| | Previous forenames | | |
| | Previous surname | | |
| Usual residential address | | AD | Flat 5 |
| | | 3 Belgrave Place | |
| | | Post town | LONDON |
| | | County/Region | |
| | | Postcode | SW1 |
| | | Country | |
| | Date of birth | DO | 04 07 42 |
| | | Nationality | NA American |
| | Business occupation | OC | Investment Banker |
| | Other directorships | OD | See attached list |

| | | | |
|---------------------------|---------------------|---------------|-----------------|
| Name | * Style/Title | CD | Mr |
| | Forenames | Peter James | |
| | Surname | Middleton | |
| | * Honours etc | | |
| | Previous forenames | | |
| | Previous surname | | |
| Usual residential address | | AD | 3 Kempson Road |
| | | | |
| | | Post town | LONDON |
| | | County/Region | |
| | | Postcode | SW6 4PX |
| | | Country | |
| | Date of birth | DO | 10 02 40 |
| | | Nationality | NA British |
| | Business occupation | OC | Chief Executive |
| | Other directorships | OD | None |

* Voluntary details

Directors (continued)

Name * Style/Title

CD

Mr

Forenames

Saul Malcolm

Surname

Rosen

* Honours etc

Previous forenames

Previous surname

Usual residential address

AD

466 Washington Street

New York

Post town NY 10013

County/Region

Postcode

Country

USA

Date of birth

DO

30

08

48

Nationality

NA

American

Business occupation

OC

Other directorships

OD

None

Name

* Style/Title

CD

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Usual residential address

AD

Post town

County/Region

Postcode

Country

Date of birth

DO

Nationality

NA

Business occupation

OC

Other directorships

OD

* Voluntary details

Other relevant directorships, specifying the director in question

Other directorships for C.S. McVeigh III

The American Chamber of Commerce

Issued share capital

The shares in issue at the date of this return are

| Class | Number | Aggregate Nominal Value |
|-------------------|--------------------|-------------------------|
| 2TNRP | 126,742,712 | 126,742,712.00 |
| 3rd Tranche NRP | 10,400,000 | 10,400,000.00 |
| A Ordinary Shares | 15,800,000 | 15,800,000.00 |
| B Ordinary Shares | 5,265,000 | 5,265,000.00 |
| New Red Pref | 561,175,212 | 561,175,212.00 |
| | | |
| | | |
| | | |
| Totals | 719,382,924 | 719,382,924.00 |

List of past and present Members

A full list of members is enclosed on paper

Elective resolutions
(Private companies only)

None

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 £18.

Make cheques payable to Companies House.

Signed *IA Pellow*
Secretary/Director *
(* delete as appropriate)

Date ... *29/1/96*

This return includes continuation sheets.
(enter number)

Contact point address

IA Pellow
VICTORIA PLAZA
111 BUCKINGHAM PALACE ROAD
LONDON

Postcode SW1W 0SB

Telephone 0171 721 2601

Extension

Complete List of Members for Salomon Brothers Europe Limited from 12/01/95 to 12/01/96

Member's Name and Address

Salomon (International) Finance AG
 Grafenauweg 6, PO Box 4753, CH-6304
 ZUG Switzerland

| Class of shares | Held at date of incorp. or last return | Shares received | Shares transferred | Date of regist- ration | Held at date of this return |
|-------------------------|--|--------------------|-----------------------|------------------------------|-----------------------------------|
| 2nd Tranche New | 126,742,712 | | | | 126,742,712 |
| Red Pref Shares of £1 | | | | | |
| B Ordinary | 5,265,000 | | | | 5,265,000 |
| Shares of £1 each | | | | | |
| New Redeemable | 561,175,212 | | | | 561,175,212 |
| Preference Shares Of £1 | | | | | |

Member's Name and Address

Salomon International Limited
 VICTORIA PLAZA, 111 BUCKINGHAM PALACE ROAD
 LONDON SW1W 0SB

| Class of shares | Held at date of incorp. or last return | Shares received | Shares transferred | Date of regist- ration | Held at date of this return |
|-----------------------|--|--------------------|-----------------------|------------------------------|-----------------------------------|
| 3rd Tranche New | 0 | 10,400,000 | | 13/12/95 | 10,400,000 |
| Red Pref Shares of £1 | | | | | |
| A Ordinary | 15,800,000 | | | | 15,800,000 |
| Shares of £1 each | | | | | |

07/02/96

SUBSIDIARIES AND ASSOCIATES OF SALOMON BROTHERS
EUROPE LIMITED

Country of
Incorporation

% Owned
by Group

UK Companies

| | | |
|---|---------|--------|
| Anglo Chemical Commodities Limited (In Vol. Liq.) | ENGLAND | 100.00 |
| Anglo Chemical Metals Limited | ENGLAND | 100.00 |
| Charles Wade & Company Limited | ENGLAND | 100.00 |
| Cresthayes Limited (In Vol. Liq.) | ENGLAND | 100.00 |
| Damsonbush Limited (In Vol. Liq.) | ENGLAND | 100.00 |
| Hilsrest Limited | ENGLAND | 100.00 |
| Holmes Placement No. 1 Limited | ENGLAND | 100.00 |
| Holmes Placement No. 2 Limited | ENGLAND | 100.00 |
| PE 1994 Limited | ENGLAND | 100.00 |
| PS 4 Limited | ENGLAND | 100.00 |
| Phibro Energy Services Limited (In Vol Liq) | ENGLAND | 100.00 |
| Phibro West Afrique Limited (In Vol Liq) | ENGLAND | 100.00 |
| Phibro-Salomon Nominees Limited | ENGLAND | 100.00 |
| SBE 1991 Limited (In Vol Liq) | ENGLAND | 100.00 |
| SBI 1984 | ENGLAND | 100.00 |
| Salomon Brothers International Limited | ENGLAND | 100.00 |
| Salomon Brothers Intervest Limited | ENGLAND | 100.00 |
| Salomon Brothers U.K. Equity Limited | ENGLAND | 100.00 |
| Salomon Brothers U.K. Limited | ENGLAND | 100.00 |
| Scandports Shipping Limited (In Vol. Liq.) | ENGLAND | 100.00 |
| Shipalks Limited (In Vol. Liq.) | ENGLAND | 100.00 |
| TMC Finance PLC | ENGLAND | 100.00 |
| TMC Financial Services Limited | ENGLAND | 100.00 |
| TMC Funding No. 1 Limited | ENGLAND | 100.00 |
| TMC Funding No. 2 Limited | ENGLAND | 100.00 |
| TMC Funding No. 3 Limited | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 1 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 2 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 3 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 4 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 5 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 6 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 7 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 8 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No. 9 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No.10 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No.11 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No.21 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No.22 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No.23 PLC | ENGLAND | 100.00 |
| TMC Mortgage Securities No.24 PLC | ENGLAND | 100.00 |
| TMC P.I.M.B.S. Fifth Financing PLC | ENGLAND | 100.00 |
| TMC P.I.M.B.S. First Financing PLC | ENGLAND | 100.00 |
| TMC P.I.M.B.S. Fourth Financing PLC | ENGLAND | 100.00 |
| TMC P.I.M.B.S. PLC | ENGLAND | 100.00 |
| TMC P.I.M.B.S. Second Financing PLC | ENGLAND | 100.00 |
| TMC P.I.M.B.S. Seventh Financing PLC | ENGLAND | 100.00 |
| TMC P.I.M.B.S. Sixth Financing PLC | ENGLAND | 100.00 |
| TMC P.I.M.B.S. Third Financing PLC | ENGLAND | 100.00 |
| TMC Portfolio Services Limited | ENGLAND | 100.00 |
| TMC Private Placements No. 1 Limited | ENGLAND | 100.00 |
| The Anglo Chemcial & Ore Co. Limited (In Vol Liq) | ENGLAND | 100.00 |
| The Investment Corporation Limited | ENGLAND | 100.00 |
| The Mortgage Corporation Direct Limited | ENGLAND | 100.00 |
| The Mortgage Corporation Group Limited | ENGLAND | 100.00 |
| The Mortgage Corporation Limited | ENGLAND | 100.00 |
| The Residential Mortgage Corporation PLC | ENGLAND | 100.00 |

07/02/96

SUBSIDIARIES AND ASSOCIATES OF SALOMON BROTHERS
EUROPE LIMITED

Country of
Incorporation

% Owned
by Group

UK Companies

The Savings and Mortgage Corporation Limited

ENGLAND

100.00