



Please complete in typescript,
or in bold black capitals.

N. WSMN.
30x2
017090

363a

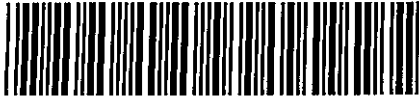
Annual Return

Company Number

1548967

Company Name in full

Salomon Brothers Europe Limited



* F363AD40 *

Date of this return *(See note 1)*

The information in this return is made up to

Day Month Year

12 01 1997

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 01 1998

Registered Office *(See note 3)*

Show here the address at the date of
this return.

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

(See note 4)

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

8629

UK HOLDING COMPANY

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 the
Registrar of Companies at:
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



A40 *A1EHTSSJ* 388
COMPANIES HOUSE 30/01/97

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

VICTORIA PLAZA

111 BUCKINGHAM PALACE ROAD

LONDON

Postcode

SW1W OSB

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town

County / Region

VICTORIA PLAZA

111 BUCKINGHAM PALACE ROAD

LONDON

Postcode

SW1W OSB

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)

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

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

Name * Style / Title

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential

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

Post town

County / Region

Country

MR

*Honours etc

IAN ANTONY

PELLOW

IAN ANTONY

PELLOW

6 MEADOWSIDE

TILEHURST

READING

BERKSHIRE

Postcode

RG31 5QE

Directors (see notes 1 to 5)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name	* Style / Title	MR.	Day	Month	Year	
	* Honours etc		Date of birth	04	07	1942
Forename(s)	CHARLES SENFF					
Surname	MCVEIGH III					
Previous forename(s)						
Previous surname(s)						
Address	FLAT 5, 3 BELGRAVE PLACE					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON				
	County / Region		Postcode	SW1		
	Country		Nationality			
Business occupation	INVESTMENT BANKER					
Other directorships	The American Chamber of Commerce					
* Voluntary details.	The Securities and Futures Authority Limited					

Name	* Style / Title	MR	Day	Month	Year	
	* Honours etc		Date of birth	10	02	1940
Forename(s)	PETER JAMES					
Surname	MIDDLETON					
Previous forename(s)						
Previous surname(s)						
Address	3 KEMPSON ROAD					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON				
	County / Region		Postcode	SW6 4PX		
	Country		Nationality	BRITISH		
Business occupation	CHIEF EXECUTIVE					
Other directorships	See attached list					

Directors(see notes 1-5)

Please list directors in alphabetical order

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

Name	* Style / Title	MR	Day	Month	Year	
	* Honours etc		Date of birth	30	08	1948
Forename(s)	SAUL MALCOLM					
Surname	ROSEN					
Previous forename(s)						
Previous surname						
Address	466 WASHINGTON STREET, NEW YORK					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEW YORK				
	County / Region		Postcode	10013		
	Country	UNITES STATES OF AMERICA				
Nationality	AMERICAN					
Business occupation	DIRECTOR					
Other directorships	NO OTHER DIRECTORSHIPS					

Name	* Style / Title		Day	Month	Year	
	* Honours etc		Date of birth			
Forename(s)						
Surname						
Previous forename(s)						
Previous surname						
Address						
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town					
	County / Region		Postcode			
	Country					
Nationality						
Business occupation						
Other directorships						
* Voluntary details.						

Other relevant directorships

Company Number 1548967

Company Name Salomon Brothers Europe Limited

Directors Name MIDDLETON PETER JAMES

† Directors only.

† Other directorships

AIRFARE WAREHOUSE LIMITED

BAA PLC

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

CHELSEA VILLAGE PLC

CITY ARTS TRUST LIMITED (THE)

COMPASS TRAVEL LIMITED

IN TOUCH (I.T.) BUSINESS CENTRES LIMITED

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

LLP LIMITED

RANKIN KUHN TRAVEL LIMITED

RETAIL TRAVEL LIMITED

ROBIN EDWARDS TRAVEL (W.G.C.) LIMITED

THE MORTGAGE CORPORATION DIRECT LIMITED

THE MORTGAGE CORPORATION LIMITED

THOMAS COOK (SOUTH EAST) LIMITED

THOMAS COOK (ZIMBABWE) LIMITED

THOMAS COOK CHEQUE SERVICES LIMITED

THOMAS COOK DEUTSCHLAND LIMITED

THOMAS COOK DEVELOPMENTS LIMITED

Other relevant directorships

Company Number 1548967

Company Name Salomon Brothers Europe Limited

Directors Name MIDDLETON PETER JAMES

† Directors only. † Other directorships

THOMAS COOK FRANCE LIMITED

THOMAS COOK GROUP LIMITED (THE)

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

THOMAS COOK INTERNATIONAL LIMITED

THOMAS COOK LIMITED

THOMAS COOK OVERSEAS LIMITED

THOMAS COOK TRAVELLERS CHEQUES LIMITED

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.

Issued share capital^(see note 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)
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

See continuation sheet.

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

☒

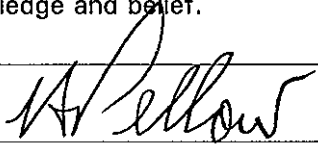
If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☒

Certificate

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

Signed



Date

20/1/97

† 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

6
(enter number)

continuation sheets.

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.

0171 721 2601

MR I A PELLOW, VICTORIA PLAZA, 111 BUCKINGHAM PALACE ROAD, LONDON, SW1 0SB	
Tel 0171 721 2601	
DX number	DX exchange

Company Number

1548967

Company Name in full

Salomon Brothers Europe Limited

Issued share capital(see note 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)
NEW RED PREF	442,325,672	£ 442,325,672.00
4TH TRANCHE NRP	11,884,954	£ 118,849,540.00
Totals	612,418,338	£ 719,382,924.00



SECRETARIAT

*Please complete in typescript,
or in bold black capitals.*

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

Company Number 1548967

Company Name in full Salomon Brothers Europe 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
SALOMON (INTERNATIONAL) FINANCE AG GRAFENAUWEG 6, PO BOX 4753, CH-6304, ZUG	2TNRP 126,742,712			
SALOMON (INTERNATIONAL) FINANCE AG GRAFENAUWEG 6, PO BOX 4753, CH-6304, ZUG	B Ordinary Shares 5,265,000			
SALOMON (INTERNATIONAL) FINANCE AG GRAFENAUWEG 6, PO BOX 4753, CH-6304, ZUG	New Red Pref 442,325,672	118,849,540	30/12/1996	REDEMPTION OF SHARES
SALOMON INTERNATIONAL LIMITED VICTORIA PLAZA, 111 BUCKINGHAM PALACE ROAD, LONDON, SW1W 0SB	3rd Tranche NRP 10,400,000			
SALOMON INTERNATIONAL LIMITED VICTORIA PLAZA, 111 BUCKINGHAM PALACE ROAD, LONDON, SW1W 0SB	A Ordinary Shares 15,800,000			

Schedule to form 363a, 363b

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.

[illegible]

Company Tree Report

Date : 16/01/1997

Company Name : Salomon Brothers Europe Limited

Company Number : 1548967

- (d) — Anglo Chemical Commodities Limited (In Vol. Liq.) (100%)
- (d) — Anglo Chemical Metals Limited (100%)
- (d) — Charles Wade & Company Limited (100%)
- (d) — Cresthayes Limited (In Vol. Liq.) (100%)
- (d) — Damsonbush Limited (In Vol. Liq.) (100%)
- (d) — Hilsrest Limited (100%)
- (d) — PE 1994 Limited (100%)
- Phibro Energy Services Limited (In Vol Liq) (100%)
- (d) — Phibro West Afrique Limited (In Vol Liq) (100%)
- (d) — Phibro-Salomon Nominees Limited (100%)
- PS 4 Limited (100%)
- Salomon Brothers Eastern Europe Limited (100%)
- Salomon Brothers International Limited (100%)
- (d) — SBE 1991 Limited (In Vol Liq) (100%)
- (d) — SBI 1984 (100%)
- (d) — Salomon Brothers Nominees Limited (100%)
- Salomon Brothers U.K. Equity Limited (100%)
- Salomon Brothers U.K. Limited (100%)
- SB Corporation Limited (In Vol Liq) (100%)
- SB Finance PLC (100%)
- SB Funding No. 1 Limited (100%)
- SB Funding No. 2 Limited (100%)
- (d) — SB Investment Limited (100%)
- SB Mortgage Securities No. 24 PLC (100%)
- SB Mortgage Securities No.21 PLC (100%)
- (d) — SB Mortgage Securities No.22 PLC (100%)
- SB Mortgage Securities No.23 PLC (100%)
- (d) — SB Placement No. 2 Limited (100%)
- SB Portfolio Services Limited (100%)
- SB Residential PLC (100%)
- SB Savings Limited (100%)
- (d) — SB Services Limited (100%)
- (d) — Scandports Shipping Limited (In Vol. Liq.) (100%)
- (d) — Shipalks Limited (In Vol. Liq.) (100%)
- (d) — The Anglo Chemcial & Ore Co. Limited (In Vol Liq) (100%)