

Please complete in typescript, or in bold black capitals.

515219 **363**a

Annual Return

Company Number

1565099

Company Name in full

Royal & Sun /	Alliance Life &	Pensions Limited	



Date of this return (See note 1) The information in this return is made up to

Day Month Year 26 04 1999

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
26	04	2000

NEW HALL PLACE

OLD HALL STREET

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

LIVERPOOL

L69 3HS

Principal business activities

(See note 4)
Show trade classification code number(s) for the principal activity or activities.

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

LONG TERM INS BUSINESS OF ALL CLASSES EXCEPT INDUSTRIAL LIFE



COMPANIES HOUSE 05/05/99

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

DX 33050 Cardiff Companies House, Crown Way, Cardiff, CF4 3UZ

for companies registered in England and Wales

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 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	Postcode			
Company type (See note 7)				
Public limited company				
Private company limited by shares	X			
Private company limited by guarantee without share capital				
Private company limited by shares exempt under section 30	Please mark the appropriate box	<u> </u>		
Private company limited by guarantee exempt under section 30				
Private unlimited company with share capital				
Private unlimited company without share capital				
Company Secretary _(see notes 1-5)	Details of a new company secretary must be notifi	ied on form 288a.		
(Please photocopy this area to provide details of joint * Style / Title	MR *Honours etc	A.C.I.S.		
secretaries). Forename(s)	JOHN HILTON			
Surname * Voluntary details.	BERG			
Previous forename(s)	JOHN HILTON	,		
Previous surname(s)	BERG			
Address	1 VICARAGE COURT			
Usual residential	HOLDEN ROAD			
address _{must} be given. In the case of a Post town	n LONDON			
corporation, give the registered or principal county / Region office address.	Postcode	N12 7DZ		
Country	ENGLAND			

Page 2

Please list direct	e notes 1 to tors in alp	5) habetical order.	Details of new director	rs must be notified on form	ı 288a		
	Name	* Style / Title	MR		Day	Month	Year
		* Honours etc	FIA	Date of birth	28	02	1945
		Forename(s)	RONALD	-			
		Surname	CALVER				
	Prev	rious forename(s)	RONALD	J	·		
	Pre	vious surname(s)	CALVER				
	Address	•	"CONSTANTIA", QUEENS	DRIVE			
Usual residen	ntial						
address must be given. In the case	be se of a	Post town	HESWALL				
corporation, give registered or pri office address.		County / Region	WIRRAL	Postcode	L60 6	SH	
		Country		Nationality	BRITI	ISH	
	Busines	s occupation	OPERATIONS DIRECTOR	₹			
	Other di	rectorships	See attached list				
* Voluntary details.							
					 -		
	Name	* Style / Title	MR		Day	Month	Year
	• - • •	* Honours etc	FIA	Date of birth	26	12	1958
			NICK	Date of birth			
		Forename(s)					
		Surname	CRITICOS				
	Pre	vious forename(s)					
	Pre	evious surname(s)					
	Address	5	40 ELSYNGE ROAD				
Usual resider address must							
given. In the ca corporation, giv	se of a e the	Post town	LONDON				
registered or pr office address.	ress. County / Region			Postcode	SW1	8 2HN	
		Country	ENGLAND	Nationalit	y sou	TH AFRICA	AN
	Busines	ss occupation	MANAGER				
	Other d	irectorships	See attached list				

Directors (see no Please list directors	ites 1-5) s <i>in alp</i>	habetical order	Details of new directors mus	st be notified on form	288a.		
	ıme	* Style / Title	MR		Day	Month	Year
		* Honours etc	ACA	Date of birth	11	10	1956
		Foreneme(s)	RICHARD EDWARD KEITH				
		Surname	GREENFIELD				
	Prev	rious forename(s)	RICHARD EDWARD KEITH				
	F	Previous surname	GREENFIELD				
Ac	ddress		BYEWAYS, CHESTER HIGH ROA	AD J			
		•	NESTON				
Usual residentia address must be		Post town	SOUTH WIRRAL				
given. In the case of corporation, give the registered or principal control of the case of	ne	County / Region		Postcode	L64 7	TA	
office address.		Country	ENGLAND				
Na	ational	lity	BRITISH				
Ві	usines	s occupation	CHARTERED ACCOUNTANT		<u></u>		
Other directorships		See attached list					
Na	ame	* Style / Title	MR		Dov	Month	Year
		* Honours etc	FCII	Date of birth	Day 28	02	1952
		Forename(s)	BRIAN JOHN				
		Surname	HALL		···		<u></u>
	Prev	vious forename(s)					
		Previous surname			·		
A .			NORMAN'S KEEP, DOOMSDAY	GARDEN			
A	ddress	5					
Usual residentia address must be		Post town	HORSHAM			 _	
given. In the case corporation, give the	of a he		WEST SUSSEX		RH1	3 6LB	
registered or princ office address.	пран	County / Region		Postcode			
	_40 ~	Country	PDITION				
	ationa	•	BRITISH INSURANCE MANAGER				
Business occupation Other directorships		See attached list					
* Voluntary details.							
				Pag	je 3, Co	ntinuatio	n sheet

Directors (see Please list directo	rotes 1-5) ors in alphabetical order	Details of new directors m	ust be notified on form	288a.		
	ame * Style / Title	MR		Day	Month	Year
	* Honours etc	FIA,ASA	Date of birth	13	12	1951
	Foreneme(s)	CHRISTOPHER DAVID				
	Surname	O'BRIEN				
	Previous forename(s)					
	Previous surname					
4	Address	3 INGLE GREEN, BLUNDELLS	ANDS		<u></u>	
Jsual residen	lial		1		=	
address must be given. In the cas]) e	LIVERPOOL				
corporation, give registered or prin	the a		Postcode	L23 6>	(Y	
office address.	Country	ENGLAND				
	lationality	BRITISH				
	Business occupation	ACTUARY				-
	Other directorships	See attached list		-		
	Name * Style / Title	MR		Day	Month	Year
	* Honours etc	FCII,	Date of birth	02	07	1951
	Forename(s)	GEORGE STEPHAN				
	Surname	PATER				.:-
	Previous forename(s)					
	Previous surname		(
	Address	11 LEIGHTON COURT, NEST	ON			
Usual resider address _{must l} given. In the cas	e Post town	SOUTH WIRRAL				
corporation, give registered or pri office address.	the ncipal County / Region		Postcode	L64 6	UW	
omoc audi 633.	Country	ENGLAND				
	Nationality	BRITISH				
	Business occupation	DIRECTOR & GENERAL MAN	AGER			
	Other directorships	See attached list				
* Voluntary details.						
			Pag	e 3, Co	ntinuatio	n shee'

,		Other relevant directorships
	Company Number	1565099
	Company Name	Royal & Sun Alliance Life & Pensions Limited
:	Directors Name	CALVER RONALD
† Directors only.	† Other directorships	BRADFORD INSURANCE COMPANY LIMITED
		PHOENIX ASSURANCE PLC
or secretary is a corporat	NOT INITIALS. If the director ion or Scottish firm, show the dregistered or principal office	PROPERTY GROWTH ASSURANCE COMPANY LIMITED
on the usual residential li Give previous forenames	ne. or surname(s) except: e name by which she was	ROYAL & SUN ALLIANCE LIFE HOLDINGS LIMITED
- for names not used sinc least 20 years	•	ROYAL & SUN ALLIANCE LIFE INSURANCE SERVICES LIMITED
instead of or in addition to and need not give the na	on by a title may state the title to the forenames and surname me by which that person was adopted the title or preceded	ROYAL & SUN ALLIANCE LINKED INSURANCES LIMITED
Other directo	rships.	ROYAL & SUN ALLIANCE PENSIONS TRUSTEE SERVICES LIMITED
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		
		ROYAL & SUN ALLIANCE SAVINGS AND INVESTMENTS LIMITED
- dormant	h wholly owned the company	ROYAL LIFE (UNIT LINKED ASSURANCES) LIMITED
another wholly owned s company.	subsidiary of the same parent	ROYAL LIFE (UNIT LINKED PENSION FUNDS) LIMITED
		ROYAL LIFE HOLDINGS LIMITED
		SUN ALLIANCE AND LONDON ASSURANCE COMPANY LIMITED
		SUN ALLIANCE LINKED LIFE INSURANCE LIMITED
		SUN ALLIANCE PENSIONS LIMITED

.	Other relevant directorships
Company Number	1565099
Company Name	Royal & Sun Alliance Life & Pensions Limited
Directors Name	CRITICOS NICK
Directors Name	
† Directors only. † Other directorships	BRADFORD INSURANCE COMPANY LIMITED
	PHOENIX ASSURANCE PLC
	THOUNK AGGIVANCE I EG
NOTES	PROPERTY GROWTH ASSURANCE COMPANY LIMITED
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on sumame line and registered or principal office	
on the usual residential line. Give previous forenames or surname(s) except:	ROYAL & SUN ALLIANCE LIFE HOLDINGS LIMITED
- 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	ROYAL & SUN ALLIANCE LIFE INSURANCE SERVICES LIMITED
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	ROYAL & SUN ALLIANCE LINKED INSURANCES LIMITED
to it.	
Other directorships.	ROYAL & SUN ALLIANCE PENSIONS TRUSTEE SERVICES LIMITED
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	ROYAL & SUN ALLIANCE SAVINGS AND INVESTMENTS LIMITED
concerned was a director, was - dormant	ROYAL & SUN ALLIANCE UNIT TRUST MANAGEMENT LIMITED
a parent company which wholly owned the company making the return, or	ROTAL & SUN ALLIANCE UNIT TRUST MANAGEMENT LIMITED
another wholly owned subsidiary of the same parent company.	ROYAL LIFE (UNIT LINKED ASSURANCES) LIMITED
, ,	
	ROYAL LIFE (UNIT LINKED PENSION FUNDS) LIMITED
	ROYAL LIFE HOLDINGS LIMITED
	SAL PENSION FUND LIMITED
	SAL FENSION FUND LIMITED
	SUN ALLIANCE AND LONDON ASSURANCE COMPANY LIMITED
	SUN ALLIANCE LINKED LIFE INSURANCE LIMITED
	SUN ALLIANCE PENSIONS LIMITED

Other relevant directorships Company Number 1565099 Company Name Royal & Sun Alliance Life & Pensions Limited GREENFIELD RICHARD EDWARD KEITH **Directors Name** ALBION REAL ESTATE CORPORATION LIMITED † Other directorships **BRADFORD INSURANCE COMPANY LIMITED CLEARFOL INVESTMENT LIMITED** Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on sumame line and registered or principal office and the usual secience of the second second of the second o on the usual residential line. PHOENIX ASSURANCE PLC 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 PROPERTY GROWTH ASSURANCE COMPANY LIMITED 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. ROYAL & SUN ALLIANCE INTERNATIONAL FINANCIAL SERVICES LIMITED Other directorships. **ROYAL & SUN ALLIANCE LIFE HOLDINGS LIMITED** 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. **ROYAL & SUN ALLIANCE LIFÉ INSURANCE SERVICES LIMITED** 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 **ROYAL & SUN ALLIANCE LINKED INSURANCES LIMITED** a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent **ROYAL & SUN ALLIANCE PENSIONS TRUSTEE SERVICES LIMITED ROYAL & SUN ALLIANCE PROPERTY SERVICES LIMITED ROYAL & SUN ALLIANCE SAVINGS AND INVESTMENTS LIMITED** ROYAL LIFE (UNIT LINKED ASSURANCES) LIMITED **ROYAL LIFE (UNIT LINKED PENSION FUNDS) LIMITED** ROYAL LIFE HOLDINGS LIMITED

ROYAL LIFE INTERNATIONAL SERVICES LIMITED

SUN ALLIANCE AND LONDON ASSURANCE COMPANY LIMITED

† Directors only.

NOTES

least 20 years

- dormant

company.

•	Other relevant directorships
Company Number	1565099
Company Name	Royal & Sun Alliance Life & Pensions Limited
Directors Name	GREENFIELD RICHARD EDWARD KEITH
† Directors only. † Other directorships	SUN ALLIANCE LINKED LIFE INSURANCE LIMITED
	SUN ALLIANCE PENSIONS LIFE & INVESTMENT SERVICES LIMITED
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.	SUN ALLIANCE PENSIONS LIMITED
Give previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given.	TRUSCOTTS ESTATE AGENCY LIMITED
- 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.	
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. 	

v.	Other relevant directorships
Company Number	1565099
Company Name	Royal & Sun Alliance Life & Pensions Limited
Directors Name	HALL BRIAN JOHN
† Directors only. † Other directorships	BRADFORD INSURANCE COMPANY LIMITED
	PHOENIX ASSURANCE PLC
NOTES	DEODEDTY OPONETU ACCUPANCE COMPANY LIMITED
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.	PROPERTY GROWTH ASSURANCE COMPANY LIMITED
Give previous forenames or sumame(s) except: - for a married woman, the name by which she was known before marriage need not be given.	ROYAL & SUN ALLIANCE LIFE HOLDINGS LIMITED
- for names not used since the age of 18 or for at least 20 years	ROYAL & SUN ALLIANCE LIFE INSURANCE SERVICES LIMITED
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.	ROYAL & SUN ALLIANCE LINKED INSURANCES LIMITED
Other directorships.	ROYAL & SUN ALLIANCE PENSIONS TRUSTEE SERVICES LIMITED
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	ROYAL & SUN ALLIANCE SAVINGS AND INVESTMENTS LIMITED
- dormant - a parent company which wholly owned the company making the return, or	ROYAL LIFE (UNIT LINKED ASSURANCES) LIMITED
 another wholly owned subsidiary of the same parent company. 	ROYAL LIFE (UNIT LINKED PENSION FUNDS) LIMITED
	ROYAL LIFE HOLDINGS LIMITED
	SUN ALLIANCE AND LONDON ASSURANCE COMPANY LIMITED
	SUN ALLIANCE LINKED LIFE INSURANCE LIMITED
	SUN ALLIANCE PENSIONS LIMITED
	WOOLWICH LIFE ASSURANCE COMPANY LIMITED

.	Other relevant directorships
Company Number	1565099
Company Name	Royal & Sun Alliance Life & Pensions Limited
Directors Name	O'BRIEN CHRISTOPHER DAVID
† Directors only. † Other directorships	ALBION REAL ESTATE CORPORATION LIMITED
	BRADFORD INSURANCE COMPANY LIMITED
NOTES	CLEARFOL INVESTMENT LIMITED
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 sumame(s) except: for a married woman, the name by which she was known before marriage need not be given.	PHOENIX ASSURANCE PLC
- for names not used since the age of 18 or for at least 20 years	PROPERTY GROWTH ASSURANCE COMPANY LIMITED
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.	ROYAL & SUN ALLIANCE LIFE HOLDINGS LIMITED
Other directorships.	ROYAL & SUN ALLIANCE LIFE INSURANCE SERVICES LIMITED
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	ROYAL & SUN ALLIANCE LINKED INSURANCES LIMITED
 dormant a parent company which wholly owned the company making the return, or 	ROYAL & SUN ALLIANCE PENSIONS TRUSTEE SERVICES LIMITED
 another wholly owned subsidiary of the same parent company. 	ROYAL & SUN ALLIANCE SAVINGS AND INVESTMENTS LIMITED
	ROYAL LIFE (UNIT LINKED ASSURANCES) LIMITED
	ROYAL LIFE (UNIT LINKED PENSION FUNDS) LIMITED
	ROYAL LIFE HOLDINGS LIMITED
	SUN ALLIANCE AND LONDON ASSURANCE COMPANY LIMITED
	SUN ALLIANCE LINKED LIFE INSURANCE LIMITED
	SUN ALLIANCE PENSIONS LIFE & INVESTMENT SERVICES LIMITED

SUN ALLIANCE PENSIONS LIMITED

•	Other relevant directorships
Company Number	1565099
Company Name	Royal & Sun Alliance Life & Pensions Limited
Directors Name	O'BRIEN CHRISTOPHER DAVID
† Directors only. † Other directorships	TRUSCOTTS ESTATE AGENCY LIMITED
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 sumame(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.	
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. 	

3	Other relevant directorships
Company Number	1565099
Company Name	Royal & Sun Alliance Life & Pensions Limited
Directors Name	PATER GEORGE STEPHAN
† Directors only. † Other directorships	ALBION REAL ESTATE CORPORATION LIMITED
	BRADFORD INSURANCE COMPANY LIMITED
NOTES	CANCENDICH INDUDANCE BURNED CHRISTED COMPANY
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on sumame line and registered or principal office	CAVENDISH INSURANCE PUBLIC LIMITED COMPANY
on the usual residential line. Give previous forenames or sumame(s) except: - for a married woman, the name by which she was known before marriage need not be given.	CLEARFOL INVESTMENT LIMITED
- for names not used since the age of 18 or for at least 20 years	INSURANCE CORPORATION OF THE CHANNEL ISLANDS LIMITED
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.	PHOENIX ASSURANCE PLC
Other directorships.	PROPERTY GROWTH ASSURANCE COMPANY LIMITED
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	ROYAL & SUN ALLIANCE LIFE HOLDINGS LIMITED
dormant a parent company which wholly owned the company making the return, or	ROYAL & SUN ALLIANCE LIFE INSURANCE SERVICES LIMITED
 another wholly owned subsidiary of the same parent company. 	ROYAL & SUN ALLIANCE LINKED INSURANCES LIMITED
	ROYAL & SUN ALLIANCE PENSIONS TRUSTEE SERVICES LIMITED
	ROYAL & SUN ALLIANCE PROPERTY SERVICES LIMITED
	ROYAL & SUN ALLIANCE SAVINGS AND INVESTMENTS LIMITED
	ROYAL & SUN ALLIANCE UNIT TRUST MANAGEMENT LIMITED
	ROYAL INSURANCE (U.K) LTD
	ROYAL INSURANCE OPERATIONAL SERVICES (UK) LIMITED

ROYAL INSURANCE SERVICE COMPANY (GUERNSEY) LIMITED

•	Other relevant directorships
Company Number	1565099
Company Name	Royal & Sun Alliance Life & Pensions Limited
Directors Name	PATER GEORGE STEPHAN
† Directors only. † Other directorships	ROYAL LIFE (UNIT LINKED ASSURANCES) LIMITED
	ROYAL LIFE (UNIT LINKED PENSION FUNDS) LIMITED
NOTES	ROYAL LIFE HOLDINGS LIMITED
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.	NOTAL LILE FIOLDINGS LIVATED
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	SUN ALLIANCE AND LONDON ASSURANCE COMPANY LIMITED
- for names not used since the age of 18 or for at least 20 years	SUN ALLIANCE AND LONDON INSURANCE PLC
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.	SUN ALLIANCE LINKED LIFE INSURANCE LIMITED
Other directorships.	SUN ALLIANCE PENSIONS LIFE & INVESTMENT SERVICES LIMITED
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	SUN ALLIANCE PENSIONS LIMITED
dormant a parent company which wholly owned the company making the return, or	THE INSURANCE SERVICE PUBLIC LIMITED COMPANY
- another wholly owned subsidiary of the same parent company.	TRUSCOTTS ESTATE AGENCY LIMITED

Issued share capital (see note 9) Enter details of all the shares in issue at the date of this return.	Class Number of (e.g. Ordinary/Preference) shares issued		Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)	
	ORDINARY (£1)	5,000,000	£ 5,000,000.00	
	Totals	5,000,000	£ 5,000,000.00	
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	There were no changes in the period			
returns. (see note 10)	A list of changes is encl	on pape	r in another format	
	A full list of members is enclosed X			
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, <i>mark this box</i>			
	If at the date of this retu laying acco	rn an election is in force ounts in general meeting	to dispense with gs, mark this box	
Certificate	I certify that the informa knowledge and belief.	tion given in this return i	s true to the best of my	
Signed	6	Date	4/5/99	
† 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 include	s 2 c	ontinuation sheets.	
Please give the name, address, telephone number, and if available, a DX number and Exchange, for	UK SECRETARIAL DEPARTMENT, ROYAL & SUN ALLIANCE INSURANCE, LEADENHALL COURT, 1			
the person Companies House should contact if there is any query.	LEADENHALL STREET, LONDON, EC3V 1PP Tel 0171-588-2345			
	DX number	DX exchange		



Please complete in typescript, or in bold black capitals.

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

Company Number	1565099			
Company Name in full	Royal & Sun Alliance Life & Pen	sions Limited		
	Number of shares or amount of the date of the last return (or in the case of the 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 Number or amount amount currently held Transferred	Date of registration of transfer Remarks		
CAVENDISH INSURANCE PUBLIC LIMITED COMP. ST MARK'S COURT, CHART WAY, HORSHAM, SUSSEX, RH12 1XL	NY Ordinary (£1)			
ROYAL LIFE HOLDINGS LIMITED NEW HALL PLACE, OLD HALL STREET, LIVERPOOL 169 3HS, ENGLAND	L, Ordinary (£1) 4,999,999			