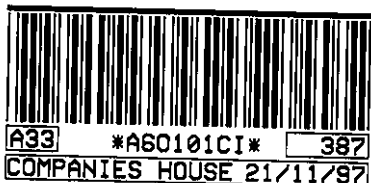


Citibank / 3417821615



COMPANIES HOUSE

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



A33 *A60101CI* 387
COMPANIES HOUSE 21/11/97

363s

Annual Return

of company number 01911126

K

company name
CITIBANK INVESTMENTS LIMITED

company type
PRIVATE COMPANY LIMITED BY SHARES

This form should be completed in black.

The information printed below is taken from Companies House records as at 22/10/97

If this information requires amendment use the spaces opposite.

Date of this return *(See note 1)*

The information in this return should be made up to a date not later than

Day	Month	Year
05	11	97

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

Day	Month	Year

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

Registered Office *(See note 3)*

This is the address registered by Companies House.

336 STRAND
LONDON
WC2R 1HB

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.....

Principal business activities *(See note 4)*

Trade classification is
7484 OTHER BUSINESS ACTIVITIES

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

01911126

Register of members (See note 5)

The register is kept at
REGISTERED OFFICE

If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

Register of debenture holders (See note 6)

Any register of debenture holders (or duplicate) is kept at

Company Secretaries (See note 7)

Particulars of a new secretary **must** be notified on form 288.

JOHN STUART
MITCHELL-HEWSON
44 DEAKIN LEAS
TONBRIDGE
KENT TN9 2JX

Day	Month	Year

 Date of any change.

If this person has ceased to be secretary, please state when.

Day	Month	Year

 Date of resignation.

Particulars.

CLIFFORD JOHN
MORRIS
31 THE BOUNDARY
LANGTON GREEN
TUNBRIDGE WELLS
KENT TN3 0YA

Day	Month	Year

 Date of any change.

Assistant Secretary

If this person has ceased to be secretary, please state when.

Day	Month	Year

 Date of resignation.

01911126

Directors (See note 7)

Particulars of a new director **must** be notified on form 288.

ANTHONY MICHAEL
BROOKS
HIGH TREES 104 GREGORIES ROAD
BEACONSFIELD
BUCKINGHAMSHIRE HP9 1HN

Date of Birth:- 10/09/44
Nat:BRITISH
Occ:BANKER

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Day	Month	Year

Date of any change.

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Day	Month	Year

Date of resignation.

See attached.

Particulars.

ERNST WILHELM
BRUTSCHE
11 WILTON STREET
LONDON
SW1X 7AF

Date of Birth:- 07/12/37
Nat:GERMAN
Occ:BANKER

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day	Month	Year

Date of any change.

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Day	Month	Year

Date of resignation.

See attached.

Particulars.

IAN DONALD
CORMACK
HOLLY LODGE
11 LAMMAS LANE
ESHER
SURREY KT10 8PA

Date of Birth:- 12/11/47
Nat:BRITISH
Occ:BANKER

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day	Month	Year

Date of any change.

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Day	Month	Year

Date of resignation.

See attached.

Issued Share Capital (See note 8)

Enter details of all shares in issue at the date of this return.

Class (eg Ordinary/ Preference etc)	Number of shares issued	Aggregate, nominal value (ie Number of shares issued multiplied by nominal value per share)
Ordinary	459,014,795	£459,014,795.00
Totals	459,014,795	£459,014,795.00

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

Please mark the
appropriate box.

There were no changes in the period

☒

on paper not on
paper paper

The last full members list was at 05/11/96

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐
Elective resolutions (See note 10)

(Private companies only)

If an elective resolution is in force at the date of this return to dispense with annual general meetings, mark this box.

☐

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

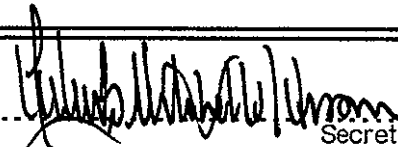
☐
Certificate

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

I enclose the fee of **£15.**

Cheques should be made payable
to **Companies House.**

Signed



Secretary/Director*
(delete as appropriate)

Date 19 November 1997

This return includes continuation sheets.
(enter number)

**Please ensure that you have completed
all sections on this page.**

To whom should Companies House direct any
enquiries about the information shown in this
return?----->

The Secretary

Citibank International plc

336 Strand

London Postcode WC2R 1HB

Telephone 0171 500 0817 Ext

LIST OF PAST AND PRESENT MEMBERS

SCHEDULE TO FORM 363

Company Number: 01911126		Account of Shares			
Company Name: CITIBANK INVESTMENTS LIMITED		Number of shares or amount of stock held by existing members at date of this return.	Particulars of shares 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.		Remarks
Name and address			Number currently held	Date of Registration of Transfer	
CITIBANK OVERSEAS INVESTMENT CORPORATION					
New Castle Corporate Commons					
One Penn's Way					
Operations One Building					
New Castle					
Delaware 19720	459,014,745				
NESSUS INVESTMENT CORPORATION					
New Castle Corporate Commons					
One Penn's Way					
Operations One Building					
New Castle					
Delaware 19720	50				
Total		459,014,795			

Continued overleaf

LIST OF PAST AND PRESENT MEMBERS (continued)

SCHEDULE TO FORM 363[illegible]

Mr Anthony Michael BROOKS

Appointed: Resigned:

Current Directorships:

CARDHOLDER SERVICES LIMITED	17 JAN 94	-
CHANNEL COLLECTIONS LIMITED	09 SEP 97	-
CIB PROPERTIES LIMITED	18 APR 89	-
CITIBANK FINANCIAL TRUST LIMITED	31 DEC 91	-
CITIBANK INTERNATIONAL plc	01 JAN 89	-
CITIBANK INVESTMENTS LIMITED	12 DEC 90	-
CITIBANK LEASING LIMITED	01 AUG 92	-
CITIBANK TRUST LIMITED	01 JAN 94	-
CITICORP DINERS CLUB LIMITED	20 MAR 92	-
CITICORP FINANCE LIMITED	01 AUG 92	-
CITICORP SCRIMGEOUR VICKERS LIMITED		
(in Liquidation)	13 DEC 90	-
CITICORP SCRIMGEOUR VICKERS SECURITIES LIMITED	17 MAY 94	-
CITIDEALINGS LIMITED		
(in Liquidation)	20 FEB 92	-
CITIFUTURES LIMITED	11 APR 97	-
CITILOANS PLC	01 MAR 96	-
CITINET LIMITED	03 MAR 92	-
CITIOPTIONS LIMITED		
(in Liquidation)	30 NOV 90	-
CITI PENSIONS & TRUSTEES LTD	08 OCT 86	-
FXT-G.P., LTD	22 FEB 94	-
FXT-L.P., LTD	15 MAR 94	-
KEMP GEE NOMINEES LIMITED (in Liquidation)	TBA	-
N.C.B. TRUST LIMITED	06 FEB 92	-
NEW YORK LONDON FINANCE CO. LIMITED		
(in Liquidation)	19 OCT 92	-
SCRIMGEOUR VICKERS (ASSET MANAGEMENT) LIMITED (in Liquidation)	08 MAR 91	-
SCRIMGEOUR VICKERS NOMINEES LIMITED		
(in Liquidation)	08 MAR 91	-
SCRIMGEOUR VICKERS UNIT TRUST MANAGERS LIMITED (in Liquidation)	TBA	-
THE DINERS CLUB LIMITED	17 JAN 94	-
VIDACOS NOMINEES LIMITED	08 MAR 91	-

Past Directorships:

ALFRED TEVES	OCT 83	30 JUN 85
BARKING GROHE	OCT 83	30 JUN 85
BARKING FOUNDRY & ENGINEERING CO	OCT 83	30 JUN 85
BENNETT FIELDING	OCT 83	30 JUN 85
CITIBANK GENERAL ASSURANCE LIMITED	TBA	TBA
CITIBANK INVESTMENT MANAGEMENT LIMITED	20 JAN 93	17 APR 95
CITIBANK LEASING LIMITED	12 JUL 85	05 JUN 89
CITIBANK TRUST LIMITED	12 JUL 85	09 MAY 89
CITICORP DEALING RESOURCES INTERNATIONAL LIMITED	10 FEB 93	29 JUN 96

Mr Anthony Michael BROOKS (Continued)

	Appointed:	Resigned:
CITICORP FINANCE PLC	08 NOV 85	05 JUN 89
CITICORP INSURANCE SERVICES LIMITED	12 JUL 85	09 MAY 89
CITI PORTFOLIOS (UNITED KINGDOM) LIMITED (in Liquidation)	12 AUG 91	16 JAN 97
COMMERCIAL CABLE	01 OCT 83	30 JUN 85
D.C.F. SERVICES LIMITED(in Liquidation)	03 AUG 92	16 JAN 97
DEFAULT & DEBT RECOVERY SERVICES LIMITED	23 DEC 85	05 JUN 89
DEFAULT & DEBT RECOVERY SERVICES LIMITED (in Liquidation)	03 APR 92	16 JAN 97
FINDERS LIMITED (in Liquidation)	28 FEB 92	16 JAN 97
DINERS WORLD TRAVEL LIMITED (in Liquidation)	28 FEB 92	19 JAN 96
EASON NORTH SEA	01 OCT 83	30 JUN 85
FINANCIAL MANAGEMENT ASSURANCE COMPANY LIMITED	21 FEB 91	16 DEC 91
FINMAC LIMITED	21 FEB 91	16 DEC 91
FLOWSTREAM INT	OCT 83	30 JUN 85
HEMKIP LIMITED	26 FEB 93	19 APR 94
JETSOLID LIMITED	26 FEB 93	19 APR 94
J N TRAVERS & CO. LIMITED (in Liquidation)	02 APR 92	16 JAN 97
ITT CONSUMER PRODUCTS (UK) LIMITED	01 OCT 83	30 JUN 85
ITT CORPORATION LIMITED	01 OCT 83	30 JUN 85
ITTI LIMITED	01 OCT 83	30 JUN 85
ITT INDUSTRIES LIMITED	01 OCT 83	30 JUN 85
ITT JABSCO LTD	01 OCT 83	30 JUN 85
ITT LIMITED	01 OCT 83	30 JUN 85
ITT - UK - INVESTMENT LIMITED	01 OCT 83	30 JUN 85
KITECARE LIMITED	24 APR 86	05 JUN 89
KITECARE LIMITED	03 AUG 92	17 APR 95
LONDON CAPITAL HOLDINGS LIMITED	12 FEB 93	19 APR 94
NEXTDEAL LIMITED	26 FEB 93	19 APR 94
QUME (UK) LIMITED	01 OCT 83	30 JUN 85
QUOTNET TECHNICAL SERVICES LIMITED (in Liquidation)	31 DEC 92	23 JAN 97
SCRIMGEOUR FINANCIAL SERVICES LIMITED (in Liquidation)	TBA	15 JAN 97
SCRIMGEOUR RETIREMENT SERVICES LIMITED (in Liquidation)	TBA	16 JAN 97
SCRIMGEOUR VICKERS INSURANCE BROKERS LIMITED (in Liquidation)	TBA	16 JAN 97
SCRIMGEOUR VICKERS (TRADERS) LIMITED (in Liquidation)	TBA	19 JAN 96
SITA WORLD TRAVEL (LONDON) LIMITED (In Liquidation)	28 FEB 92	18 JAN 96
STARS 5 PLC	TBA	18 APR 95
STARS 6 PLC	03 AUG 92	18 APR 95
STARS 7 PLC (in Liquidation)	02 MAR 92	15 SEP 93
STARS 8 PLC (in Liquidation)	02 MAR 92	14 SEP 93
STARS 9 PLC (in Liquidation)	02 MAR 92	14 SEP 93
STARS 10 PLC (in Liquidation)	02 MAR 92	14 SEP 93
ST CHRISTOPHER'S PLACE LIMITED	26 FEB 93	19 APR 94
STORECARD LIMITED	TBA	TBA

Mr Ernst Wilhelm BRUTSCHE

Appointed: Resigned:

Current Directorships:

CITIBANK AKTIENGESELLSCHAFT (Federal Republic of Germany)	09 SEP 92	-
CITIBANK BETEILIGUNGEN AKTIENGESELLSCHAFT (Federal Republic of Germany)	26 MAR 90	-
CITIBANK INTERNATIONAL plc	23 JUN 89	-
CITIBANK INVESTMENTS LIMITED	11 FEB 94	-
CITIBANK PRIVATKUNDEN AKTIENGESELLSCHAFT (Federal Republic of Germany)	03 JUN 93	-
CITIBANK SWITZERLAND (Switzerland)	30 MAY 90	-
CITICORP DEUTSCHLAND AKTIENGESELLSCHAFT (Federal Republic of Germany)	09 NOV 93	-

Past Directorships:

CITIBANK (AUSTRIA) AKTIENGESELLSCHAFT (The Republic of Austria)	27 MAR 90	29 NOV 94
CITIBANK INVESTMENTS LIMITED	31 DEC 90	20 MAY 91
GREENWELL MONTAGU GILT-EDGED	30 SEP 85	09 OCT 86
GREENWELL MONTAGU SECURITIES	08 APR 87	06 MAY 88
GREENWELL MONTAGU STOCKBROKERS	10 APR 86	26 OCT 86
INTERNATIONAL COMMODITIES CLEARING HOUSE LIMITED	01 AUG 83	06 FEB 89
INTERNATIONALE KAPITALENLAGEGESSELLSCHAFT MBH (Federal Republic of Germany)	14 MAY 81	09 JUN 89
MIDLAND AUSTRALIA LIMITED (Commonwealth of Australia)	11 JUN 87	TBA
MIDLAND BANK PUBLIC LIMITED COMPANY	01 SEP 86	31 MAY 89
MIDLAND BANK (POULTRY) NOMINEES LIMITED	11 NOV 83	03 FEB 86
MIDLAND INVESTMENT DELAWARE INC (Delaware United States of America)	08 DEC 86	31 MAY 89
MIDLAND MONTAGU (HOLDINGS) LIMITED	18 JAN 85	31 MAY 89
MIDLAND MONTAGU INC (United States of America)	09 NOV 87	14 JUN 89
MIDLAND MONTAGU LIMITED	23 NOV 88	31 MAY 89
MIDLAND MONTAGU SECURITIES LIMITED	18 NOV 87	31 MAY 89
PRIVATDISKONT AG (Federal Republic of Germany)	11 MAY 81	24 APR 87
SAMUEL MONTAGU & CO LIMITED	17 FEB 88	31 MAY 89
SAMUEL MONTAGU PARTICIPATIONS (HOLDINGS) LIMITED	10 APR 86	31 MAY 89
TRINKAUS UND BURKHARDT KGAA (Federal Republic of Germany)	01 JAN 81	09 JUN 89
TRINKAUS UND BURKHARDT IMMOBILIEN GMBH (Federal Republic of Germany)	12 MAR 81	09 JUN 89
UNION INVESTMENT GMBH (Federal Republic of Germany)	10 DEC 81	30 SEP 87

Mr Ian Donald CORMACK

Appointed: Resigned:

Current Directorships:

ASSOCIATION OF PAYMENT CLEARING SYSTEMS
CEDEL
(Luxembourg)
CITIBANK INVESTMENTS LIMITED
CITIBANK INTERNATIONAL plc
CLEARING HOUSES AUTOMATED PAYMENTS
SYSTEM LIMITED

	85	-
11 FEB 94		-
31 MAR 94		-
	93	-

Past Directorships:

ADMIRAL UNDERWRITING AGENCIES LIMITED
INFOCAST LIMITED

92	29 MAR 94
TBA	12 OCT 92