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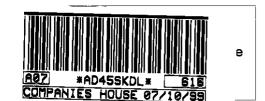
Please complete in typescript, or in bold black capitals.

OUEDARE

Annual Return

CHFP055	
Company Number	2001752
Company Name in full	BT Pension Fund Trustees Limited
Date of this return (See note 1) The information in this return is made up to	Day Month Year 1 8 0 8 1 9 9 9
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 3 1 0 3 2 0 0 0
Registered Office (See note 3)	1 Appoid Street
Show here the address at the date of this return.	Broadgate
Any change of registered office Post town must be notified on form 287. County / Region Postcode	London EC2A 2HE
Principal business activities (See note 4) Show trade classification code number(s) for the principal activity or activities.	7484

Trustee company



If the code number cannot be determined,

give a brief description of principal activity.

Form revised July 1998

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

Companies House, Crown Way, Cardiff, CF14 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

Register of members (See note 5)	1 Appold Street				
If the register of members is not kept at the registered office, state here where it is kep					
Post to	wn London				
County / Regi	on Postcode EC2A 2HE				
Register of Debenture holders (See note 6)	1 Appoid Street				
If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.	Broadgate				
Post to	wn London				
County / Regi	on Postcode EC2A 2HE				
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	Please mark the appropriate box				
Private company limited by guarantee exempt under section 30					
Private unlimited company with share capital					
Private unlimited company without share capite	al le				
Company Secretary (See notes 8)	Details of a new company secretary must be notified on form 288a.				
(Please photocopy this area to provide Name * Style / Tit	le * Honours etc				
details of joint secretaries). Forename(lan Antony				
Surnam	Pellow				
* Voluntary details. Previous forename(s)				
Previous surname(s)				
Address	6 Meadowside				
	Tilehurst				
Usual residential					
address must be given. In the case of a	Reading Reading				
corporation, give the County / Regi registered or principal	on Berkshire Postcode RG31 5QE				
•	tn/ United Kingdom				

Directors (See not	tes 8)	Details of new directors	must be notified on fo	orm 288a.
Please list directors in	alphabetical order.			
Na Na	* Style / Title		Day	Month Year
	* Honours etc		Date of birth 3 1	0 7 1 9 4 6
	Forename(s)	Anthony Guy	<u> </u>	
	Surname	Buckland		
	Previous forename(s)			- 100 Mar 1999
	Previous surname(s)			
Ad	ldress	Oak House		
		21 Priory Way		
Usual residential address must be	Post town	Hitchin		
given. In the case of a corporation, give the	County / Region	Herts	Postcode	SG4 9BJ
registered or principal office address.	Country	United Kingdom	Nationality	BRITISH
	Business occupation	BANKER		
	Other directorships	(See continuation shee		
* Voluntary details.	other uncolorships	(OCC CONTINUATION CO.	***	
•	ı me * Style / Title		_	
	* Honours etc		Day Date of birth 0 , 7	Month Year 1 0 1 9 4 3
		Brian Ronald		
	Forename(s) Surname	Cook		
	oumanie			
	Previous forename(s)			
	Previous surname(s)			
Ad	ldress	19 Hither Chantlers		
		Langton Green		
Usual residential				0.00
address must be given. In the case of a	Post town	Tunbridge Wells		
corporation, give the registered or principal	County / Region	Kent	Postcode	TN3 0BL
office address.	Country	United Kingdom	Nationality	British
	Business occupation	Banker		
	Other directorships	None		

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)

.			
[Ordinary Shares	2	£2.000
: :			
<u>:</u>	Totals	2	£2.000
List of past and present member (Use attached schedule where appropriate)			<u> </u>
A full list is required if one was not included with either of the last two return (see note 10)	There were no changes in s.	on paper	in another format
	A list of changes is enclos	ed	
	A full list of members is en	closed	; ; ; ; ;
Elective resolutions (Private companies only)	If at the date of this return ar	an election is in force to nnual general meetings	•
(see note 11)	If at the date of this return laying accour	an election is in force to	•
Certificate	I certify that the informatio	n given in this return is	true to the best of my
Sig	ned //	Date /	4/10/99
† Please delete as appropriate.	† a director /secretary		
When you have signed the return ser with the fee to the Registrar of Comp. Cheques should be made payable to	anies. I nis return includ		ontinuation sheets.
Companies House.		(enter number)	
Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should	GCI Secretariat Deutsche Bank AG Lond Winchester House 1 Great Winchester Stre London		
contact if there is any query.	EC2N 2DB		

Directors (Continu	ued)	Details of new directors i	must be notified	on fo	rm 28	Ra.			
Please list directors in	alphabetical order.		mac by mound	011.10		, u.			
Na	* Style / Title			Day	Month	1	Υr	ear	
•	* Honours etc		Date of birth	2 4	0 7	1	9	3	9
	Forename(s)	Scott Jamieson	<u> </u>				<u>:</u>	<u></u>	
	Surname	Dobbie		<u></u> -	· · · · · · · · · · · · · · · · · · ·	 _			
	Previous forename(s)		,						
	Previous surname(s)		7						
Ac	idress	41 Sandy Lodge Road							
		Moor Park							
Usual residential									
address must be given. In the case of a	Post town	-12							_
corporation, give the registered or principal office address.	County / Region	Herts United Kingdom	Postcode		WD3 1				
omoc address.	Country	Office Kingdom	Nation	ality	Ditusi				
	Business occupation	Stockbroker						-	
	Other directorships	(See continuation sheet)).						
* Voluntary details.									
Na	* Style / Title			Day	Month)	Υє	ear	
	* Honours etc		Date of birth	2 3	0 2	1	9	4	8
	Forename(s)	Nicholas Dudley							
	Surname	Harrison		-					
	Previous forename(s)		100		,				
	Previous surname(s)								
Ac	idress	Rosebery House							
		105 Tattenham Crescent	<u> </u>						
Usual residential									
address must be given. In the case of a	Post town	Epsom Downs							
corporation, give the registered or principal	County / Region	Surrey Postco		code	le KT18 5NY				
office address.	Country	United Kingdom	Nation	ality	British	l		•	
	Business occupation	Banker	<u> </u>						
	Other directorships	(See continuation sheet)).						

Company Number 2001752

Company Name in full BT Pension Fund Trustees Limited

Current directorships for Anthony Guy Buckland

Pils Trocadero Limited

Current directorships for Scott Jamieson Dobbie

CRESTCo Limited

The Edinburgh Investment Trust Plc

The Securities & Futures Authority Limited

Past directorships for Scott Jamieson Dobbie

CNW Group Limited (26-Apr-1998)

CNW Securities Japan (Holdings) Limited (26-Apr-1998)

CNWSI Limited (26-Apr-1998)

County NatWest Securities Japan Holdings Limited (26-Apr-1998)

NatWest Asset Managers Limited (24-Apr-1995)

NatWest Financial Products plc (26-Apr-1998)

NatWest Futures Limited (01-Feb-1995)

NatWest Global Securities Limited (26-Apr-1998)

NatWest Securities Corp, Inc. (26-Apr-1998)

NatWest Securities Limited (26-Apr-1998)

Natwest Services Japan Limited (14-Mar-1997)

NCB Group Limited (25-Feb-1998)

NWSSI Limited (26-Apr-1998)

Current directorships for Nicholas Dudley Harrison

Exchange Square Management Limited

Current directorships for Andreas Zombanakis

Opsys Limited