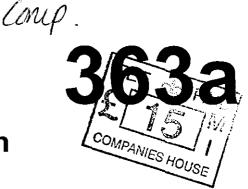


Please complete in typescript, or in bold black capitals.

CHFP055

NWEST E 1290 x86 118329

Annual Return



Company Number 2830526

Company Name in full ROLLS-ROYCE AIRCRAFT MANAGEMENT LIMITED

Date of this return (See note 1)

The information in this return is made up to

Da	ay	Mo	nth		Ye	ear	
1	5	0	6	2	0	0	0

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		Мо	nth		Υe	аг	
1	5	0	6	2	0	0	1

Registered Office (See note 3)

Show here the address at the date of this return.

Any change of reaistered office must be notified on form 287.

Post town

County / Region

Postcode

Derby

Derbyshire

Moor Lane

DE24 8BJ

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.

7415 7123 To carry on business as a Holding Company



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 mem	bers (See note 5)	Moor Lane			
If the register of members is not kept at the registered office, state here where it is kept.					
	Post town	Derby			
	County / Region	Derbyshire	Postcode	DE24 8BJ	
Register of Debe (See note 6) If there is a register of					
and it is not kept at th state here where it is					
	Post town				
	County / Region		Postcode		
Company type	See note 7)	¬			
Public limited company					
Private company limited	I by shares	✓			
Private company limited share capital	i by guarantee without				
Private company limited under section 30	l by shares exempt		Please mark the app	ropriate box	
Private company limited exempt under section 3					
Private unlimited compa	any with share capital				
Private unlimited compa	any without share capital				
Company Secret	ary (See notes 8)	Details of a new company	secretary must be no	otified on form 288a.	
(Please photocopy this area to provide	me * Style / Title		* Honours etc		
details of joint secretaries).	Forename(s)	John Richard			
	Surname	ASHFIELD			
* Voluntary details.	Previous forename(s)				
	Previous surname(s)				
Ad	dress	4 Peckham Gardens			
		Mackworth			
Usual residential					
address must be given. In the case of a	Post town	Derby			
corporation, give the registered or principal	County / Region		Postcode	DE22 4FY	
office address.	Country	United Kingdom			

Directors (See not		Details of new directors r	nust be notified on	form 288a.		
Please list directors in a	alphabetical order.					
Na	me * Style / Title ·		Day	Month Year		
	* Honours etc		Date of birth 1	3 0 5 1 9 6 4		
Forename(s)		Mark Richard Harris				
	Surname	ARUNDELL				
	Previous forename(s)					
	Previous surname(s)					
Ad	ldress	63 St. Lukes Avenue				
						
Usual residential						
address must be given. In the case of a	Post town	London				
corporation, give the registered or principal	County / Region		Postcod	e SW4		
office address.	Country	United Kingdom	Nationalit	y		
	Business occupation	Company Secretary				
	Other directorships	None				
* Voluntary details.	,					
Na	* Style / Title		Day	Month Year		
	* Honours etc		Date of birth 2	4 1 0 1 9 4 7		
	Forename(s)	John Richard				
	Surname	ASHFIELD				
	Previous forename(s)					
	Previous surname(s)					
Ac	ldress	4 Peckham Gardens				
		Mackworth				
Usual residential						
address must be given. In the case of a	Post town	Derby				
corporation, give the registered or principal	County / Region		Postcoo	DE22 4FY		
office address.	Country	United Kingdom	Nationali	British		
	Business occupation	Managing Officer- Secreta	riat, Rolls-Royce plc			
	Other directorships	(See continuation sheet).				

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	1	£1.00
	Ordinary US\$ Shares	61,636,342	\$61,636,342.00
	Totals	See continuation sheet	
List of past and present member (Use attached schedule where appropriate)	ers There were no changes	in the period	
A full list is required if one was not included with either of the last two return (see note 10)		on paper	in another format
	A list of changes is enclo	osed	
	A full list of members is	enclosed	
Elective resolutions (Private companies only) (see note 11)	If at the date of this retu	rn an election is in force to annual general meetings,	1
(See note 11)		rn an election is in force to ounts in general meetings,	
Certificate	I certify that the information in the control of th	tion given in this return is t	rue to the best of my
	ined Market	Date O	6/07/2000
† Please delete as appropriate.	† a director /secretary		
When you have signed the return se with the fee to the Registrar of Comp Cheques should be made payable to Company the Language of the company to the compan	panies.	ludes 3 co	ontinuation sheets.
Companies House. 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.	J R Ashfield/D Goma Company Secretariat Rolls-Royce plc PO Box 31 Derby DE24 8BJ		

Directors (Continu	ed)		Details of new directors	must be not	ified on fo	rm 288a	
Please list directors in a	alphabet	ical order.	Dotails of flow differences	mast be not	illed Office	71111 200 0.	
Na	me	* Style / Title			Day	Month	Year
		* Honours etc		Date of bir	th 0 4	0 8	1 9 6 0
		Forename(s)	William Theodore				
		Surname	POWERS				-
	Previo	ous forename(s)					
	Previ	ous surname(s)			_	, 	
Ad	ldress		Flat 10, Cheyne Court				
			18 Chelsea Embankmer	nt			
Usual residential					_		
address must be given. In the case of a		Post town	London				
corporation, give the registered or principal		County / Region			Postcode	SW3 4LA	
office address.		Country	United Kingdom	N	ationality	Citizen of	the USA
	Busin	ess occupation	Director - Mergers & Acquisitions, Rolls-Royce plc				
	Othe	er directorships	(See continuation sheet).				
* Voluntary details.							
Na	ıme	* Style / Title			Day	Month	Year
		* Honours etc		Date of bir	th 2 8	0 3	1 9 6 0
		Forename(s)	Susan Margaret				
		Surname	WALTON		_		
	Previo	ous forename(s)					
	Previ	ous surname(s)			-t- <u>-</u> -		
Ac	dress		132 Wellesley Road		<u> </u>		
						_	
Usual residential							
address must be given. In the case of a		Post town	Chiswick			;·	
corporation, give the registered or principal		County / Region	London		Postcode	W4 3AP	
office address.		Country	United Kingdom	N	lationality	British	
	Busin	ess occupation	Vice President Financial S	Services, RR	Capital Lim	ited	
	Oth	ar diractoratina	None				

Com	nanv	Nun	nher
OULL	valiv	Null	IIVÇI

2830526

Company Name in full ROLLS-ROYCE AIRCRAFT MANAGEMENT LIMITED

Current directorships for John Richard ASHFIELD

ACTMAKE LIMITED

AIR REACH LIMITED

Cardiff Holdings Limited

JV NO.1 LIMITED

ROLLS-ROYCE PENSION TRUST (NO.2) LIMITED

Swindon Trading Estates Limited

Vickers Risk & Insurance Services Limited

Zulu Casting Processes Limited

Zulu Castings Limited

Zulu Engineering Limited

Past directorships for John Richard ASHFIELD

DATA SYSTEMS & SOLUTIONS LIMITED (26-Jan-1999)

Oyster Lane Properties (Holdings) Limited (20-Mar-2000)

Oyster Lane Properties Limited (20-Mar-2000)

Current directorships for William Theodore POWERS

ROLLS-ROYCE & PARTNERS FINANCE LIMITED

RRPF ENGINE LEASING (NO.2) LIMITED

RRPF ENGINE LEASING LIMITED

Issued share capital (continuation sheet)

Form 363a Continuation sheet

Company Number 2830526

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)

<u> </u>					
Total \$	61,636,342	\$61,636,342.00			
Total £	1	£1.00			
		,			

Please complete in typescript, or in bold black capitals.

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

CHFP055

Company Number

2830526	

Company Name in full ROLLS-ROYCE AIRCRAFT MANAGEMENT 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

	at date of this return.	(a) persons who are still n (b) persons who have cea		members, and eased to be members.
Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
ROLLS-ROYCE plc				
65 Buckingham Gate, London, SW1E 6AT, United Kingdom.				
ORDINARY SHARES	1			
Ordinary US\$ Shares	61,636,342			
		7, 71		