



BLUEPRINT
Company Secretary

Please complete in typescript,
or in bold black capitals.

CHFP055

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003053

Annual Return

Company Number 3001044

Company Name in full Railcare Limited

Date of this return (See note 1)

The information in this return is made up to

Day		Month		Year			
1	2	1	2	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			
1	2	1	2	2	0	0	0

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

The Lodge

Badminton Court

Church Street

Amersham

Bucks

HP7 0DD

Principal business activities

(See note 4)

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

6312

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

Comp



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)

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

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 8)

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

Name * Style / Title

Forename(s)

Surname

* Voluntary details.

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

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

* Honours etc

Andrew Patrick

Kennedy

The Barn

Glebe Farm

Long Itchington

Southam

Warwickshire

Postcode CV47 9RE

Directors (See notes 8)

Please list directors in alphabetical order.

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

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	2	5
					0	1
					1	9
					6	2
	Forename(s)	Robin Charles Alexander				
	Surname	Holloway				
	Previous forename(s)					
	Previous surname(s)					
Address		47 Silhill Hall Road				
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	Solihull				
	County / Region	West Midlands	Postcode	B91 1JX		
	Country		Nationality	British		
Business occupation	Accountant					
Other directorships	(See continuation sheet).					

* Voluntary details.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	1	8
					0	5
					1	9
					3	2
	Forename(s)	Allan Keppie				
	Surname	Smith				
	Previous forename(s)					
	Previous surname(s)					
Address		The Forts				
		Hawes Brae				
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	South Queensferry				
	County / Region	West Lothian	Postcode	EH30 9TE		
	Country	Scotland	Nationality	British		
Business occupation	Executive Director					
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	1,577,100	£1,577,100.00
Totals	1,577,100	£1,577,100.00

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 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

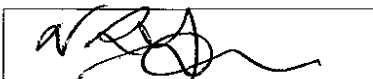


If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

**Certificate**

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

Signed



Date

12.12.1999

† 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

5

continuation sheets.

(enter number)

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.

Mr Robert Martin
Group Assistant Secretary
Babcock International Group PLC
Badminton Court
Church Street
Amersham
Bucks
HP7 ODD

Directors (Continued)

Please list directors in alphabetical order.

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

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	1	7
					0	4
					1	9
					4	8
	Forename(s)	Barry				
	Surname	Turnbull				
	Previous forename(s)					
	Previous surname(s)					
Address		Swinton House				
		58 Sheepwalk Lane				
	Post town	Ravenshead				
	County / Region	Nottinghamshire	Postcode	NG15 9FB		
	Country		Nationality	British		
	Business occupation					
	Other directorships	(See continuation sheet).				

* Voluntary details.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	1	2
					0	6
					1	9
					6	0
	Forename(s)	Kevin John				
	Surname	Tutton				
	Previous forename(s)					
	Previous surname(s)					
Address						
		11 The Maltings				
	Post town	Liphook				
	County / Region	Hampshire	Postcode	GU30 7DG		
	Country	England	Nationality	British		
	Business occupation	Accountant				
	Other directorships	(See continuation sheet).				

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

Directors (Continued)

Please list directors in alphabetical order.

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

Name	* Style / Title			Day	Month	Year					
	* Honours etc	BSc, FCA	Date of birth	1	5	0	6	1	9	5	3
	Forename(s)	Nigel Robert									
	Surname	Young									
	Previous forename(s)										
	Previous surname(s)										
Address		Rosemullion									
		Bulstrode Way									
	Post town	Gerrards Cross									
	County / Region	Bucks	Postcode	SL9 7QU							
	Country		Nationality	British							
	Business occupation	Chartered Accountant									
	Other directorships	(See continuation sheet).									

* Voluntary details.

Name	* Style / Title			Day	Month	Year
	* Honours etc		Date of birth			
	Forename(s)					
	Surname					
	Previous forename(s)					
	Previous surname(s)					
Address						
	Post town					
	County / Region		Postcode			
	Country		Nationality			
	Business occupation					
	Other directorships					

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

Company Number 3001044

Company Name in full Railcare Limited

Current directorships for Robin Charles Alexander Holloway

Tickford Rail Limited

Current directorships for Allan Keppie Smith

Portsmouth Dockyard Limited

Tickford Rail Limited

Past directorships for Allan Keppie Smith

Babcock Defence Systems Limited (18-May-1997)

Babcock Engineering Services Limited (18-May-1997)

Babcock New Zealand Holdings Limited (18-May-1997)

Babcock New Zealand Limited (18-May-1997)

Babcock Rail Limited (18-May-1997)

Babcock Rosyth Defence Limited (18-May-1997)

Babcock Rosyth Industries Limited (18-May-1997)

Rosyth 2000 Limited (03-Oct-1997)

Rosyth Royal Dockyard Limited (18-May-1997)

Current directorships for Barry Turnbull

Babcock Rail Limited

Tickford Rail Limited

Past directorships for Barry Turnbull

Babcock Engineering Services Limited (01-Jul-1997)

Current directorships for Kevin John Tutton

Siemens Plessey Controls Limited

Siemens Transportation Systems Limited

Tickford Rail Limited

Company Number 3001044

Company Name in full Railcare Limited

Current directorships for Nigel Robert Young

Babcock Africa (Proprietary) Limited
Babcock Defence Systems Limited
Babcock Engineering Services Limited
Babcock Holdings (USA) Incorporated
Babcock Holdings Limited
Babcock International Group PLC
Babcock International Holdings BV
Babcock International Holdings Limited
Babcock International Limited
Babcock Investments Limited
Babcock Management Limited
Babcock Nominees Limited
Babcock Overseas Investments Limited
Babcock Rail Limited
Babcock Rosyth Defence Limited
Babcock Woodall-Duckham (Overseas) Limited
Birchill Investment Co Limited
BMH Limited
Pearstar Engineering Limited
St Helen's Securities Limited
Tickford Rail Limited
Tyneham Investments Limited

Past directorships for Nigel Robert Young

Babcock King-Wilkinson Limited (15-Nov-1997)
Babcock Properties Limited (17-Nov-1998)
Babcock Water Engineering Limited (02-Dec-1998)