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Please complete in typescript, or in bold black capitals.

CHFP010

Company Number

Company Name in full

Annual Returr	1
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3685527	
	✓
Liberty International	PLC

Date of this return

The information in this return is made up to

Day Month Year

1 4 1 2 2 0 0 6

Date of next return

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

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

UK Postcode

London

40 Broadway

SW1H OBT

Principal business activities

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

7415

If the code number cannot be determined,

A6FCOMBS
A15 18/01/2007 512
COMPANIES HOUSE

.

Investment 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

LD3

10/01/2007 COMPANIES HOUSE or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Register of members If the register of members is not kept at the registered office, state here where it is kept. Post town	The Registry, 34 Beckenham Road Beckenham		
County / Region	Kent UK Postcode BR3 4TU		
Register of Debenture holders If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept. Post town County / Region			
Commony from			
Company type Public limited company	x		
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 tick the appropriate box		
Company Secretary	Details of a new company secretary must be notified on form 288a.		
(Please photocopy this area to provide details of joint secretaries). Name * Style / Titl			
* Voluntary details.	S) Susan		
If a partnership give the names and addresses of the partners or the name of the partnership and office address.	63 Calton Avenue, Dulwich		
Usual residential address must be Post tow	VN London		
given. In the case of a corporation, County / Region	on UK Postcode SE21 7DF		
give the registered or principal office Count address.	Try United Kingdom		

BLUEPRINT 2000

		Company no 3003327
Directors Please list directors in alpha	abetical order.	Details of new directors must be notified on form 288a
Nam	e * Style / Title	Mr
Directors In the case of a director that is a corporate or a Scottish firm,	Date of birth	Day Month Year 0 3 0 8 1 9 4 4
the name is the corporate or firm name.	Forename(s) Surname	John George ABEL
Add	ress	9 Hutton Gate, Hutton Mount
Usual residential address must be given. In the case of a corporation,	Post town	Brentwood
give the registered or principal office	County / Region	Essex UK Postcode CM13 2XA
address.	Country	Nationality British
Ви	usiness occupation	Chartered Surveyor V
* Voluntary details.		
- Nan	ne * Style / Title	Mr
-Directors In the case of a director that is a corporate	Date of birth	Day Month Year 0 2 0 4 1 9 5 2
or a Scottish firm, the name is the corporate or firm	Forename(s)	
name.	Surname	BUCHANAN
	dress	37 Blomfield Road, Little Venice
Usual residential address must be given. In the case of a corporation,	Post town	London
give the registered or principal office	County / Region	UK Postcode W9 2PF
address.	Country	Nationality British
В	Susiness occupation	Management Consultant

Directors		
Please list directors in alphab	etical order.	Details of new directors must be notified on form 288a
Name	* Stỳle / Title	Mr
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 3 1 1 0 1 9 4 4
or a Scottish firm, the name is the	Forename(s)	David Patrick Henry
corporate or firm name.	Surname	BURGESS
Addre	es	Shopwyke Hall
Usual residential address must be given. In the case of a corporation,	Post town	Chichester
give the registered or principal office	County / Region	West Sussex UK Postcode PO20 6BG
address.	Country	England Nationality British
Bus	siness occupation	Solicitor
* Voluntary details.		
Name		
	* Style / Title	
-Directors In the case of a director that is a corporate	* Style / Title Date of birth	Day Month Year 1 3 0 4 1 9 5 9
case of a director	Date of birth	
case of a director that is a corporate or a Scottish firm,	Date of birth	1 3 0 4 1 9 5 9
case of a director that is a corporate or a Scottish firm, the name is the corporate or firm	Date of birth Forename(s) Surname	1 3 0 4 1 9 5 9 Richard Malcolm
case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.	Date of birth Forename(s) Surname	1 3 0 4 1 9 5 9 Richard Malcolm CABLE
case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Address Address Case 1	Date of birth Forename(s) Surname	1 3 0 4 1 9 5 9 Richard Malcolm CABLE
case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Address must be given. In the case	Date of birth Forename(s) Surname	Richard Malcolm CABLE Orchard House, 18 High Street, Castor Peterborough

Business occupation | Chartered Surveyor | 1

Directors Please list directors in alp	habetical order.	Details of new directors must be	notified on form 288a	
Na	me * Stỳle / Title	1		
		Day Month Year		
Directors In the case of a director that is a corporate	Date of birth	2 1 0 3 1 9 6 2		
or a Scottish firm, the name is the	Forename(s)	Kay Elizabeth		
corporate or firm name.	Surname	CHALDECOTT		
Ad	ldress	69 Ellerton Road, Wandswo	rth	
Usual residential address must be				
given. In the case of a corporation,	Post town	London		
give the registered or principal office	County / Region		UK Postcode SW18 3NH	
address.	Country	United Kingdom	Nationality British	
1	Business occupation	Chartered Surveyor		
* Voluntary details.				
N	ame * Style / Title			
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 2 0 0 8 1 9 4 4		
or a Scottish firm, the name is the	Forename(s)	Robert Gerard		
corporate or firm name.	Surname	FINCH		
Α	ddress	18 Murray Road, Wimbledo	n	
Usual residential address must be				
given. In the case of a corporation,	Post town	London		
give the registered or principal office	County / Region		UK Postcode SW19 4PB	
address.	Country	United Kingdom	Nationality British	
	Business occupation	Solicitor		

Directors Please list directors in alp		Details of new directors must be	notified on form	n 288a
Nà	me * Style / Title	·		
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 1 9 1 2 1 9 6 5		
or a Scottish firm, the name is the	Forename(s)	Ian David		
corporate or firm name.	Surname	HAWKSWORTH	·	
Ad	dress	Whitelea, Shootersway Lar	ıe	
Usual residential address must be				
given. In the case of a corporation,	Post town	Berkhamsted_		
give the registered or principal office	County / Region	Hertfordshire	_UK Postcode [HP4 3NP
address.	Country	United Kingdom	_ Nationality {	British
i	Business occupation	Chartered Surveyor		
* Voluntary details.				
Na	* Style / Title	D. Marth. Vara		
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 1 8 0 7 1 9 4 3		
or a Scottish firm, the name is the	Forename(s)	Ian James		
corporate or firm name.	Surname	HENDERSON		
A	ddress	Crouch House		
Usual residential		<u> </u>		
address must be given. In the case of a corporation,	Post town	Edenbridge		
give the registered or principal office	County / Region	Kent	UK Postcode	TN8 5LQ
address.	Country		Nationality	British
	Business occupation	Director		



Please list directors in alphabetical order.		Details of new directors must be notified on form 288a
Na	* Style / Title	,
•		Day Month Year
Directors In the case of a director that is a corporate	Date of birth	0 7 0 4 1 9 4 9
or a Scottish firm, the name is the	Forename(s)	Lesley
corporate or firm name.	Surname	JAMES
A	ddress	Willows, Fernhall Lane, Upshire
Usual residential address must be		
given. In the case of a corporation,	Post town	Waltham Abbey
give the registered or principal office	County / Region	Essex UK Postcode EN9 3TJ
address.	Country	Nationality British
	Business occupation	Company Director
* Voluntary details.		
V	ame * Style / Title	
Directors In the		Day Month Year
case of a director that is a corporate	Date of birth	0 9 0 9 1 9 3 5
or a Scottish firm, the name is the	Forename(s)	Michael
corporate or firm name.	Surname	RAPP
ļ	Address	12 Thornwood Lodge, Thornwood Gardens, Campden Hill
Usual residential address must be		
given. In the case of a corporation,		London
give the registered or principal office	County / Region	UK Postcode W8 7EB
address.	Country	United Kingdom Nationality British
	Business occupation	Director /

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Directors Please list directors in alp		Details of new directors must be notified on form 288a
•	me * Style / Title	,
	•	Day Month Year
Directors In the case of a director that is a corporate	Date of birth	0 3 0 8 1 9 4 9
or a Scottish firm, the name is the	Forename(s)	Robert Oscar
corporate or firm name.	Surname	ROWLEY
Ad	ldress	Old Receiving Station, Dane End
Usual residential address must be		
given. In the case of a corporation,	Post town	Ware
give the registered or principal office	County / Region	Hertfordshire UK Postcode SG12 ONU
address.	Country	Nationality British
1	Business occupation	Non-Executive Director
* Voluntary details.		
N	ame * Style / Title	Mr
Directors In the		Day Month Year
case of a director that is a corporate	Date of birth	10.7 1.1 1.9 5 8
or a Scottish firm, the name is the	Forename(s)	Nilesh
corporate or firm name.	Surname	SACHDEV
Address		10a Great Pulteney Street
Usual residential		1
address must be given. In the case of a corporation,	Post town	Bath
give the registered or principal office	County / Region	Somerset UK Postcode BA2 4BR
address.	Country	United Kingdom Nationality British
	Business occupation	Company Director

Directors Please list directors in alphab		Details of new directors must be notified on form 288a		
, ` Name	* Style / Title	Mr		
	•	Day Month Year		
Directors In the case of a director that is a corporate	Date of birth	2 2 0 6 1 9 5 9		
or a Scottish firm, the name is the	Forename(s)	Aidan Christopher		
corporate or firm name.	Surname	SMITH		
Addre	ess	50 Wavendon Avenue		
Usual residential		: :		
address must be given. In the case	Post town	Chiswick		
of a corporation, give the registered	County / Region	London UK Postcode W4 4NS		
or principal office address.	Country	Nationality British_		
	siness occupation	Chartered Accountant		
Rue	mess occupation	Chartered Accountant		
Bus				
Bus * Voluntary details.				
	e * Style / Title			
* Voluntary details.	e * Style / Title Date of birth	Day Month Year		
* Voluntary details. Name Directors In the case of a director	Date of birth	Day Month Year		
* Voluntary details. Name Directors In the case of a director that is a corporate or a Scottish firm,	Date of birth	Day Month Year		
* Voluntary details. Name Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm	Date of birth Forename(s) Surname	Day Month Year		
*Voluntary details. Name Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Additional Currents of the Corporate or Cor	Date of birth Forename(s) Surname	Day Month Year		
*Voluntary details. Name Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Addi Usual residential address must be given. In the case	Date of birth Forename(s) Surname	Day Month Year		
*Voluntary details. Name Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Additional address must be given. In the case of a corporation, give the registered	Date of birth Forename(s) Surname	Day Month Year		
*Voluntary details. Name Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name. Addi Usual residential address must be given. In the case of a corporation,	Date of birth Forename(s) Surname ress Post town	Day Month Year LLLLLLL UK Postcode		

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, or total amount of stock)
ordinary 50p.		362,772,673	£181,386,336.50
	Totals	362,772,673	181,386,336.50
List of past and present shareho	olders		¬
(use attached schedule where appropriate)	There were no change	s in the period X	
A full list is required if one was not included with either of the last two returns.	A list of changes is end	on pa	per in another format
	A full list of shareholde	ers is enclosed	х
Certificate			n is true to the best of my
Sign	knowledge and belief.		ate 9 January 2007
† Please delete as appropriate.	† a directer / secretary		
When you have signed the return send i with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.	t This return in	(enter number)	continuation sheets.
Please give the name, address, telepho	ne Ruth Pavey, Sec	retariat, Liberty	International PLC,
number and, if available, a DX number and Exchange of the person Companies House should contact if there is any que		rel: 020 7960	
		Tel Fax: 020 7887	0001
BLUEPRINT 2000	DX number	DX exchange [

Full list of related undertakings to be annexed to Liberty International PLC's Annual Return

Subsidiary Undertakings:

	Incorporated in (if Included in		Proportion of shares of this class
Name	not UK): consolidation	on? Class of share held	held
Braehead Glasgow Limited		A Ordinary shares of £1 each B Ordinary shares of 1 irish Punt each	100%
Braehead Park Estates Limited	Yes	Ordinary shares of £1 each	1009
8raehead Park Investments Limited	Yes	Ordinary shares of £1 each	100%
Broadway Construction & Development Limited	Yes	Ordinary shares of £1 each	1009
Broadway Retail Leisure Limited	Yes	Ordinary shares of £1 each	1009
C&C (Southbank) Limited	Yes	Ordinary shares of £1 each	1009
C&C Management Services Limited	Yes	Ordinary shares of £1 each	100%
C&C Properties 2027 Limited	Yes	Ordinary shares of £1 each	1009
	Yes	Ordinary shares of £1 each	100%
C&C Properties UK Limited	Yes	Ordinary shares of £1 each	100%
apcount FM Limited	Yes	Ordinary shares of £1 each	1009
Capcount Kensington Limited	Yes	Ordinary shares of £1 each	1009
appoint Kingsreach Nominee No.2 Limited	Yes	Ordinary shares of £1 each	1009
apcount Property investment Company Limited	Yes	Ordinary shares of £1 each	1009
apcount Trading	Yes	Ordinary shares of £1 each	100%
apital & Counties Limited	Yes	Ordinary shares of £0.25 each	1009
aprial Enterprise Centres Crimed	Yes	Ordinary shares of £1 each	1009
apital Shopping Centres PLC	Yes	Ordinary shares of £0.50 each	100%
hapelfield GP Limited	Yes	Ordinary shares of £1 each	1009
hapelifield Nominee Limited	Yes	Ordinary shares of £1 each	1009
don Square (GP) Limited	Yes		1009
helmsford Property Investments Limited	Yes	Ordinary shares of £1 each	100%
onder Hay ance Hoteliga Entred	Yes	Ordinary shares of £1 each	200
SC (Eldon Square) Limited	Yes	shares of £1	1009
SC Braehead Leisure Limited	Yes	Ordinary shares of £1 each	1003
C Brachead Nominee (No.1) Limited	C C C C C C C C C C C C C C C C C C C	Ordinary shares of £1 each	1009
SC Bromley (High Street No. 2) Limited	Yes	Ordinary shares of £1 each	100%
SC Bromley (High Street No. 3) Limited	Yes	Ordinary shares of £1 each	1009
SC Bromley (High Street) Limited	Yes	Ordinary shares of £1 each	1009
SC Bromley Limited	Yes	Ordinary shares of £1 each	1009
C Chapelfield Limited	Yes	Ordinary shares of £1 each	1009
SC Chapelfield Residential Limited	Yes		1009
SC Chavasse Park (GP) Limited	Yes		1009
SC Enterprises Limited	Yes	Ordinary shares of £1 each	1009
SC Hadeoun Limited	Yes	Ordinary shares of £1 each	1009
SC Haneguin Property Management Limited	Yes	Ordinary shares of £1 each	1009
SC Lakeside Limited	Yes	Ordinary shares of £1 each	100%
CSC Lakeside Property Management Limited	Yes	Ordinary shares of £1 each	100%
SC Leisure Limited	Yes	Ordinary shares of £1 each	1009
C MetroCentra Limited	Yes	Ordinary shares of \$1 pach	1007
SC MetroCentre Property Management Limited	Yes	Ordinary shares of £1 each	100%
CSC Potteries Limited	Yes	Ordinary shares of £1 each	100%
CSC Properties Investments Limited	Yes		100%
CSC Properties Limited	Yes	7% Preference shares of £1 each	100%
SC Procerty Management Limited	Yes	Ordinary charge of £1 each	100%
CSC Property Services Limited	Yes	Ordinary shares of £1 each	100%
CSC The Hayes Limited	Yes	Ordinary shares of £1 each	100%
CSC Uxbridge Limited	Yes	Ordinary shares of £1 each	100%
Greenhaven Industrial Properties Limited	Yes	Ordinary shares of £1 each	1009
Greenhaven Securities Limited	Yes		=
Kestrel Properties Limited	Yes	Ordinary shares of £1 each	10

Marketplace Center, Inc.

	incorporated in (if Included in	f included in		shares of this class
Name	not UK)	consolidation?	consolidation? Class of share held	reid.
Willows Center Concord, Inc	USA	Yes	Common shares with par value of \$1.00 and face value of \$1,000	100
1303 J Street, LLC	USA	Yes	Group company is sole member/manager	100%
595 Colorado Associates, LLC	USA	Yes	Group company is sole member/manager	100
Daly City Serramonte Center, LLC	USA	Ύes	Group company is sole member/manager	100
Escuela Shopping Center LLC	USA	Yes	Group entity is one of two co-members	SQ
Escuela Shopping Center Manager LLC	USA	Yes	Group company is sole member/manager	100
Fairfield Mission Village Associates, LLC	USA	Yes	Group company is sole member/manager	100
G.S. Associates - Joint Venture 326118	USA	Yes	Group entities are sole partners	100
Lighthouse Scottsdale LLC	USA	Yes	Group company is sole member/manager	5
MCC Redondo Beach II LLC	USA	Yes	Group company is sole member/manager	100%
MCC Redondo Beach, LLC	USA	Yes	Group entity is one of two co-members	50
Pacific Financial Center LLC	USA	Yes	Group company is sole member/manager	100
Pacific Financial Center Manager LLC	USA	Ύes	Group company is sole member/manager	- -
Pamassus Heights Medical Center	USA	Yes	Group company is 50% partner	50
Senator Building, LLC	USA	Yes	Group company is sole member/manager	100
Willows Center Concord, LLC	USA	Ύes	Group company owns 99%	99
Libint (Proprietary) Limited	South Africa	Yes	Ordinary shares of £1 each	100%
Montreal Holdings NV	Netherlands Antilles Yes	s Yes	Shares A of Dfls 100 each	100
			Shares 9 of Dils 100 each	

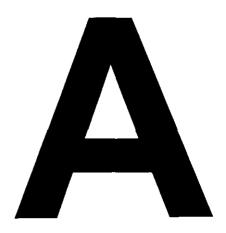
Joint Ventures:

50%	B Ordinary shares of £1.00 each	Yes	Manchester JV Limited** Yes B Ordinary shares of £1.00 each 50%
50%	B Ordinary shares of £1.00 each	Yes	Cribbs Causeway JV Limited**
50%	Ordinary shares of £1.00 each	Yes	St. David's (No.2) Limited"
50%		Yes	St. David's (No.1) Limited"
50%	B Ordinary shares of £1.00 each	Ύeε	ar) Limited*
<u> </u>	consolidation? Class of share held	not UK)	Name
shares of this class		Incorporated in (if Included in	•
Proportion of			

Qualifying Undertakings:

Xscape Braehead Partnership	The Westgate Partnership	The Victoria Centre Partnership	The Potteries Shopping Centre Limited Partnership	The Chavasse Park Partnership	The Chapelifield Partnership	Name of Undertaking: St. David's Limited Partnership
Partnership	Limited Partnership	Limited Partnership	Limited Partnership	Limited Partnership	Limited Partnership	Legal Form: Limited Partnership
10 Lower Grosvenor Place, London, SW1W 0EN	Limited Partnership 40 Broadway, London, SW1H 0BU	Limited Partnership 40 Broadway, London, SW1H 0BU	Limited Partnership: 40 Broadway, London, SW1H 0BU	Limited Partnership 40 Broadway, London, SW1H 0BU	Limited Partnership 40 Broadway, London, SW1H 0BU	Legal Form: Address: Limited Partnership 5 Strand, London, WC2N 5AF
The undertaking has been dealt with in the accounts of CSC Braehead Leisure Limited	Domant entity - dealt with in the accounts of Westgate Oxford Investments Limited	A copy of the latest accounts of the undertaking was appended to the accounts of the General Partner filed with the registrar.	A copy of the latest accounts of the undertaking was appended to the accounts of the General Partner filed with the registrar.	Domant entity - dealt with in the accounts of CSC Chavasse Park (GP) Limited	A copy of the latest accounts of the undertaking was appended to the accounts of the General Partner filed with the registrar.	Accounts: Latest accounts of the undertaking to be appended to the accounts of the General Partner filed with the registrar.

^{*} Principal place of business = 5 Strand, London, WC2N SAF, joint management based on provisions of shareholders' agreement.
** Principal place of business = 40 Broadway, London, SW1H 08U, joint management based on provisions of shareholders' agreements.



BULK LIST OF SHAREHOLDERS OR MEMBERS FOR COMPANY NUMBER - 3685527

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN. THE LIST IS AVAILABLE ON MICROFICHE. TO OBTAIN A COPY ON MICROFICHE OR PAPER:

COMPANIES HOUSE DIRECT CUSTOMERS PHONE – 08457 573991
WEB CUSTOMERS PHONE – 0870 3333636
SEARCH ROOM CUSTOMERS – ASK AT THE COUNTER