



Please complete in typescript,
or in bold black capitals.

CHFP001

Annual Return

Company Number 03977886

Company Name in full JEFFERIES INTERNATIONAL (HOLDINGS) LIMITED

Date of this return

The information in this return is made up to

Day Month Year

2 0 / 0 4 / 2 0 0 5

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.

Bracken House

1 Friday Street

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

Post town LONDON

County / Region

UK Postcode E C 4 M 9 J A

Principal business activities

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

7415

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



A50
COMPANIES HOUSE

0297
20/05/05

Form April 2002

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

If the register of members is not kept at the registered office, state here where it is kept.

Connaught House
Alexandra Terrace
Post town GUILDFORD
County / Region Surrey UK Postcode G U 1 3 D A

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 here where it is kept.

Post town
County / Region UK Postcode

Company type

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

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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).

* Voluntary details.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name * Style / Title
Forename(s) Janet Mary-Ann
Surname Lewis
Address †† 28 Deirdre Close
Post town WICKFORD
County / Region Essex UK Postcode S S 1 2 0 A Z
Country

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

03977886

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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Name	* Style / Title			
		Day	Month	Year
Date of birth		1	3	0 9 1 9 4 7
Forename(s)		John Lawrence		
Surname		Conroy		
Address ††		62 South Drive		
		Plandome		
Post town		NEW YORK		
County / Region		11030	UK Postcode	
Country		USA	Nationality	American
Business occupation		International Admin Manager		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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Name	* Style / Title			
		Day	Month	Year
Date of birth		2	5	0 5 1 9 5 8
Forename(s)		James Francis		
Surname		Graham		
Address ††		Summerley		
		Bentworth		
Post town		ALTON		
County / Region		Hampshire	UK Postcode	G U 3 4 5 Q T
Country			Nationality	British
Business occupation		Stockbroker		

Issued share capital

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

34832000

£34832000

Totals

34832000

£34832000

List of past and present shareholders

(Use attached schedule where appropriate)

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

There were no changes in the period

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on paper

in another format

A list of changes is enclosed

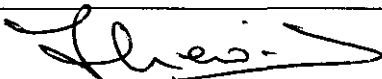
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A full list of shareholders is enclosed

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Certificate

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

Signed



Date

26/4/05

† 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 0 continuation sheets.

(enter number)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

BDO Stoy Hayward LLP

Connaught House, Alexandra Terrace, Guildford,

Surrey. GU1 3DA

Tel

Ref:KRC/J1297/0218551(JeffHold)

DX number

DX exchange

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title			
		Day	Month	Year
Date of birth		1	6	1 2 1 9 5 8
Forename(s)		Adrian John		
Surname		Hope		
Address ††		54 Brunswick Gardens		
Post town		LONDON		
County / Region		UK Postcode		W 8 4 A N
Country		Nationality		British
Business occupation		Research Manager		

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
Date of birth		3	1	0 3 1 9 5 7
Forename(s)		Clifford Alan		
Surname		Siegel		
Address ††		28 Clarendon Road		
Post town		LONDON		
County / Region		UK Postcode		W 1 1 3 A D
Country		Nationality		American
Business occupation		Chief Executive Officer		



List of past and present shareholders Schedule to form 363a

Company Number 03977886

Company Name in full JEFFERIES INTERNATIONAL (HOLDINGS) LIMITED

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Jefferies Group Inc ----- Address 520 Madison Avenue ----- New York ----- 10022 ----- USA UK Postcode L L L L L L L L	Ord 34832000		
Name ----- Address ----- ----- ----- ----- UK Postcode L L L L L L L L			
Name ----- Address ----- ----- ----- ----- UK Postcode L L L L L L L L			