

# A

COMPANIES FORM No. 363

100,000

2

# 363

## Annual return of a company

Pursuant to sections 363 and 364 of the Companies Act 1985

Note The appropriate fee should accompany this form

Please do not  
write in  
this margin

To the Registrar of Companies

For official use

Company number

[11110]

2 6 9 7 5

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Annual return of (note 1)

\* THE S.M.T. SALES AND SERVICE COMPANY LIMITED

\* Insert full name  
of company

The information in this return is as at

28th May 1986

† (The date of this return note 1)

Address of registered office of the company

7/9 ROSEBURN STREET,

EDINBURGH

Postcode

EH12 5PP

Total amount of indebtedness of the company  
in respect of mortgages and charges  
(note 2).

£ NIL

If different from the  
registered office, state  
address where the register  
of members or any register  
of debenture holders or  
any duplicate or part of any  
register of debentures is  
kept or may be inspected.

Register of members

N/A

Register of debenture holders

N/A

Particulars of the secretary

Name (notes 3 and 4) DAVID REID

Previous name(s) (note 3)

Address (notes 4 and 5) 7/9 ROSEBURN STREET  
EDINBURGH

SEP 18 1986 3675

A 0020.00

Postcode

EH12 5PP

‡ only pages 1 and 2  
need be completed  
in the case of a  
company without  
share capital

We certify this return which comprises pages 1, 2, [3, 4, 5 and 6]‡ (plus 5 one continuation sheets)

§ enter number of  
continuation sheets  
attached

Signed

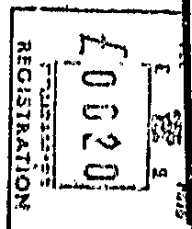
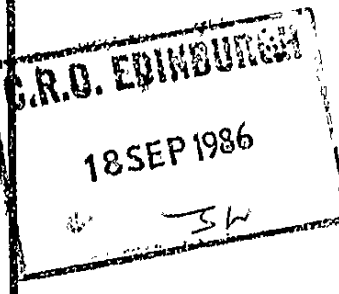
Director, and

Presentor's name address and  
reference (if any):  
The Secretary,  
The S.M.T. Sales and Service  
Company Limited,  
7/9 Roseburn Street,  
EDINBURGH. EH12 5PP

REF:- DR/NGG.

For official Use  
General Section

Post room



## Particulars of the director(s) of the company (notes 6 and 7)

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write in  
this margin

|  |                         |  |
|--|-------------------------|--|
| Name (note 3) <b>GEOFFREY MAITLAND SMITH</b>                                       |                         | Business Occupation<br><b>COMPANY DIRECTOR</b> |
| Previous name(s) (note 3)  |                         | Nationality<br><b>BRITISH</b>                  |
| Address (note 5) <b>40 DUKE STREET,<br/>LONDON.</b>                                |                         | Date of birth (note 9)<br><b>27.2.1932</b>     |
|  | Postcode <b>W1A 2HP</b> |  |
| Other relevant past or present directorships* (note 8)<br><b>See attached list</b> |                         |  |

Please complete  
legibly, preferably  
in black type, or  
bold blocklettering\* delete if  
inappropriate.  
Enter particulars  
of other director-  
ships held or  
previously held.  
If this space is  
insufficient use a  
continuation sheet

|  |                          |  |
|--|--------------------------|--|
| Name (note 3) <b>WILLIAM NOBLE ALEXANDER DRYDEN</b>  |                          | Business Occupation<br><b>COMPANY DIRECTOR</b> |
| Previous name(s) (note 3)  |                          | Nationality<br><b>BRITISH</b>                  |
| Address (note 5) <b>7/9 ROSEBURN STREET,<br/>EDINBURGH.</b>  |                          | Date of birth (note 9)<br><b>13.1.1943</b>     |
|  | Postcode <b>EH12 5PP</b> |  |
| Other relevant past or present directorships* (note 8)<br><b>No directorships outside the Sears Group of Companies</b> |                          |  |

|  |                         |  |
|--|-------------------------|--|
| Name (note 3) <b>DERRICK PORTER DAVIES</b>   |                         | Business Occupation<br><b>COMPANY DIRECTOR</b> |
| Previous name(s) (note 3)  |                         | Nationality<br><b>BRITISH</b>                  |
| Address (note 5) <b>540-550 DUNSTABLE ROAD,<br/>LUTON, BEDFORDSHIRE</b>            |                         | Date of birth (note 9)<br><b>24.12.1925</b>    |
|  | Postcode <b>LU4 8DW</b> |  |
| Other relevant past or present directorships* (note 8)<br><b>See attached list</b> |                         |  |

|  |                        |  |
|--|------------------------|--|
| Name (note 3) <b>COLIN DOUGLAS WALLACE LEITCH</b>  |                        | Business Occupation<br><b>COMPANY DIRECTOR</b> |
| Previous name(s) (note 3)  |                        | Nationality<br><b>BRITISH</b>                  |
| Address (note 5) <b>149 FINNIESTON STREET,<br/>GLASGOW.</b>  |                        | Date of birth (note 9)<br><b>8.2.1943</b>      |
|  | Postcode <b>G3 8HG</b> |  |
| Other relevant past or present directorships* (note 8)<br><b>No directorships outside the Sears Group of Companies</b> |                        |  |

write in  
this margin

**£ 500,000**

|   | Number of shares | Clase    | Nominal value of each share |
|---|------------------|----------|-----------------------------|
| 1 | 500,000          | ORDINARY | £ 1                         |
| 2 |                  |          | £                           |
| 3 |                  |          | £                           |

Please complete legibly, preferably in black type, or bold block lettering

**3. Number of shares of each class taken up to the date of this return.**

|   | Number  | Class |
|---|---------|-------|
| 1 | 100,000 | £1    |
| 2 |         |       |
| 3 |         |       |
| 1 | NIL     |       |
| 2 |         |       |
| 3 |         |       |
| 1 | 100,000 | £1    |
| 2 |         |       |
| 3 |         |       |
| 1 |         |       |
| 2 |         |       |
| 3 |         |       |

4. Number of shares of each class issued as partly paid up for a consideration other than cash and extent to which each such share is so paid up

5. Number of shares (if any) of each class issued at a discount

**Amount per share**

1 £ NIL

2 £

31

## LIST OF PAST

Continued on page 4

[illegible]

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margin.

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7. Amount per share called up on number of shares of each class

8 Total amount of calls received (note 10)

**e. Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash**

10 Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash

11 Total amount of calls unpaid

12 Total amount of sums (if any) paid by way of commission in respect of any shares or debentures

13 Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return

14 Total number of shares of each class forfeited

**15 Total amount paid (if any) on shares forfeited**

16 Total amount of shares for which share warrants to bearer are outstanding

| 17 Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return | ISSUED<br>SURRENDERED |
|---|-----------------------|
| 1,000,000   | 1,000,000             |

18 Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind

| Continued | Amount  | Number | Class |
|-----------|---------|--------|-------|
| £ NIL     |         |        |       |
| £ NIL     |         |        |       |
| £         |         |        |       |
| £         |         |        |       |
| £ NIL     |         |        |       |
| £ 100,000 | 100,000 | £1     |       |
| £         |         |        |       |
| £         |         |        |       |
| £ NIL     | NIL     |        |       |
| £         |         |        |       |
| £         |         |        |       |
| £ NIL     |         |        |       |
| £ NIL     |         |        |       |
| £ NIL     |         |        |       |
|           | NIL     |        |       |
|           |         |        |       |
|           |         |        |       |
| £ NIL     |         |        |       |
| £ NIL     |         |        |       |
| £ NIL     |         |        |       |
| £ NIL     |         |        |       |
|           | NIL     |        |       |

**AND PRESENT MEMBERS (notes 11 and 12)**

[illegible]

# LIST OF PAST

| Folio in register ledger containing Particulars | Names and addresses |    |
|---|---------------------|----|
|   |                     | 16 |
|   |                     | 17 |
|   |                     | 18 |
|   |                     | 19 |
|   |                     | 20 |
|   |                     | 21 |
|   |                     | 22 |
|   |                     | 23 |
|   |                     | 24 |
|   |                     | 25 |
|   |                     | 26 |
|   |                     | 27 |
|   |                     | 28 |
|   |                     | 29 |
|   |                     | 30 |

## Notes

1. An annual return is required for every calendar year. If the company has a share capital the date of this return must be the 14th day after the date of the annual general meeting. If it does not have a share capital the date of this return must be a date not more than 42 days after the annual general meeting.

2. This section should include only indebtedness in respect of charges (whenever created) of any description set out in section 396(1) of the Companies Act 1985 (in the case of English and Welsh companies) or section 410(4) of that Act (in the case of Scottish companies).

3. For an individual, his present christian name(s) and surname must be given, together with any previous christian name(s) or surname(s).

"Christian name" includes a forename. In the case of a peer or person usually known by a title different from his surname, "surname" means that title. In the case of a corporation, its corporate name must be given.

A previous christian name or surname need not be given if:—

- (a) in the case of a married woman, it was a name by which she was known before her marriage; or
- (b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
- (c) in the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it

4. Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.

Where the secretary or one of the joint secretaries is a Scottish firm, give only the firm name and its principal office.

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

6. Director includes any person who occupies the position of a director, by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

7. If the space provided for listing directors is inadequate, a prescribed continuation sheet must be used.

8. The names must be given of all bodies corporate incorporated in Great Britain of which the director is also a director, or has been a director at any time during the preceeding five years.

However a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:—

(a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such).

(b) a body corporate of which the company making the return was a wholly-owned subsidiary;

| Account of Shares   |  |   |  |         |    |
|---|--|---|--|---------|----|
| Number of shares or amount of stock held by existing members at date of return<br>(note 11) | Particulars of shares transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (note 12) |   |  | Remarks |    |
|   | Number   | Date of Registration of transfer<br>(a) (b) |  |         |    |
|   |  |   |  |         | 16 |
|   |  |   |  |         | 17 |
|   |  |   |  |         | 18 |
|   |  |   |  |         | 19 |
|   |  |   |  |         | 20 |
|   |  |   |  |         | 21 |
|   |  |   |  |         | 22 |
|   |  |   |  |         | 23 |
|   |  |   |  |         | 24 |
|   |  |   |  |         | 25 |
|   |  |   |  |         | 26 |
|   |  |   |  |         | 27 |
|   |  |   |  |         | 28 |
|   |  |   |  |         | 29 |
|   |  |   |  |         | 30 |

(c) a wholly-owned subsidiary of the company making the return; or

(d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly owned subsidiary.

9. Dates of birth need only be given if the company making the return is:—

- (a) a public company;  
(b) the subsidiary of a public company; or  
(c) the subsidiary of a public company registered in Northern Ireland

10. Include payments on application and allotment, and any sums received or shares forfeited.

11. Show all the persons currently holding shares or stock in the company at the date of the return, giving their names and addresses, the number of shares or amount of stock held, and details of all transfers since the last return or, if this is the first annual return of the company, all transfers since the company was incorporated. If more than one class of share is held please add more columns as appropriate.

**Additionally, show all persons and their relevant details if they have ceased to be members since the last return was made, or if this is the first return, since the company was incorporated.**

If the list of members is not in alphabetical order, an index which will enable any member to be readily located within the list must be attached to this return. If the space provided for listing members is inadequate, a prescribed continuation sheet is available.

If full details have been given on the return for either of the last two years, a company may, if it so wishes, only include in this section details relating to persons who since the date of the last return:

- (a) have become members;
- (b) have ceased to be members; or
- (c) are existing members whose holdings of stock or shares have changed.

If full details have been given on the return for either of the last two years and there have been no changes please state "No Change".

12. For consistency, it is suggested that particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the remarks column opposite the particulars of each transfer.

Particulars of the director(s) of the company (notes 6 and 7)

Please do not write in this margin

|  |                          |  |
|--|--------------------------|--|
| Name (note 3) <b>DAVID REID</b>  |                          | Business Occupation<br><b>COMPANY DIRECTOR</b> |
| Previous name(s) (note 3)  |                          | Nationality<br><b>BRITISH</b>                  |
| Address (note 5) <b>7/9 ROSEBURN STREET,<br/>EDINBURGH.</b>  |                          | Date of birth (note 9)<br><b>7.9.1937</b>      |
|  | Postcode <b>EH12 5PP</b> |  |
| Other relevant past or present directorships* (note 8)<br><b>No directorships outside the Sears Group of Companies</b> |                          |  |

Please complete legibly, preferably in black type, or bold blocklettering

\* delete if inappropriate. Enter particulars of other directorships held or previously held. If this space is insufficient use a continuation sheet

|  |                         |  |
|--|-------------------------|--|
| Name (note 3) <b>CHARLES DOUGLAS SEABROOK</b>                                      |                         | Business Occupation<br><b>COMPANY DIRECTOR</b> |
| Previous name(s) (note 3)  |                         | Nationality<br><b>BRITISH</b>                  |
| Address (note 5) <b>540-550 DUNSTABLE ROAD,<br/>LUTON, BEDFORDSHIRE</b>            |                         | Date of birth (note 9)<br><b>18.11.1925</b>    |
|  | Postcode <b>LU4 8DW</b> |  |
| Other relevant past or present directorships* (note 8)<br><b>See attached list</b> |                         |  |

|  |          |                        |
|--|----------|------------------------|
| Name (note 3)  |          | Business Occupation    |
| Previous name(s) (note 3)                              |          | Nationality            |
| Address (note 5)                                       |          | Date of birth (note 9) |
|  | Postcode |                        |
| Other relevant past or present directorships* (note 8) |          |                        |

|  |          |                        |
|--|----------|------------------------|
| Name (note 3)  |          | Business Occupation    |
| Previous name(s) (note 3)                              |          | Nationality            |
| Address (note 5)                                       |          | Date of birth (note 9) |
|  | Postcode |                        |
| Other relevant past or present directorships* (note 8) |          |                        |

Mr G Maitland Smith

List of Directorships

f  
Sears plc  
Lewis's Investment Trust Limited  
Lewis's Limited  
Selfridges Limited  
British Shoe Corporation Limited  
The Minotaur Engineering Group Limited  
Footwear Properties Limited  
British Shoe Corporation Holdings plc  
Sears Engineering Holdings plc  
Sears Motor Group Limited  
The SMT Sales & Service Co. Limited  
Shaw & Kilburn Limited  
Mappin & Webb Limited  
S H Services Limited  
Sears Investments Limited  
Sears Insurances Limited  
Pegson Limited  
Ritchie Print Pack Limited  
Lewpen Trustees Limited  
Sulphur Carriers Limited  
William Hill Organization plc  
William Hill Leisure Limited  
Mappin & Webb (Germany) Limited  
Minotaur Machinery Inc  
Character Pension Fund Trustees Limited  
Garrard & Co. Limited  
Mappin & Webb Holdings Limited  
S Reece (Liverpool) Limited  
Miss Selfridge Limited  
Selfridge Garage Limited  
Sears Industries Inc  
Sears Financial Services Limited  
Hoogenbosch Beheer BV  
Sears Securities Limited  
Gilbert Rice (Holdings) Limited  
S H Contractors Limited  
Galliford Estates Limited  
Sears Property Glasgow Limited  
Mappin & Webb (France) Limited  
Amsterdam Development BV  
Galliford Developments BV

.../



Leisure International Nederland BV  
Galliford Ejendomsselskab A/S  
Galliford Den Haag BV  
Galliford Den Haag 1 BV  
Galliford Properties BV  
Galliford Projects BV  
Galliford Projects Nederland BV  
Miss Erika Inc  
Sears Travel and Transport Limited  
Sears Property Investments Limited  
S H Automotive Services Limited  
Sears Exploration and Development Limited  
Susa Mercantile Corporation  
Marcus Company Inc  
Portman Limited  
Wallis Fashion Group Limited  
Asprey & Co. plc  
Sears Trustees Limited  
Sears Nominees Limited  
Sears Engineering Limited  
Gilbert Rice Limited  
Butler Shoe Corporation  
Butler Securities Inc  
Butler Investments Inc  
Compagnie Francaise BK SA  
Sears USA Investments Inc  
Walker & Hall Inc  
Valor Trading Corporation  
Sears Management Information Services Limited  
Sears Inc. (Delaware)  
E.P. Securities Inc.  
Courtaulds plc  
Butler Estates Inc  
Foster Brothers Clothing PLC  
Sears Retail Properties Limited  
Mallett PLC

GWK/amdp/14.7.86

Mr G Maitland Smith

Past Directorships

|                                     | <u>Resigned</u> |
|-------------------------------------|-----------------|
| Euro-Port Services Limited          | 31.1.83         |
| W J Westaway Inc                    | 24.11.82        |
| Sears Pipework Limited              | 19.10.82        |
| Minotaur Engineering Co. Limited    | 19.10.82        |
| Gillett Stephen & Co Limited        | 19.10.82        |
| Parmedo Limited                     | 26.8.82         |
| William Cotton Group Limited        | 23.12.81        |
| Broadstoner Investments Limited     | 27.2.81         |
| Southern Car Delivery Limited       | 27.2.81         |
| Robinson & Cleaver Limited          | 27.2.81         |
| Selfridges (Oxford) Limited         | 27.2.81         |
| Manfield & Sons Limited             | 27.2.81         |
| Alexander Findlay & Co. Limited     | 27.2.81         |
| Philips Road Engineering Limited    | 27.2.81         |
| Mappin & Webb (S. Africa) Limited   | 27.2.81         |
| Nathan & Co (Birmingham) Limited    | 27.2.81         |
| E A Barker Limited                  | 27.2.81         |
| Wilson & Sharp Limited              | 27.2.81         |
| A Conley & Son Limited              | 27.2.81         |
| Carmo Holdings Limited              | 27.2.81         |
| Manson (Engineers) Limited          | 27.2.81         |
| Nash of Cardiff Limited             | 27.2.81         |
| S & K Motors (Southern) Limited     | 27.2.81         |
| Shaw & Kilburn (Carmo) Limited      | 27.2.81         |
| Sears Motor Vehicle Garages Limited | 27.2.81         |
| Kenden Bodies Limited               | 27.2.81         |
| Angus Garage Co. Limited            | 27.2.81         |
| S M T (Motors) Limited              | 27.2.81         |
| James S Robertson (Motors) Limited  | 27.2.81         |
| Merrylee Motors Limited             | 27.2.81         |
| Elgin Motors Limited                | 27.2.81         |
| City Car Sales Limited              | 27.2.81         |
| Ritchies Limited                    | 27.2.81         |
| Scottish Motor Traction Co. Limited | 7.9.83          |
| Jubilee Oil Company Limited         | 8.11.83         |
| Butler Development Inc              | 10.2.83         |
| Sears Jewelry Holdings Inc          | 3.8.84          |
| Sears Factors Limited               |                 |

.../

|   |          |
|---|----------|
| Peter Johnston & Co (South Shields) Limited | 3.8.84   |
| Walker & Hall Limited                       | 3.8.84   |
| Vehicle Rentals Limited                     | 3.8.84   |
| Renella Properties Limited                  | 3.8.84   |
| Shaw & McInnes Limited                      | 3.8.84   |
| Carrington & Co. Limited                    | 3.8.84   |
| Sears Manufacturing and Trading Limited     | 3.8.84   |
| Sears Publications Limited                  | 3.8.84   |
| Silcock & Colling Limited                   | 20.8.84  |
| Euro-Port Services (International) Limited  | 20.8.84  |
| Express Auto SA                             | 22.8.84  |
| London West End Cable Limited               | 7.12.84  |
| Central Independent Television plc          | 25.7.85  |
| Footwear Trustee Company                    | 17.10.85 |
| Imperial Group plc                          | 21.04.86 |

GWK/amdp/14.7.86

DERRICK PORTER DAVIES

LIST OF DIRECTORSHIPS - MAY 1986

SHAW AND KILBURN LTD.  
SEARS MOTOR VEHICLE GARAGES LTD.  
S & K MOTORS (SHOUTHERN) LTD.  
AUTORAMA LTD.  
GROSVENOR CARRIAGE CO. LTD.  
NASH OF CARDIFF LTD.  
KENDEN BODIES LTD.  
VEHICLE RENTALS LTD.  
CARMO HOLDINGS LTD.  
SHAW & KILBURN (CARMO) LTD.  
MANSON'S ENGINEERS LTD.  
FLEXION EXTENSIONS LTD.  
CARLTON GARAGE (HAMPSTEAD) LTD.

GILBERT RICE (HOLDINGS) LTD.  
GILBERT RICE (CAMBRIDGE) LTD.  
GILBERT RICE LTD.  
GILBERT RICE (DEREHAM) LTD.  
CAMBRIDGESHIRE MOTORS LTD.  
SEARS GROUP LTD.  
SEARS MANAGEMENT SERVICES LTD.  
SEALFRIDGES FINANCE LTD.  
GILBERT RICE (FLEET MANAGEMENT) LTD.  
GILBERT RICE (HORSHAM) LTD.

SEARS MOTOR GROUP LTD.  
THE S.M.T. SALES & SERVICE CO. LTD.

SEARS FINANCE LTD.  
S.F. (LEASING) LTD.

CHARLES DOUGLAS SEABROOK

LIST OF DIRECTORSHIPS - MAY 1986

SHAW & KILBURN LTD.  
SEARS MOTOR VEHICLE GARAGES LTD.  
S & K MOTORS (SOUTHERN) LTD.  
AUTORAMA LTD.  
GROSVENOR CARRIAGE CO. LTD.  
NASH OF CARDIFF LTD.  
KENDEN BODIES LTD.  
VEHICLE RENTALS LTD.  
CARMO HOLDINGS LTD.  
SHAW & KILBURN (CARMO) LTD.  
MANSON'S ENGINEERS LTD.  
FLEXION EXTENSIONS LTD.  
CARLTON GARAGE (HAMPSTEAD) LTD.

GILBERT RICE (HOLDINGS) LTD.  
GILBERT RICE (CAMBRIDGE) LTD.  
GILBERT RICE LTD.  
GILBERT RICE (DEREHAM) LTD.  
CAMBRIDGESHIRE MOTORS LTD.  
SEARS GROUP LTD.  
SEARS MANAGEMENT SERVICES LTD.  
SELFRIDGES FINANCE LTD.  
GILBERT RICE (FLEET MANAGEMENT) LTD.  
GILBERT RICE (HORSHAM) LTD.

SEARS MOTOR GROUP LTD.  
THE S.M.T. SALES & SERVICE CO. LTD.

SEARS FINANCE LTD.  
S.F. (LEASING) LTD.