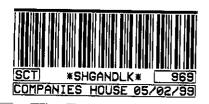


Annual Return

Company Number 80104

Company Name in full

Royal Scot Leasing Limited



Date of this return (See note 1)

The information in this return is made up to

Day Month Year 99 01 02

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.

Month Year Dav

01 02 00

42 St Andrew Square

EH2 2YE

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

Edinburgh

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,

6523

give a brief description of principal activity.

Companies House receipt date barcode

When you have completed and signed the form please send it to Companies House, Crown Way, Cardiff, CF4 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

Page 1

Register of mem	nbers (See note 5)	42 St Andrew Square		
	nbers is not kept at the te here where it is kept.			
	Post town	Edinburgh		
	County / Region		Postcode	EH2 2YE
Register of Debe	enture holders	42 St Andrew Square		
If there is a register of and it is not kept at the state here where it is	ne registered office,			
	Post town	Edinburgh		
	County / Region		Postcode	EH2 2YE
Company type	(See note 7)	_		
Public limited company	•			
Private company limite	d by shares	—		
Private company limite share capital	d by guarantee without			
Private company limite under section 30	d by shares exempt		Please mark the app	ropriate box
Private company limite exempt under section :				
Private unlimited comp	any with share capital			
Private unlimited comp	any without share capital			
Company Secre	tary (See notes 1-5)	Details of a new company	secretary must be n	otified on form 288a.
tnis area to provide	* Style / Title		* Honours etc	
details of joint secretaries).	Forename(s)	John Albert		
	Surname	Lea		
* Voluntary details.	Previous forename(s)			
	Previous surname(s)			
Ad	ldress	2 Heathgate		
Usual residential				
address must be given. In the case of a	Post town	Wickham Bishops		
corporation, give the registered or principal	County / Region	Essex	Postcode	CM8 3NZ
office address.	Country	England		

Please list directors in	•	etical order.	Details of new directors must b	e notified on	form 28	8a.		
	ame	* Style / Title			Day	Month	Year	
		* Honours etc		Date of birth	26	06	40	
		Forename(s)	Thomas				<u> </u>	1
		Surname	Carr					=
	Previo	ous forename(s)						=
	Previ	ous surname(s)						_
Address			4 Admirals Court					
			Eastbury Avenue					=
Usual residential			·					
address must be given. In the case of a	1	Post town	Northwood					
corporation, give the registered or principal		County / Region	Middlesex	Postcode	HA6 3JF	•		
office address.		Country	England Nationality		British			
	Busin	ess occupation	Deputy Managing Director					
	Othe	er directorships	(See continuation sheet).					1
* Voluntary details.								
Directors N	ame	* Style / Title			Day	Month	Year	_
		* Honours etc	BA ACA	Date of birth	29	07	61	
		Forename(s)	Adrian Colin					
		Surname	Farnell					,
	Previo	ous forename(s)						ĺ
Previous surname(s) Address								!
			7 Amaranth Way					
			Up Hatherley				<u></u>	=
Usual residential								=
address must be given. In the case of a	1	Post town	Cheltenham			···		ī
corporation, give the registered or principal		County / Region	Gloucestershire	Postcode	GL51 5\	<u> </u>		-
office address.		Country	England	Nationalit	Britis	h 		
Business occupation Other directorships			Finance Director					
			(See continuation sheet).					

Issued share capital (See notes 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	10,000	£10,000.000
l	Totals	10,000	£10,000.000
List of past and present member (Use attached schedule where appropriate)			J. L
A full list is required if one was not included with either of the last two return (see note 10)	There were no changes as.	in the period	
(600 //610 //9)	A list of changes is enck	on paper	in another format
	A full list of members is	enclosed	
Elective resolutions (Private companies only) (see note 11)		rn an election is in force to annual general meetings,	
(600 11010 11)		rn an election is in force to unts in general meetings,	
Certificate	I certify that the informat knowledge and belief.	ion given in this return is	true to the best of my
Sign	† a director /secretary	Date	22. 1999.
† Please delete as appropriate.			
When you have signed the return sen with the fee to the Registrar of Compa Cheques should be made payable to Companies House.	anies.	(enter number)	ontinuation sheets.
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.	Mrs A U Moriarty The Royal Bank of Sco Group Secretary's Dep 5th Floor, Waterhouse 138-142 Holborn London EC1N 2TH 0171-427 8139	partment	

Directors (Conti	nued)		Details of new directors	must be notified on f	orm 28	8a.		
Please list directors i	n alphabetical	order.						
N	Name *	Style / Title			Day	Month	Year	
	*	Honours etc	ВА	Date of birth	26	06	57	
	F	Forename(s)	William Vaughan					
		Surname	Latter					
	Previous f	forename(s)						_
	Previous	surname(s)						_
Address			Bonnets End					
			Bushley					=
Usual residential								_
address must be given. In the case of	а	Post town	Nr. Tewkesbury			···	<u>-</u>	_
corporation, give the registered or principa	Cou	unty / Region	Gloucestershire	Postcode	3L20 6H	I T		_
office address.	18	Country	England	Nationality	British	1		
	Business	occupation	Director, Technical & Risk					
	Other di	irectorships	(See continuation sheet	:).				
* Voluntary details.								
Directors N	Name *	' Style / Title			Day	Month	Year	
	*	Honours etc		Date of birth	17	01	51	_
	F	Forename(s)	Jonathan Michael					_
		Surname	Sweetman					_
	Previous f	forename(s)						_
Previous surname(s)								
	Address		Knole					
Usual residential			Shaw Green Lane					_
			Prestbury					
address must be given. In the case of	а	Post town	Cheltenham					_
corporation, give the registered or principa	Cot	unty / Region	Gloucestershire	Postcode	GL52 3E	3P		_
office address.		Country	England	Nationality	Britisl	n 		
	Business	occupation	Managing Director					_
Other directorships			(See continuation sheet).					

Company Number | 80104

Company Name in full | Royal Scot Leasing Limited

Current directorships for Thomas Carr

Airlease International Management Limited

R.B. Asset Value Limited

Royal Bank Operating Leasing Limited

Sapphire Aircraft Leasing and Trading Limited

Past directorships for Thomas Carr

Admirals Court Residents Limited (08-Oct-1997)

Airlease International Management Limited (21-Mar-1995)

R.B. Asset Value Limited (27-Jun-1997)

Ruby Aircraft Leasing and Trading Limited (22-May-1997)

Ruby Aircraft Leasing and Trading Limited (21-May-1998)

Sapphire Aircraft Leasing and Trading Limited (22-May-1997)

Current directorships for Adrian Colin Farnell

Motability Finance Limited

Sapphire Aircraft Leasing and Trading Limited

Past directorships for Adrian Colin Farnell

Ruby Aircraft Leasing and Trading Limited (21-May-1998)

Current directorships for William Vaughan Latter

R.B. Asset Value Limited

Royal Bank Operating Leasing Limited

Current directorships for Jonathan Michael Sweetman

Motability Finance Limited

R.B. Asset Value Limited

Royal Bank Operating Leasing Limited

Form 363a continuation sheet

Past directorships for Jonathan Michael Sweetman R.B. Asset Value Limited (01-Jan-1999) Ruby Aircraft Leasing and Trading Limited (22-May-1997) Sapphire Aircraft Leasing and Trading Limited (22-May-1997)]		80104	any Number	Comp
R.B. Asset Value Limited (01-Jan-1999) Ruby Aircraft Leasing and Trading Limited (22-May-1997)				mited	Royal Scot Leasing Lir	Name in full	Company
Ruby Aircraft Leasing and Trading Limited (22-May-1997)	7	J			han Michael Sweetman	orships for Jonati	Past direct
					mited (01-Jan-1999)	B. Asset Value Lir	R
Sapphire Aircraft Leasing and Trading Limited (22-May-1997)							
				d (22-May-1997)	easing and Trading Limited	pphire Aircraft Le	Sa
							:

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

Company Number 80104

Company Name in full Royal Scot Leasing Limited

	!			
	Number of shares or amount of stock held by existing members at date of this return.	Particulars of shares or stock transferred sind 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 (b) persons who have ceased to be member		
	Number or amount	Number or amount	Date of registration	
Name and address	currently held	Transferred	of transfer	Remarks
Glyns Nominees Limited				
Waterhouse Square, 138-142 Holborn, London, EC1N 2TH, England				
Ordinary Shares	1			
Royal Bank Leasing Limited				
42 St Andrew Square, Edinburgh, EH2 2YE, Scotland				
Ordinary Shares	9,999			