

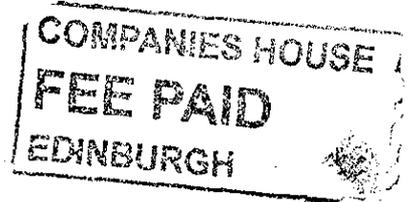


Companies House

for the record

Company Name

F&C PRIVATE EQUITY TRUST PLC **363s Annual Return**



- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in c:



6CT 8JFWS9XK 1374
COMPANIES HOUSE 29/10/05

Company Type
Public Limited Company

Company Number
SC179412

Information extracted from
Companies House records on
16th September 2005

Section 1: Company details

Ref: SC179412/03/10

	Current details	Amended details																		
> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	80 George Street Edinburgh EH2 3BU	Address _____ _____ _____ UK Postcode _ _ _ _ _																		
> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Address where the Register is held Capita Registrars Sutherland House 108 Dundas Street Edinburgh EH3 5DQ	Address _____ _____ _____ UK Postcode _ _ _ _ _																		
> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Not Applicable	Address _____ _____ _____ UK Postcode _ _ _ _ _																		
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<table border="1"> <thead> <tr> <th>SIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>6523</td> <td>Other financial intermediation</td> </tr> </tbody> </table>	SIC Code	Description	6523	Other financial intermediation	<table border="1"> <thead> <tr> <th>SIC CODE</th> <th>Description</th> </tr> </thead> <tbody> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> <tr><td>_____</td><td>_____</td></tr> </tbody> </table>	SIC CODE	Description	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
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> <i>Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.</i>																				

Section 2: Details of Officers of the Company

	Current details	Amended details
<p>> Company Secretary. <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Company Secretary must be notified on form 288a.</i></p>	<p>Name F&C ASSET MANAGEMENT PLC</p> <p>Address 80 George Street Edinburgh EH2 3BU</p>	<p>Name <hr/></p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address <hr/> <hr/></p> <p>UK Postcode L L L L L L L Date of change L L / L L / L L L L Date F&C ASSET MANAGEMENT PLC ceased to be secretary (if applicable) L L / L L / L L L L</p>
<p>> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Director must be notified on form 288a.</i></p>	<p>Name Douglas KINLOCH ANDERSON</p> <p>Address Brockham Green 36A Kings Road Longniddry East Lothian EH32 0NN</p> <p>Date of birth 19/02/1939</p> <p>Nationality British</p> <p>Occupation Company Chairman</p>	<p>Name <hr/></p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address <hr/> <hr/></p> <p>UK Postcode L L L L L L L Date of birth L L / L L / L L L L Nationality _____ Occupation _____</p> <p>Date of change L L / L L / L L L L Date Douglas KINLOCH ANDERSON ceased to be director (if applicable) L L / L L / L L L L</p>

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p>Particulars of a new Director must be notified on form 288a.</p>	<p>Name Robert William Lindsay LEGGET</p> <p>Address Danskine Gifford East Lothian EH41 4PJ</p> <p>Date of birth 13/07/1950</p> <p>Nationality British</p> <p>Occupation Company Director</p>	<p>Name</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Robert William Lindsay LEGGET ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p>Particulars of a new Director must be notified on form 288a.</p>	<p>Name Sir James MCKINNON CA FCMA FIMGT</p> <p>Address April Meadow, 9 Leigh Hill Road Cobham Surrey KT11 2HS</p> <p>Date of birth 07/07/1929</p> <p>Nationality British</p> <p>Occupation Director</p>	<p>Name</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Sir James MCKINNON CA FCMA FIMGT ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>

	Current details	Amended details
<p>> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Director must be notified on form 288a.</i></p>	<p>Name John Campbell RAFFERTY</p> <p>Address 5 St Margarets Road Edinburgh Midlothian EH9 1AZ</p> <p>Date of birth 30/06/1951</p> <p>Nationality British</p> <p>Occupation Solicitor</p>	<p>Name</p> <hr/> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <hr/> <hr/> <hr/> <p>UK Postcode L L L L L L L L</p> <p>Date of birth L L / L L / L L L L</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change L L / L L / L L L L</p> <p>Date John Campbell RAFFERTY ceased to be director (if applicable)</p> <p style="text-align: right;">L L / L L / L L L L</p>
<p>> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Director must be notified on form 288a.</i></p>	<p>Name David Macdonald SIMPSON</p> <p>Address 27 Succoth Park Edinburgh Midlothian EH12 6BX</p> <p>Date of birth 25/05/1941</p> <p>Nationality British</p> <p>Occupation Company Director</p>	<p>Name</p> <hr/> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <hr/> <hr/> <hr/> <p>UK Postcode L L L L L L L L</p> <p>Date of birth L L / L L / L L L L</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change L L / L L / L L L L</p> <p>Date David Macdonald SIMPSON ceased to be director (if applicable)</p> <p style="text-align: right;">L L / L L / L L L L</p>

Section 3: Share Capital

	Current details	Amended details
<p>> Issued Share Capital <i>This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.</i></p>	<p>Class of share Ordinary</p>	<p>Class of share <u>ORDINARY A</u></p>
	<p>Nominal value of each share £1.00</p>	<p>Nominal value of each share <u>£0.01</u></p>
	<p>Number of shares issued 2</p>	<p>Number of shares issued <u>67,084,807</u></p>
	<p>Aggregate Nominal Value of issued shares £2.00</p>	<p>Aggregate Nominal Value of issued shares <u>£670,848.07</u></p>
	<p>Class of share Ordinary C</p>	<p>Class of share <u>ORDINARY B</u></p>
	<p>Nominal value of each share £1.00</p>	<p>Nominal value of each share <u>£0.01</u></p>
	<p>Number of shares issued 20,000,000</p>	<p>Number of shares issued <u>39,183,120</u></p>
	<p>Aggregate Nominal Value of issued shares £20,000,000.00</p>	<p>Aggregate Nominal Value of issued shares <u>£391,831.20</u></p>
	<p>Class of share Ordinary C</p>	<p>Class of share <u>ORDINARY C</u></p>
	<p>Nominal value of each share £0.02</p>	<p>Nominal value of each share <u>£0.02</u></p>
	<p>Number of shares issued 29,758,449</p>	<p>Number of shares issued <u>49,758,449</u></p>
	<p>Aggregate Nominal Value of issued shares £595,168.98</p>	<p>Aggregate Nominal Value of issued shares <u>£995,168.98</u></p>
	<p>Class of share Ordinary 1</p>	<p>Class of share _____</p>
	<p>Nominal value of each share £0.01</p>	<p>Nominal value of each share _____</p>
	<p>Number of shares issued 5,000,000</p>	<p>Number of shares issued _____</p>
	<p>Aggregate Nominal Value of issued shares £50,000.00</p>	<p>Aggregate Nominal Value of issued shares _____</p>
<p>> Total shares issued and value <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p>	<p>Total number of shares issued 54,758,451</p>	<p>Total number of shares issued <u>156,026,376</u></p>
	<p>Total Nominal value of shares issued £20,645,170.98</p>	<p>Total Nominal value of shares issued <u>£20,578,482.5</u></p>

Current details**Amended details**

- > At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 333636.

Current details	Amended details	Shares transferred
<p>> Shareholder Name FRIENDS PROVIDENT LIFE AND PENSIONS LIMITED</p> <p>Address Pixham End Dorking Surrey RH4 1QA</p> <p>Shares held Class Ordinary C Number 20000000</p>	<p>Name _____</p> <p>Address _____ _____</p> <p>UK Postcode </p> <p>Shares held Class Number</p> <p>_____</p> <p>_____</p>	<p>Shares transferred by FRIENDS PROVIDENT LIFE AND PENSIONS LIMITED</p> <p>Class Number Date of transfer</p> <p>_____</p> <p>_____</p>
<p>> Shareholder Name JORDANS SCOTLAND LTD</p> <p>Address 24 Great King Street Edinburgh EH3 6QN</p> <p>Shares held Class Ordinary Number 1</p>	<p>Name _____</p> <p>Address _____ _____</p> <p>UK Postcode </p> <p>Shares held Class Number</p> <p>_____</p> <p>_____</p>	<p>Shares transferred by JORDANS SCOTLAND LTD</p> <p>Class Number Date of transfer</p> <p>_____</p> <p>_____</p>
<p>> Shareholder Name OSWALDS OF EDINBURGH LIMITED</p> <p>Address 24 Great King Street Edinburgh Midlothian EH3 6QN</p> <p>Shares held Class Ordinary Number 1</p>	<p>Name _____</p> <p>Address _____ _____</p> <p>UK Postcode </p> <p>Shares held Class Number</p> <p>_____</p> <p>_____</p>	<p>Shares transferred by OSWALDS OF EDINBURGH LIMITED</p> <p>Class Number Date of transfer</p> <p>_____</p> <p>_____</p>

Current details	Amended details	Shares transferred
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> **Shareholder Name**
THE SCOTTISH EASTERN INVESTMENT TRUST PLC

Address
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2ES

Shares held
Class
Ordinary 1

Number
5000000

Name

Address

UK Postcode _ _ _ _ _

Shares held

<i>Class</i>	<i>Number</i>
_____	_____
_____	_____

Shares transferred by
THE SCOTTISH EASTERN INVESTMENT TRUST PLC

<i>Class</i>	<i>Number</i>	<i>Date of transfer</i>
_____	_____	__/__/____
_____	_____	__/__/____

Section 5: Details of Other Shareholders

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (if appropriate)	Date of registration of transfer (if appropriate)
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			



Companies House
— for the record —

363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

1. Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £30.

Signature

[Handwritten Signature]
(Director / Secretary)

Date

14, 10, 2005
_ _ / _ _ / _ _ _ _

This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

2. Date of this return

This AR is made up to
6/10/2005

If you are making this return up to an earlier date, please give the date here

_ _ / _ _ / _ _ _ _

Note: The form must be delivered to CH within 28 days of this date

3. Date of next return

If you wish to change your next return to a date earlier than **6th October 2006** please give the new date here:

_ _ / _ _ / _ _ _ _

4. Where to send this form

Please return this form to:

Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Contact Address

You do not have to give any contact information below, 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.

Contact Name

SEONAD WOOK

Telephone number *inc code*

0131 4651000

Address

FIC ASSET MANAGEMENT
80 GEORGE STREET
EDINBURGH

DX number *if applicable*

DX exchange

Postcode

EH2 3BU



FORM ML13/1

BULK LIST OF SHAREHOLDERS OR MEMBERS

A bulk list (over 50 pages) of Shareholders or Members for the company named below has been lodged but does not appear on this annual return.

If you wish to search the list please contact Companies House Information Centre.

Company Number: SC179412

Company Name: F&C PRIVATE EQUITY TRUST PLC

Annual Return Date:06/10/05