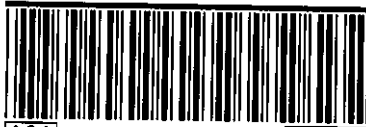




C O M P A N I E S H O U S E

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



A01 *AN4NBA7G* 172
COMPANIES HOUSE 06/10/98

BR
E45 x3
067307

363s

Annual Return

of company number 01933173

A

company name
UPS LIMITED

company type
PRIVATE COMPANY LIMITED BY SHARES

This form should be completed in black.

The information printed below is taken from Companies House records as at 16/09/98

If this information requires amendment use the spaces opposite.

Date of this return *(See note 1)*

The information in this return should be made up to a date not later than

Day	Month	Year
3 0	0 9	9 8

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

Day	Month	Year

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.

Day	Month	Year

Registered Office *(See note 3)*

This is the address registered by Companies House.

UPS HOUSE
FOREST ROAD
FELTHAM
MIDDLESEX TW13 7DY

.....
.....
.....
.....

Principal business activities *(See note 4)*

Trade classification is
6312 STORAGE AND WAREHOUSING

--	--	--	--

--	--	--	--

--	--	--	--

--	--	--	--

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

01933173

Register of members (See note 5)

If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

The register is kept at

REGISTERED OFFICE

Register of debenture holders (See note 6)

Any register of debenture holders (or duplicate) is kept at

Company Secretary (See note 7)

Particulars of a new secretary **must** be notified on form 288.

Day	Month	Year

 Date of any change.

JEFFREY
SMITH
14 LOCKBRIDGE COURT
RAY PARK ROAD
MAIDENHEAD
BERKSHIRE SL6 8UP

If this person has ceased to be secretary, please state when.

Day	Month	Year

 Date of resignation.

Directors (See note 7)

Particulars of a new director **must** be notified on form 288.

Day	Month	Year

 Date of any change.

HANS MICHAEL
MENSING
VOSSESTRAAT 17
3090 OVERIJSE
BELGIUM

Date of Birth:— 27/04/57

Nat:GERMAN

Occ:LAWYER

If this person has ceased to be director, please state when.

Day	Month	Year

 Date of resignation.

Show any relevant current and previous directorships.

SEE ATTACHED LIST

01933173

If the information shown needs amendment,
give details below and the date of any change.

Directors - continued

Particulars.

BURKHARD
MEYER
18 HIGH GARTH
ESHER
SURREY KT10 9DN

Day	Month	Year

 Date of any change.

Date of Birth:- 19/06/53

Nat:GERMAN

Occ:DIRECTOR

If this person has ceased to be director, please
state when.

Day	Month	Year

 Date of resignation.

Show any relevant current and previous directorships.

SEE ATTACHED LIST

Particulars.

RANDY LAWRENCE
PULITO
HOELLSTEINSTR 16
61350 BAD HOMBURG
GERMANY

Day	Month	Year

 Date of any change.

Date of Birth:- 20/11/46

Nat:AMERICAN

Occ:EXECUTIVE

If this person has ceased to be director, please
state when.

Day	Month	Year

 Date of resignation.

Show any relevant current and previous directorships.

SEE ATTACHED LIST

Particulars.

JEFFREY
SMITH
14 LOCKBRIDGE COURT
RAY PARK ROAD
MAIDENHEAD
BERKSHIRE SL6 8UP

Day	Month	Year

 Date of any change.

Date of Birth:- 20/01/47

Nat:BRITISH

Occ:COMPANY DIRECTOR

If this person has ceased to be director, please
state when.

Day	Month	Year

 Date of resignation.

Show any relevant current and previous directorships.

SEE ATTACHED LIST

01933173

Issued Share Capital (See note 8)

Enter details of all shares in issue at the date of this return.

Class (eg Ordinary/ Preference etc)	Number of shares issued	Aggregate nominal value (ie Number of shares issued multiplied by nominal value per share)
ORDINARY	2,000	£2,000
Totals	2,000	£2,000

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

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

Please mark the
appropriate box.

There were no changes in the period



on paper

not on
paper

The last full members list was at 30/09/96

A list of changes is enclosed



A full list of members is enclosed

**Elective resolutions** (See note 10)

(Private companies only)

If an elective resolution is in force at the date of this return to dispense with annual general meetings, *mark this box.*



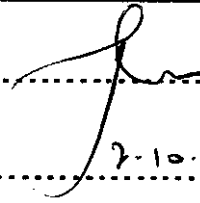
If an elective resolution is in force at the date of this return to dispense with laying accounts in general meetings, *mark this box.*

**Certificate**

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

I enclose the fee of **£15.**

Cheques should be made payable
to **Companies House.**

Signed


Secretary/Director*
*(delete as appropriate)

Date

2.10.99

This return includes 4 continuation sheets.
(enter number)

**Please ensure that you have completed
all sections on this page.**

To whom should Companies House direct any
enquiries about the information shown in this
return?----->

Postcode

Telephone

Ext

DIRECTORSHIPS - HANS MICHAEL MENSING

UPS of Portugal, Inc.
UPS of Norway, Inc.
UPS (UK) Limited
UPS Limited
Atlasair Limited
UPS Air Couriers of America Limited
UPS of America Limited
Atexco (1991) Limited
United Parcel Service of America

DIRECTORSHIPS - BURKHARD MEYER

UPS (UK) LIMITED

UPS LIMITED

ATLASAIR LIMITED

UPS AIR COURIERS OF AMERICA LIMITED (formerly IML Air Services Group Limited)

CARRYFAST HOLDINGS LIMITED

“ CARRYFAST LIMITED

HAULFAST LIMITED

DIRECTORSHIPS - RANDY L. PULITO

United Parcel Service Belgium N.V.
United Parcel Service Nederland B.V.
United Parcel Service (Switzerland)
UPS of Norway, Inc.
UPS of Portugal, Inc.
UPS (UK) Limited
UPS Limited
Atlasair Limited
UPS Air Couriers of America Limited
UPS of America Limited
Atexco (1991) Limited
United Parcel Service of America

DIRECTORSHIPS - JEFFREY SMITH

ATLASAIR LIMITED

UPS AIR COURIERS OF AMERICA LIMITED (formerly IML Air Services Group Limited)

UPS LIMITED

UPS (UK) LIMITED

LOCKBRIDGE COURT MANAGEMENT COMPANY LIMITED