



BLUEPRINT
Company Secretary

Please complete in typescript,
or in bold black capitals.

CHFP055

Annual Return

Company Number **3104978**

Company Name in full **Liberty International Pensions Limited**

Date of this return (See note 1)

The information in this return is made up to

Day		Month		Year			
0	8	0	5	2	0	0	0

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			
0	8	0	5	2	0	0	1

Registered Office (See note 3)

Show here the address at the date of
this return.

40 Broadway

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

Post town

London

County / Region

Postcode

SW1H 0BT

Principal business activities

(See note 4)

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

6720

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



A34
COMPANIES HOUSE

0479
17/05/00

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 (See note 5)

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

Post town
County / Region

Postcode

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town
County / Region

Postcode

Company type (See note 7)

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

Please mark the appropriate box

Company Secretary (See notes 8)

(Please photocopy this area to provide details of joint secretaries).

Name * Style / Title

Forename(s)

Surname

* Voluntary details. Previous forename(s)

Previous surname(s)

Address

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

Post town
County / Region
Country

* Honours etc

Details of a new company secretary must be notified on form 288a

Susan

FOLGER

80 Idmiston Road

London

Postcode SE27 9HQ

Directors (See notes 8)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	0 1	1 2
	Forename(s)	Nicholas Ben-Gough				
	Surname	ALLISTON				
	Previous forename(s)					
	Previous surname(s)					
Address	Westbrooke House					
	Little Bowden					
	Market Harborough					
	Post town	Leicester				
	County / Region	Leicestershire	Postcode	LE16 8AX		
	Country		Nationality	British		
	Business occupation	Director				
	Other directorships	(See continuation sheet).				

* Voluntary details.

Name	* Style / Title	Mr		Day	Month	Year
	* Honours etc			Date of birth	1 7	0 6
	Forename(s)	David Hilbery				
	Surname	BEEVERS				
	Previous forename(s)					
	Previous surname(s)					
Address	Little Tew					
	Lords Hill Common					
	Post town	Shamley Green				
	County / Region	Surrey	Postcode	GU5 0TJ		
	Country	England	Nationality	British		
	Business occupation	Lawyer				
	Other directorships	(See continuation sheet).				

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

Issued share capital (See note 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)

'A' Ordinary Shares	40,000,000	£40,000,000.000
'B' Ordinary Shares	5,000,000	£5,000,000.000
'C' Ordinary Shares	5,000,000	£5,000,000.000
Totals	50,000,000	£50,000,000.000

List of past and present members

(Use attached schedule where appropriate)

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

(see note 10)

There were no changes in the period



on paper

in another format

A list of changes is enclosed



A full list of members is enclosed

**Elective resolutions**

(Private companies only)

(see note 11)

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

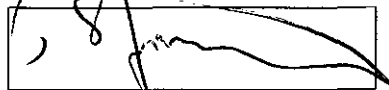


If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

**Certificate**

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

Signed



Date

16/5/2000

† 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

13

continuation sheets.

(enter number)

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.

The Secretary (Ref: RJA)
Liberty International PLC
40 Broadway
London SW1H 0BT

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		0	1	0	4	1	9	5	8
Forename(s)	David Andrew								
Surname	FISCHEL								
Previous forename(s)									
Previous surname(s)									
Address	Sweethill Farm								
	School Lane								
	Ashurst								
	Post town	Nr Steyning							
	County / Region	West Sussex			Postcode	BN44 3AY			
	Country				Nationality	British			
Business occupation	Chartered Accountant								
Other directorships	(See continuation sheet).								

* Voluntary details.

Name	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		0	9	0	9	1	9	3	5
Forename(s)	Michael								
Surname	RAPP								
Previous forename(s)									
Previous surname(s)									
Address	7 Ennismore Gardens								
	Post town								
	County / Region	London			Postcode	SW7 1NL			
	Country				Nationality	British			
Business occupation	Director								
Other directorships	(See continuation sheet).								

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	1	4
					0	1
					1	9
					4	5
Forename(s)	Farrell Barry					
Surname	SHER					
Previous forename(s)						
Previous surname(s)						
Address	11 Clifton Villas					
	Little Venice					
Post town	London					
County / Region	W9 2PH			Postcode		
Country				Nationality	British	
Business occupation	Company Director					
Other directorships	(See continuation sheet).					

* Voluntary details.

Name	* Style / Title			Day	Month	Year
	* Honours etc			Date of birth	2	2
					0	6
					1	9
					5	9
Forename(s)	Aidan Christopher					
Surname	SMITH					
Previous forename(s)						
Previous surname(s)						
Address	50 Wavendon Avenue					
Post town	Chiswick					
County / Region	London			Postcode	W4 4NS	
Country				Nationality	British	
Business occupation	Chartered Accountant					
Other directorships	(See continuation sheet).					

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title									
		Day	Month	Year						
* Honours etc		Date of birth	0	1	0	4	1	9	3	1
Forename(s)	Phillip									
Surname	SOBER									
Previous forename(s)										
Previous surname(s)										
Address	4 Horbury Mews									
Post town	London									
County / Region						Postcode	W11 3NL			
Country						Nationality	British			
Business occupation	Chartered Accountant F.C.A.									
Other directorships	(See continuation sheet).									

* Voluntary details.

Name	* Style / Title	Mr								
		Day	Month	Year						
* Honours etc		Date of birth	2	0	1	1	1	9	4	5
Forename(s)	Adrian Harold Michael									
Surname	WHITE									
Previous forename(s)										
Previous surname(s)										
Address	54 Lanercost Road									
Post town	London									
County / Region						Postcode	SW2 3DR			
Country						Nationality	British			
Business occupation	Deputy Chief Executive and Chief Operating Officer									
Other directorships	(See continuation sheet).									

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Past directorships for Nicholas Ben-Gough ALLISTON

Prudential Investment Products (Channel Islands) Limited (06-Nov-1997)

Prudential Personal Equity Plans Limited (06-Nov-1997)

Prudential Staff Pensions Limited (18-Jun-1997)

Prudential Unit Trusts Limited (06-Nov-1997)

Current directorships for Mr David Hilbery BEEVERS

Capital International Limited

Current directorships for David Andrew FISCHER

Braehead Park Estates Limited

Broadway Construction & Development (Bromley) Limited

Broadway Construction & Development (Thurrock) Limited

Broadway Construction & Development Limited

Broadway Retail Leisure Limited

C & C (US) No. 1, Inc.

C & C (US) No. 2, Inc.

C&C Delaware, Inc.

Capcount Australia PTY Ltd

Capcount Bermuda Limited

Capcount Development PTY Ltd

Capcount FM Limited

Capcount Kensington Limited

Capcount Management Limited

Capcount Management Limited - (AUS)

Capcount Property Investment Company Limited

Capcount Trading

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Capital & Counties (Australia) Holdings Limited

Capital & Counties plc

Capital & Counties U.S.A. Inc

Capital Shopping Centres PLC

Conduit Insurance Holdings Limited

CSC Leisure Limited

CSC Properties Limited

CSC Property Services Limited

CSC Uxbridge Limited

Ermitage International Limited

Ermitage Management (UK) Limited

Ferensway Limited

Fortheath (No 3) Limited

Greenhaven Industrial Properties Limited

Greenhaven Securities Limited

Kestrel Properties Limited

Kindmotive Limited

Lakeside 1988 Limited

Liberty International Asset Management Limited

Liberty International Financial Services PLC

Liberty International Group Treasury Limited

Liberty International Holdings PLC

Liberty International PLC

Liberty Life Assurance Limited

Marlowe Investments (Kent) Limited

Middleford Property Investments Limited

Montrose Holdings B.V.

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Portfolio Fund Management Limited

Runic Nominees Limited

Sandal Investments Limited

Standard Bank London Limited

TAI Investments Limited

TAI Nominees Limited

The Bullfinch Company Limited

TransAtlantic Holdings Limited

Transol Investments Limited

Westgate Oxford Investments Limited

Past directorships for David Andrew FISCHER

Capcount Developments Limited (02-Feb-1999)

Capcount Victoria Centre Limited (02-Feb-1999)

Capital & Counties Property Company (Nottingham) Ltd (02-Feb-1999)

Conduit Securities Limited (02-Feb-1999)

CSC Properties Investments Limited (20-Jan-1999)

Dartfield Property Investments Limited (02-Feb-1999)

Dover West Investments Limited (09-Feb-1999)

Fortheath Investments (02-Feb-1999)

Liberty Portfolio Manager Selection Limited (21-Jul-1999)

Ocean & Capital Properties Pte Limited (14-Jun-1995)

Portcap (Eight) Limited (10-Sep-1999)

Portcap (Eleven) Limited (10-Sep-1999)

Portcap (Five) Limited (10-Sep-1999)

Portcap (Four) Limited (10-Sep-1999)

Portcap (Nine) Limited (10-Sep-1999)

Portcap (One) Limited (28-Jun-1999)

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Portcap (Seven) Limited (10-Sep-1999)

Portcap (Six) Limited (10-Sep-1999)

Portcap (Ten) Limited (10-Sep-1999)

Portcap (Twelve) Limited (10-Sep-1999)

Portcap (Two) Limited (28-Jun-1999)

Sun Life Assurance Society PLC (31-Aug-1995)

Sun Life Corporation plc (31-Aug-1995)

Sun Life Holdings PLC (31-Aug-1995)

Sutton Shopping Centre Limited (02-Feb-1999)

TC Investments Limited (02-Feb-1999)

Transcap Investments Limited (02-Feb-1999)

Current directorships for Michael RAPP

7/8 Ennismore Gardens Residents Association Limited

C & C (US) No. 1, Inc.

C & C (US) No. 2, Inc.

Capcount Australia PTY Ltd

Capcount Development PTY Ltd

Capcount Management Limited - (AUS)

Capital & Counties (Australia) Holdings Limited

Capital & Counties plc

Capital & Counties U.S.A. Inc

Capital Shopping Centres PLC

CSC Properties Limited

Liberty International PLC

Princedale Group plc

West America Properties S.A.

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Westcity Holdings Limited

Westcity Properties PLC

Past directorships for Michael RAPP

Capcount FM Limited (10-Dec-1999)
Conduit Insurance Holdings Limited (30-Jul-1999)
Conduit Securities Limited (02-Feb-1999)
CSC Property Services Limited (10-Dec-1999)
Kindmotive Limited (10-Dec-1999)
Lakeside 1988 Limited (10-Dec-1999)
Liberty International Asset Management Limited (04-Aug-1997)
Liberty International Financial Services PLC (05-Oct-1999)
Liberty International Group Treasury Limited (10-Dec-1999)
Liberty International Holdings PLC (30-Jul-1999)
Liberty Portfolio Manager Selection Limited (14-Sep-1998)
Rapp & Maister Construction (Proprietary) Limited (14-Aug-1995)
Runic Nominees Limited (20-Apr-1998)
Sun Life Assurance Society PLC (31-Aug-1995)
Sun Life Corporation plc (31-Aug-1995)
TAI Investments Limited (30-Jul-1999)
TC Investments Limited (20-Apr-1998)
The Bullfinch Company Limited (20-Apr-1998)
TransAtlantic Holdings Limited (20-Apr-1998)
Transcap Investments Limited (02-Feb-1999)
Transol Investments Limited (20-Apr-1998)

Current directorships for Farrell Barry SHER

Capital & Counties plc

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Conduit Insurance Holdings Limited
CSC Properties Investments Limited
Ermitage International Limited
Liberty International Asset Management Limited
Liberty International Financial Services PLC
Liberty International Group Treasury Limited
Liberty International Holdings PLC
Liberty International PLC
Liberty Life Assurance Limited
Portfolio Fund Management Limited
Runic Nominees Limited
Sandal Investments Limited
TAI Investments Limited
TAI Nominees Limited
The Bullfinch Company Limited
TransAtlantic Holdings Limited
Transol Investments Limited

Past directorships for Farrell Barry SHER

Liberty Portfolio Manager Selection Limited (14-Sep-1998)
TC Investments Limited (02-Feb-1999)

Current directorships for Aidan Christopher SMITH

Broadway Construction & Development (Bromley) Limited
Broadway Construction & Development (Thurrock) Limited
Broadway Construction & Development Limited
Capcount FM Limited
Capcount Kensington Limited

Company Number 3104978**Company Name in full** Liberty International Pensions Limited

Capcount Management Limited

Capcount Property Investment Company Limited

Capcount Trading

Capital & Counties plc

Conduit Insurance Holdings Limited

Forth Heath (No 3) Limited

Greenhaven Industrial Properties Limited

Greenhaven Securities Limited

Kestrel Properties Limited

Kindmotive Limited

Lakeside 1988 Limited

Liberty International Asset Management Limited

Liberty International Financial Services PLC

Liberty International Group Treasury Limited

Liberty International Holdings PLC

Liberty International PLC

Liberty Life Assurance Limited

Middleford Property Investments Limited

Portcap (Eight) Limited

Portcap (Eleven) Limited

Portcap (Five) Limited

Portcap (Four) Limited

Portcap (Nine) Limited

Portcap (Seven) Limited

Portcap (Six) Limited

Portcap (Ten) Limited

Portcap (Twelve) Limited

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Portfolio Fund Management Limited

Runic Nominees Limited

Sandal Investments Limited

TAI Investments Limited

TAI Nominees Limited

The Bullfinch Company Limited

TransAtlantic Holdings Limited

Transol Investments Limited

Past directorships for Aidan Christopher SMITH

Capcount Developments Limited (02-Feb-1999)

Capcount Victoria Centre Limited (02-Feb-1999)

Capital & Counties Property Company (Nottingham) Ltd (02-Feb-1999)

Dartfield Property Investments Limited (02-Feb-1999)

Dover West Investments Limited (09-Feb-1999)

Dunnett Shaw & Partners Limited (17-Jul-1998)

Forth Heath Investments (02-Feb-1999)

Liberty Portfolio Manager Selection Limited (14-Sep-1998)

Portcap (One) Limited (28-Jun-1999)

Portcap (Two) Limited (28-Jun-1999)

Sun Life Holdings PLC (31-Aug-1995)

Sutton Shopping Centre Limited (02-Feb-1999)

TC Investments Limited (02-Feb-1999)

The Blyth Theatre Company Limited (19-Feb-1999)

Current directorships for Phillip SOBER

Capital & Counties plc

Capital Shopping Centres PLC

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Liberty International Asset Management Limited

Liberty International Group Treasury Limited

Liberty International PLC

The Savile Club Limited

Past directorships for Phillip SOBER

Conduit Insurance Holdings Limited (30-Jul-1999)

Conduit Securities Limited (02-Feb-1999)

Liberty International Financial Services PLC (05-Oct-1999)

Liberty International Holdings PLC (30-Jul-1999)

Liberty Portfolio Manager Selection Limited (14-Sep-1998)

Runic Nominees Limited (20-Apr-1998)

TAI Investments Limited (30-Jul-1999)

TC Investments Limited (20-Apr-1998)

The Bullfinch Company Limited (20-Apr-1998)

TransAtlantic Holdings Limited (20-Apr-1998)

Transcap Investments Limited (02-Feb-1999)

Transol Investments Limited (20-Apr-1998)

Current directorships for Mr Adrian Harold Michael WHITE

Hermes Administration Services Limited

Hermes Investment Management Limited

Hermes Pensions Management Limited

Hermes Shelf Company Limited

Hermes SLP Limited

Past directorships for Mr Adrian Harold Michael WHITE

Allied Provincial Plc (21-Aug-1995)

Granville Private Equity (General Partner) Limited (30-Mar-2000)

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Granville Private Equity Limited (12-Nov-1999)

Hermes Property Management Services Limited (18-May-1998)

Please complete in typescript,
or in bold black capitals.

CHFP055

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

Company Number 3104978

Company Name in full Liberty International Pensions Limited

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred
since
the date of the last return (or in the case of
the
first return, since the incorporation of the
company) by

Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
Britel Fund Trustees Limited				
Standon House, 21 Mansell Street, London, E1 8AA, England.				
'B' Ordinary Shares	5,000,000			
Capital Group International, Inc				
11100 Santa Monica Boulevard, 15th Floor, Los Angeles, California, 90025- 3302, United States of America.				
'C' Ordinary Shares	5,000,000			
Liberty International Financial Services PLC				
40 Broadway, London, SW1H 0BT, England.				
'A' Ordinary Shares	40,000,000			