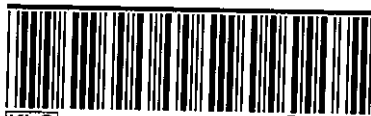




COMPANIES HOUSE

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



KLO *KMRDGHLS* 149
COMPANIES HOUSE 29/06/99

This form should be completed in black.

The information printed below is taken from Companies House records as at 20/03/99

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
03	04	99

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.

Registered Office (See note 3)

This is the address registered by Companies House.

1 SAVOY HILL
LONDON
WC2R 0BP

Principal business activities (See note 4)

Please enter trade classification(s).

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

Bare.

100525

£30 x 2.

363s

Annual Return

of company number 03543429

D

company name

BLACKSTONE HOTEL ACQUISITIONS COMPANY

company type

PRIVATE UNLIMITED COMPANY WITH SHARE CAPITAL

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

Day	Month	Year

7484

03543429

Register of members (See note 5)

The register is kept at
REGISTERED OFFICE

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

Level 1 Exchange House
Primrose Street
London
EC2A 2HS

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.

JONATHAN DAVID
GRAY
240 E
76TH STREET, APT. 146
NEW YORK
NEW YORK 10021
U.S.A.

Day	Month	Year

Date of any change.

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.

THOMAS JOSEPH
BARRACK JR
PO BOX 358
SANTA YNEZ 93460
CALIFORNIA USA

Day	Month	Year

Date of any change.

Date of Birth:- 28/04/47
Nat:AMERICAN
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.

03543429

Directors - continued

Particulars.

JOHN VICTOR
CERIALE
1233 SHENANDOAH DR EAST
SEATTLE
WASHINGTON
98112
USA

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

Day	Month	Year

Date of any change.

.....

.....

.....

.....

.....

.....

Date of Birth:- 10/08/51

Nat:US

Occ:INVESTMENT BANKER

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

Day	Month	Year

Date of resignation.

.....

.....

.....

Show any relevant current and previous directorships.

Particulars.

JONATHAN DAVID
GRAY
240 EAST
76TH STREET APT 146
NEW YORK
10021
U.S.A.

Day	Month	Year

Date of any change.

.....

.....

.....

.....

.....

.....

Date of Birth:- 04/02/70

Nat:AMERICAN

Occ:REAL ESTATE FINANCE

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

Day	Month	Year

Date of resignation.

.....

.....

.....

Show any relevant current and previous directorships.

Particulars.

JOHN ZAVERTNIK
KUKRAL
8
ROCKEY POINT ROAD
OLD GREENWICH
CONNECTICUT 06870
U.S.A.

Day	Month	Year

Date of any change.

.....

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.....

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.....

.....

Date of Birth:- 09/04/60

Nat:AMERICAN

Occ:REAL ESTATE

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

Day	Month	Year

Date of resignation.

.....

.....

.....

Show any relevant current and previous directorships.

03543429

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 issuedAggregate
nominal value
(ie Number of shares
issued multiplied by
nominal value per share)

Ordinary	40,000,000	£40,000,000
Totals	40,000,000	£40,000,000

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

Please mark the
appropriate box.

A full list is required. -

on paper not on
paperA 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.

Signed

Secretary/Director*
*(delete as appropriate)

Date 29.6.99

I enclose the fee of **£15.**Cheques should be made payable
to **Companies House.**This return includes 1 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?----->

Deloitte & Touche
Hill House
1 Little New Street
London Postcode EC4A 3TR

Telephone Ext

LIST OF PAST AND PRESENT MEMBERS
SCHEDULE TO FORM 363

Company Number: 03543429	Account of Shares			
Company Name: BLACKSTONE HOTEL ACQUISITIONS COMPANY	Number of shares or amount of stock held by existing members at date of this return.	Particulars of shares transferred since 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 members.		
Name and address	Number currently held	Number Transferred	Date of Registration of Transfer	Remarks
BRE/Satellite LLC	0	99	7.5.98	TO BRE/Savoy Acquisition Company
345 Park Avenue				
New York				
NY 10154				
USA				
Snapeloose Limited	1			
Level 1				
Exchange House				
Primrose Street				
London EC2A 2HS				
BRE/Savoy Acquisitions Company	13,000,000			
Level 1				
Exchange House				
Primrose Street				
London EC2A 2HS				

Continued overleaf

LIST OF PAST AND PRESENT MEMBERS (continued)

SCHEDULE TO FORM 363[illegible]