



COMPANIES HOUSE

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



This form should be completed in black.

The information printed below is taken from Companies House records as at 15/04/99
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
3 0	0 4	9 9

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

Day	Month	Year

Registered Office (See note 3)

This is the address registered by Companies House.

1 SAVOY HILL
LONDON
WC2R 0BP

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Principal business activities (See note 4)

Please enter trade classification(s).

7	4	8	4
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If the code cannot be determined from the notes, give a brief description of principal activity.

Base.
100525
£30 x 2.

363s

Annual Return

of company number 03558968

R

company name
BRE/SAVOY ACQUISITION COMPANY

company type
PRIVATE UNLIMITED COMPANY WITH SHARE CAPITAL

03558968

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.

JONATHON DAVID
GRAY
APARTMENT 146
240 EAST 76TH STREET
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
CALIFORNIA 93460
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.

03558968

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.

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.....
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.....

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.

JONATHON DAVID
GRAY
APARTMENT 146
240 EAST 76TH STREET
NEW YORK
NEW YORK 10021
U.S.A.

Day Month Year
| | |

Date of any change.

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

Date of Birth:-- 04/02/70
Nat:BRITISH
Occ:REAL ESTATE FINANCE

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

Day Month Year
| | |

Date of resignation.

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.....
.....

Show any relevant current and previous directorships.

Particulars.

JOHN ZAVERTNIK
KUKRAL
8 ROCKY POINT ROAD
OLD GREENWICH
CONNECTICUT 03870
U.S.A.

Day Month Year
| | |

Date of any change.

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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.

03558968

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	140,000,000	£140,000,000
_____	_____	_____
_____	_____	_____
_____	_____	_____
Totals	140,000,000	£140,000,000

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 paper

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.

Signed

[Signature]

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 _____ 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 0171 3033624 Ext _____

LIST OF PAST AND PRESENT MEMBERS

SCHEDULE TO FORM 363

Company Number: 03558968		Account of Shares			Remarks
Company Name: BRE/SAVOY ACQUISITION 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	
BRE/Satellite LP		139,999,999			
345 Park Avenue					
New York, NY 10154					
USA					
Snapelbase Limited		1			
Level 1 Exchange House					
Rainrose Street					
London EC2A 2HS					

Continued overleaf

