

88(2)

Return of Allotment of shares

Please complete in typescript, or
in bold black capitals.

CHFP055

Company Number

184343

Company Name in full

GKN U.S. Investments Limited

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(If shares were allotted on one date
enter that date in the "from" box)

| From | | | To | | |
|------|-------|------|-----|-------|------|
| Day | Month | Year | Day | Month | Year |
| 0 | 5 | 0 | 1 | 2 | 0 |
| | | | | | |

Class of shares
(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each
share (including any share premium)

| | | |
|----------|--|--|
| Ordinary | | |
| 490,286 | | |
| £1.00 | | |
| £86.575 | | |

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

Consideration for which
the shares were allotted
(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

| | | |
|--|--|--|
| | | |
| | | |
| | | |
| | | |



A49
COMPANIES HOUSE
0380
12/01/01

ode

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235
Edinburgh

Names and addresses of the allottees (List joint share allotments consecutively)

| Shareholder details | | | | | | | | | | Shares and share class allotted | |
|--|--|--|--|--|--|--|--|--|--|---------------------------------|-----------------|
| Name | | | | | | | | | | Class of shares allotted | Number allotted |
| GKN Industries Limited | | | | | | | | | | | |
| Address | | | | | | | | | | | |
| PO Box 55, Ipsley House, Ipsley Church Lane, Redditch, | | | | | | | | | | | |
| Worcestershire, England | | | | | | | | | | | |
| UK Postcode | | | | | | | | | | | |
| B 9 8 0 T L | | | | | | | | | | | |
| Name | | | | | | | | | | Class of shares allotted | Number allotted |
| | | | | | | | | | | | |
| Address | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| UK Postcode | | | | | | | | | | | |
| L L L L L L L L | | | | | | | | | | | |
| Name | | | | | | | | | | Class of shares allotted | Number allotted |
| | | | | | | | | | | | |
| Address | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| UK Postcode | | | | | | | | | | | |
| L L L L L L L L | | | | | | | | | | | |
| Name | | | | | | | | | | Class of shares allotted | Number allotted |
| | | | | | | | | | | | |
| Address | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| UK Postcode | | | | | | | | | | | |
| L L L L L L L L | | | | | | | | | | | |
| Name | | | | | | | | | | Class of shares allotted | Number allotted |
| | | | | | | | | | | | |
| Address | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| UK Postcode | | | | | | | | | | | |
| L L L L L L L L | | | | | | | | | | | |

Please enter the number of continuation sheets (if any) attached to this form

0

Signed

Indate full

Date _____

10 JAN 2001

~~A director / secretary, administrator, administrative receiver / receiver manager / receiver~~

Please delete as appropriate

Please give the name and address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

| | |
|--|-------------|
| Helen Armitage, PO Box 55, Ipsley House, Ipsley Church Lane, | |
| Redditch, Worcestershire, B98 0TL | |
| Tel | |
| DX number | DX exchange |