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COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Please do not
write in this
margin

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

To the Registrar of Companies (address overleaf)
(see note 1)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

715143

1. Name of company

* Insert full name
of company

* GWR GROUP PLC

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

| | | | |
|--|----------|---|---|
| Description of shares† | ORDINARY | | |
| A Number allotted | 46768 | | |
| B Nominal value of each | £ 0.05 | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ - | £ | £ |

Date(s) on which the shares were allotted

(a) [on 7th NOVEMBER 1995]\$, or

(b) [from _____ 19 _____ to _____ 19 _____]§

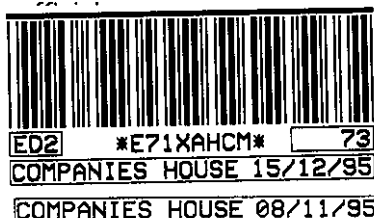
The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

§ Complete
(a) or (b) as
appropriate3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

| | | | |
|---|--|--|--|
| D Extent to which each share is to be treated as paid up. Please use percentage. | 100 % | | |
| E Consideration for which the shares were allotted | ACQUISITION OF THE WHOLE OF THE ISSUED SHARE CAPITAL OF CHILTERN RADIO PLC | | |

Notes

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presentor's name, address,
telephone number and reference
(if any):

NWB 9900-REV. JAN 92-0130

| Names and addresses | Allotment | Names and addresses | Allotment |
|--|-----------|--|-----------|
| MR JOHN LEONARD BURT 23 CHURCH LANE NEWTON BROMSWOLD RUSHDEN NORTHANTS | 2,379 | LYE AND SONS LIMITED 19 DEVONSHIRE STREET LONDON WIN 1FS | 4,759 |
| MRS JACQUELINE MARY FOSTER 45 BURFORD CLOSE BARTON HILLS LUTON LU3 4DS | 566 | SEPON LIMITED THE STOCK EXCHANGE LONDON EC2N 1HP | 20,024 |
| MR VICTOR STORROW 4 HIGH VIEW PUTNOE BEDFORD MK41 8ER | 7,139 | TRINITY INTERNATIONAL HOLDINGS PLC 6 HERITAGE COURT LOWER BRIDGE STREET CHESTER CH1 1RN | 2 |
| MRS JENNIFER MARY WILLIS 4 SHERRARDS PARK ROAD WELWYN GARDEN CITY HERTS AL8 7JP | 11,899 | | |
| TOTAL OF 7 ALLOTMENTS | 46,768 | | |

**Please complete
legibly, preferably
in black type, or
bold block
lettering**

| Names and Addresses | Number of shares allotted | | |
|---------------------|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| | | | |
| | | | |
| SEE LIST ATTACHED | | | |
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| Total | 46768 | | |

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite.

Signed.

~~Designation#~~

Date _____

‡ Insert Director, Secretary, Administrator, Administrative Receiver, or Receiver (Scotland) as appropriate

Companies registered in England and Wales or Wales should deliver this form to:-

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ