

G

Return of allotments of shares

88(2)

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

Please do not
write in this
marginTo the Registrar of Companies (address overleaf)
(See note 1)**(REVISED 1988)****This form replaces forms
PUC2, PUC3 and 88(2)**Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

829505

1. Name of Company

* Insert full name
of company

* BENEFICIAL BANK PUBLIC LIMITED COMPANY

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares †	Ordinary		
A Number allotted	5,000,000		
B Nominal value of each	£ 1.00	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.00	£	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 24th November, 19 97] \$, 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

3. 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.			
E Consideration for which the shares were allotted			

Notes

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment
- 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)).
- Details of bonus issues should be included only in section 2.

Presentor's name, address,
telephone number and reference
(if any):The Secretary & Treasurer
Beneficial Bank PLC
Beneficial House
Easthampstead Road
Bracknell
Berkshire RG12 1NS

For official use

Post Room



4. Names and addresses of allottees

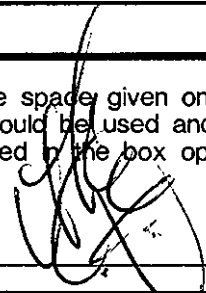
Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
BFC INSURANCE AGENCY OF AMERICA 400 Beneficial Center, Peapack, New Jersey 07977, United States of America.	5,000,000		
Total	5,000,000		

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

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:

‡Insert director, secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed  Designation ‡ Secretary Date 25.11.1997

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

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

Companies registered in Scotland should deliver this form to:-

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