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

Return of allotments of shares

88(2)

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

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Please do not
write in this
margin

To the Registrar of Companies (address overleaf)
(see note 1)

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

Company number

1210188

1. Name of company

* insert full name
of company

* WEST SOMERSET RAILWAY PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORD		
A Number allotted	191550		
B Nominal value of each	£0.10	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£19155	£	£

Date(s) on which the shares were allotted

(a) [on _____ 19 ____] \$, or

(b) [from 1st JANUARY 1996 to 30 APRIL 1996] \$

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

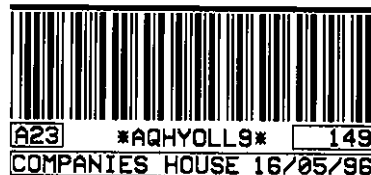
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information 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.

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

MR R.L. LIZARS
WEST SOMERSET RAILWAY PLC
THE STATION
MINEHEAD
SOMERSET TA24 5BG
01643 704944

For official use

| Post room



Please do not
write in the
margin

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

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Signed,

Designation#

Secretary

Date 14.05.96

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

SHARES ISSUED DURING JANUARY

Ref	Shareholder	Code	Shares
3580	Mr David Keith McGowan deceased	T	-500
3620	Mr Alfred A B Page	E	500
	Charlesmarie Pilgrims Way Chew Stoke BRISTOL Avon BS18 8XB		
4226	Mr John H Schroder deceased	T	-10050
4226	Mr John H Schroder deceased	T	-10050
4381	Mr Geoffrey D Smith deceased	T	-1250
4381	Mr Geoffrey D Smith deceased	T	-1250
4897	Mrs Chrystabel Walker deceased	T	-500
4897	Mrs Chrystabel Walker deceased	T	-500
6555	Dr Sara Maureen Potter	T	-10000
7171	Diesel and Electric Preservation Group	E	160000
	Mr R Tiller, Chairman D and E P G. Ltd 7 Badgers Close Bishops Hull TAUNTON TA1 5HL		
7620	Mr Francis J Holmes deceased	T	-1000
7780	Mr Brian J Lee	E	6000
	180 Pound Road Kingswood BRISTOL Avon BS15 4QR		
8008	Mr Brian Simpson	E	1500
	28 Walkers Lane Penketh WARRINGTON WA5 2PA		

SHARES ISSUED DURING JANUARY

Ref	Shareholder	Code	Shares
8399	Mr Roger Ernest Smith 28 Wessel Lourens Cros GOODWOOD Capetown R S A 7460	N	2000
8400	Mrs Andrea Devine T'tee Mr James Cameron Devine 1889 Tower 16 Parkview 88 Tai Tam Reservoir Road HONG KONG	N	500
8401	Mrs Andrea Devine T'tee for Mr Jonathan Callum Devine 1889 Tower 16 Parkview 88 Tai Tam Reservoir Road HONG KONG	N	500
8402	Mr Alan Geoffrey Poole Mrs Judith Mary Poole Little Ashridge Horwood BIDEFORD North Devon EX39 4PG	N	500
8404	Mrs Jean Holmes 113 Britannia Avenue DARTMOUTH Devon TQ6 9QA	T	1000
8405	Dr Elizabeth Sara Scholey T'tee for Matthew P & Oliver J Scholey 9 Druid Road Stoke Bishop BRISTOL BS9 1LJ	T	10000
8406	Mr Timothy Bruno Schroder 32 Steele's Road LONDON NW3 4RE	T	10050

SHARES ISSUED DURING JANUARY

Ref	Shareholder	Code	Shares
8407	Mr John Henry Richard Schroder Crucis Park Farm Ampney Crucis CIRENCESTER Gloucestershire GL7 5DX	T	10050
8408	Mr Colin Cashmore 26 St. Nicholas Drive BANCHORY Kincardinshire	T	1250
8409	Mrs Julia Gudrun Cashmore 26 St. Nicholas Drive BANCHORY Kincardineshire	T	1250
8410	Mr Allen John Griffiths Mr John Harrington Rimmer 24 Wroxall Road SOLIHULL West Midlands B91 1DS	T	500
8411	Mr Michael Reginald Walker Tor Cliff Cricket Field Road TORQUAY Devon TQ2 7NP	T	500
8412	Mrs Florence Evelyn Casey 38 County Road ORMSKIRK Lancashire L39 1QQ	T	500

Total Shares Issued 171500

KEY:- N-New Shareholder E-Existing Shareholder T-Shares Transferred

SHARES ISSUED DURING FEBRUARY			
Ref	Shareholder	Code	Shares
2342	Mr Ivo Holman deceased	T	-1150
2435	Mr Edward C Hughes deceased	T	-100
2895	Mr Trevor B Lewis deceased	T	-200
3303	Mr Ian G Morris Gwynfa 101 Crymlyn Road Skewen NEATH West Glamorgan SA10 6DY	E	900
3489	Mr Paul Lucas 38 Tower Close Bassingbourn ROYSTON Cambridgeshire SG8 5JX	E	1000
4071	Mrs Sian E D Robinson Far Hills Market Lane Greet CHELTENHAM Gloucestershire GL54 5BJ	T	200
4473	Mr Roy Stacey 8 The Scotchill Keresley COVENTRY CV6 2ES	E	1000
5048	Mr Edward C Wharnsby Mrs Rose Wharnsby 119 Linden Avenue RUISLIP Middlesex HA4 8TY	E	200
5148	Mr Raymond Williams deceased	T	-100
5306	Mr Geoffrey P Wyatt 46 Greystone Park CREWE Cheshire CW1 2AL	E	200

SHARES ISSUED DURING FEBRUARY

Ref	Shareholder	Code	Shares
5811	Mr Roger A Emerson 12 Kenilworth Gardens HORNCHURCH Essex RM12 4SE	E	2500
7267	Ms Kathleen Cartwright 62 Church House Road Berrow BURNHAM On Sea Somerset TA8 2NQ	T	100
8333	Mr Brian Rich Mrs Susan Jennifer Rich 11 Adams Grove LEEK Staffordshire ST13 8NX	E	400
8403	Mr Roy Milliner Millmead Wadeford CHARD Somerset TA20 3AU	N	500
8413	Mr David Raymond Williams 157 Queens Road SPALDING Lincolnshire	T	100
8414	Mr Martin Daniel Beckwith Wells Wood Leap Stoney Street Luccombe MINEHEAD Somerset TA24 8TD	N	500
8415	Mr Brian Alan Connell 110 Holford Road Durleigh BRIDGWATER Somerset TA6 7PA	N	500

SHARES ISSUED DURING FEBRUARY

Ref	Shareholder	Code	Shares
8416	Mr Michael Anthony Connell 110 Holford Road Durleigh BRIDGWATER Somerset TA6 7PA	N	500
8417	Mrs N Holman 219 Eachelhurst Road Walmley SUTTON COLDFIELD B76 1EA	T	1150
8418	Mr George Smith 14 Walnut Close Nailsea BRISTOL BS19 2YH	N	500

Total Shares Issued 8700

KEY:- N-New Shareholder E-Existing Shareholder T-Shares Transferred

SHARES ISSUED DURING MARCH

Ref	Shareholder	Code	Shares
107	Mr John A Aitkenhead deceased	T	-200
963	Mr Peter T Clothier deceased	T	-2000
3983	Mr Horace V C M Reeve deceased	T	-200
4095	Mr Frederick G Rogers deceased	T	-500
4334	Mrs Grace Skinner deceased	T	-50
4335	Mr John A D Skinner Eze 83 Hillside Gardens BARNET Hertfordshire EN5 2NH	T	50
5034	West Somerset Railway Association The Secretary The Railway Station Bishops Lydeard TAUNTON Somerset TA4 3BX	T	200
6724	Mr Jack Neville Sheppard deceased	T	-500
7117	Mr John Giffard Booth deceased	T	-500
7642	Mrs Jill Parton Greystones Withybed lane INKBERROW Worcestershire	T	50
7643	Miss Hilda L Gore deceased	T	-50
8419	Mr Frederick George Rogers Wychlyn Middlecombe MINEHEAD Somerset TA24 8SN	T	500
8420	Mr John Conway Clothier Littlecourt West Bagborough Nr. TAUNTON Somerset TA3 4EQ	T	2000

SHARES ISSUED DURING MARCH

Ref	Shareholder	Code	Shares
8421	Mrs Marjorie Ruth Booth Rews Farm Nynehead WELLINGTON Somerset TA21 0DD	T	500
8422	Mrs Olive Elizabeth Sheppard 4 Scramblers Mead Penton Grafton ANDOVER Hampshire SP11 0SR	T	500
8423	Mrs Toni Aitkenhead 69 Hallford Way DARTFORD Kent DA1 3AE	T	200
8424	Mr Jonathan F Carver & Ms L M Woolams T'tees of Robert James Carver 62 Park Avenue North Hornsey LONDON N8 7RT	N	1000
8425	Mr Jonathan F Carver & Ms L M Woolams T'tees of Alice Emily Carver 62 Park Avenue North Hornsey LONDON N8 7RT	N	1000
8426	Mr Derek John Munts 7 Broadmeadow Road Wyke Regis WEYMOUTH Dorset DT4 9BT	N	5000

Total Shares Issued 7000

KEY:- N-New Shareholder E-Existing Shareholder T-Shares Transferred

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SHARES ISSUED DURING APRIL			
Ref	Shareholder	Code	Shares
1111	Mrs Rita Cox deceased	T	-700
1432	Mr Derek A Dunnett deceased Mrs Beatrice J Dunnett deceased	T	-350
2014	Mr Paul J Grundy 3 Peel Grove Worsley MANCHESTER	E M28 2JN	450
2521	Mrs Mary J Mathers Mr Neil B Mathers and Mr P Synge	T	-3000
2916	Mr Neville D Lintern 7 Cherry Wood Oldland Common BRISTOL Avon BS15 6PQ	T	350
3554	Mrs Doris Jones deceased	T	-350
4065	Mr Neil Robertson Straun Echt ABERDEEN AB32 6UL	T	1000
4335	Mr John A D Skinner Eze 83 Hillside Gardens BARNET Hertfordshire EN5 2NH	E	350
4335	Mr John A D Skinner Eze 83 Hillside Gardens BARNET Hertfordshire EN5 2NH	E	50
5034	West Somerset Railway Association The Secretary The Railway Station Bishops Lydeard TAUNTON Somerset TA4 3BX	T	350

SHARES ISSUED DURING APRIL

Ref	Shareholder	Code	Shares
5180	Mr Ernest H Wilmott deceased	T	-21000
5180	Mr Ernest H Wilmott deceased	#NULL#	-14000
5180	Mr Ernest H Wilmott deceased	#NULL#	-14000
5180	Mr Ernest H Wilmott deceased	#NULL#	-14000
5180	Mr Ernest H Wilmott deceased	#NULL#	-7000
8391	Mr Antony Sansom Alcock Mrs Ida Elizabeth Alcock Assandun The Green Woolpit BURY ST. EDMUNDS Suffolk IP30 9RQ	E	500
8427	Mr Brian David Boulter Mrs Margaret Anne Boulter 83 Curzon Avenue Birstall LEICESTER LE4 4AG	N	500
8428	Mr John Edward Egan 22 Hederman Close Silverton Nr. EXETER Devon EX5 4HW	N	500
8429	Mr Malcolm Andrew Turpin Cherith School Lane Tatwoth S. CHARD Somerset TA20 2RX	N	1000
8430	Mr Paul Gray 119 Crescent Drive South Woodingdean BRIGHTON East Sussex BN2 6SB	T	700
8431	Mr Kevin Stuart Mathers Cedar House Layters Way GERRARDS CROSS Buckinghamshire SL9 7QY	T	3000

SHARES ISSUED DURING APRIL

Ref	Shareholder	Code	Shares
8432	Mr Martin Henry Wilmott 9 Bloomfield Avenue BATH BA2 3AB	T	21000
8433	Mrs Jane Haidee Norman Sunnyside Pwllmeyric NR CHEPSTOW NP6	T	14000
8434	Mr Michael Stuart Wilmott 16 Addington Close DEVIZES Wiltshire SN10 5BE	T	14000
8435	Mr Adam Montgomery Wilmott Basement Flat 7 Dunsford Place Bathwick Hill BATH BA2 6HF	T	14000
8436	Mr Geoffry Roger Wilmott 19 Middle Lane TROWBRIDGE Wiltshire BA14 7LG	T	7000

Total Shares Issued 4350

KEY:- N-New Shareholder E-Existing Shareholder T-Shares Transferred