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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)

Please do not
write in this
margin

(REVISED 1988)

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

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

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

Company Number

2029363

1. Name of company

* insert full name
of company

* BADGERLINE GROUP PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Descriptions of shares†	Ordinary		
A Number allotted	254310		
B Nominal value of each	£ 0.05	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.16	£	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 17 October 19 94]\$, 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.	100%		
E Consideration for which the shares were allotted the owned vehicles (but not the leased vehicles) listed at paragraph 9 of Schedule 3 of the Agreement dated 10th October 1994 between J R and B M Durbin (1) Badger Tours Limited (2) and Badgerline Group plc (3)			

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.

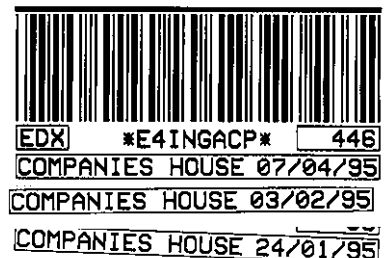
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required 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):

BURGES SALMON
NARROW QUAY HOUSE
PRINCE STREET
BRISTOL BS1 4AH
REF: HJL

For official Use



Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
JEEFREY ROGER DURBIN	127155		
MERVILLE FARM			
TOCKINGTON LANE			
ALMONDSBURY			
BRISTOL BS12 4EB			
BERNICE MARY DURBIN	127155		
MERVILLE FARM			
TOCKINGTON LANE			
ALMONDSBURY			
BRISTOL BS12 4EB			
Total	254310		

[illegible]

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

Designation#

Company
Secretary

Date 23/1/95

**Companies registered in Scotland
should deliver this form to:-**

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