



COMPANIES FORM No. 88(2)
Return of allotment of shares

88(2)

CHFP055

Please do not
write in
this margin

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

*insert full name
of company

†distinguish
between
ordinary
preference,
etc

§ complete
(a) or (b) as
appropriate

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

(REVISED 1988)
This form replaces forms
PUC2, PUC3, AND 88(2)

To the Registrar of Companies (address overleaf)

Company Number

2251540

1. Name of Company

BARCLAYS CAPITAL LEASING (NO.166) LIMITED

2. This section must be completed for all allotments

Description of shares†	ORDINARY SHARES		
A Number allotted	163,750,000		
B Nominal value of each	GBP1.000		
C Total amount (if any) paid or due and payable on each share(including premium if any)	GBP1.000		

Date(s) on which the shares were allotted

(a) [on **01 November 1999**] \$, or

(b) [from to] \$

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 give (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 the 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):

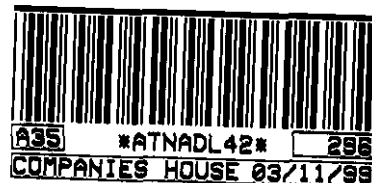
BARCLAYS PLC
GROUP SECRETARY'S OFFICE
54 LOMBARD STREET
LONDON
EC3P 3AH

For official use

Post room



BLUEPRINT
Company Secretary



4. Names and addresses of allottees

Please do not write in this margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
BARCLAYS GROUP HOLDINGS LIMITED			
54 LOMBARD STREET, LONDON, EC3P 3AH, England	163,750,000		
TOTAL	163,750,000		

Please complete legibly, preferably in black type, or in 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

For and on behalf of

Signed Barometers Limited

Designation

DIRECTOR

Date

1 NOVEMBER 1999

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

Companies registered in Scotland should deliver this from to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB