

G**Return of allotments of shares****88(2)**

CHA 101

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 on page 2)
(see note 1)

Company Number

2521829

1. Name of company

insert full name
of company**BrightReasons Group Limited**

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

Description of shares †	Ordinary Shares		
A Number allotted	290,000,000		
B Nominal value of each	£0.100	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£29,000,000.000	£	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on **19 March 1998**] §, or

(b) [from to] §

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

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	capitalisation of loan			

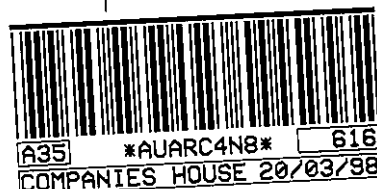
NOTES

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):
**The Secretary
Whitbread PLC
Chiswell Street
London EC1Y 4SD**

For official use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Whitbread PLC			
Chiswell Street, London, EC1Y 4SD, England,	290,000,000		
Total	290,000,000	0	0

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:

0

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

Signed Robert Frank Designation § Secretary Date 19.iii.1998

Companies registered in England and Wales or Wales should deliver this form to:-
The Registrar of Companies
Companies House
Crown Way
Cardiff CF4 3UZ

Companies registered in Scotland should deliver this form to:-
The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB