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

Return of allotments of shares

88(2)

(REVISED 1988)

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

Please do not
write in this
margin

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

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

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

Company number

2811366

* Insert full name
of company

1. Name of company

* **GTL Resources PLC**

† Distinguish
between
ordinary,
preference, etc.

2. This section must be completed for all allotments

Description of shares †			
A Number allotted	120,463,992		
B Nominal value of each	£0.01	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£0.01	£	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 28 September 1998] §, 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 transfer to the Company of the entire issued share capital of Connor Inc. - such shares being in bearer form in respect of 118,803,992 shares and allotment for cash for the remaining 1,660,000		

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.

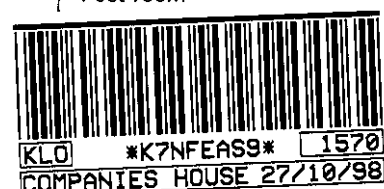
Presentor's name, address,
telephone number and reference
(if any):

Norton Rose, PO Box 570
Kempson House
Camomile Street
London EC3A 7AN

Ref: PSM (tel: 0171 444 3471)

For official use

Post room



4. Names and addresses of the allottees

·Please do not
write in the
margin ·

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
(See attached list)			
Total	120,463,992		

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:

Signed: Roger L. Smith Designation: Director Date: 28 Apr 92

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

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

Companies registered in Scotland
should deliver this form to:-

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

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

Names and addresses of allottees of GTL Resources PLC Ordinary Shares

Name	Ordinary Shares
Alan James Horan 3 Hyde Park Crescent London W2 2PW	35,641,198
Thomas Fox 1 Hemlington Road Stainton Middlesbrough TS8 9AG	42,521,597
Claire Rebekah Fox 1 Hemlington Road Stainton Middlesbrough TS8 9AG	1,000,000
Dominic Thomas Patrick Fox 1 Hemlington Road Stainton Middlesbrough TS8 9AG	1,000,000
<i>Thomas Fox and Kevin Alexander as trustees for:</i> Christian Benjamin St. John Fox 1 Hemlington Road Stainton Middlesbrough TS8 9AG	1,000,000
<i>Thomas Fox and Kevin Alexander as trustees for:</i> Naomi India Charlotte Kimberley Fox 1 Hemlington Road Stainton Middlesbrough TS8 9AG	1,000,000
<i>Thomas Fox and Kevin Alexander as trustees for:</i> Charlotte Camilla Therese Fox 1 Hemlington Road Stainton Middlesbrough TS8 9AG	1,000,000
Michael Fox 4 Old Hall Craythorne North Yorkshire TS15 0BB	20,170,850
<i>Michael Fox as trustee for:</i> Dorothy Eileen Docherty 4 Old Hall Craythorne North Yorkshire TS15 0BB	1,000,000
<i>Michael Fox as trustee for:</i> Elizabeth Jane Fox 4 Old Hall Craythorne	748,471

Name	Ordinary Shares
North Yorkshire TS15 0BB	
<i>Michael Fox as trustee for:</i> Thomas Anthony Fox 4 Old Hall Craythorne North Yorkshire TS15 0BB	748,471
<i>Michael Fox as trustee for:</i> Michaela Ann Harrison 4 Old Hall Craythorne North Yorkshire TS15 0BB	1,093,006
Mr. Kevin Alexander Hollyhurst Godolphin Road Weybridge Surrey KT13 0PU	10,130,399
Mrs. Elizabeth Turner 24 Shepherds Way Liphook Hampshire GU30 7HS	250,000
Mr. Jack Turner 24 Shepherds Way, Liphook Hampshire GU30 7HF	100,000
Mr. Brian Paul Alexander Little Fairfields Green Lane Cobham Surrey KT11 2NN	250,000
<i>Kevin Alexander and Barbara Alexander as trustees for:</i> Mrs. Wendy Elizabeth Hawkins Rodgate Rodgate Lane Haslemere Surrey GU27 2EW	250,000
<i>Kevin Alexander and Barbara Alexander as trustees for:</i> Matthew Alexander Hollyhurst Godolphin Road Weybridge Surrey KT13 0PU	500,000
Ms. Julia Franzini 56 Coombe Lane West Kingston-upon-Thames Surrey KT2 7BY	100,000

Name	Ordinary Shares
<i>Kevin Alexander and Barbara Alexander as trustees for:</i> Mrs. Frances Kelly Hollyhurst Godolphin Road Weybridge Surrey KT13 0PU	100,000
<i>Kevin Alexander and Barbara Alexander as trustees for:</i> Mr. Gary Groves Hollyhurst Godolphin Road Weybridge Surrey KT13 0PU	100,000
<i>Kevin Alexander and Barbara Alexander as trustees for:</i> Mrs. Beverley Henry c/o Hollyhurst Godolphin Road Weybridge Surrey KT13 0PU	100,000
*David Joseph Nunes Nabarro	80,000
*Hugh James Oram	80,000
*Keith Ramsay Smith	105,000
*Victoria Elizabeth Gordon Harper	30,000
*Aubrey Thomas Brocklebank	40,000
*Robert Anthony Lo	40,000
*Nigel Atkinson	225,000
*John Campbell Robertson	400,000
T. Hoare & Co. Limited 4th Floor Cannon Bridge 25 Dowgate Hill London EC4R 2YA	660,000

* Each of Saddlers House, Gutter Lane, Cheapside, London ECV 6BR

Particulars of the Agreement between Gencorp Services S.A. ("**Gencorp**") to transfer the entire issued share capital of Conpor Inc. ("**Conpor**") to GTL Resources PLC (formerly BKG Resources PLC) ("**BKG**") (the "**Acquisition**")

In consideration of the transfer by Gencorp Services S.A. to BKG of the entire issued share capital of Conpor, BKG shall seek the approval of its shareholders for the issue, to Gencorp Services S.A. (or as it may direct), of 118,803,882 Ordinary Shares of 1 penny each fully paid and free from all charges, liens, encumbrances, security interests and claims whatsoever (the "**BKG Consideration Shares**") and the BKG Consideration Shares shall be identical and rank *pari passu* in all respects with each other such Ordinary Share of BKG in issue at the date of issue of the BKG Consideration Shares and further BKG shall endeavour to procure that the BKG Consideration Shares shall be admitted to trade on the Alternative Investment Market of the London Stock Exchange.