

G**88(2)**

Return of allotments of Shares

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

To the Registrar of Companies

Company Number

(REVISED 1988)

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

1. Name of company

2939644

UK Highways plc

2. This section must be completed for all allotments

Description of shares	Ord CDC/Tr	Ord "H"	Ord "L"
A Number allotted	2200000	4400000	2200000
B Nominal value of each	£ 1.00	£ 1.00	£ 1.00
C Total amount not payable due and payable on each share (including premium if any)	£ 1.00	£ 1.00	£ 1.00

Date(s) on which shares were allotted
on 3 October 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 (%)	N/A	N/A	N/A
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.

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

CHAPP

~~R G CURTIS~~
R G Curtis
PO Box 295
Alexandra Gate
Rover way
CARDIFF CF2 2UE
Tel: 01222 500600

For official use

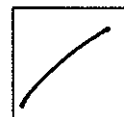
Post room



Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Caisse des Depots et Consignations 7/11 Quai Andre Citroen, BP 1001-75901, PARIS, Cedex 15, France	Ord CDC/Tr 1760000		
Hyder Investments Limited PO Box 295, Alexandra Gate, Rover Way, CARDIFF, CF2 2UE	Ord "H" 4400000		
John Laing Investments Limited Page Street, LONDON, NW7 2ER	Ord "L" 2200000		
Transroute International SA 11 Avenue du Center, St Quentin-en-Yvelines, 78286 GUYANCOURT CEDEX, France	Ord CDC/Tr 440000		
	7		
Ord CDC/Tr Total	2200000	/	/
Ord "H" Total	4400000		
Ord "L" Total	2200000		

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 R.G. P. H. A. Designation SECRETARY Date 17/10/96