

Package: 'Laserform'
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33
88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

3001044

Company name in full

Railcare Limited

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(If shares were allotted on one date
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

2 3 0 5 2 0 0 1

Class of shares
(ordinary or preference etc)

A Ordinary

Ordinary

Number allotted

10

1,577,100

Nominal value of each share

£1

£1

**Amount (if any) paid or due on each
share** (including any share premium)

£2.5363

£400,000

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

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**Consideration for which
the shares were allotted**

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

**When you have completed and signed the form please send
it to the Registrar of Companies at:**

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland DX 235 Edinburgh

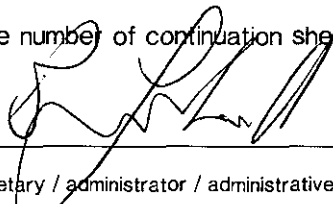


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>Babcock Management Limited</u>		Class of shares allotted <u>'A' Ordinary</u> <u>Ordinary</u>	Number allotted <u>6</u> <u>946,260</u>
Address <u>Badminton Court, Church Street, Amersham,</u> <u>Buckinghamshire</u> UK Postcode <u>H P 7 L O D D</u>			
Name <u>Siemens plc</u>		Class of shares allotted <u>'A' Ordinary</u> <u>Ordinary</u>	Number allotted <u>4</u> <u>630,840</u>
Address <u>Siemens House, Oldbury, Bracknell, Berkshire</u> UK Postcode <u>R G 1 2 8 F Z</u>			
Name 		Class of shares allotted 	Number allotted
Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name 		Class of shares allotted 	Number allotted
Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name 		Class of shares allotted 	Number allotted
Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

23 May 2001

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Pinsent Curtis Biddle

3 Colmore Circus, Birmingham B4 6BH

(1790973)

Tel 0121 200 1050

DX number 703167

DX exchange Birmingham