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COMPANIES FORM No. 128(4)

Notice of assignment of name or new name to any class of shares

128(4)

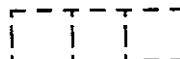
Please do not
write in
this margin

Pursuant to section 128(4) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number



3061140

Name of company


* QUILTER HOLDINGS LIMITED* Insert full name
of company† delete as
appropriate

gives notice of the assignment of a [new]† name or other designation to the following class[es]† of
shares (otherwise than by amendment of the company's memorandum or articles or by any resolution
or agreement to which section 380 of the above Act applies)

Number and class of shares	Name or other designation
2,250,000 ORDINARY SHARES OF £1 EACH (IN THE UNISSUED SHARE CAPITAL OF THE COMPANY)	2,250,000 7 PERCENT CUMULATIVE REDEEMABLE PREFERENCE SHARES OF £1 EACH

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

Signed


AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
COMMERCIAL UNION COMPANY
SECRETARIAL SERVICES LIMITED
Designation: SECRETARY

Date 21.05.96

Presenter's name address and
reference (if any):

Ms. E. NICHOLS
SECRETARIAL + LEGAL DEPT
COMMERCIAL UNION PIC
69 PARK LANE
CROYDON
CRA1 1BG

For official Use
General Section

Post room



Notes

The address for companies registered in England and Wales or Wales is:-

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

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ