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COMPANIES FORM No 88(2)(Rev 1988) **COPY**
Return of allotments of shares
Pursuant to section 88(2) of the Companies Act 1985 (the Act)
This document has not been registered
having been referred to I.R.

88(2)

To the Registrar of Companies

Company Number

(REVISED 1988)

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

1. Name of company

3061140

QUILTER HOLDINGS LIMITED

2. This section must be completed for all allotments

Description of Shares	131 SHARES	79/100 CUMULATIVE REDEEMABLE PREF. SHARES	
A Number allotted	2,500,000	2,250,000	
B Nominal value of each	£0.01	£1	
C Total amount (if any) paid or due and payable on each share (including premium if any)	£0.01	£1	

Date(s) on which shares were allotted from 29 APRIL 1996 to

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 (%)	100%		
E Consideration for which the shares were allotted	IN EXCHANGE FOR THE SALE OF SHARES IN FETTER & BRAITHWAITE LIMITED		

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.

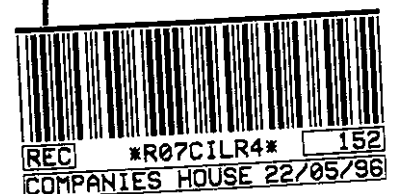
Presentor's name, address,
telephone number and
reference (if any):

CHAPP

MS. E. NICHOLS
SECRETARIAL + LEGAL DEPT
COMMERCIAL UNION PIC
69 PARK LANE
CROUDON
CR9 1BB

For official use

Post room



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Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
CREDIT COMMERCIAL DE FRANCE HOLDINGS LIMITED 3 LONDON WALL BUILDINGS LONDON EC2M 5RB		2,250,000	2,500,000 'B' SHARES OF 1p EACH
TOTAL		2,250,000	2,500,000

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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


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

Signed _____ Designation SECRETARY Date 21.05.96