

G COMPANIES FORM No. 88(2) (Rev 1988)
Return of allotments of shares

88(2)

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

(REVISED 1988)

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

Company Number

3076274

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

1. Name of company

* HEATHROW CARGO HANDLING LIMITED

2. This section must be completed for all allotments

Descriptions of shares	Ordinary Type "A"	Ordinary Type "B"	
A Number allotted	399,999	400,000	
B Nominal value of each	£ 1	£ 1	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1	£ 1	£

Date(s) on which the shares were allotted

(a) [on 25 October 1995] \$, 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%	100%	
E Consideration for which the "A" shares were allotted against payment in full in cash. "B" shares were allotted against payment of a non-cash consideration comprising certain assets transferred to the Company pursuant to an agreement between the Company and the allottee dated 25 September 1995 (see attached)			

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)).

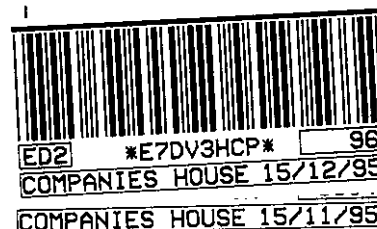
3. Details of bonus issues should be included only in section 2.

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

Tim Fanning
McKenna + Co, Mitre House,
160 Aldersgate Street,
London EC1A 4DD
Tel: (0171) 606 9000

For official Use

Post Room



Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Servisair plc , 19/21 Ack Lane East,	399,999		
Bramhall, Cheshire, SK7 2DA	"A" shares		
Compagnie Nationale Air France,	400,000		
Colex Court, 100 Hammersmith Road,	"B" shares		
London W6 7JP			
Total	799,999		

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Signed [Signature] Designation Director Date 14-11-95

**The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ**