G

Please do not write in this margin

CHA 116

Please complete legibly, preferably in black type, or bold block lettering

* Insert full name of company

† Distinguish between ordinary, preference, etc.

§ Complete (a) or (b) as appropriate

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

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

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

88 (2)

(REVISED 1988)

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

Company number	
3194852	

1. Name of Company

- * FITZWILTON FINANCE (U.K.) PLC
- 2. This section must be completed for all allotments

Description of shares †	ORDINARY				
A Number allotted	99,999,998				
B Nominal value of each	£	1	£	£	
C Total amount (if any) paid or due and payable on each share (including premium if any)	£	1	£	£	

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

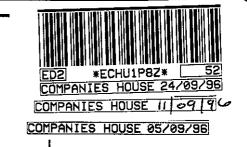
DExtent to which each share is to be treated as paid up. Please use percentage.	100		
E Consideration for which the shares were allotted SHARES IN ERNE HOLDINGS	LIMITED AS FOLLO	ows:	
18,207,343 'A' CUMULATIVE REDEEMABLE PREFERENCE; 23,195,	657 'B' CUMULATIV	E	
REDEEMABLE PREFERENCE; 42,657 'A' PREFERRED ORDINARY; 54	,343 'B' PREFERRE)	
ORDINARY; 8,108 'C' ORDINARY; AND 1,250,002 DEFERRED SHA	RES.		

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):

For official use



4. Names and addresses of allottees

Please do not write in the margin

Please complete legibly, preferably in black type, or bold block lettering

Names and Addresses	Number of shares allotted			
	Ordinary	Preference	Other	
FITZWILTON INVESTMENTS PLC 200 ALDERSGATE STREET LONDON EC1A 4JJ	Ordinary 99,999,998	Preference	Other	
	00,000,000			
Total	99,999,998			

Where the space	aiven on this	form is i	inadequate	. continua	tion
sheets should be					
be indicated in th			0. 000.0	C. C	0.100.0

7	‡Insert director
L	secretary,
1	Administrator,
l	Administrative
1	Receiver or
	Receiver
	(Scotland) as

appropriate

Signed .

Designation # DIRECTOR

Date 22 AUCUST

Companies registered in England and Wales or Wales should deliver this form to:-

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies Companies House Crown Way Maindy Cardiff CF4 3UZ The Registrar of Companies Companies Registration Office 102 George Street Edinburgh EH2 3DJ