

**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)Please do not
write in this
marginTo the Registrar of Companies (address overleaf)
(see note 1)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

3213873

1. Name of company

* TAYLOR WOODROW CONSTRUCTION LIMITED

* insert full name
of company

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

| Description of shares † | | ORD | |
|--|---|------------|---|
| A Number allotted | | 19,999,999 | |
| B Nominal value of each | £ | £ 1.00 | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ | £ 1.00 | £ |

Date(s) on which the shares were allotted

(a) [on 30 JUNE 1996] §, 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

§ complete
(a) or (b) as
appropriate3. 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. | | | |
| E Consideration for which the shares were allotted | | | |
| | | | |
| | | | |

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

Post room



Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering

| Names and Addresses | Number of shares allotted | | |
|---|---------------------------|------------|-------|
| | Preference | Ordinary | Other |
| TAYLOR WOODROW PLC 4 DUNRAVEN ST. LONDON W1Y 3FG. | | 19,999,999 | |
| The above allotments DO NOT include the one share issued to and then transferred by the Subscriber to the Memorandum and Articles of Association. | | | |
| Total | | 19,999,999 | |

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:

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

Signed



Designation

SECRETARY

Date

21 July 1996