



CHFP029

Please do not  
write in  
this margin

*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)

## 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

3282548

1. Name of company

\* VIRGIN RAIL GROUP LIMITED

2. This section must be completed for all allotments

| Description of Shares †   | "C" ORDINARY | 10P |  |
|---|--------------|-----|--|
| <b>A</b> Number allotted  | 14,500,000   |     |  |
| <b>B</b> Nominal value of each  | £ 0.10       |     |  |
| <b>C</b> Total amount (if any) paid or due and payable on each share (including premium if any) | £ 0.10       |     |  |

Date(s) on which shares were allotted

(a) [on 06 September 1999] §, or

(b) [from \_\_\_\_\_ 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)

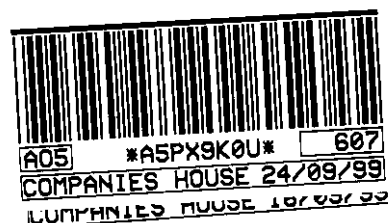
|   |  |  |  |
|---|--|--|--|
| <b>D</b> Extent to which each share is to be treated as paid up.<br>Please use percentage |  |  |  |
| <b>E</b> Consideration for which the shares were allotted                                 |  |  |  |

## NOTES

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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)).
- Details of bonus issues should be included only in section 2.

Presentor's name address and  
reference (if any):  
D P LEGGE, 120 CAMPDEN HILL ROAD,  
LONDON, W8 7AR

For off



#### 4. Names and addresses of the allottees

Please do not  
write in  
this margin

| Names and Addresses  | Number of shares allotted |            |       |
|--|---------------------------|------------|-------|
|  | Ordinary                  | Preference | Other |
| COUGAR INVESTMENTS LIMITED<br>ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY,<br>JE4 8ZB, ENGLAND   | 3,703,703                 |            |       |
| PLOUGH INVESTMENTS LIMITED<br>ST. PAUL'S GATE, NEW STREET, ST. HELIER, JERSEY,<br>JE4 8ZB, ENGLAND   | 4,629,630                 |            |       |
| DEUTSCHE BANK TRUSTEE SERVICES (GUERNSEY)<br>LIMITED (A/C LIBRA)<br>PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST<br>PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY   | 1,424,500                 |            |       |
| DEUTSCHE BANK TRUSTEE SERVICES (GUERNSEY)<br>LIMITED (A/C VIRGO)<br>PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST<br>PETER PORT, GUERNSEY, GY1 3WT             | 1,424,500                 |            |       |
| DEUTSCHE BANK TRUSTEE SERVICES (GUERNSEY)<br>LIMITED (A/C JUPITER)<br>PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST<br>PETER PORT, GUERNSEY, GY1 3WT, GUERNSEY | 1,068,375                 |            |       |
| DEUTSCHE BANK TRUSTEE SERVICES (GUERNSEY)<br>LIMITED (A/C MARS)<br>PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST<br>PETER PORT, GUERNSEY, GY1 3WT              | 1,210,825                 |            |       |
| DEUTSCHE BANK TRUSTEE SERVICES (GUERNSEY)<br>LIMITED (A/C VENUS)<br>PO BOX 424, LEFEBVRE COURT, LEFEBVRE STREET, ST<br>PETER PORT, GUERNSEY, GY1 3WT             | 1,038,467                 |            |       |
| TOTAL  | 14,500,000                |            |       |

*Please complete  
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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

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

Signed *Diana Lege* Designation ‡ COMPANY SECRETARY Date 13.9.99

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

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

Companies registered in Scotland  
should deliver this form to:-

The Registrar of Companies  
Companies House  
37 Castle House  
Edinburgh  
EH1 2EB