

Package: 'Laserform'
by Laserform International Ltd.

88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

3282548

Company name in full

VIRGIN RAIL GROUP LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

13 02 2002

To

Day Month Year

Class of shares

(ordinary or preference etc)

B ordinary

Number allotted

6,725,490

Nominal value of each share

10 pence

Amount (if any) paid or due on each
share (including any share premium)

10 pence

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

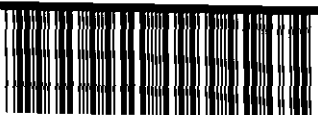
Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

When you have completed and signed the form please send
it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland DX 235 Edinburgh



A02
COMPANIES HOUSE

0377
26/02/02

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name STAGECOACH GROUP PLC Address 10 DUNKELD ROAD PERTH, PERTSHIRE, SCOTLAND UK Postcode <u>P H 1</u> <u>5</u> <u>W A</u>		Class of shares allotted B ordinary	Number allotted 6,725,490
Name Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

0

Signed

[Signature]

Date

13/02/2002

A director / secretary / administrator / administrator (jointly) / receiver / receiver (jointly) / executor

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Herbert Smith

Exchange House, Primrose Street, London, EC2A 2HS

Ref:2676/30817928/1350590v1

Tel 0207 374 8000

DX number 28

DX exchange London