

19 - 02 - 99

**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)

Please do not  
write in this  
margin

CHA 110

To the Registrar of Companies (address overleaf)  
(See note 1)**(REVISED 1988)**This form replaces forms  
PUC2, PUC3 and 88(2)Please complete  
legibly, preferably  
in block type, or  
bold block lettering

Company number

3588080

1 Name of Company

\* Insert full name  
of company

TA I LIMITED

2. This section must be completed for all allotments

† Distinguish  
between  
ordinary,  
preference, etc.

Description of shares †	ORDINARY		
<b>A</b> Number allotted	9,490,158		
<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)	£ 2.00	£	£

Date(s) on which the shares were allotted

‡ Complete  
(a) or (b) as  
appropriate

(a) on 27 JANUARY 19 99 ], 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)

<b>D</b> Extent to which each share is to be treated as paid up 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.

Presenter's name, address,  
telephone number and reference  
(if any):  
Clifford Chance  
200 Aldersgate Street  
London  
EC1A 4JJ  
REF: MRWW/K556/449  
DX No 606 LONDON  
Doc. 306765

For official



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## 4. Names and addresses of allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PROFIT SHARING (OVERSEAS), LIMITED PARTNERSHIP c/o KKR 9 WEST 57th STREET NEW YORK NY 10019 U.S.A.	9,309,087		
FISHER CAPITAL CORP., LLC 8 SOUTH RIVER ROAD CRANBURY NJ 08512 U.S.A.	181,071		
Total	9,490,158		

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

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 *S. J. J. J.* Designation: Director Date 3/2/99

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

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

Companies registered in Scotland should deliver this form to:-

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