

19 - 02 - 99

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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

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

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		
A Number allotted	9,490,158		
B Nominal value of each	£ 0.10	£	£
C 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)

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

- 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 officer



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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 *Scott E. i* 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
Maidy
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