

88(2)**Return of allotments of shares**

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
margin**CHA 116**Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies **(address overleaf)**
(See note 1)

Company number

3679712

1. Name of Company

* Insert full name
of company

* TU AUSTRALIA HOLDINGS NO. 2 LIMITED

2. This section must be completed for all allotments

† Distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY	ORDINARY	
A Number allotted	462,500,000	24	
B Nominal value of each	£ A\$1	£ £1	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£\$462,500,000	£ £24	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on _____ 19 ____] §, or

(b) [from 26 January 19 99 to 12 February 19 99] §

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.	100	100	
E Consideration for which the shares were allotted Promissory Note having face value of A\$462,500,000			
CCP/Z938263/88(2) 4.LFD			

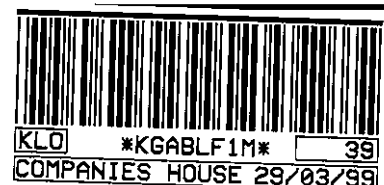
Notes

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):

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
85 London
0171 283 6000

For official use



Please do not
write in the
margin

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

†Insert director, secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Companies registered in Scotland
should deliver this form to:-

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