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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)(Rev 1988)

Return of allotments of shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

88 (2)

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

Company number
3794854

To the Registrar of Companies (address overleaf) (See note 1)

1. Name of Company

- * G&J Greenall Limited
- 2. This section must be completed for all allotments

Description of shares †	_	Additional Preference	
A Number allotted	100,000,000	944,700,000	
B Nominal value of each	£ 1	£ 1	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 100,000,000	£944,700,00	£

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

	Extent to which each share is to be treated as paid up. Please use percentage.		
E	Consideration for which the shares were allotted		
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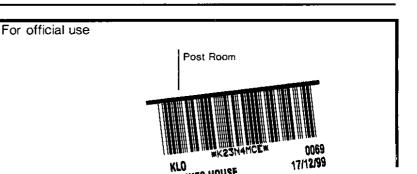
Notes

- 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): Linklaters One Silk Street London EC2Y 8HQ

DX: 10 Exchange CDE

Your Tel No. 0171 456 2000



4. Names and addresses of allottees

Please do not write in the margin

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Scottish & Newcastle plc 50 East Fettes Avenue Edinburgh EH4 1RR	100,000,000	943,700,000	
Cleveland Place Holdings PLC Riverside House Riverside Way Northampton NN1 5NU	·	1,000,000	,
Total	100,000,000	943,700,000	,

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:

Date 1 Dac 99

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

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

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies Companies House Crown Way Maindy Cardiff CF4 3UZ The Registrar of Companies Companies Registration Office 102 George Street Edinburgh EH2 3DJ

Designation # Leve lars