

COMPANIES FORM No. 88(2) (Rev 1988)

G**Return of allotments of shares****88(2)****CHFP055**

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

Please do not
write in
this margin.(REVISED 1988)
This form replaces forms
PUC2, PUC3 and 88(2)Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(see note 1)

Company Number

3889945**1. Name of company*** insert full name
of company* **Railtrack Holdings Limited****2. This section must be completed for all allotments**† distinguish
between
ordinary
preference, etc

Description of shares †	Ordinary shares		
A Number allotted	1		
B Nominal value of each	£1.00	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.00	£	£

Date(s) on which the shares were allotted§ complete
(a) or (b) as
appropriate(a) [on **2 December 1999**] §, or

(b) [from to] §

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):
Gurvinder Hans
Snr. Secretarial Assistant
Railtrack PLC
Railtrack House
Euston Square
London NW1 2EE

For official use

Post room

A01
COMPANIES HOUSE0497
08/12/99

Please do not
write in this
margin.

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

C

§ 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 House
37 Castle Terrace
Edinburgh EH1 2EB