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88(2)

Please complete in typescript,
or in bold black capitals.

CHFP025

Return of Allotment of Shares

Company Number

4086475

Company name in full

NORTHERN & SHELL NETWORK LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(If shares were allotted on one date
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

3 0 1 0 2 0 0 0

| | | | | | | |

Class of shares
(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each
share (including any share premium)

Ordinary		
109,999		
£1		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

Fully		
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Consideration for which
the shares were allotted
(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

The entire issued ordinary share capitals of Northern & Shell Group Limited and Portland Investments Limited



When you have completed and signed the form please send
it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

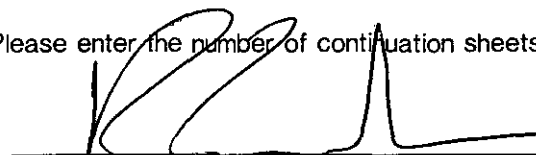
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland DX 235 Edinburgh

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>Guinness Flight Trustees S.A.R.L.</u> Address <u>Guinness Flight House, La Plaiderie, St Peter Port,</u> <u>Guernsey, British Channel Islands</u> UK Postcode <u>G Y 1 3 R P</u>		Class of shares allotted <u>Ordinary</u> 	Number allotted <u>109,999</u>
Name Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

24 / 11 / 2000

A director / secretary / ~~administrator~~ / ~~administrative receiver~~ / ~~receiver manager~~ / ~~receiver~~

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Ashurst Morris Crisp Ref:FXM/1900864/NOR10.00001

Broadwalk House, 5 Appold Street, London

EC2A 2HA

Tel 0207 638 1111

DX number 639

DX exchange London / City