

Company Number

4140620

Company name in full

Hillgate (214) Limited (to be renamed London

Ashford Airport 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
Day Month Year

30 05 2001

To
Day Month Year

Class of shares
(ordinary or preference etc.)

Ordinary

Number allotted

2,307,692

Nominal value of each share

£1

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

£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

100

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)

Part consideration for the acquisition of the

business and assets of Lydd Airport Group Ltd

pursuant to the terms of the attached agreement

When you have completed and signed the form 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 DX 235
for companies registered in Scotland Edinburgh

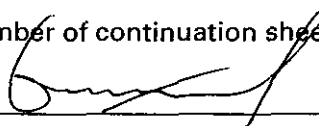


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name Lydd Airport Group Limited	Class of shares allotted Ordinary	Number allotted 2,307,692
Address Lydd Airport, Lydd, Romney Marsh, Kent		
UK Postcode TN 29 9 Q L		
Name 	Class of shares allotted 	Number allotted
Address 		
UK Postcode		
Name 	Class of shares allotted 	Number allotted
Address 		
UK Postcode		
Name 	Class of shares allotted 	Number allotted
Address 		
UK Postcode		
Name 	Class of shares allotted 	Number allotted
Address 		
UK Postcode		

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

Signed



Date

30.05.01

A director / secretary / administrator / administrative manager / 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.

(ref J2K)

Hillgate House, 26 Old Bailey, London

EC4M 7HW

Tel 020 78091120

DX number

DX exchange