



Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

5861215

Company name in full

ALERT COMMUNICATIONS GROUP HOLDINGS LIMITED

88(2)

Return of Allotment of Shares

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	Day	Month	Year	Day	Month	Year
1	5	1 1	2	0	0	6					

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

9

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)

THE TRANSFER OF SHARES PURSUANT TO THE ATTACHED SHARE
SUBSCRIPTION LETTERS

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



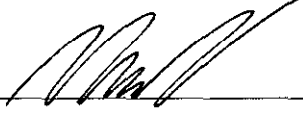
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name <u>INFRASTRUCTURE INVESTORS GENERAL PARTNER LLP</u> Address <u>FIFTH FLOOR, 100 WOOD STREET, LONDON</u> <u>UK Postcode</u> <u>E C 2 V 7 E X</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>7</u>
Name <u>COSTPOOL LIMITED</u> Address <u>VT HOUSE, GRANGE DRIVE, HEDGE END</u> <u>SOUTHAMPTON, HAMPSHIRE.</u> <u>UK Postcode</u> <u>S O 3 0 2 D Q</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>2</u>
Name Address <u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Class of shares allotted 	Number allotted
Name Address <u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Class of shares allotted 	Number allotted
Name Address <u>UK Postcode</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

0

Signed



Date 15 November 2006

A director / secretary / administrator / authorised signatory / representative / other

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.

CMS Cameron McKenna LLP	
Mitre House, 160 Aldersgate Street, London, EC1A 4DD	
21898642.01 Ref: HNK/PHAS	Tel 020 7367 3000
DX number DX 135316	DX exchange BARBICAN 2

Costpool Limited

VT House, Grange Drive, Hedge End, Southampton, Hampshire SO30 2DQ

The Directors
Alert Communications Group Holdings Limited
Mitre House
160 Aldersgate Street
London
EC1A 4DD

15 November 2006

Dear Sirs

Application for Shares

We, Costpool Limited ("**Costpool**"), apply for 2 ordinary shares of £1 each (the "**Shares**") in the capital of Alert Communications Group Holdings Limited ("**Topco**"), at par value.

In consideration of the allotment and issue by you to us of the Shares, credited as fully paid, we undertake to pay to Topco the aggregate subscription amount of £2 payable in respect of the Shares on or before the second business day after you demand such payment. If no such demand is made by you on or before 5.30 p.m. on 28 February 2007, we shall pay the subscription amount for the Shares to Topco in full (for same day value to a bank account in England of your nomination) on the second business day after that date. We request that you allot and issue the Shares to us, credited as fully paid, and we agree to accept the Shares subject to the Memorandum and Articles of Association of Topco.

If this application is successful, we authorise you to place our name on the register of members of Topco as the holder of the Shares.

This letter shall be governed by and construed in accordance with English law and you and we hereby submit to the exclusive jurisdiction of the English courts.

If you agree to the above terms, please countersign this letter in the space provided below and return it to the company secretary of Costpool at the above address.

Yours faithfully




For and on behalf of
Costpool Limited

(21922895.02)

Costpool Limited
Registered office: VT House, Grange Drive
Hedge End, Southampton
Hampshire SO30 2DQ
Registered No: 03975507

We confirm our agreement to Costpool Limited subscribing for the Shares on and pursuant to the terms of the above letter.

A handwritten signature in black ink, appearing to be 'J. Lee', is written over a horizontal line.

For and on behalf of
Alert Communications Group Holdings Limited

Dated: **15** November 2006

Infrastructure Investors L.P.
5 The North Colonnade, London E14 4BB

The Directors
Alert Communications Group Holdings Limited
Mitre House
160 Aldersgate Street
London
EC1A 4DD

15 November 2006

Dear Sirs

Application for Shares

We, Infrastructure Investors L.P., acting by our manager, Infrastructure Investors Limited ("I²"), apply for 7 ordinary shares of £1 each (the "**Shares**") in the capital of Intercede Alert Communications Group Holdings Limited ("**Topco**"), at par value.

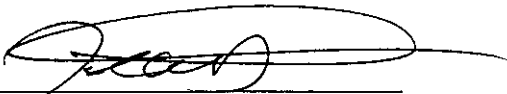
In consideration of the allotment and issue by you to our nominee and general partner, Infrastructure Investors General Partner LLP (the "**General Partner**") of the Shares, credited as fully paid, we undertake to pay to Topco the aggregate subscription amount of £7 payable in respect of the Shares on or before the second business day after you demand such payment. If no such demand is made by you on or before 5.30 p.m. on 28 February 2007, we shall pay the subscription amount for the Shares to Topco in full (for same day value to a bank account in England of your nomination) on the second business day after that date. We request that you allot and issue the Shares to us, credited as fully paid, and we agree to accept the Shares subject to the Memorandum and Articles of Association of Topco.

If this application is successful, we authorise you to place the name of the General Partner on the register of members of Topco as the holder of the Shares.

This letter shall be governed by and construed in accordance with English law and you and we hereby submit to the exclusive jurisdiction of the English courts.

If you agree to the above terms, please countersign this letter in the space provided below and return it to the company secretary of I² at the following address: 5th Floor, 100 Wood Street, London, EC2V 7EX.

Yours faithfully



For and on behalf of
Infrastructure Investors Limited
acting in its capacity as manager of
Infrastructure Investors L.P.

(21923004.02)

Infrastructure Investors L.P.
Registered office: 5 The North Colonnade,
London E14 4BB
Registered No.: LP009086

We confirm our agreement to Infrastructure Investors L.P., acting by its manager Infrastructure Investors Limited, subscribing for the Shares on and pursuant to the terms of the above letter.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a horizontal line.

For and on behalf of
Alert Communications Group Holdings Limited

Dated: **15** November 2006