



Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

5963809

Company name in full

BFIM 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

07 1 2 2 0 0 6

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

84,304

Nominal value of each share

€1.00

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

£10,000....

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

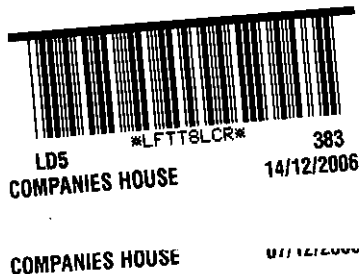
100%

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 7,600,000 ordinary shares of £1 each in the share capital
of Brambles U.K. Limited (registered in England No. 1531838) and

the release and discharge of all the Company's liabilities and obligations
incurred or arising under an intergroup company loan of €630,819,701.



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

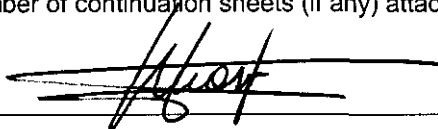
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name BFIS No.2 Limited		Class of shares allotted Ordinary	Number allotted 84,304 17,600,000
Address Cassini House, 57-59 St James's Street, London			
UK Postcode S W 1 A 1 L D			
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 sheets (if any) attached to this form

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Signed



Date 7 December 2006

A director / Secretary / ~~XXXXXXXXXXXXXXXXXXXX~~ / ~~XXXXXXXXXXXX~~ / ~~XXXXXX~~

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.

Slaughter and May (Ref: NPB/CZW)

One Bunhill Row

London EC1Y 8YY

Tel 020 7090 3712

DX number 11

DX exchange London