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COMPANIES FORM No. 88(2)(Rev 1988)
Return of allotments of shares

88(2)

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

(REVISED 1988)

To the Registrar of Companies (address overleaf)
(see note 1)

This form replaces forms
PUC2, PUC3 and 88(2)

Please do not
write in this
margin

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

Company number

20509

1. Name of company

* insert full name
of company

* ATLANTIC TELECOM GROUP PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

| Description of shares † | ORDINARY | | |
|--|----------|---|---|
| A Number allotted | 4,657 | | |
| B Nominal value of each | £ 0.25 | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 1.33 | £ | £ |

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 31 July 19 97] §, or

(b) [from _____ 19 _____ to _____ 19 _____] §

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

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. 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)).
3. Details of bonus issues should be included only in section 2.

Presentor's name address, telephone number and reference (if any):

For official use


Post room



SCT *S2N040HN* 173
COMPANIES HOUSE 21/10/97

Please do not write in this margin

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

 ‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

**ATLANTIC TELECOM GROUP PLC
WARRANT SUBSCRIPTION**

| SHAREHOLDER | No. OF ORDINARY SHARES |
|---|---------------------------|
| JOHN SWAN ELLIS ESQ 50 SHORE STREET GOUROCK PA19 1RF | 1 |
| MRS GLENMORE ADASSA BAIRD 10 ASHGROVE BISHOPBRIGGS GLASGOW G64 1TU | 7 |
| MRS ROSEMARY BARRETT 32 ALBERT ROAD FALKIRK | 40 |
| JEANNE MARGARET JUDGE 13 WILLOW CLOSE BEXLEY KENT DA5 1QY | 100 |
| DENNIS PAULLEY ESQ 27 HORSHAM LANE UPCHURCH NR SITTINGBOURNE KENT ME9 7AN | 800 |
| SHEILA M SCOTT ROKEBY 11 HEPBURN GARDENS ST ANDREWS FIFE | 15 |
| MRS MAUREEN JOYCE MORTON 37 ARDROSSAN GARDENS WORCESTER PARK SURREY KT4 7AU | 4 |
| STANLEY BOOTH ESQ 21 SCHOOL LANE GREENFIELD HOLYWELL CLWYD CH8 7HR | 800 |

| | |
|---|-----|
| DR THOMAS WILLIAM OLLE 2 ASHLEY PARK ROAD WALTON-ON-THAMES SURREY KT12 1JU | 41 |
| MISS BEATRICE JANE PACKARD 16A BOLTON ROAD CHISWICK LONDON W4 3TB | 40 |
| RICHARD KEITH JORDAN ESQ C/O SERCO - IAL LTD PO BOX 17816 AL AIN UNITED ARAB EMIRATES | 88 |
| LLOYDS BANK NOMINEES LIMITED 48 CHISWELL STREET LONDON EC1Y 4XX | 33 |
| FRANCIS DUFFY ESQ 98 KELVIN GROVE PORTCHESTER FAREHAM HANTS PO16 8LE | 160 |
| GEORGE ANDREW INGLIS BATY ESQ 2 WOODHALL CLOSE CUCKFIELD WEST SUSSEX RH1Y 5HJ | 80 |
| MALCOLM ASHLEY EDWARDS ESQ 17 DONALD ROAD UPLANDS BRISTOL BS13 7DG | 400 |
| TERESA BERNADETTE LAWSON 5 MANSFIELD COURT 26 PORTARLINGTON ROAD BOURNEMOUTH BH2 8BZ | 100 |
| MISS RACHEL ANNE RICKARDS LLYS-Y-GWYNT LLANDEGAI BANGOR GWYNEDD LL57 4BG | 100 |

ROY NOMINEES LIMITED 1000
BX0IU - A/C 39899
PO BOX NO. 1043
WILLOW GROVE HOUSE
WINDSOR ROAD
TROWBRIDGE
BA14 0YT

THE CORPORATION OF LLOYDS 188
JAO1 A/C 1714301
GUN WHARF
DOCK ROAD
CHATHAM
KENT ME4 4TU

NORTHERN AND MIDLAND NOMINEES LTD 660
097 A/C KIARC022
ROYAL LIVER BUILDING
PIER HEAD
LIVERPOOL
L3 1NY