

**Return of allotments of shares**

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

88(2)Please do not
write in this
marginTo the Registrar of Companies (address overleaf)
(see note 1)Please complete
legibly, preferably
in black type, or
bold block lettering**(REVISED 1988)**

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

Company number

0020509

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	665219		
B Nominal value of each	25p		
C Total amount (if any) paid or due and payable on each share (including premium if any)	133p		

Date(s) on which the shares were allotted

§ complete
(a) or (b) as
appropriate(a) [on 13 July 19 98] \$, 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 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 _____

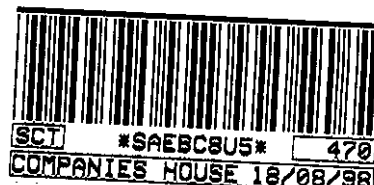
_____**Notes**

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)

Peterkins
100 Union Street
Aberdeen AB10 1QA
01224 428000
NCL/6A6/CA439008

For official use



Please do not
write in the
margin

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

[illegible]

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

Signed VL Designation II SECRETARY Date 17.8.58

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

**Companies registered in England and Wales
or Wales should deliver this form to:-**

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

Companies registered in Scotland
should deliver this form to:-

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

03/07/98 15:39

ATLANTIC TELECOM GROUP PLC ORDINARY SHARES OF 25P EACH COMPANY EF01 ISSUE REF SUB

SUBSCRIPTION 1.0000000 FOR 1.0000000 ON HOLDINGS AT 30/06/98

NON-CREST ACCOUNTS LOCAL RESIDENTS

ACCOUNT NO	SHAREHOLDER NAME AND ADDRESS	QUALIFYING SHAREHOLDING	STOCK ALLOTTED	FRACTIONS	CERT NO	BALANCE AMOUNT	BALANCE CERT NO
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0510506 4	DAVID STEWART ANDERSON ESQ 53 BURLEIGH PARK COBHAM SURREY KT11 2DU	220	220	0.0000000	10004510	0	
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1561076 4	ROBERT ATKIN 10 CAVENDISH AVENUE LONDON NW8 9JE	645	645	0.0000000	10004511	0	
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0212221 9	THOMAS LEECH BARNES 81 THE CHASE HOLLAND-ON-SEA CLACTON ESSEX CO15 5QB	67	67	0.0000000	10004512	0	
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0344322 1	HON MRS JUDITH E M CAMERON ALDOURIE CASTLE SCANLPORT INVERNESS-SHIRE	53	53	0.0000000	10004513	0	
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0344337 0	PHILIP JOHN CHIPPENDALE ESQ 26 PARSONS CRESCENT SHENLEY LODGE MILTON KEYNES MK5 7BN	100	100	0.0000000	10004514	0	
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09330017 1	COVEN-SA LIMITED BERRYFIELD HOUSE LENTIRAN INVERNESS IV3 6RJ	1000	1000	0.0000000	10004515	0	
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SUBSCRIPTION 1.0000000 FOR 1.0000000 ON HOLDINGS AT 30/06/98

NON-CREST ACCOUNTS LOCAL RESIDENTS

ACCOUNT NO	SHAREHOLDER NAME AND ADDRESS	QUALIFYING SHAREHOLDING	STOCK ALLOTTED	FRACTIONS	CERT NO	BALANCE AMOUNT	BALANCE CERT NO
------------	------------------------------	----------------------------	-------------------	-----------	---------	-------------------	--------------------

0570544 4	SIR ROBERT JAMES CRAUFURD EAST GROVE GROVE ROAD LYMINGTON SO41 3RF	253	253	0.0000000	10004516	0	
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0344370 1	JAMES DONALD DOBSON ESQ BEECHLEIGH STATION ROAD CULTS ABERDEEN ABI 9NP	17	17	0.0000000	10004517	0	
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0344378 7	CHRISTOPHER JAMES EADIE ESQ 16 BROADFELDS AVENUE WINCHMORE HILL LONDON N21 1AD	120	120	0.0000000	10004518	0	
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0344410 4	HENRY SAMUEL OSCROFT GILBERT ESQ GILLINGHAM RAVEN MEOLS LANE FORMBY MERSEYSIDE	200	200	0.0000000	10004519	0	
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0344420 1	MICHAEL GREEN ESQ FLAT 26 HARTBOURNE PARK 178-180 HIGH ROAD BUSHEY HEATH HERTS WD2 1NP	600	600	0.0000000	10004520	0	
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0009372 6	MICHAEL THOMAS HELM ESQ 49 WESTCOMBE PARK ROAD BLACKHEATH LONDON SE3 7QZ	187	187	0.0000000	10004521	0	
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CONVERSION ALLOTMENT SCHEDULE

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ATLANTIC TELECOM GROUP PLC

ORDINARY SHARES OF 25P EACH

COMPANY EF01

ISSUE REF SUB

SUBSCRIPTION 1.0000000 FOR 1.0000000 ON HOLDINGS AT 30/06/98

NON-CREST ACCOUNTS LOCAL RESIDENTS

ACCOUNT NO SHAREHOLDER NAME AND ADDRESS

QUALIFYING
SHAREHOLDING

STOCK
ALLOTTED

FRACTIONS

CERT NO

BALANCE
AMOUNT

BALANCE
CERT NO

0996791 5 DENIS HOWARTH ESQ
TALL TREES
10 BARLEY BROOK MEADOW
BOLTON
LANCS
BL1 7HP

25

25

0.0000000 10004522

0

0345850 4 CHARLES LARKIN ESQ
21 UPLAND ROAD
EASTBOURNE
EAST SUSSEX
BN20 8ER

94

94

0.0000000 10004523

0

0570410 3 BRYAN NORMAN LENYON ESQ
HIGHFIELD
BELLS YEW GREEN
TUNBRIDGE WELLS
KENT
TN3 9AP

1526

1526

0.0000000 10004524

0

0344523 2 DONALD CHARLES MACPHERSON ESQ
28 CAMPDEN HILL SQUARE
LONDON
W8 7JY

1000

1000

0.0000000 10004525

0

0344531 3 MRS HESTER MARY CAMPBELL MARTINEAU
C/O MESSRS TODS MURRAY
& JAMESON WS
66 QUEEN STREET
EDINBURGH
EH2 4NE

290

290

0.0000000 10004526

0

0038458 5 MRS CHRISTINA ANNE PHILLIPS
5 BRAID MOUNT CREST
EDINBURGH
EH10 6JN

35

35

0.0000000 10004527

0

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ATLANTIC TELECOM GROUP PLC

ORDINARY SHARES OF 25P EACH

COMPANY EF01

ISSUE REF SUB

SUBSCRIPTION 1.0000000

FOR 1.0000000 ON HOLDINGS AT 30/06/98

NON-CREST ACCOUNTS LOCAL RESIDENTS

ACCOUNT NO SHAREHOLDER NAME AND ADDRESS

QUALIFYING
SHAREHOLDING

STOCK
ALLOTTED

FRACTIONS

CERT NO

BALANCE
AMOUNT

BALANCE
CERT NO

0996781 8

MISS CATHERINE RAFFERTY
ROUCANHILL
TROTHERWALD
DUMFRIES
DG1 3QE

77

77

0.0000000

10004528

0

0996830 0

CHARLES ROBERTSON ESQ
THE ARCH
EDZELL
BRECHIN
ANGUS
DD9 7TF

97

97

0.0000000

10004529

0

1080355 6

IVAN SEDGWICK ESQ
28 ALBERT STREET
LONDON
NW1 7NU

32

32

0.0000000

10004530

0

0996842 3

GEORGE SIDAWAY ESQ
PO BOX 75
ROWLEY REGIS
WARLEY
WEST MIDLANDS
B65 0DS

47

47

0.0000000

10004531

0

0344672 7

GODFREY NORMAN SIMPSON ESQ
1 BALMAIN CLOSE
GRANGE ROAD
EALING
LONDON
W5

60

60

0.0000000

10004532

0

0996813 0

IAN SIMPSON ESQ
30 CLUNY DRIVE
EDINBURGH
MIDLOTHIAN
EH10 6DP

32

32

0.0000000

10004533

0

ATLANTIC TELECOM GROUP PLC 03/07/98 15:39
 SUBSCRIPTION 1.0000000 FOR 1.0000000 ON HOLDINGS AT 30/06/98
 ORDINARY SHARES OF 25P EACH COMPANY EF01 ISSUE REF SUB

NON-CREST ACCOUNTS LOCAL RESIDENTS
 ACCOUNT NO SHAREHOLDER NAME AND ADDRESS QUALIFYING STOCK FRACTIONS CERT NO BALANCE BALANCE
 SHAREHOLDING ALLOTTED AMOUNT CERT NO

0277054 7 DONALD ROBERT WALTON ESQ 897 897 0.0000000 10004534 0
 58C LONDON ROAD
 BRENTWOOD
 ESSEX

0344753 7 RONALD ROBERT WOOD ESQ 1000 1000 0.0000000 10004535 0
 158 MAIN STREET
 WOODEND
 THORNTON
 KY1 4AH

0961209 2 MRS PATRICIA ANN WOODWARD 400 400 0.0000000 10004536 0
 TORC COTTAGE
 3 GARDEN END
 STOCK
 INGATESTONE ESSEX
 CM4 9LD

TOTALS FOR 28 LOCAL RESIDENTS 9274 9274 0.0000000
 SHAREHOLDING: 9274
 NO OF SHARES ALLOTTED: 9274
 NO OF FRACTIONS: 0
 BALANCE AMOUNT 0
 593285 8
 RAYMOND KENNETH VAN ROSSUM ESQ 200 200
 R/C PAYANILAC
 URB TORREMUELLE B18
 MURGA 29630
 SPAIN

TOTALS FOR 28 NON-CREST ACCOUNTS 9274 9274 0.0000000
 SHAREHOLDING: 9274
 NO OF SHARES ALLOTTED: 9274
 NO OF FRACTIONS: 0
 BALANCE AMOUNT 0

OVERALL TOTALS FOR 28 SHAREHOLDERS 9274 9274 0.0000000
 SHAREHOLDING: 9274
 NO OF SHARES ALLOTTED: 9274
 NO OF FRACTIONS: 0
 BALANCE AMOUNT 0