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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)

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

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

Company number

77438

1. Name of company

* SHANKS & McEWAN GROUP PLC

2. This section must be completed for all allotments

Description of shares †	ORD	ORD	ORD
A Number allotted	691		
B Nominal value of each	£ 0.10	£ 0.10	£ 0.10
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0-80	£	£

Date(s) on which the shares were allotted

(a) [on 9 AUGUST 19 96] \$, 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			

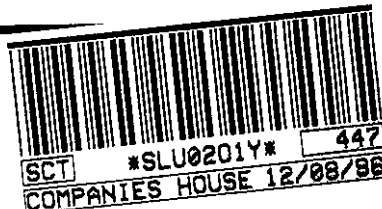
NOTES

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):

S.B.J. Hodge,
 Group Company Secretary,
 Shanks & McEwan Group PLC,
 22 Woodside Place,
 Glasgow G3 7QY

For official use

[Signature]

Please do not
write in the
margin

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

Date 9/8/96

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ