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Return of allotments of shares

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

172022

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

*Insert full name

of company

§ Complete

(a) or (b) as appropriate 1. Name of company

Southgate Retail Park Limited

2. This section must be completed for all allotments

+ Distinguish Description of shares + Ordinary Ordinary between preference, etc. A Number allotted 995,336 4,664 B Nominal value of each £ £ 1 £ 1 C Total amount (if any) paid or due and payable £ 24.40 £ 24.40 £

Date(s) on which the shares were allotted

on each share (including premium if any)

(a) [On September 4+1]

19 98

] §, or

In the second se

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 100% up. Please use percentage.

E Consideration for which the

shares were allotted

995,336 Ordinary Shares allotted in exchange for the release of

liability of the Company to the allottee in terms of loans made by the allottee to the Company of a total of £24,286,186.77

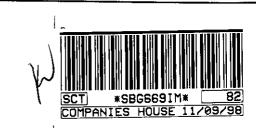
Notes

- 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 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):

(Ref: T:\GZR\OYEZ\240702) Shepherd & Wedderburn Saltire Court 20 Castle Terrace EH1 2ET **ED49 EDINBURGH**

For official use



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4. Names and addresses of the allottees

Please do not write in the margin

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
The Scottish Provident Institution 7-11 Melville Street Edinburgh EH3 7YZ	Ordinary 1,000,000	Preference	Other
Total	1,000,000		

Where the space given on this form is inadequate sheets should be used and the number of sheets be indicated in the box opposite:	attached should Secretary, Administrat Administrat
Signed Zutum Designation:	Receiver, or Receiver (Section) appropriate
Companies registered in England and Wales or Wales should deliver this form to:-	Companies registered in Scotland should deliver this form to:-
The Registrar of Companies Companies House Crown Way Maindy Cardiff CF4 3UZ	The Registrar of Companies Companies Registration Office 102 George Street Edinburgh EH2 3DJ
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