

G**Return of allotments of Shares****Pursuant to section 88(2) of the
Companies Act 1985 (the Act)****88(2)****To the Registrar of Companies****Company Number****(REVISED 1988)**
This form replaces forms
PUC2, PUC3 and 88(2)

1. Name of company

312202

Newman Tonks (Barnstaple) Limited

2. This section must be completed for all allotments

| Description of Shares | £1 Ordinary | | |
|---|-------------|--|--|
| A Number allotted | 768,991 | | |
| B Nominal value of each | £ 1.00 | | |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 1.00 | | |

Date(s) on which shares were allotted
from 12 March 1999 to 23 April 1999The names and addresses of the allottees and the number of shares allotted
to each should be given overleaf3. 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 (%) | 100.00% | | |
| E Consideration for which the shares were allotted £768,991.00 | | | |

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.

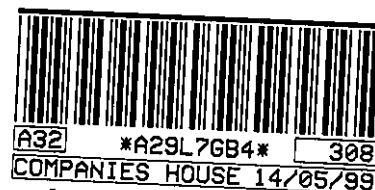
Presenter's name, address,
telephone number and
reference (if any):**CHAPP**MR. M.W. ROE, INGERSOLL-RAND A H G
LIMITED, THE CRESCENT, BIRMINGHAM
BUSINESS PARK, BIRMINGHAM, B37 7YX

021 717 7777

MWR/zje

For official use

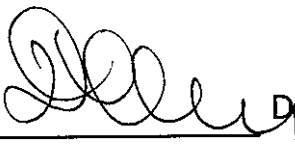
Post room



Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|---|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| INGERSOLL - RAND ARCHITECTURAL HARDWARE GROUP LIMITED THE CRESCENT, BIRMINGHAM BUSINESS PARK, BIRMINGHAM, WEST MIDLANDS, B37 7YX | 768,991 | | |
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| TOTAL | 768,991 | | |

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  Designation DIRECTOR Date 13.5.99