

**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

3282548

VIRGIN RAIL GROUP LIMITED

2. This section must be completed for all allotments

Description of Shares	Ordinary £1		
<b>A</b> Number allotted	7		
<b>B</b> Nominal value of each	£ 1.00		
<b>C</b> 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 28 November 1996 to 28 November 1996The 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)**

<b>D</b> Extent to which each share is to be treated as paid up (%)			
<b>E</b> Consideration for which the shares were allotted			

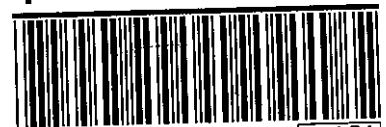
**NOTES**

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.

Presenter's name, address,  
telephone number and  
reference (if any):**CHAPP**D P LEGGE, 120 CAMPDEN HILL ROAD,  
LONDON, W8 7AR

For official use

Post room

A02 \*A0TRISSW\* 121  
COMPANIES HOUSE 30/01/97

## Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
COUGAR INVESTMENTS LIMITED 12 DUNMORE STREET, ST. HELIER, JERSEY, ENGLAND, JE4 8ZB	3		
PLOUGH INVESTMENTS LIMITED 12 DUNMORE STREET, ST. HELIER, JERSEY, ENGLAND, JE4 8ZB	4		
TOTAL	7		

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 Diana Leung Designation COMPANY SECRETARY Date 28/1/97