

AMENDED

COMPANIES FORM No. 88(2)(Rev 1988)

88(2)

G

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)Please do not
write in this
margin

CHA 116

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(See note 1)

Company number

3649523

1. Name of Company

* THISTLEDOME LIMITED

* Insert full name
of company

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares †	"A" ORD	"B" ORD	"C" ORD
A Number allotted	178,697	321,303	161,665
B Nominal value of each	£ 0.01	£ 0.01	£ 0.01
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 12.59	£ 12.59	£ 1.00

Date(s) on which the shares were allotted

(a) [on 28 November 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

§ Complete
(a) or (b) as
appropriate3. 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.	100%	100%
E Consideration for which the shares were allotted	178,697 "A" ORDINARY SHARES OF 1p EACH AND 321,303 "B" ORDINARY SHARES OF 1p EACH IN TM GROUP HOLDINGS PLC	

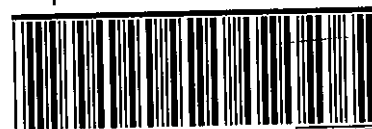
Notes

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):Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ
Ref: BKW/SJWP/T2473/91
DX No 606 LONDON
Doc No: 298199/01

For official use

Post Room

A58 *AJINEDE3* 42
COMPANIES HOUSE 29/01/99

4. Names and addresses of allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE ATTACHED LIST			
	178697		
	321303		
	161665		
	661665		
Total			

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

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:

‡ Insert director, secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed [Signature] Designation ‡ DIRECTOR Date 27.1.99.

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

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

Companies registered in Scotland should deliver this form to:-

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

FORM ML8/1

A

BULK LIST OF ALLOTMENT OF SHARES

**A BULK LIST OF ALLOTMENTS FOR THIS COMPANY HAS BEEN
LODGED BUT DOES NOT APPEAR ON THIS MICROFICHE.**

**IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE
SEARCH CONTROL COUNTER.**

COMPANY NUMBER 3649523.