

Please complete in typescript, or in bold black capitals **CHFP029**

88(2)

Return of Allotment of Shares

Company Number	4162993		
Company name in full	VIRGIN RAIL DEVELOPMENTS LIMITED		
Shares allotted (including bo	onus shares):		
	From	То	
Date or period during which shares were allotted	Day Month Year	Day Month Year	
(If shares were allotted on one date enter that date in the "from" box)	1 9 0 2 2 0 0 1		
Class of shares (ordinary or preference etc)	£1 Ordinary		
Number allotted	1		
Nominal value of each share	£ 1.00		
Amount (if any) paid or due on each share (including any share premium)	£ 1.00		
List the names and addresses of th	ne allottees and the number of shares allotted	d to each overleaf	
If the allotted shares are fully	or partly paid up otherwise than in c	ash please state:	
% that each share is to be treated as paid up			
Consideration for which			
the shares were allotted (This information must be supported by the duly stamped contract or by the duly			
stamped particulars on Form 88(3) if the contract is not in writing)			

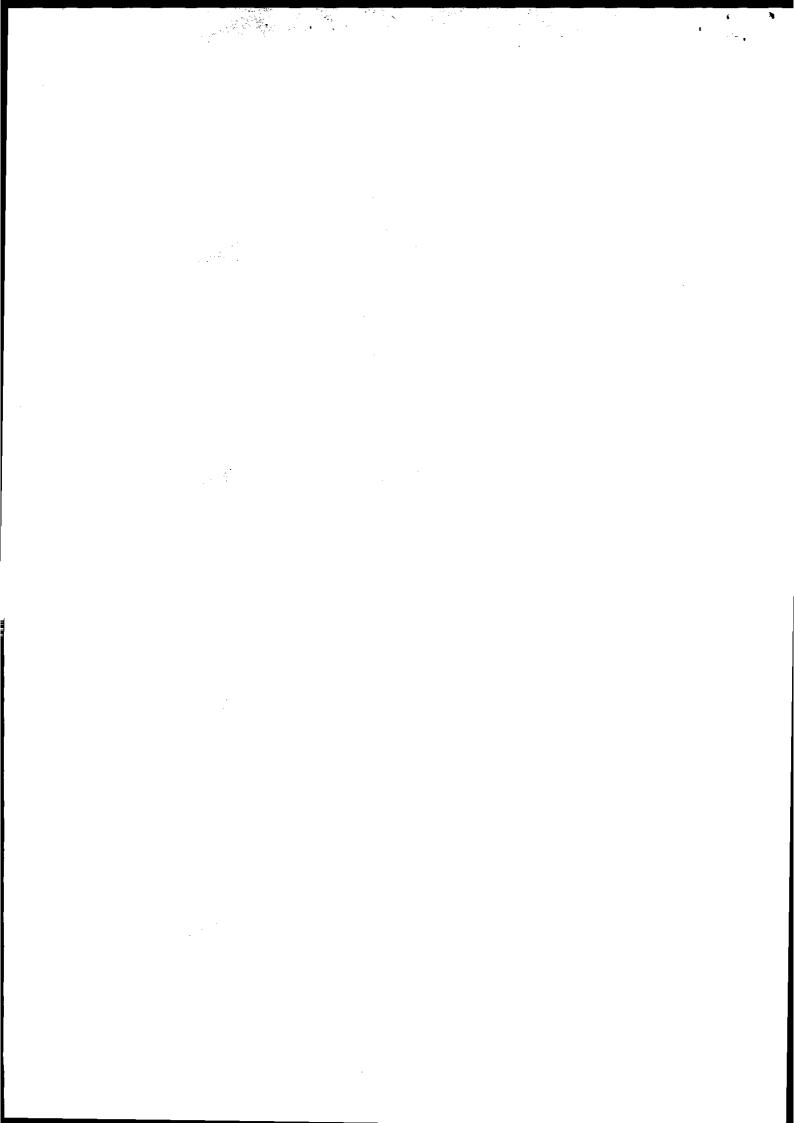


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COMPANIES HOUSE 24/02/01

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235 For companies registered in Scotland Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted		
Name VIRGIN MANAGEMENT LIMITED	Class of shares allotted	Number allotted	
Address			
120 CAMPDEN HILL ROAD, LONDON, ENGLAND	£1 Ordinary	- 4	
UK Postcode W 8 L 7 A R L	· · · · · · · · · · · · · · · · · · ·		
Name	Class of shares allotted	Number allotted	
Address		1	
LIV Posterdo			
UK Postcode			
Name	Class of shares allotted	Number allotted	
Address			
	-		
UK Postcode LLLLL			
Name	Class of shares allotted	Number allotted	
Address			
	- L		
UK Postcode LLLLL	-		
Name	Class of shares allotted	Number allotted	
Address			
<u> </u>			
UK Postcode LLLLL	-		
Disease enter the number of continuation cheets (if any) attached to this	form	 1	
Please enter the number of continuation sheets (if any) attached to this	IOIIII	J	
Signed	22/02/01		
A director / secretary / administrator / administrative receiver / receiver manager / receiver		elete as appropriate	
todos give ano name, acarese,	P.G. GRAM, 120 CAMPDEN HILL ROAD, LONDON, W8 7AR		
elephone number and, if available, a DX number and Exchange of the			
person Companies House should contact if there is any query.	Tel 020 7313 2000		

DX number

DX exchange