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COMPANIES FORM No. 88(2) (Rev 1988)**Return of allotments of shares**

88(2)

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)

This form replaces forms

To the Registrar of Companies (address on page 2)
(see note 1)

Company Number

2294747

1. Name of companyinsert full name
of company**Abbey National plc****2. This section must be completed for all allotments**† distinguish
between
ordinary
preference, etc

Description of shares †	Ordinary Shares of 10pence each			Ordinary shares of 10pence each			Ordinary Shares of 10pence each	
A Number allotted	685	965	3898	1811	287	4555	161	1108
B Nominal value of each	£0.100	£0.100	£0.100	£0.100	£0.100	£0.100	£0.100	£0.100
C Total amount (if any) paid or due and payable on each share (including premium if any)	£2.32	£2.39	£3.22	£3.15	£4.28	£4.66	£6.68	£6.07

§ complete
(a) or (b) as
appropriate***Date(s) on which the shares were allotted**(a) [on **8 December 1997**] §, or

(b) [from to] §

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

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 up. Please use percentage	%	%	%
E Consideration for which the shares were allotted			

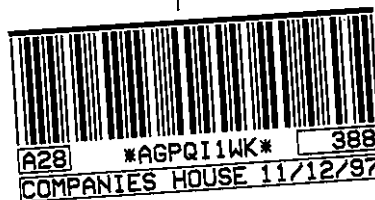
NOTES

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):**Valerie Lowe
Abbey National plc
Abbey House
Baker Street
London NW1 6XL**

For official use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Refer to Attached Schedule			
	13,470		
Total	13,470	0	0

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:

0

§ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed Leena Nagrecha Designation Assistant Secretary Abbey National plc Date 9.12.97

Companies registered in England and Wales
or Wales should deliver this form to:-
The Registrar of Companies
Companies House
Crown Way
Cardiff CF4 3UZ

Companies registered in Scotland
should deliver this form to:-
The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

Abbey National Early Exercisers 05.12.97

Name & Address	Total
MRS SUSAN COLLMAN	685
2 BUTTERCUP CLOSE	
STIRCHLEY	
TELFORD	
TF3 1QT	
MR PAUL WILSDON	1155
84 DOWNSWAY	
SHOREHAM-BY-SEA	
SUSSEX	
BN43 5GN	
MRS MICHELE FROST	231
10 FINCH CROFT	
SUTTON	
HULL	
HU8 9UG	
MRS JULIA NICHOLSON	49
24 WALDEGRAVE AVENUE	
HULL	
HU8 9BD	
MRS ELIZABETH O'DWYER	231
19 HOBSON ROAD	
ELLOUGHTON	
HU15 1JS	
MRS SUSAN BURROWS	130
66 HINDEMITH GARDENS	
OLD FARM PARK	
MILTON KEYNES	
BUCKS	
MK7 8PW	
MRS JENNIFER FISHBURN	337
15 AYLESBURY CRESCENT	
HINDLEY GREEN	
WIGAN	
LANCS	
WN2 4TY	
MRS IRENE ELSIE WEST	337
11 TOR WAY	
PELSALL	
WALSALL	
WEST MIDLANDS	
WS3 4JT	
MRS LENNY MUI YEE FOO	1910
25 GREENFINCH CLOSE	
HEATHLAKE PARK	
CROWTHORNE	
BERKSHIRE	
RG11 6TZ	
MRS JAQUELINE WALKER	654
1 SUTTON AVENUE	
NESTON	
S WIRRAL	
L64 0TQ	
MRS GILLIAN RATCLIFFE	1101
LYNWOOD	
LOWER ROAD	
HARMER HILL	
SHREWSBURY	
SHROPSHIRE	
SY4 3QX	
MRS SUSAN JAYNE COLLMA	965
2 BUTTERCUP CLOSE	
STIRCHLEY	
TELFORD	
TF3 1QT	
MISS SARAH JANE CLARKE	452
14 CHARIOT CLOSE	
ALVASTON	

Abbey National Early Exercisers 05.12.97

DERBY	
DERBYSHIRE	
DE24 0TP	
MRS ELIZABETH CRAWFOR	2619
LITTLEWORTH CROSS	
SEARLE	
FARNHAM	
SURREY	
GU10 1JL	
MISS KATIE THOMPSON	190
47 THE PADDOCK	
PORTISHEAD	
BRISTOL	
AVON	
BS20 9QX	
MISS CLAIRE ROBINSON	1155
HOLLY HOUSE	
BROUGH ROAD	
SOUTH CAVE	
BROUGH	
E YORKS	
HU15 2BU	
MR IAN MARTIN	32
79 BOWMANS WAY	
DUNSTABLE	
BEDFORDSHIRE	
LU6 3LF	
MR ROY DAVIDSON	59
29 BEADLING GARDENS	
NEWCASTLE-UPON-TYNE	
NE4 9HL	
MISS SANDRA PEDLEY	35
4 WYCHWOOD GARDENS	
HIGH WYCOMBE	
BUCKINGHAMSHIRE	
HP12 4LJ	
MRS CHRISTINE CULLEY	67
19 HEATHERSIDE	
BAILDON	
WEST YORKSHIRE	
BD17 5LG	
MR NICHOLAS ASHCROFT	370
TY GERRIG	
HEOL Y CAWL	
LLYSWORNEY	
VALE OF GLAMORGAN	
CF17 7NQ	
MR IAIN DAVID GRAY	370
12 LEADHALL GROVE	
HARROGATE	
NORTH YORKSHIRE	
HG2 9ND	
MS BEVERLEY ANNE MAYO	329
THE OLD BARN HOUSE	
MANOR FARM COURT	
LOWER PENNINGTON LANE	
HAMPSHIRE	
SO41 8AD	
MRS JULIA NICHOLSON	7
24 WALDEGRAVE AVENUE	
HULL	
HU8 9BD	
TOTAL	13470