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COMPANIES FORM No. 128(1)

**Statement of rights attached
to allotted shares****128(1)**Please do not
write in
this margin

Pursuant to section 128(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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14259

Name of company

* MIDLAND BANK PUBLIC LIMITED COMPANY

Insert full name
of company

has allotted shares with rights which:

i. are not stated in the company's memorandum or articles or in any resolution or agreement to which section 380 of the above Act applies, and

ii. are not in all respects uniform with those attached to shares previously allotted.

The class(es) of such shares and the date of the first allotment of shares in each class and the rights attached to each class are:

Class of Shares Non-cumulative	Date of first allotment
Dollar Preference Shares 'Series D1'	24 July 1996
Description of Rights The rights and restrictions attaching to the non-cumulative dollar preference shares "Series D1" of US\$0.01 each are set out in the copy of the Terms and Conditions adopted by resolution of a Committee of the Board of Directors on 19 July 1996 attached hereto	

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

Signed

Designation:

Secretary

Date

2nd August '96Presentor's name address and
reference (if any):Clifford Chance
200 Aldersgate Street
London EC1A 4JJ

BMT/M1667/1671/JYW

For official Use
General Section

Post room

