

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

Return of allotments of shares

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

Please do not write in this margin

To the Registrar of Companies (address overleaf) (see note 1)

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

Company number

14259

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

* insert full name

of company

† distinguish

between

ordinary preference, etc. Name of company

MIDLAND BANK PUBLIC LIMITED COMPANY

2. This section must be completed for all allotments

NON-CUMULATIVE US Description of shares † DOLLAR PREFERENCE SHARES 'SERIES B1" "SERIES B2" A Number allotted 7,000,000 7,000,000 B Nominal value of each XXUS\$0.01 **≭£**US\$0.01 £ Total amount (if any) paid or due and payable on each share (including premium if any) ŒXUS\$20 kkus\$5 £

§ complete (a) or (b) as appropriate

Date(s) on which the shares w	vere allotted		
(a) x(on 23 FEBRUARY	19 <u>95</u>	^{x]x} §, or	
(b) [from	19	to	19] §
The names and addresses of given overleaf	the allottees a	and the number of s	shares allotted to each should be

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			
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	· · · · ·	 	

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)).

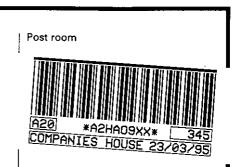
For official use

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: ATW/M±667/657/BMT



4. Names and addresses of the allottees

Please do not write in the margin

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

Names and Addresses	Number of shares allotted			
	Ordinary	Preference	Other	
THE BANK OF NEW YORK		14,000,000		
3 BIRCHIN LANE				
LONDON EC3V 9BY				
<u> </u>				
				
	·			
Total		14,000,000		

		Total	14,000,00	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:					
Signed	N. Bork	Designation‡ _ASST	SECRETAR Date	22/3/95	Administrative Receiver or Receiver (Scotland) as appropriate
	ies registered in Engl should deliver this fo		Companies registered should deliver this for		Орругорилан

The Registrar of Companies Companies Registration Office 102 George Street

Edinburgh EH2 3DJ

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The Registrar of Companies

Companies House

Crown Way

Maindy

Cardiff

CF4 3UZ