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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)

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)

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

Company Number

3115420

1. Name of company

*insert full name of company

* MARATHON PETROLEUM U.K. KAKAP LIMITED

2. This section must be completed for all allotments

† distinguish between ordinary preference, etc.

Descriptions of shares†	ORDINARY		
A Number allotted	100		
B Nominal value of each	£ \$1	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ \$1	£	£

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 25th MARCH 1996], 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

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.	100%		
E Consideration for which the shares were allotted ACCEPTED IN SETTLEMENT OF CASH SUM OWING IN RESPECT OF TRANSFER OF AN INTEREST IN KAKAP OIL FIELD.			

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.

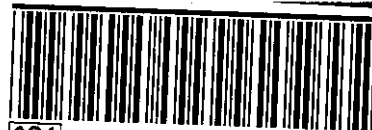
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required 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):

HERBERT SMITH
EXCHANGE HOUSE
PRIMROSE STREET
LONDON EC2A 2HS
REF: C367
TEL: 0171 374 8000

For official Use



A34 *AIE98L2A* 397
COMPANIES HOUSE 27/04/96
COMPANIES HOUSE 16/04/96

4. Names and addresses of the allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MARATHON PETROLEUM INDONESIA, LIMITED	100		
5555 SAN FELIPE			
HOUSTON			
TEXAS 77056			
Total	100		

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 x Date 31 MAY 1996

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

Companies registered in Scotland should deliver this form to:-

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

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