



Companies House
for the record

88(2)

Return of Allotment of Shares

Please complete in typescript, or in bold black capitals.

CHWP000

Company Number

2938984

Company name in full

GREAT NORTH EASTERN RAILWAY LIMITED

Shares allotted (including bonus shares):

Date or period during which shares were allotted
(If shares were allotted on one date enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

2 7 0 4 2 0 0 5

Class of shares
(ordinary or preference etc)

ORDINARY

Number allotted

5000000-

Nominal value of each share

£1

Amount (if any) paid or due on each share
(including any share premium)

£1

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

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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

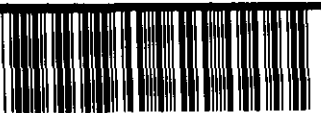
When you have completed and signed the form send it to the Registrar of Companies at:

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

DX 33050 Cardiff

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2



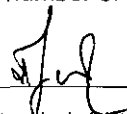
A24 *A6M1K502* 0434
COMPANIES HOUSE 18/05/05
A35 *A6UYASSM* 0463
COMPANIES HOUSE 10/05/05

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

Shareholder details	Shares and share class allotted	
Name GNER HOLDINGS LIMITED <hr/> Address 20 UPPER GROUND <hr/> LONDON <hr/> <div style="text-align: right;">UK Postcode S E 1 L 9 P F</div>	Class of shares allotted <hr/> ORDINARY <hr/>	Number allotted <hr/> 500000 <hr/>
Name <hr/> Address <hr/> <hr/> <div style="text-align: right;">UK Postcode L L L L L L L</div>	Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <div style="text-align: right;">UK Postcode L L L L L L L</div>	Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
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Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

9 MAY 2005

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

SUSAN HARFIELD, LEGAL DEPARTMENT,	
SEA CONTAINERS, 20 UPPER GROUND	
LONDON SE1 9PF	Tel 020 7805 5209
DX number	DX exchange