



# 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

(REVISED 1988)

This form replaces forms  
PUC2, PUC3 and 88(2)To the Registrar of Companies (address overleaf)  
(see note 1)Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Company number

24869

## 1. Name of company

\*Insert full name  
of company

\* ECCLESIASTICAL INSURANCE OFFICE plc

## 2. This section must be completed for all allotments

† Distinguish  
between  
ordinary,  
preference, etc.

Description of shares †	8.625% non-cumulative	irredeemable	preference	shares
A Number allotted		3,110,692		
B Nominal value of each	£	1.00	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£	1.00	£	£

## Date(s) on which the shares were allotted

§ Complete  
(a) or (b) as  
appropriate

(a) [on 11th December 1997] s, or

(b) {from -----19----- to -----19-----} s

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 &amp; 3)

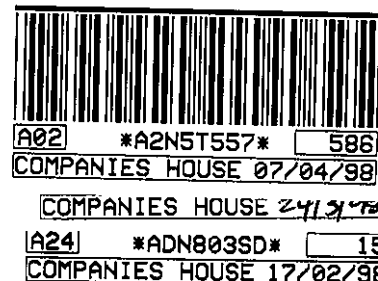
D Extent to which each share is to be treated as paid up. Please use percentage.	100%		
E Consideration for which the shares were allotted 235.333333 common shares of US\$0.00 par value, fully paid and non-assessable in the capital of Chatham Holdings Inc, a corporation duly incorporated and existing in accordance with the laws of the State of Delaware, USA.			

## 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 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.

Presentor's name, address,  
telephone number and reference  
(if any):Speechly Bircham  
Bouverie House  
154 Fleet Street EC4A 2HX  
DX 54 LONDON

For official use



4. Names and addresses of the allottees

Please do not  
write in the  
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
HEAD PARTNERS			
European Reinsurance Company of Zurich		780,607	
Rilenova B.V.		502,052	
Electra Investment Trust PLC		458,863	
Odyssey Reinsurance Corporation		192,885	
Citicorp Banking Corporation		352,964	
Chase Manhattan Investment Holdings, L.P.		626,221	
Federal Insurance Company		42,952	
President & Fellows of Middlebury College		23,873	
Orkla ASA		4,755	
Pacific Indemnity Company		14,324	
Third Avenue Value Fund, Inc.		4,775	
Storebrand Livsforsikring AS		9,530	
Storebrand Skadeforsikring AS		9,549	
Heracles Partners L.P.		87,342	
TOTAL		3,110,692	
All of:			
HEAD & COMPANY L.L.C.			
1330 AVENUE OF THE AMERICAS			
12TH FLOOR			
NEW YORK			
NEW YORK 10019-5402			
UNITED STATES OF AMERICA.			
Total			

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:

Signed *[Signature]* Secretary  
~~Registration~~

Date 12/2/98

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

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

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

Companies registered in Scotland  
should deliver this form to:-

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