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Please complete in typescript, or in bold black capitals **CHFP029**

88(2)

Return of Allotment of Shares

Company Number	309351			
Company name in full	Longman Penguin Limited			
Shares allotted (including bon	us shares):			
(**************************************	From To			
Date or period during which shares were allotted	Day Month Year Day Month Year			
(If shares were allotted on one date enter that date in the "from" box)	0 4 0 6 2 0 0 1			
Class of shares (ordinary or preference etc)	OROR/ORDINARY SHA			
Number allotted	11,750,000.			
Nominal value of each share	£ 0.20			
Amount (if any) paid or due on each share (including any share premium)	£ 10.00			
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				
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 contract is not in writing)				
	When you have completed and signed the form send it to the Registrar of Companies at:			

A14 COMPANIES HOUSE 05/06/01

Companies House, Crown Way, Cardiff CF14 3UZ

DX 33050 Cardiff

For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235 For companies registered in Scotland Edinburgh

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

Shareholder details		Shares and share class allotted	
Name PEARSON PLC		Class of shares allotted	Number allotted
Address			
3 BURLINGTON GARDENS, LONDON		LOROR/ORDINARY SHA	11,750,000.
UK Postco	ode wilk Lite	- L	
Name		Class of shares allotted	Number allotted
Address		-	
UK Postco	ode LLLLLL		
Name		Class of shares allotted	Number allotted
Address			
UK Postc	ode LLLL LLL		
Name		Class of shares allotted	Number allotted
Address			
UK Posto	code LLLLLLL		
Name		Class of shares allotted	Number allotted
Address			
		_	
UK Post		<u> </u>	
Please enter the number of continuation	n sheets (if any) attached to th	is form	
Signed CAR Rounas		Date 4/6/01.	
A director / secretary /- administrator /-administ	rative receiver / receiver manager / rec	ceive r Please	delete as appropriate
Please give the name, address, telephone number and, if available,	DONNA CLARK, PEARSON PLC, 3	BURLINGTON GARDENS, LON	DON, W1X 1LE
a DX number and Exchange of the person Companies House should		Tel 020 7411	2253
contact if there is any query.	DX number DX exchange		