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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

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

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

(REVISED 1988)

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

Company Number

2913056

1. Name of company

* insert full name
of company

* BARNES INSURANCE SERVICES LIMITED

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Descriptions of shares†	ORDINARY		
A Number allotted	4000		
B Nominal value of each	£ 1-00	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1-10	£	£

Date(s) on which the shares were allotted

(a) [on 23 DECEMBER 1997]\$, or

(b) [from 10 to 10]\$,

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

§ complete
(a) or (b) as
appropriate

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	N/A		

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)).

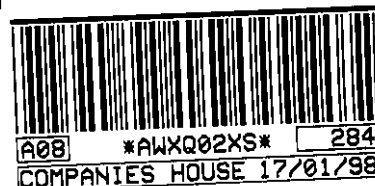
3. Details of bonus issues should be included only in section 2.

Presentor's name address, telephone
number and reference (if any):

MR. C.M. BARNES
97 BARNLEY ROAD
GRAVESEND
16NT DAILIER
01474 359348

For official Use

Post Room



Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
CARISTOPHER MARTIN BARNEJ 97 DARNLEY ROAD GRAVESEND KENT DA11 0SQ	3940	—	—
KAREN ZAINEB BARNEJ 97 DARNLEY ROAD GRAVESEND KENT DA11 0SQ	60		
Total	4000	—	—

Signed *[Signature]* Designation DIRECTOR Date 23/12/97

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