

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

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)

Please complete legibly, preferably in black type, or bold block lettering (see note 1)

(REVISED 1988)

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

3019440

1.	Name	of	com	pany
----	------	----	-----	------

insert full name of company

† distinguish between ordinary preference, etc.

BALLPARK FIGURE 3 LIMITED NOW KNOWN AS rainbow radio Holdings limited

2. This section must be completed for all allotments

Descriptions of sharest	Ordinary		
A Number allotted	1,100,000		
B Nominal value of each	£l	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1	£	f

§ complete (a) or (b) as appropriate

a) [on 2 NOVEM	5 <u>55</u> 1995	}§, or		
o) [from	19	to	19	18

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 in Please use percentage.	s to be treated as paid up.	100%		
E Consideration for which the shares were allotted	Share-for-share	exchange	(please	see
	contract attache	ed)		

NOTES

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

For official Use

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

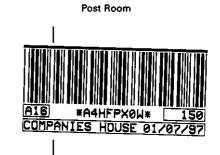
Presentor's name address, telephone number and reference (if any):

Morrell, Peel & Gamlen l St. Giles'

OXFORD OX1 3JR

01865 242468 (Tel:

(Ref: EW)



4. Names and addresses of the allottees

Please do not write in the margin

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

Names and Addresses	Number of shares allotted			
	Ordinary	Preference	Other	
Jonathan Charles Harwood Anelay	190,308			
"Grey Gables"				
60 Linkside Avenue				
OXFORD OX2 8JB				
John Nowell Anelay	63,383			
Flat 1, Rear of Feniscliffe Drive				
Feniscliffe			<u>.</u>	
BLACKBURN BB2 2UF				
Lancashire				
Iain David Newton	269,376			
Sykes Farm				
Higher Commons Lane		ļ		
Osbaldeston				
Nr. BLACKBURN BB2 7LS				
Lancashire				
Brian Openshaw	63,383	_		
54 Lammack Road				
BLACKBURN BB1 8JX				
Lancashire	<u> </u>			
Cyril George Clark	15,846			
The Spinney	<u> </u>			
Wyfordby Avenue				
BLACKBURN BB2 7AR			<u> </u>	
Lancashire			 	
Total		<u></u>		

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
SignedDesignation	Date November (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 Companies registered in Scotland should deliver this form to:-

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

CF4 3UZ

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

Continuation sheet ...

(BALLPARK FIGURE 3 LIMITED) NOW KNOWN AS RAINBOW RADIO HOLDINGS LIMITED

Company Number 3019440

4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted Ordinary
Edith Clark The Spinney Wyfordby Avenue BLACKBURN BB2 7AR Lancashire	15,846
Lance Edward Anelay 32 The Chilterns Gloucester Green OXFORD OX1 2DF	205,993
Carol Anelay, Alan Graham Poulter and Alistair Peter Barclay-Watt 1 St. Giles' OXFORD OX1 3JR	275,865
Total	1,100,000
