Return of allotments of Shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

To the Registrar of Companies

Company Number

3385025



(REVISED 1988) This form replaces forms PUC2, PUC3 and 88(2)

Gradefactor Limited

1. Name of company

2. This section must be completed for all allotments

Description of shares		Ord		
Α	Number allotted	99		
В	Nominal value of each	£ 1.00	£	£
С	Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.00	£	£

Date(s) on which shares were allotted

on 26 June 1997

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 & 3)
 - Extent to which each share is to be treated as paid up (%)

N/A

Consideration for which the shares were allotted

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):

CHAPP

Company Searchary Peel Holdings p.i.c. auay West Trafford Wharf Road Manchester MITIPL.

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Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Peel Holdings p.l.c. Quay West, Trafford Wharf Road, MANCHESTER, M17 1PL	99		
Total	99		

Total	99		:						
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 <u>MhU</u> M Des ignation	Director.	Date	26/6/97.						