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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)

(REVISED 1988)

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

Please do not
write in this
margin

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

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

Company number

3419256

1. Name of company

* insert full name
of company

* ST. CATHERINES LIMITED

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY		
A Number allotted	99		
B Nominal value of each	£ 1	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1	£	£

Date(s) on which the shares were allotted

(a) [on 13TH AUGUST 19 97] \$, or

(b) [from _____ 19 _____ to _____ 19 _____] \$

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

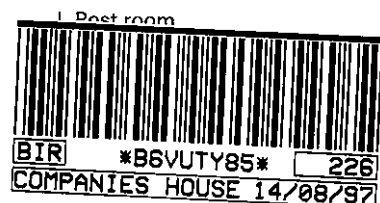
NOTES

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):

NATIONWIDE COMPANY SERVICES LTD.
SOMERSET HOUSE,
TEMPLE STREET,
BIRMINGHAM B2 5DP
021-643 9669

For official use



4. Names and addresses of the allottees

Please do not
write in
this margin

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MICHAEL DAVID BAILEY	89		
WESTFIELD HOUSE			
DANES GREEN			
CLAINES			
WORCESTERSHIRE			
WR3 7RU			
VERONICA WILLIAMS	10		
WESTFIELD HOUSE			
DANES GREEN			
CLAINES			
WORCESTERSHIRE			
WR3 7RU			
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:

[illegible]

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

Signed Kevin Brewer Date _____

Designation

DIRECTOR

Date 13/8/97

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

Companies registered in Scotland
should deliver this form to:-

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

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB