

CHA 13

Please do not write in this margin

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

* Insert full name of company

† distinguish between ordinary preference, etc.

§ complete (a) or (b) as appropriate

COMPANIES FORM No.88(2)(Rev 1988) Return of allotments of shares

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

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

88(2)

(REVISED 1988)

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

2. This section must be completed for all allotments Descriptions of shares† A Number allotted B Nominal value of each C Total amount (if any) paid or due and payable on each share (including premium if any) Date(s) on which the shares were allotted (a) [on21st September1997]s,or (b) [from19to19to19	(PUC2, PU	PUC2, PUC3 and 88(2)		
* ROGEN INTERNATIONAL (UK) LINITED 2. This section must be completed for all allotments Descriptions of shares† A Number allotted B Nominal value of each C Total amount (if any) paid or due and payable on each share (including premium if any) Date(s) on which the shares were allotted (a) [on			Company N			
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A Number allotted B Nominal value of each £ 250.00 £ £ C Total amount (if any) paid or due and payable on each share (including premium if any) Date(s) on which the shares were allotted (a) [on	2. This section must be completed for all allotments			· · · · · · · · · · · · · · · · · · ·		
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Date(s) on which the shares were allotted (a) [on21stSeptember 1997]s,or (b) [from 19 to19]s 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) D Extent to which each share is to be treated as paid up. Please use percentage. E Consideration for which the shares were allotted **Description** In This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a eturn 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).	B Nominal value of each	£250.00	£	£		
(a) [on	C Total amount (if any) paid or due and payable on each share (including premium if any)	£250.00	£	£		
Please use percentage. E Consideration for which the shares were allotted NOTES I. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a eturn 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 action 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) Form No 88(3)).	(b) [from 19 to 19	f shares allotted to	each should be	given		
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. Details of bonus issues should be included only in section 2.	. Details of bonus issues should be included only in section 2.					

For official use

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Ref:HGW\R0734\AD

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

Tel:

CLARK WHITEHILL

LONDON EC4A 3LN

25 NEW STREET SQUARE

Post room

COMPANIES HOUSE 13/11/97

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	
ROGEN INTERNATIONAL INC	1			
305 MADISON AVENUE				
SUITE 933			·	
NEW YORK, USA				
NY 10165				
			·	
		· ·		
		-	· · · · · · · · · · · · · · · · · · ·	
			- 1	
			1	
			77.0	
Total	1			

			!
Tota	1		
Where the space given on the form is inadequate sheets should be used and the number of sheets be indicated in the box opposite: Signed Designation:	attached should	Date 3 /11 / 99	‡ Insert, Director, Secretary, Administrator Administrative Receiver or Receiver (Scotland) as
Companies registered in England and Wales or Wales should deliver this form to:- The Registrar of Companies Companies House	should delive	egistered in Scotland r this form to:-	appropriate.

37 Castle Terrace

Company Number: 03424866

Edinburgh

EH1 2EB

Crown Way

Maindy

Cardiff

CF4 3UZ