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COMPANIES FORM No. 88(3)

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

88(3)

Pursuant to section 88(3) of the Companies Act 1985

Please do not write in this margin

Note: This form is only for use when the contract has not been reduced to writing

Please complete legibly, preferably in black type, or bold block lettering To the Registrar of Companies

For official use	Company number	
	3425094	

Please do not write in the space below. For Inland Revenue use only

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* insert full name of company

*	Kennametal	Herte1	Limited

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	440,000	
2 The nominal value of each such share	£ 1	00
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 1	00
b The value of each share allotted i.e. the nominal value and any premium	£ 1	00
c The amount to be considered	£ 1	00

4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted

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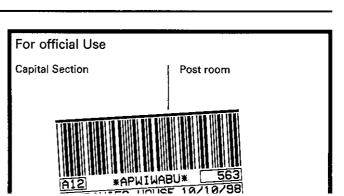
JORDAN & SONS LIMITED
21 ST THOMAS STREET
BRISTOL 8S1 6JS
TELEPHONE 0272 230650
TELEX 449119 FAX 0272 23065
DX 739161 BRISTOL
TELECOM GOLD 74 JOR007

COM GOLD 74 JOR

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

as paid up in respect of b

Ward Hadaway Sandgate House 102 Quayside Newcastle upon Tyne NE1 3DX (Ref: RAT)



5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	
6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	f 440,000	00
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	
	•	
8 If the allotment is made in satisfaction or part satisfaction purchase price of property, give below:	on of the	į
a brief description of property:		
a silot docomption of property.	••	
		:
b full particulars of the manner in which the		
purchase price is to be satisfied	£	р
Amount of consideration payable in cash or bills		
Amount of consideration payable in debentures, etc		
Amount of consideration payable in shares		
Liabilities of the vendor assumed by the purchaser:		
Amounts due on mortgages of freeholds and/or		
leaseholds including interest to date of sale		
Hire purchase etc debts in respect of goods acquired		
Other liabilities of the vendor,		
Any other consideration		

Please do not write in this margin

■ Where such properties are sold subject to mortgage, the gross value should be shown

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

appropriate

This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads: £
Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*
Legal estates in leasehold property*
Fixed plant and machinery on leasehold property (including
tenants', trade and other fixtures)
Equitable interests in freehold or leasehold property*
Loose plant and machinery, stock-in-trade and other chattels
(plant and machinery should not be included under this head
unless it was in actual state of severance on the date of the
sale)
Goods, wares and merchandise subject to hire purchase or
other agreements (written down value)
Goodwill and benefit of contracts
Patents, designs, trademarks, licences, copyrights, etc.
Book and other debts
Cash in hand and at bank on current account, bills, notes,
etc
Cash on deposit at bank or elsewhere
Shares, debentures and other investments
Other property

Designation + Director Date 21-9-98

Certificate of value§

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Date

Signed

Date

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