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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)

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

NC
15 JUL 1998

(REVISED 1988)

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

Please do not
write in this
margin

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

Company Number

0338359 3425094

1. Name of company

* HOODCO 565 LIMITED

* insert full name
of company

2. This section must be completed for all allotments

| | | | |
|--|------------|---|---|
| Descriptions of sharest | ORDINARY | | |
| A Number allotted | 10,211,000 | | |
| B Nominal value of each | £ 1.00 | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £10211000 | £ | £ |

Date(s) on which the shares were allotted

(a) [on 30 JUNE 19 98]\$, 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

† distinguish
between
ordinary
preference, etc.

§ 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. | 100% | | |
| E Consideration for which the shares were allotted | THE RELEASE OF A DEBT WORTH £10,211,000 | | |
| | | | |
| | | | |

NOTES

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

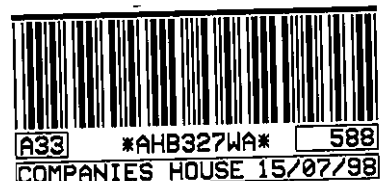
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required 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):

WARD HADAWAY
SANDGATE HOUSE
102 QUAYSIDE
NEWCASTLE UPON TYNE
NE1 3DX
(REF. IJM.KEN050.2)

For official Use



Please do not
write in the
margin

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

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
Receiver
(Scotland) as
appropriate.

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 Registration Office
102 George Street
Edinburgh
EH2 3DJ