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

(REVISED 1988)

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

Company number

3730687

1. Name of company

*Insert full name
of company

* Ridgmount Holdings Limited

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares +	Ordinary		
A Number allotted	1424,614		
B Nominal value of each	£ 1	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1	£	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 19th October 1999] s, or

(b) From xxxxxxxxxxxxxxxxxxxxxxxxx19xxxxxxxxxtoxxxxxxxxxxxxxxxxxxxxxxxxxxx19xxxxxx5xxxxxxxxxxxxxxxx

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.	100%		
E	<p>Consideration for which the shares were allotted Transfer of shares in InterEurope Technology PLC pursuant to (1) Conditional Share Exchange Agreement between Ridgmount Holdings Limited and David H Immanuel; (2) Conditional Share Exchange Agreement between Ridgmount Holdings Limited and Pointon York Trustees Ltd, David Immanuel and Ofra Immanuel .</p>			

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 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):

McClure Naismith
Pountney Hill House
6 Laurence Pountney Hill EC4R 0BL
DX 764 CDE LONDON

MacLay Murray & Spens
10 Foster Lane, London
EC2V 6HR. DX 42616 Cheapside

For official use



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COMPANIES HOUSE

0294
30/08/00

4. Names and addresses of the allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
1)Pointon York Trustees Limited of The Crescent , King Street Leicester LE1 6RX ;			
2)David Immanuel of 40 Ferncroft Avenue London NW3 ;			
3)Ofra Immanuel also of 40 Ferncroft Avenue London NW3 (all being the Trustees of the Language Studies Retirement Fund) .	427,384		
David Immanuel of 40 Ferncroft Avenue, London, NW3	997,230		
Total	1424,614		

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

Signed



Designation‡ Director

Date

25/8/00

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

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

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ

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Companies G88(2) (Revised 1988)