

88(2)**Return of allotments of shares**

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

Please do not
write in this
margin**(REVISED 1988)****This form replaces forms
PUC2, PUC3 and 88(2)**To the Registrar of Companies (address overleaf)
(see note 1)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

3762366

1. Name of company*Insert full name
of company

* uc.com ltd

2. This section must be completed for all allotments†Distinguish
between
ordinary,
preference, etc.

Description of shares †	"A"Ord		
A Number allotted	4,288,249		
B Nominal value of each	£ 0.0001	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.30	£	£

Date(s) on which the shares were allotted

§ Complete
(a) or (b) as
appropriate

(a) on (31/01/00) 1999-15, or 31 January 00.

(b) from 19 to 19-15

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			

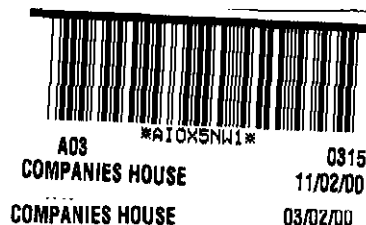
Notes

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):Kidd Rapinet
14 - 15 Craven Street,
London,

DX 2 London

For official use



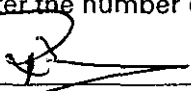
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name PLEASE SEE ATTACHED LIST		Class of shares allotted	Number allotted
Address 			
UK Postcode			
Name 		Class of shares allotted	Number allotted
Address 			
UK Postcode			
Name 		Class of shares allotted	Number allotted
Address 			
UK Postcode			
Name 		Class of shares allotted	Number allotted
Address 			
UK Postcode			
Name 		Class of shares allotted	Number allotted
Address 			
UK Postcode			

Please enter the number of continuation sheet(s) (if any) attached to this form

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Signed



Date

1 February 2000

A director / secretary / administrator / administrative manager / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Kidd Rapinet

14 - 15 Craven Street,, London,,

WC2N 5AD

Tel 0207 925 0303

DX number 2

DX exchange London

Names and Addresses	Shares and share class allotted	
	Class	Number Allotted
J. Admiraal De Herderin 31, 1911 JX, Ugeest, The Netherlands	"A" Ordinary	10,000
B.J. Runderkamp Bremhorstlaan 3, 2244 EN, Wassenaar, The Netherlands	"A" Ordinary	50,000
Reukema Finance BV Stationslaan 108, 3841 DB, Harderwijk, The Netherlands	"A" Ordinary	100,000
C.P Veldhoen Serenadelaan 121, 2992 GT, Barendrecht	"A" Ordinary	50,000
Munnikenland Beheer BV Munnikenland 29, 2716 BV, Zoetermeer, The Netherlands	"A" Ordinary	100,000
A. Liedorp Aalkensland 6, 5632 PR, Eindhoven, The Netherlands	"A" Ordinary	25,000
R.G. De Haas Wagnerlaan 28, 1411 JE, Amsterdam	"A" Ordinary	200,000
P.H. Laarhoven & P.H Laarhoven - Den Broeder Buerweg 42, 1861 CJ, Bergen, The Netherlands	"A" Ordinary	33,250
B.S.M Vredegoor-Hendriks Den Biest 17, 5615 AT, Eindhoven	"A" Ordinary	100,000
S. Van Keulen Vredelaan 43, 1251 GH, Laren, The Netherlands	"A" Ordinary	250,000
J.O. Stradmeijer Jagerslaan 2, 2243 EH, Wassenaar, The Netherlands	"A" Ordinary	100,000
Coconot Island BV NZ Kolk 10 - 11, 1012 PV, Amsterdam, The Netherlands	"A" Ordinary	100,000
P.P.Degen Klingelbeekseweg 24, 6812 DH Arnhem, The Netherlands	"A" Ordinary	35,000
B. Stradmeijer Lomanstraat 27 III, 1075 PT, Amsterdam, The Netherlands	"A" Ordinary	100,000
Boelaars Holding BV Mr. H. Enschedeweg 12, 2111 EB, Aerdenhout, The Netherlands	"A" Ordinary	333,333
Vicarage Corporation Portland House, Glacis Road, P.O. Box 847, Gibraltar	"A" Ordinary	56,666
W.G.J. Beulink Deventerdijk 8, 7217 SC, Harfsen, The Netherlands	"A" Ordinary	100,000
T.M.P Grimbergen Urb. Mas Mestre - Avda Mar De Mediteranea 27-29, Olivella (BCN), Spain	"A" Ordinary	25,000
C. van den Berg Hoge Duin en Daalseweg 38, 2061 AH Bloemendaal, The Netherlands	"A" Ordinary	25,000
P.R.J. van der Meer Amsterdamseweg 274, 1182 HN, Amstelveen, The Netherlands	"A" Ordinary	50,000
Schretlen & Co Apollolaan 15 1077 AB Amsterdam The Netherlands	"A" Ordinary	265,000
Schretlen & Co Apollolaan 15 1077 AB Amsterdam The Netherlands	"A" Ordinary	225,000
J.A.T.H. Dekker van Merlenlaan 25, 2101 GC, Heemstede, The Netherlands	"A" Ordinary	200,000
A. Kruitbos C. van Boortlaan 36, 1187 TJ, Amstelveen, The Netherlands	"A" Ordinary	100,000
G.F. van Otterloo Hyacinthweg 25, 2565 RE, Den Haag, The Netherlands	"A" Ordinary	100,000

S.A. Key Burgemeester Amersfoortlaan, 1171 DN, Badhoevedorp, The Netherlands	"A" Ordinary	40,000
Schretlen & Co Apollolaan 15 1077 AB Amsterdam The Netherlands	"A" Ordinary	235,000
Pole BV Vogelkerslaan 13, 5263 HA, Vught, The Netherlands	"A" Ordinary	30,000
Geeris Holding Nederland B.V. Helvoirtseweg 146, 5263 EH Helvoirt	"A" Ordinary	250,000
W.M. Smit p/a Concertgebouwplein 5, 1077 LL, Amsterdam, The Netherlands	"A" Ordinary	500,000
W.M. Smit p/a Concertgebouwplein 5, 1077 LL, Amsterdam, The Netherlands	"A" Ordinary	500,000
Total		4,288,249