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Please do not write in this margin

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 complete legibly, preferably in black type, or bold block lettering Note: This form is only for use when the contract has not been reduced to writing

To the Registrar of Companies (address overleaf)

For official use

Company number

3762366

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

* UC. Com Ital

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

2 The nominal value of each such share £ 0.000

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash

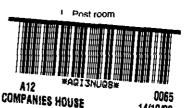
b The value of each share allotted i.e. the nominal value and any premium

c The amount to be considered as paid up in respect of b

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 ICO.COO SHARES ALLOTTED IN SETTLEHENT OF PROFESSIONAL FLES RENDERED TO THE VALUE OF ESO.COO

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

LCN/WIIOZ LITTLEJCHN FRAZER DX W2660 /SLE GF TXXS TEL 020 7987 5030 0XL WG For official Use



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COMPANIES HOUSE

0313 25/09/00

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	m I	
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 of the purchase price of property, give below:		
a brief description of property:		
b full particulars of the manner in which the purchase price is to be satisfied £	p	
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: Amount 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,		

Please do not write in this margin

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

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:		
I	between the respective neads.	£
	Legal estates in freehold property and fixed plant and	
	machinery and other fixtures thereon*	į –
	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	
į	Shares, debentures and other investments	
	Other property	

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

Signed

Designation \$ SECT 2000

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

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 \mathfrak{L}

Signed

Date

Signed

Date

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office

Ground Floor City House

140-146 Edmund Street Birmingham B3 2LG

DX: 15001 Birmingham 1 Tel: 0121 200 3001 **Bristol Stamp Office**

The Pithay
All Saints Street

Bristol BS1 2NY Manchester Stamp Office

Alexandra House

Parsonage Manchester M60 9BT

DX: 7899 Bristol 1 Tel: 0117 945 6874 / 5 DX: 14430 Manchester Tel: 0161 833 2752

Newcastle Stamp Office 15th Floor, Cale Cross House

156 Pilgrim Street Newcastle Upon Tyne

NE16TF

DX: 61021 Newcastle Upon Tyne

Tel: 0191 245 0200

London Stamp Office (Personal callers only) South West Wing

Bush House Strand

London WC2B 4QN

Edinburgh Stamp Office

Mulberry House 16 Picardy Place

Edinburgh EH1 3NF

DX: ED 303 Edinburgh 1 Tel: 0131 556 8511

Worthing Stamp Office (Postal applications only)

Ground Floor
East Block
Barrington Road
Worthing BN12 4SE

DX: 3799 Worthing 1 Tel: 01903 508930

Tel: 0171 438 7252/7452

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to an inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be delivered to Companies House within one month of the allotment of shares. The form must be sent to:

For companies registered in:

England or Wales:

Scotland:

The Registrar of Companies Companies House

Crown Way Cardiff CF4 3UZ

DX: 33050 Cardiff

The Registrar of Companies

Companies House 37 Castle Terrace Edinburgh EH1 2EB

DX: 235 Edinburgh