

COMPANIES FORM No.88(3)

EXEMPT

30317

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

88(3)

CHFP025

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

* Insert full name of company

To the Registrar of Companies (Address overleaf)

For official use

Company number

4041884

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

* Robert Dyas Holdings 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	5,843,457
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2	The nominal value of each such share	£	00 05

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£	00 05
b The value of each share allotted i.e. the nominal value and any premium	£	00 70
c The amount to be considered as paid up in respect of b	£	00 65

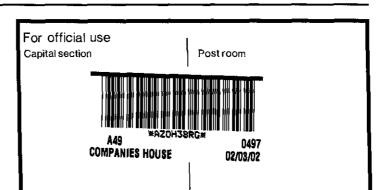
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted

N/A

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

Ross & Craig 12a Upper Berkeley Street, London, , W1H 7PE

44416 MARBLE ARCH



5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£ N/A	
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	£ N/A	
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	£ N/A	
O If the ellature of a mande in entire street and a series	a of the	·-
8 If the allotment is made in satisfaction or part satisfaction purchase price of property, give below:	on of the	
3 brief description of property		· · · · · · · · · · · · · · · · · · ·
a brief description of property:		
ah awa s		
shares		
b full particulars of the manner in which the	£	р
purchase price is to be satisfied		
A		
Amount of consideration payable in cash or bills	N/A	
Amount of consideration payable in debentures, etc	N/A	
Amount of consideration payable in shares	4,090,419	lan
, ,	4,000,410	100
Liabilities of the vendor assumed by the purchaser:		
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale	N/A	
Hire purchase etc debts in respect of goods acquired	N/A	
Other liabilities of the vendor	N/A	
Any other consideration	N/A N/A	
- my valet consideration	M/A	
	4,090,419	90

Please do not write in this margin

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

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*	£ nil		
Legal estates in leasehold property*	nil		
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	nil		
Equitable interests in freehold or leasehold property*	nil		
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)	nil		
Goods, wares and merchandise subject to hire purchase or other agreements (written down value)	nil		
Goodwill and benefit of contracts	nil		
Patents, designs, trademarks, licences, copyrights, etc	nil		
Book and other debts	nil		
Cash in hand and at bank on current account, bills, notes, etc	, nil		
Cash on deposit at bank or elsewhere	nil		
Shares, debentures and other investments	4,090,419.90		
Other property	nil		
	4,090,419.90		

† 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.

Signed Tehnel luis (Moesignation † Secretary

Date /9/2/02

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 $\mathfrak E_N/A$

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

5th Floor Norfolk House

Smallbrook Queensway
Birmingham B5 4LA

Bristol Stamp Office

The Pithay
All Saints Street

Bristol BS1 2NY Manchester Stamp Office

Alexandra House

Parsonage Manchester M60 9BT

DX: 15001 Birmingham 1

Tel: 0121 633 3313

DX: 7899 Bristol 1 Tel: 0117 927 2022 DX: 14430 Manchester Tel: 0161 476 1741

Newcastle Stamp Office

15th Floor, Cale Cross House 156 Pilgrim Street Newcastle Upon Tyne

NE1 6TF

Edinburgh Stamp Office

Mulberry House 16 Picardy Place

Edinburgh EH1 3NF

DX: 61021 Newcastle Upon Tyne

Tel: 0191 261 1199

DX: ED 303 Edinburgh 1 Tel: 0131 556 8998

London Stamp Office (Personal callers only)

South West Wing Bush House Strand

London WC2B 4QN

Worthing Stamp Office (Postal applications only)

Ground Floor East Block Barrington Road Worthing BN12 4SE

Tel: 020 7 438 7252/7452

DX: 3799 Worthing 1 Tel: 01903 508962

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 CF14 3UZ The Registrar of Companies

Companies House 37 Castle Terrace Edinburgh EH1 2EB

DX: 33050 Cardiff

DX: 235 Edinburgh