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COMPANIES FORM No.122

122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

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102278

Name of company

* HERIOT-WATT COMPUTER APPLICATION SERVICES LIMITED

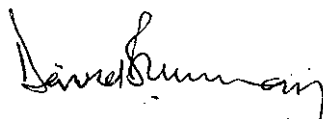
* insert full name
of company

gives notice that:

At an Extraordinary General Meeting of the Company held on 15 May 1997 5,378 Ordinary Shares of £1 each comprised in the authorised and issued share capital of the Company be converted into 'A' Ordinary Shares of £1 each having the rights and restrictions set out in the new Articles of Association adopted by the Company at the aforesaid Extraordinary General Meeting.

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

Signed



Designation†

COMPANY
SECRETARY

Date 15th May 1997

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

W & J BURNES W.S.
16 HOPE STREET
EDINBURGH
Tel No: 0131 226 2561

Ref: P. Lawson

For official Use
General Section

Post room

SCT *SX8MKY01* 25
COMPANIES HOUSE 06/08/97