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## 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

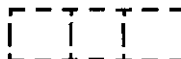
Please do not write in this margin

Note: This form is only for use when the contract has not been reduced to writing

To the Registrar of Companies  
(Address overleaf)

For official use Company number

Please complete legibly, preferably in black type, or bold block lettering



726423

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

\* Strathdon Investments plc

\* Insert full name of company

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	20,335,149
2	The nominal value of each such share	£ 0.05
3a	The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 0.05
b	The value of each share allotted i.e. the nominal value and any premium	£ 0.36
c	The amount to be considered as paid up in respect of b	£ 0.36
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	Please see the continuation sheet

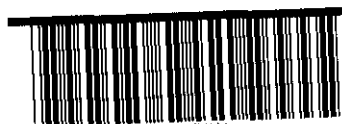
Presentor's name, address and reference (if any):

Herbert Smith  
Exchange House,  
Primrose Street,  
London, , EC2A 2HS

2201/5745/30846965

For official use  
Capital section

Post room

LD3  
COMPANIES HOUSEQ249  
08/07/04

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	N/A	
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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	
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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	
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8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		
a brief description of property: N/A		
b full particulars of the manner in which the purchase price is to be satisfied  Amount of consideration payable in cash or bills — Amount of consideration payable in debentures, etc — Amount of consideration payable in shares —  <i>Liabilities of the vendor assumed by the purchaser:</i> Amounts 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 — Any other consideration —	£	p

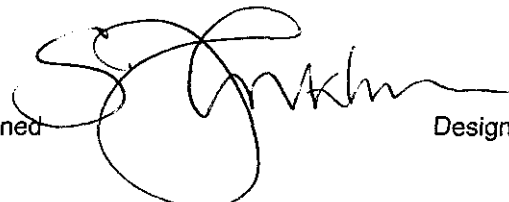
Please do not write in this margin.

\* 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:

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon* _____	£
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 _____	
Shares, debentures and other investments _____	
Other property _____	
	.00

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

Signed  Designation *Director* Date *7/7/04*

§ 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 £

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  
First Floor  
The Pithay  
All Saints Street  
Bristol BS1 2NY

Manchester Stamp Office  
Upper 5th Floor  
Royal Exchange  
Exchange Street  
Manchester M2 7EB

DX: 15001 Birmingham 1  
Tel: 0121 633 3313

DX: 7899 Bristol 1  
Tel: 0117 927 2022

DX: 14430 Manchester 2  
Tel: 0161 834 8020

Newcastle Stamp Office  
15th Floor, Cale Cross House  
156 Pilgrim Street  
Newcastle Upon Tyne  
NE1 6TF

Edinburgh Stamp Office  
Grayfield House  
Spur X  
5 Bankhead Avenue  
Edinburgh EH11 4BF

DX: 61021 Newcastle Upon Tyne 1  
Tel: 0191 201 7413

DX: ED 543303 Edinburgh 33  
Tel: 0131 442 3161

London Stamp Office  
*(Personal callers only)*  
Ground Floor  
South West Wing  
Bush House  
Strand  
London WC2B 4QN

Worthing Stamp Office  
*(Postal applications only)*  
Room 35, East Block  
Barrington Road  
Worthing  
West Sussex BN12 4XJ

Tel: 020 7438 7252/7452

DX: 3799 Worthing 1  
Tel: 01903 508 962

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:

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff CF14 3UZ

DX: 33050 Cardiff

Scotland:

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh EH1 2EB

DX: 235 Edinburgh

**FORM 88(3) Continuation sheet**

4. The consideration for the allotment of 20,335,149 ordinary shares comprises:
- (i) the transfer to the Company of 2,567,275 A ordinary shares in Strathdon Holdings Limited (with a value of £694,962) in consideration for the allotment by the Company of 1,932,999 ordinary shares; and
  - (ii) the transfer to the Company of 24,440,154 B ordinary shares in Strathdon Holdings Limited (with a value of £6,615,953) in consideration for the allotment by the Company of 18,402,150 ordinary shares.