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Please do not
write in
this margin

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

* insert full name
of company

Distinguish
between
ordinary,
preference, etc

Complete
(a) or (b) as
appropriate

5

Return of allotments of shares

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

To the Registrar of Companies (Address overleaf)
(see note 1)

1. Name of company

* ALIGN-RITE INTERNATIONAL LIMITED

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	2,750	250	2,000
B Nominal value of each	£0.01	£0.01	£0.01
C Total amount (if any) paid or due and payable on each share (including premium if any)	£0.50	£0.80	£1.72

Date(s) on which the shares were allotted

(a) [on 14 FEBRUARY 19 96] [§], or

(b) [from _____ 19 _____ to _____ 19 _____]

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

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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 the 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)).
- Details of bonus issues should be included only in section 2.

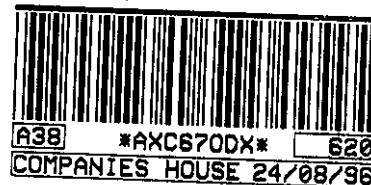
Presentor's name, address,
telephone number and reference
(if any):

EVERSHEDS
FITZALAN HOUSE
FITZALAN ROAD
CARDIFF CF2 1XZ

REF: 1\J\SB\2

For official Use

Post room



88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Company number

1964887

4. Names and addresses of the allottees

Please do not
write in the
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**Please complete
legibly, preferably
in black type, or
bold block
lettering**

Description of Shares			
Names and Addresses	Number of shares allotted		
STUART HUNT 16 ORCHARD ROAD ARDLEY NR - BILESTER, OXON	250		
JOHN SANT 3 YEW TREE CLOSE, COLWINTON, COVBRIDGE, MID GLAMORGAN.	750		
JEFF PERKINS 9-7, DINAS BAGLAN ROAD, PORT TALBOT, WEST GLAMORGAN	750		
MARIA HOPKINS 6, CAE PRENTICE, CEFN CRIBWR, BRIDGEND. MID GLAMORGAN.	250		
CAROL LEE 5 CON RORIN GOCH GLENFIELD CAERPHILLY MID GLAMORGAN	1,500		
SUZANNE JEYNES TY NEWYDD NEATH ROAD MAESTEG MID GLAMORGAN	500		
Total	5,000		

Where space is given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

Signed [Signature] Designation Secretary Date 8/6/98

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

Companies registered in England and Wales or Wales should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies Registration Office
100 - 102 George Street
Edinburgh
EH2 3DJ