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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

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

NOT FOR FILING

To the Registrar of Companies (Address overleaf)

For official use

Company number

Please do not write in the space below. For Inland Revenue use only

[] [] [] [] [] [] [] []

1969735

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

* T C GROUP PLC

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	242057
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2 The nominal value of each such share	£	0	25
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3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£	0	25
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	
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Presentor's name address and reference (if any):

Lloyds Bank Registrars
Corporate Actions
The Causeway
Worthing
West Sussex BN99 6DA
Our Ref: CA/MCR

For official Use

Capital Section

Barcode
ED2 *EE0PBSM6* 74
COMPANIES HOUSE 24/01/97
COMPANIES HOUSE 10/01/97

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	
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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	£	
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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	£	
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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:		
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		
<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		

Please do not
write in this
margin

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

‡ 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.

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	

Signed



Designation‡



Date

6/1/94

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

Notes

The address for companies registered in England and Wales or Wales is:-

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

or, for companies registered in Scotland:-

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

TAKARE PLC
MERGER OFFER WITH
COURT CAVENDISH GROUP PLC
STATEMENT OF CONSIDERATION FOR ALLOTMENT OF SHARES

242057 Ordinary shares of 25p each fully paid in consideration of the acquisition of 154177 Ordinary shares of 5p each in Court Cavendish Group Plc pursuant to the Ordinary offer dated 6th September 1996 made on behalf of the company by SBC Warburg.

RETURN OF ALLOTMENT
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COMPANY	: TC GROUP PLC
ISSUED SECURITY	: ORDINARY SHARES OF 25P
CAPITAL TASK CODE	: 4148-01 TAKARE MERGER OFFER COURT CAVENTISH
ACCOUNT NUMBER	HOLDER'S NAME & ADDRESS DETAILS
00094554	ALFORD PETER CHARLES /,ESQ 24 BISHOPS FIELD,ASTON CLINTON,BUCKS HP22 5DB
00094426	ALTMAN JOHN GILBERT /,ESQ C/O REGGIES S/F,CROMMELL HOUSE,FULWOOD PLACE, LONDON WC1V 6HZ
00094494	APOLLO NOMINEES LIMITED CRE A/C 1 FINSBURY AVENUE,LONDON EC2M 2PP
00093716	ASHMORTH HOWARD /,ESQ 151 CARR LANE,CHORLEY,LANCS PR7 3JX
00094055	BAKHDA MAHENDRA /,ESQ AB A/C 29 FERNSIDE AVENUE,LONDON NW7 3AX
00094060	BAKHDA MAHENDRA /,ESQ KB A/C 29 FERNSIDE AVENUE,LONDON NW7 3AX
00094081	BAKHDA MAHENDRA /,ESQ 29 FERNSIDE AVENUE,LONDON NW7 3AX
0009410A	BAKHDA MAHENDRA /,ESQ AB A/C 29 FERNSIDE AVENUE,LONDON NW7 3AX
00094076	BAKHDA SMITA /MRS. 29 FERNSIDE AVENUE,LONDON NW7 3AX
00094609	BARCLAYSHARE NOMINEES LIMITED 54 LOMBARD STREET,LONDON EC3P 3AH
00094199	BLAIR CHRISTOPHER INNES NOEL /,ESQ HPS A/C HADEL COTTAGE,HAZEL LANE,RICHMOND TW10 7AP
00094468	BLAYNEY ROBERT MARTIN ADAM /,ESQ 31 ST JOHNS HILL,LONDON SW11 1TX
00093988	BROWN MICHAELA /MS. 22 MANOR DRIVE,BENTON,NEWCASTLE NE7 7XN
00094183	BROWN SHEILA /MRS. 22 MANOR DRIVE,BENTON,NEWCASTLE NE7 7XN
00093967	BROWN WILLIAM LAWRENCE /,ESQ CJB A/C 22 MOUNT DRIVE,BENTON,NEWCASTLE UPON TYNE NE7 7XN
00093972	BROWN WILLIAM LAWRENCE /,ESQ 22 MANOR DRIVE,BENTON,NEWCASTLE NE7 7XN
00094136	CARLTON DAVID JOHN /,ESQ 291 PRITTLEWELL CHASE,WESTCLIFF-ON-SEA,ESSEX SSO 0PL
00094115	CHARING BEATRICE /MRS. 41 HARROWS MEADE,EDGWARE,MIDDX HA8 8RA
00094222	CLARK ANTHONY BERNARD /,ESQ 14 HALL CLOSE,EALING,LONDON W5 2SW
00094178	COOK JAMES BRIAN /,ESQ 11 WOODGATE AVENUE,CHURCH LAWTON,STOKE ON TRENT ST7 3EF
00093951	COX KENNETH PAUL /,ESQ 7 EMPIRE GARDENS,THAMES EXCHANGE,DITTON,SURREY KT17 0LL
00094387	CROSS CYRIL GEORGE /,ESQ CROSS PARK,CHULMLEIGH EX18 7BT
00094392	CROSS JANE /MRS. CROSS PARK,CHULMLEIGH EX18 7BT

ENTITLEMENT

471

1413

179680

1334

706

706

628

471

706

2381

1413

471

157

157

157

157

1777

471

392

392

314

2198

2198

RETURN OF ALLOTMENT
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ACCOUNT NUMBER	HOLDER'S NAME & ADDRESS DETAILS	ENTITLEMENT
00094141	DANNY REGISTRARS LIMITED 41 CHEVAL PLACE, LONDON SW7 1EW	1413
0009383A	DAUBNEY HILARY CHRISTINE /MRS. 2 GADLOCH GARDENS, LENZIE, GLASGOW G66 5DB	97
0009370A	DOWNELLY SHIRLEY MAUREEN /MRS. THE WHITE HOUSE, WAYSIDE WALK, HEATHFIELD, EAST SUSSEX TN21 0XW	392
00094201	DONOVAN GORNATT /MRS. 9A GROVE LODGE, SALLINBASSIG, CO CORK, EIRE	444
00094575	DUNTON COLIN HUGH /,ESQ FIRCROFT, SPENCERS PLACE, HORSHAM, WEST SUSSEX RH12 2EZ	628
00094410	EPRINGTON AMANDA KAY /MRS. 8 THE RISE, BUCKHURST HILL IG9 6AG	1438
00094097	GOWANS GERARD JAMES LUMGAIR /,ESQ L'ANSE DE CRISTAL, LA VRANGE, ST PETER PORT, GUERNSEY GY1 2EX	549
0009391A	HACKLEY MARTIN VICTOR /,ESQ THE HEATHFIELD, BILTON LANE, DUNCHURCH CV22 6PT	471
00094157	HACKLEY MARTIN VICTOR /,ESQ TVH A/C THE HEATHFIELD, BILTON LANE, DUNCHURCH CV22 6PT	471
00094452	HARCOMBE SUSAN VALERIE /MRS. SUNNYBROOK, WESTERLEIGH, BRISTOL BS17 4QJ	471
00094034	HARTLEY BRIAN KENNETH /,ESQ 20 VERTON ROAD, BOTTESFORD, SCUNTHORPE DN16 3LL	706
00093930	HEATHCOTE DAVID CYRIL /,ESQ RUH A/C THE LANE HOUSE, TOP ROAD, ACTON TRUSSELL, STAFFORD ST17 0RQ	392
00093946	HEATHCOTE DAVID CYRIL /,ESQ THE LANE HOUSE, TOP ROAD, ACTON TRUSSELL, STAFFORD ST17 0RQ	392
00093925	HEATHCOTE SUSAN /MRS. THE LANE HOUSE, TOP ROAD, ACTON TRUSSELL, STAFFORD ST17 0RQ	392
00094512	HUSSAIN AREFAN /,ESQ 131 HAMPTON ROAD, LONDON E7 0NT	392
00094528	HUSSAIN IMRAN /,ESQ 131 HAMPTON ROAD, LONDON E7 0NT	314
00094447	JAWAHRI MOHAMMED ALLIE /,ESQ 22 SYRINGA STREET, ST MARSH, HUDDERSFIELD HD1 4PD	471
00093993	JUKES MAURICE WILLIAM /,ESQ 43 PARK ROAD, SOUTHAMPTON SO15 3BA	75
00093844	KELLY ALAN FRANCIS /,ESQ 3RYN HYWEL, PENCARNISIOG, TY CROES, ANGLESEY LL63 5RY	276
00094473	KENNETT KEITH BERNARD /,ESQ 5 LANGSMEAD, BLINDLEY HEATH, LINGFIELD, SURREY RH7 6JT	392
00093779	KILROY FERGAL /,ESQ 16 SEAPPOINT CRESCENT, BRAY, CO WICKLOW, EIRE	444
00094013	LAMDY GERTRUDE /MRS. 8 HOLNE CHASE, LONDON N2 0QN	4710
00094507	LANDY HARRY /,ESQ 8 HOLNE CHASE, LONDON N2 0QN	4710
00093865	LOKES SIMON /,ESQ 49 WESTBURY CRESCENT, DOVER CT17 9QQ	21

RETURN OF ALLOTMENT
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ACCOUNT NUMBER	HOLDER'S NAME & ADDRESS DETAILS	ENTITLEMENT
00093871	MECHJI FARID SHERALI /,ESQ 7 BERRY HILL, STANMORE, MIDDX HA7 4NY	1570
00093836	NATWEST REP NOMINEES LIMITED 50 MANSELL STREET, LONDON E1 8AN	1931
00094217	PARK LAWRENCE PAUL /,ESQ 10 VYLE ROAD, ILKLEY, WEST YORKSHIRE LS29 8HU	392
00093818	PARSONS JANET IRIS /MRS. 41 WOODLANDS ROAD, CHELSFIELD R26 6EB	314
00094264	PATEL BHAVES RAMANBHAI /,ESQ 86 MAYCROSS AVENUE, MORDEN, SURREY SM4 4DB	157
0009427A	PATEL BHAVES RAMANBHAI /,ESQ VP A/C 86 MAYCROSS AVENUE, MORDEN, SURREY SM4 4DB	157
00094285	PATEL BHAVES RAMANBHAI /,ESQ SP A/C 86 MAYCROSS AVENUE, MORDEN, SURREY SM4 4DB	157
00093839	PATEL HARIBHAI CHHITABHAI /,ESQ 58 LOCKERBIE AVENUE, LEICESTER LE4 7NU	471
0009456A	PATEL JIVANTIKA KIRIT /MRS. 12 WELLDAY WAY, WALMLEY, SUTTON COLDFIELD B76 1YY	314
00094371	PATEL KOKILA RAMANBHAI /MISS. 102 ROWAN ROAD, STREATHAM, LONDON SW16 5JJ	157
00094290	PATEL MINAXI /MRS. 86 MAYCROSS AVENUE, MORDEN, SURREY SM4 4DB	157
00094350	PATEL PRAGNA RAMANBHAI /MISS. 102 ROWAN ROAD, STREATHAM, LONDON SW16 5JJ	157
00094303	PATEL RAJNIKANT B /,ESQ 18 CAMROSE CLOSE, MORDEN, SURREY SM4 5DQ	157
00094319	PATEL RAJNIKANT B /,ESQ JRP A/C 18 CAMROSE CLOSE, MORDEN, SURREY SM4 5DQ	157
0009433A	PATEL RAJNIKANT B /,ESQ MP A/C 18 CAMROSE CLOSE, MORDEN, SURREY SM4 5DQ	157
00094345	PATEL RAMANBHAI CHUNIBHAI /,ESQ 102 ROWAN ROAD, STREATHAM, LONDON SW16 5JJ	157
00094238	PATEL SAUITABEN HARIBHAI /MRS. 88 NORTH ACTON ROAD, LONDON NW10 5JA	157
00093823	PATEL SAVITABEN HARIBHAI /MRS. 58 LOCKERBIE AVENUE, RUSHEY MEAD, LEICESTER LE4 7NU	471
00094366	PATEL SHUTICA RAMANBHAI /MISS. 102 ROWAN ROAD, STREATHAM, LONDON SW16 5JJ	157
00093784	PATEL USHAKUMARI /MS. 685 WHITTON AVENUE WEST, NORTHOLT, MIDDX URS 4LD	392
00094243	PATEL VILAS /MISS. TR A/C 83 NORTH ACTON ROAD, LONDON NW10 9JA	157
00094259	PATEL VILAS /MISS. 88 NORTH ACTON ROAD, LONDON NW10 9JA	157
00094324	PATEL YOGINI R /MRS. 18 CAMROSE CLOSE, MORDEN, SURREY SM4 5DQ	157
00094533	PURSEY CAROLINE JANE /MRS. PICKERING HOUSE, ORCHARD ROAD, WINCHCOMBE, GLOUCESTERSHIRE GL54 5QR	1727
00094162	RIMMER DOUGLAS EDWARD /,ESQ 5 DEVON ROAD, STONUPLAND, STOWMARKET, SUFFOLK IP14 4BZ	411

ACCOUNT NUMBER	HOLDER'S NAME & ADDRESS DETAILS	ENTITLEMENT
00094431	ROLPH GRAHAM DOUGLAS /,ESQ 13 LANGSTONE CLOSE,CRAWLEY,WEST SUSSEX RH10 7JR	1332
00094044	ROWLING JOHN HOWARD /,ESQ GLENGOLDEN,HEATH LANE,HERTFORD S013 7PT	706
00094624	ROY MAJULA /MRS. 332 COLDHARBOUR LANE,LONDON SW9 8QH	157
00094635	ROY SNAJIT /DR. 332 COLDHARBOUR LANE,LONDON SW9 8QH	314
00094549	SCOVEN FIONA JANE /DR. 24 BISHOPS FIELD,ASTON CLINTON,BUCKS HP22 5BB	471
00094029	SHARELINK NOMINEES LIMITED PER191 A/C CANNON HOUSE,24 THE PRIORY,QUEENSWAY,BIRMINGHAM B4 6BS	2300
00094580	STAPLETON RICHARD HARVEY /,ESQ WHITE LODGE,OCKLEY LANE,KEYMER,BURGESS HILL, WEST SUSSEX RH15 0BP	549
00093721	STOREY BRETT /,ESQ IVYDENE,WOODFIELD LANE,ROMSLEY,WEST MIDLANDS B62 0LR	706
00093737	STOREY CHRISTOPHER /,ESQ IVYDENE,WOODFIELD LANE,ROMSLEY,WEST MIDLANDS B62 0LR	706
00093742	STOREY NINA /MRS. IVYDENE,WOODFIELD LANE,ROMSLEY,WEST MIDLANDS B62 0LR	706
00093758	STOREY ROY /,ESQ IVYDENE,WOODFIELD LANE,ROMSLEY,WEST MIDLANDS B62 0LR	706
00093763	STOREY SIMON /,ESQ 79 HEATHMERE AVENUE,YARDLEY,BIRMINGHAM B25 8RQ	706
00093904	SUMMERSGILL DAVID /,ESQ 103 BROAD ROAD,BRAINTREE,ESSEX CM7 9RZ	785
00094596	TOWNSEND MICHAEL JOHN /,DECD EXOR/S/ MICHAEL LEONARD FRANKLIN,ESQ SIMON ANTHONY LONG,ESQ 14 CASTILIAN STREET,NORTHAMPTON NN1 1JX	314
00094405	WADSWORTH ROY NORMINTON /,ESQ 4 LOEN CROSS,BOLTON BL1 3LY	1570
00061077	WALBOND RALPH /DR. F414801 A/C QUALITY ASSURANCE TEAM,REGISTRAR'S,GORING-BY-SEA,WORTHING WEST SUSSEX BN99 6DA	17
00093802	WESTMINSTER HEALTH CARE LIMITED 48 LEICESTER SQUARE,LONDON WC2H 7FB	392
00094614	ZAFAR NASEEM /,ESQ 286 WESTFERRY ROAD,LONDON E14 3AG	471

NUMBER OF ALLOTMENTS : 90

242057

*****END OF REPORT*****