

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

2101863

Company name in full

TD WATERHOUSE INVESTOR SERVICES (EUROPE)
LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(If shares were allotted on one date
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

2 | 3 | 0 | 6 | 2 | 0 | 0 | 0

| | | | | | |

Class of shares
(ordinary or preference etc)

ORDINARY

Number allotted

2,000,000

Nominal value of each share

£1

Amount (if any) paid or due on each
share (including any share premium)

£1

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

| | | |
|--|--|--|
| | | |
|--|--|--|

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

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| |

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235
Edinburgh

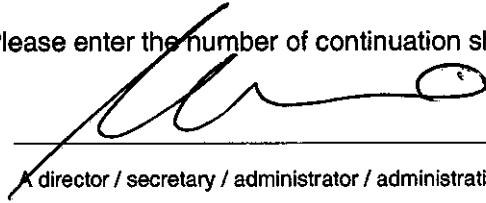


Names and addresses of the allottees (List joint share allotments consecutively)

| Shareholder details | | Shares and share class allotted | |
|--|---|-------------------------------------|--|
| Name <u>TD WATERHOUSE INVESTOR SERVICES (UK)</u> | Class of shares allotted <u>ORDINARY</u> | Number allotted <u>2,000,000</u> | |
| Address <u>TRITON COURT, 14/16 FINSBURY SQUARE,</u> | | | |
| <u>LONDON</u> | | | |
| UK Postcode <u>EC2A 1DB</u> | | | |
| Name _____ | Class of shares allotted _____ | Number allotted _____ | |
| Address _____ | | | |
| _____ | | | |
| UK Postcode <u> L L L L L L L </u> | | | |
| Name _____ | Class of shares allotted _____ | Number allotted _____ | |
| Address _____ | | | |
| _____ | | | |
| UK Postcode <u> L L L L L L L </u> | | | |
| Name _____ | Class of shares allotted _____ | Number allotted _____ | |
| Address _____ | | | |
| _____ | | | |
| UK Postcode <u> L L L L L L L </u> | | | |
| Name _____ | Class of shares allotted _____ | Number allotted _____ | |
| Address _____ | | | |
| _____ | | | |
| UK Postcode <u> L L L L L L L </u> | | | |

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

23/6/00

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

| | |
|--|-------------|
| <u>CAROLINE BRADLEY, HOWARD HAUSE,</u> | |
| <u>BANK STREET, BRADFORD, W. YORKSHIRE</u> | |
| <u>Tel 01274 846102</u> | |
| DX number | DX exchange |