

Return of Allotment of Shares

*Please complete in typescript,
or in bold black capitals.*

CHFP010

Company Number

2354253

Company Name in full

Bainbridge International 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	
0	5	0	8	2	0	0	2				

Class of shares

(ordinary or preference etc)

£1 ORDINARY		
1,000,000		
£1.00		
£1.00		

Number allotted

Nominal value of each share

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

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

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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)

**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)

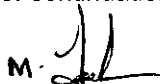
Company No 2354253

Shareholder details		Shares and share class allotted	
Name BAINBRIDGE INTERNATIONAL INC		Class of shares allotted £1.00 £1 ORDINARY	Number allotted 1,000,000
Address 255 REVERE STREET, CANTON, MASSACHUSETTS, USA			
UK postcode 02021-2960			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			

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

0

Signed

M. 

Date

5/8/02

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

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.

CHANTREY VELLACOTT DFK, RUSSELL SQUARE HOUSE, 10-12

RUSSELL SQUARE, LONDON, WC1B 5LF

Tel 020 7509 9402

DX number DX 299

DX exchange LONDON/CHANCERY LANE