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COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares**88(2)**

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

(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)**Please do not
write in this
marginTo the Registrar of Companies **(address overleaf)**
(See note 1)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

2426030

1. Name of Company

* Insert full name
of company* **DEDICATED LIMITED**

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares †	Preference		
A Number allotted	6,000,000		
B Nominal value of each	£1	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£6,000,000	£	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 4 March 19 97] §, or(b) [from xxxxxxxxxxxxxxxxxxxxxx 19 xx to xxxxxxxxxxxxxxxxxxxxxx 19 xx] §

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

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment
2. If the allotment is wholly or partly other than 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)).
3. Details of bonus issues should be included only in section 2.

Presentor's name, address,
telephone number and reference
(if any):Taylor Joynson Garrett
Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX

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For official use



4. Names and addresses of allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
BMG Entertainment International UK & Ireland Limited Bedford House 69-79 Fulham High Street London SW6 3JW		6,000,000	
Total		6,000,000	

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

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

‡ Insert director,
secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed  Designation ‡ Director Date 4 March 1997

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
102 George Street
Edinburgh
EH2 3DJ