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88(2)

Return of allotments of shares

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

(REVISED 1988)

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

CHA342

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 letteringCompany Number
2485417

1. Name of company

* Insert full name
of company

* M & W PLC

2. This section must be completed for all allotments

f Distinguish
between
ordinary
preference, etc

Description of shares	ORDINARY	ORDINARY	
A Number allotted	27,000	10,000	
B Nominal value of each	£0.10	£0.10	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£0.77	£0.89	£

Date(s) on which the shares were allotted

(a) [on 13th October 1997]\$, 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

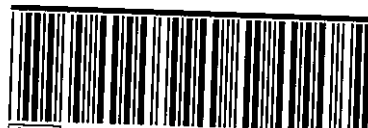
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information 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)).
3. Details of bonus issues should be included only in section 2

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

IRG/TP/JA

For official use

Post Room

A37 *AQSX60JE* 199
COMPANIES HOUSE 23/10/97

4. Names and addresses of the allottees

Please do not write
in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MS PATRICIA ANN RIDDETT ESQ	1,000		
11 MERRYOAK ROAD			
MERRYOAK, SOUTHAMPTON, HAMPSHIRE			
MS MARIE-CLAIRE CROCKART	1,000		
20 ROBIN CLOSE			
SANDY, BEDFORDSHIRE SG19 2TB			
MS SARAH ELIZABETH FRAMPTON	2,000		
9 ROMSEY ROAD			
SHIRLEY, SOUTHAMPTON SO16 4BY			
DENNIS WILLIAM ROOTS ESQ	10,000		
45 MOUNTBATTEN DRIVE			
FERNDOWN, DORSET BH22 9EL			
STEPHEN PAUL RUST ESQ	10,000		
4 RUDLAND CLOSE			
THATCHAM, NEWBURY, BERKSHIRE			
Total	Continued		

Please complete
legibly, preferably
in black type, or
bold block letteringWhere the space given in this form is inadequate, continuation
sheets should be used and the number of sheets attached should
be indicated in the box opposite:

1

**Insert Director, Secretary
Administrator
Administrative Receiver, or
ReceiverSigned N/SRK Designation** Company Secretary Date 17/10/97Companies registered in England and Wales
or Wales should deliver this form to:The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZCompanies registered in Scotland
should deliver this form to:The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

Please do not write
in the margin

Names and Addresses	Number of Shares Allotted		
	Ordinary	Preference	Other
ROLFE THOMAS REDWOOD ESQ	1,000		
FLAT 2, DOBBINS PLACE, HYDE DRIVE			
I FIELD, CRAWLEY RH11 0PL			
ROLFE THOMAS REDWOOD ESQ	9,000		
FLAT 2, DOBBINS PLACE, HYDE DRIVE			
I FIELD, CRAWLEY RH11 0PL			
MS JACQUELINE JONES	2,000		
5 BARRINGTON CLOSE			
LIDEN, SWINDON, WILTSHIRE			
NIGEL JOHN KENDAL ESQ	1,000		
23 WESLEY ROAD			
NORTH WOOTTON, KINGS LYNN, NORFOLK			
Total	37,000		

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:

7

****Insert Director, Secretary,
Administrator,
Administrative Receiver,
Receiver**

Signed N. S. R. E. Designation** Geny Lant Date 17/10/97

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