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CHFP010.

Please do not write in this margin

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

To the Registrar of Companies (address overleaf)

For official use	Company Number	Please do not write	
	2898956	in space below. For Inland Revenue use	
		only.	

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

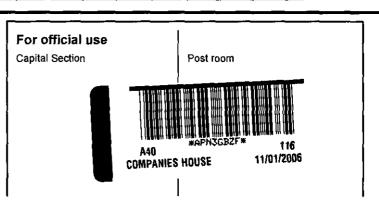
\* Insert full name of company

*THE MERCHANT INTERNATIONAL GROUP LIM	ITED				
gives the following particulars of a contract which has not been reduced to writing					
The number of shares allotted as fully or partly paid up otherwise than in cash		8,466			
2 The nominal value of each such share	£	1	00		
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£	1	00		
<b>b</b> The value of each share allotted i.e. the nominal value and any premium	£	2	50		
c The amount to be considered as paid up in respect of b	£	2	50		
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		<del></del>			

## Presentor's name, address and reference (if any):

REF 20356/20852 MAYER, BROWN, ROWE & MAW LLP 11 PILGRIM STREET LONDON EC4V 6RW

DX LDE93 CHANCERY LANE





Please do not write in his margin	5	If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£		
	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	£		
	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	£		
	8	If the allotment is made in satisfaction or part sa purchase price of property, give below:	atisfaction of the		
	a	brief description of property: Euro 8,750 Capital Stock in MIG Cor	sulting GmbH		
	b	full particulars of the manner in which the purchase price is to be satisfied  Amount of consideration payable in cash or bills	£ 21,10	55 0	p
		leaseholds including interest to date of sale  Hire purchase etc debts in respect of goods			

acquired \_\_\_\_\_\_
Other liabilities of the vendor, \_\_\_\_\_
Any other consideration

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21,165

Please do not write in this margin

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

	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 *	£				
ı		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					
1		Book and other debts					

‡ 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.

for and on behalf of Signature Signature Secretaries Limited Designation # SECRETARY	Date <b>9</b>

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 \_\_\_\_\_\_

Date 9 JANUARY 2006

21,165

21,165

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

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office 5th Floor Norfolk House

Smallbrook Queensway Birmingham B5 4LA

DX: 15001 Birmingham 1 Tel: 0121 633 3313 Bristol Stamp Office First Floor

All Saints Street Bristol BS1 2NY

The Pithay

DX: 7899 Bristol 1 Tel: 0117 927 2022 Manchester Stamp Office

Upper 5th Floor Royal Exchange Exchange Street Manchester M2 7EB

DX: 14430 Manchester 2 Tel: 0161 834 8020

IDX mail for

envelope]

Edinburgh should

be marked with a

blue cross on the

Newcastle Stamp Office 4th Floor, Weardale House

Washington Tyne & Wear NE37 1LW

DX: 61021 Newcastle Upon Tyne

Tel: 0191 261 1199

Edinburgh Stamp Office Grayfield House

Spur X 5 Bankhead Avenue Edinburgh EH11 4AE

DX: ED 543303 Edinburgh 33

Tel: 0131 442 3161

London Stamp Office (Personal callers only)
Ground Floor

Ground Floor South West Wing Bush House Strand

London WC2B 4QN

Tel: 020 7438 7252 / 7452

Worthing Stamp Office (Postal applications only)

Room 35 East Block Barrington Road Worthing BN12 4XJ

DX: 3799 Worthing 1 Tel: 01903 508962

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the aliotment of shares, otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be sent to:

For companies registered in:

England or Wales:

Scotland:

The Registrar of Companies

Companies House Crown Way Cardiff CF14 3UZ

DX: 33050 Cardiff

The Registrar of Companies Companies House

37 Castle Terrace Edinburgh EH1 2EB

DX: 235 Edinburgh