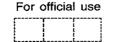
Please do not this margin

Pursuant to section 88(3) of the Companies Act 1985

COMPANIES FORM No. 88(3) Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

Please complete legibly, preferably in black type, or bold block lettering Note: This form is only for use when the contract has not been reduced to writing

To the Registrar of Companies (address overleaf)



Company number

2998217

Please do not write in the 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

*	OC ICITATA	HOLDINGS	PLC	
	•			

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	353,958

2 The nominal value of each such share	£	20p
		••••

- 3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash
 - b The value of each share allotted i.e. the nominal value and any premium
 - c The amount to be considered as paid up in respect of b

£

£

£

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

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

Lloyds TSB Registrars The Causeway Worthing West Sussex BN99 6DA For official Use Capital Section



COMPANIES HOUSE 12/03/99

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	٤			
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	8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:				
а	brief description of property:				
-					
b	full particulars of the manner in which the purchase price is to be satisfied	£	р		
	Amount of consideration payable in cash or bills				
	Amount of consideration payable in debentures, etc				
	Amount of consideration payable in shares				
	Liabilities of the vendor assumed by the purchaser:				
	Amount due on mortgages of freeholds and/or				
	leaseholds including interest to date of sale				
	Hire purchase etc debts in respect of goods acquired				
	Other liabilities of the vendor,		l l		
,	Any other consideration				

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*					
	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)					
1	Goodwill and benefit of contracts	•				
ı	Patents, designs, trademarks, licences, copyrights, etc.					
	Book and other debts					
Ì	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					

‡Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed Designation # Cecretz Date 2/3/1999.

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

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 $\mathfrak L$

Signed

Date

Signed

Date

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies Companies House Crown Way Cardiff CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB

OCKHAM HOLDINGS PLC

MERGER WITH

NEW LONDON CAPITAL PLC

STATEMENT OF CONSIDERATION FOR ALLOTMENT OF SHARES

353,958 Ordinary Shares of 20p each fully paid and £5,899.30 issued in consideration of the acquisition of 294,965 Ordinary Shares of 5p each in New London Capital Plc pursuant to the Offer dated 9th December 1998 made on behalf of the company by D L J Phoenix Securities Limited.