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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
 margin

To the Registrar of Companies (address overleaf)
 (see note 1)

COPY
FOR INFORMATION ONLY
 This form has not been registered
 having been referred to I.R.

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

Company number

3003291

1. Name of company

* insert full name
 of company

* **HIGHCARE GROUP PLC**

2. This section must be completed for all allotments

† distinguish
 between
 ordinary
 preference, etc.

Description of shares †	ORDINARY		
A Number allotted	150,000		
B Nominal value of each	£ 0.10	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 2.00	£	£

Date(s) on which the shares were allotted

(a) [on **1 April** 19 **97**] \$, 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.	100%		
E Consideration for which the shares were allotted	Shares allotted as part payment of consideration payable by Highcare Group PLC for the acquisition of Highfield Nursing Home, pursuant to an Agreement dated 11 Feb 1997.		

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.

LAYTONS**SOLICITORS****CARMELITE****50 VICTORIA EMBANKMENT****BLACKFRIARS****LONDON EC4Y 2LS**

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

For official use

Post room



A27 *A9U3EV8X* 219
COMPANIES HOUSE 28/04/97

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4. Names and addresses of the allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PHILIP JAMES PAINE	150,000		
SUNNYSIDE			
SEASALTER BEACH			
SEASALTER			
WHITSTABLE			
KENT CT5 4EU			
Total	150,000		

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

THIS DOCUMENT HAS NOT BEEN REGISTERED

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 B. Giddings Designation† DIRECTOR Date 1/04/97

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