

02-07-98

G

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)

Please do not
write in this
margin.

CHA 116

Please complete
legibly, preferably
in black type, or
bold block lettering**(REVISED 1988)****This form replaces forms
PUC2, PUC3 and 88(2)**To the Registrar of Companies (address overleaf)
(See note 1)

Company number

3053570

1 Name of Company* Insert full name
of company* **IGE USA GROUP LIMITED****2. This section must be completed for all allotments**† Distinguish
between
ordinary
preference, etc.

Description of shares †	Y	SHARES		
A Number allotted	31,000,000			
B Nominal value of each	£ 1.00	£		£
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‡ Complete
(a) or (b) as
appropriate(a) [on 29th December 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	The entire issued share capital of TLS plc		

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):Slaughter and May
35 Basinghall Street
London EC2V 5DB

313AYYB

0171 600 1200

For official use



02-07-98

4. Names and addresses of allottees

↑ Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
IGE USA INVESTMENTS 4th Floor 3 Shortlands Hammersmith London W6 8BX			31000000 Y Shares
Total			31000000

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:

Richard A. Gannon
Signed

Designation *Co Secy.*

Date *8.6.98*



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

Companies registered in England and Wales or Wales should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Maidy
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