

PLEASE COMPLETE IN
TYPESCRIPT OR IN
BOLD BLACK CAPITALS

88(2)

Return of Allotment of Shares

CHFPO83

Company Number

3108179

Company name in full

MORSE plc

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(If shares were allotted on one date
enter that date in the "from" box.)

From

To

Day	Month	Year
17	Sep	2004

Day	Month	Year

Class of shares
(ordinary or preference etc)

Ordinary

Number allotted

614603

Nominal value of each share

10p

Amount (if any) paid or due on each
share (including any share premium)

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100 %

Consideration for which
the shares were allotted

For every one Diagonal ordinary share basic Offer 30.25pence
in Cash and 0.1911 New Morse Shares

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing.)

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX235
Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name see attached lists _____		Class of shares allotted	Number allotted
Address _____ _____ _____		Ordinary	614603
UK Postcode L L L L L L L		_____	_____
Name _____		Class of shares allotted	Number allotted
Address _____ _____ _____		_____	_____
UK Postcode L L L L L L L		_____	_____
Name _____		Class of shares allotted	Number allotted
Address _____ _____ _____		_____	_____
UK Postcode L L L L L L L		_____	_____
Name _____		Class of shares allotted	Number allotted
Address _____ _____ _____		_____	_____
UK Postcode L L L L L L L		_____	_____
Name _____		Class of shares allotted	Number allotted
Address _____ _____ _____		_____	_____
UK Postcode L L L L L L L		_____	_____

Please enter the number of continuation sheet(s) (if any) attached to this form :

Signed

[Signature]

Date

13/9/04.

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Lloyds TSB Registrars The Causeway Worthing West Sussex		
Ref : G Thomas	BN99 6DA	Tel 01903 702233

COMPANY : DIAGONAL PLC
ISSUED SECURITY : 01 ORDINARY SHARES OF 10P EACH
CAPITAL TASK CODE : 9104-01 MORSE OFFER FOR DIAGONAL

BLOCK CLOSE : 09 SEP 2004
ALLOTMENT DATE: 17 SEP 2004
BLOCK NO : 00003

ACCOUNT HOLDER'S NAME & ADDRESS DETAILS

ENTITLEMENT

CREST HOLDERS
=====

C1873216	ADAM & COMPANY /NOMINEES/ LIMITED 22 CHARLOTTE SQUARE, EDINBURGH EH2 4DF	95
C5231567	BNY /OCS/ NOMINEES LIMITED 1 CANADA SQUARE, LONDON E14 5AL	114
C0001570	CHASE NOMINEES LIMITED PO BOX 18171, 125 LONDON WALL, LONDON EC2Y 5AJ	11466
C3951320	COMDIRECT NOMINEE LIMITED BOATMAN'S HOUSE, 2 SELSDON WAY, LONDON E14 9LA	1569
C5976065	HSBC CLIENT HOLDINGS NOMINEE /UK/ LIMITED MARINER HOUSE, PEPPYS STREET, LONDON EC3N 4DA	72713
C002543A	HSBC GLOBAL CUSTODY NOMINEE /UK/ LIMITED MARINER HOUSE, PEPPYS STREET, LONDON EC3N 4DA	23603
C0197815	HSBC GLOBAL CUSTODY NOMINEE /UK/ LIMITED MARINER HOUSE, PEPPYS STREET, LONDON EC3N 4DA	2866
C0311795	HSBC GLOBAL CUSTODY NOMINEE /UK/ LIMITED MARINER HOUSE, PEPPYS STREET, LONDON EC3N 4DA	74529
C035302A	HSBC GLOBAL CUSTODY NOMINEE /UK/ LIMITED MARINER HOUSE, PEPPYS STREET, LONDON EC3N 4DA	151347
C5311007	HSBC GLOBAL CUSTODY NOMINEE /UK/ LIMITED MARINER HOUSE, PEPPYS STREET, LONDON EC3N 4DA	128743
C2266863	HSDL NOMINEES LIMITED TRINITY ROAD, HALIFAX HX1 2RG	2046
C5842014	HSDL NOMINEES LIMITED TRINITY ROAD, HALIFAX HX1 2RG	4
C6387490	HSDL NOMINEES LIMITED TRINITY ROAD, HALIFAX HX1 2RG	8979
C1092732	LLOYDS BANK /PEP NOMINEES/ LIMITED CAPITAL HOUSE, 1/5 PERRYMOUNT ROAD, HAYWARDS HEATH, WEST SUSSEX RH16 3SP	249
C177957A	PERSHING KEEN NOMINEES LIMITED CAPSTAN HOUSE ONE CLOVE CRESCENT, EAST INDIA DOCK, LONDON E14 2BH	15246
C1071536	RENE NOMINEES /IOM/ LIMITED SECURITIES HOUSE, 38-42 ATHOL STREET, DOUGLAS, ISLE OF MAN IM1 1QH	38
C0014122	ROCK /NOMINEES/ LIMITED 25 LUKE STREET, LONDON EC2A 4AR	42169
C2756880	ROCK /NOMINEES/ LIMITED 25 LUKE STREET, LONDON EC2A 4AR	1571
C1985222	TD WATERHOUSE NOMINEES /EUROPE/ LIMITED 201 DEANS GATE, MANCHESTER M3 3TD	680
C001846A	WINTERFLOOD SECURITIES LIMITED THE ATRIUM BUILDING, CANNON BRIDGE, 25 DOWGATE HILL, LONDON EC4R 2GA	9010

NUMBER OF CREST ALLOTMENTS : ----- 20

----- 547037 -----

NON-CREST HOLDERS
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00027152 ADAMS TIMOTHY /MR. SUTTON, SURREY SM2 5DF
1 ROSEWOOD,
00026983 BHIMANI KIRTI JAYANTILAL /MR. BARKINGSIDE, ESSEX IG6 1DX
57 HASTINGS AVENUE,

ACCOUNT NUMBER	HOLDER'S NAME & ADDRESS DETAILS	ENTITLEMENT
00027071	CLIFF ANDREW STEPHEN /MR. 44 GASCOMBE WAY, BLOXHAM, BANBURY, OXON OX15 4TL	2709
00027092	CLIFF ELIZABETH /MRS. 44 GASCOIGNE WAY, BLOXHAM, BANBURY, OXON OX15 4TL	573
00027019	CLIGMAN MARSHALL DAVID /MR. THE OLD BARN GALMPTON FARM COURT, GALMPTON, BRIXHAM, DEVON TQ5 0NB	16353
00027024	DENT ANN /MRS. OAK TREE FARM, PRESTON ROAD, LONGRIDGE, PRESTON PR3 3BL	439
0002703A	FLAVIN PAUL CHRISTOPHER /MR. 55 VAUGHAN LODGE, FAIR ACRES, BROMLEY, KENT BR2 9BN	199
00027147	FREESTON MICHAEL DAVID /MR. THE OLD STABLES, OXFORD ROAD, DONNINGTON, NEWBURY, BERKSHIRE RG14 2JD	975
00027105	GARNER JENNIFER JANE /MS. 54 MISTRAIL 322 CHANNEL WAY, OCEAN VILLAGE, SOUTHAMPTON, HANTS SO14 3JA	1977
00026999	GREEN GILLIAN SHAUNE /MRS. HILLTOP COITAGE, LEES HILL, SOUTH WARBOROUGH, HOOK, HANTS RG29 1RQ	173
00023518	LLOYDS TSB REGISTRARS, NOMINEES LIMITED F910401 A/C INTERNAL AUDIT, LLOYDS BANK REGISTRARS, GORING-BY-SEA, WORTHING, WEST SUSSEX BN99 6DA	21
00027087	MACAULAY YVETTE /MS. 24 BISHOPS ROAD, TEWIN WOOD, HERTS AL6 0NW	1719
00027003	MILSTEAD ANNE ROSINA MARY /MISS 13 SOUTHVIEWS, ASHEN VALE, SELSDON, CROYDON CR2 8SH	31
00027168	O'CONNOR NEIL /MR. 23 VELMEAD ROAD, FLEET, HAMPSHIRE GU52 7LJ	41932
00027045	KENDEL PHILIP ALEXANDER /MR. 19 THROSTLE NEST WAY, BRAILSFORD, ASHBOURNE, DERBYSHIRE DE6 3DB	7
00027050	WADE MICHELLE MARIA HOLOHAN- /MRS. 16 SOUTH PARK ROAD, GATELEY, CHEADLE, CHESHIRE SK8 4AN	133
00027066	WHELAN PAUL /MR. 15 BERWICK ROAD, BUXTON, DERBYSHIRE SK17 9PD	38
00027126	WRIGHT GEOFFREY /MR. 10 WOODSIDE ROAD, SCAMTHORPE, DONCASTER DN5 9LE	57
NUMBER OF NON-CREST ALLOTMENTS : -----18		67566
TOTAL ALLOTMENTS : -----38		614603
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*****END OF REPORT*****