CHFP000

Please do not write in this margin

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

Nont

Please do not

write in the space below. For inland

Revenue use only

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

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

insert full name

of company

Note: This form is only for use when the contract has not been reduced to writing To the Registrar of Companies For official use Company number (address overleaf) 3170142 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 LUMINAR PLC gives the following particulars of a contract which has not been reduced to writing 1 The number of shares allotted as fully or 763 partly paid up otherwise than in cash £ 2 The nominal value of each such share 25p 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):

For official Use (02/00) Capital Section

COMPANIES HOUSE

COMPANIES HOUSE

17/11/00 09/11/00

	5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	
STEL ALLIA MED			
Mar and sales and	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	£	
		<u> </u>	Т
	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	£	
i			
	8 If the allotment is made in satisfaction or part satisfaction purchase price of property, give below:	n of the	
	a brief description of property:		
			ı
	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:		
	Amounts 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,		
	Any other consideration		
	Tary Carlot Concordance		

Please do no
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)			
Goodwill and benefit of contracts			
Patents, designs, trademarks, licences, copyrights, etc.			
Book and other debts			
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 = Socretary Date 26.10.00

§ 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 £

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

The Pithay
All Saints Street

Bristol BS1 2NY

DX: 7899 Bristol 1

Tel: 0117 927 2022

Manchester Stamp Office

Alexandra House

Parsonage Manchester

M60 9BT

DX: 14430 Manchester Tel: 0161 476 1741

Newcastle Stamp Office 15th Floor, Cale Cross House

156 Pilgrim Street Newcastle Upon Tyne

NE1 6TF

DX: 61021 Newcastle Upon Tyne

Tel: 0191 261 1199

London Stamp Office (Personal callers only)

South West Wing Bush House

Strand

London WC2B 4QN

Edinburgh Stamp Office

Mulberry House 16 Picardy Place

Edinburgh EH1 3NF

DX: ED 303 Edinburgh 1

Tel: 0131 556 8998

Worthing Stamp Office (Postal applications only)

Ground Floor
East Block
Barrington Road
Worthing BN12 4SE

DX: 3799 Worthing 1 Tel: 01903 508962

Tel: 020 7 438 7252/7452

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 allotment 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:

The Registrar of Companies

Companies House Crown Way

Cardiff CF14 3UZ

DX: 33050 Cardiff

Scotland:

The Registrar of Companies

Companies House 37 Castle Terrace Edinburgh EH1 2EB

DX: 235 Edinburgh

LUMINAR PLC

OFFER FOR

NORTHERN LEISURE

STATEMENT OF CONSIDERATION FOR ALLOTMENT OF SHARES

763 Ordinary Shares of 25p each fully paid issued in consideration of the acquisition of 9,589 Convertible Shares of 0.01p each in Northern Leisure Plc pursuant to the Offer dated 25th May 2000 made on behalf of the company by Hawkpoint Partners Limited.