G CHEPO34 COMPANIES FORM No. 88(3)

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash 88(3)

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

Please do not write in this margin

Note: This form is only for use when the contract has not been reduced to writing

Please complete legibly, preferably in black type, or bold block lettering To the Registrar of Companies (Address overleaf)

For	Officia	al use	
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Company number

03245756

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

*	Intermediation	Group	Limited	t t

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	42,965,100
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2 The nominal value of each such share	£	0	01
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£	0	01
b The value of each share allotted i.e. the nominal value and any premium	£	0	01
c The amount to be considered as paid up in respect of b	£	0	01

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	Bonus issue of £429,651
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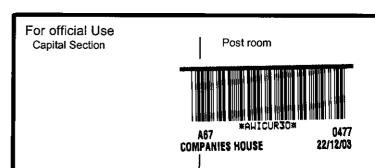
Presenter's name, address and reference (if any):

Ref: VEW/NB/VEW/ Tel: 02075351400

Tenon

66 Chiltern Street, London

W1U 4JT



5	If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£ 429,651	00
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	£	
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	If the allotment is made in satisfaction or part satisfaction purchase price of property, give below:	of the	
а	brief description of property:		
	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,		
	Any other consideration		
			00

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 subject of the sale, showing in detail how the total purchase 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 tenant's, 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 accounts, bills,	
notes, etc	
Cash on deposit at bank or elsewhere	
Shares, debentures and other investments	
Other property	
	0

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

Signed Designation Director & Secretary

Date 28/04/2007

§ 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 £ 429,651.00

i.e. Four hundred twenty nine thousand six hundred fifty one pounds and zero pence

X

Signed

Signed

Date 23/04/2003

Date 23/04/2007