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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

CHA 116

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies **(address overleaf)**
(See note 1)

Company number

3289569

1. Name of Company

* PEAPOD LIMITED

* Insert full name
of company

2. This section must be completed for all allotments

† Distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY	REDEEMABLE PREFERENCE
A Number allotted	24,998	650,000
B Nominal value of each	£ 1.00	£ 1.00
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.00	£ 1.00

Date(s) on which the shares were allotted

(a) [on 17 MARCH 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§ Complete
(a) or (b) as
appropriate3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

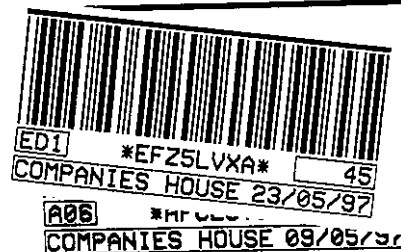
D Extent to which each share is to be treated as paid up. Please use percentage.	100%	100%
E Consideration for which the shares were allotted The ordinary shares were allotted for cash. The redeemable preference shares were allotted as the share consideration due under the attached sale and purchase agreement dated 17th March 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.

Presenter's name, address, telephone
number and reference (if any):
Eversheds Solicitors
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB
DX: 12027 Leeds-1
0113 243 0391

For official use



4. Names and addresses of allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Ronald Nelson Walker 97 St Davids Road Otley West Yorkshire LS21 2RG		650,000	
Jeremy Paul Ridyard 64 Cleasby Road Menston West Yorkshire LS29 6HN	24,998		
Total	24,998	650,000	

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:

Signed J. P. Ridyard Designation DIRECTOR Date 25.4.97

† 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
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