

Please complete in typescript,
or in bold black capitals.

Return of Allotment of Shares

CHFP001

Company Number

3332046

Company name in full

PRINCIPALITY VENTURES LTD.

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	Day	Month	Year
08	06	2000	12	03	2001

Class of shares
(ordinary or preference etc)

Number allotted

Nominal value of each share

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

'B' CUMULATIVE PARTICIPATING CONVERTIBLE PREFERENCE		
23		
£1		
£1		

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

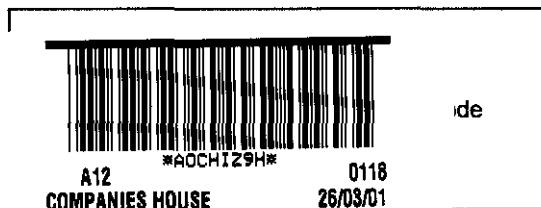
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Consideration for which
the shares were allotted
(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

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

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050
Cardiff
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235
Edinburgh
For companies registered in Scotland



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

Shareholder details	Shares and share class allotted	
Name <u>Bandcash Ltd</u> Address <u>72 Dunstall Rd, Halesowen</u> <u>West Midlands</u> UK Postcode <u>B6 3L 1 1E</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>2</u>
Name <u>Mrs. Sarah Butler</u> Address <u>The Limes, 21 Poplar Drive,</u> <u>Middlewich, Cheshire</u> UK Postcode <u>E 11 10 10 1G</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>1</u>
Name <u>Mr. J. Burgess</u> Address <u>Keffolds Farm, Bunchland,</u> <u>Hazelmere, Surrey,</u> UK Postcode <u>GU 27 1 1A D</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>1</u>
Name <u>Mr. Donald Burgess</u> Address <u>The Orchard, Deanshane, Tadworth,</u> <u>Surrey</u> UK Postcode <u>K 12 10 17 1R</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>1</u>
Name <u>Mr. J. Burns</u> Address <u>Apley House, 63 Chapel Lane,</u> <u>Codsall, Staffordshire</u> UK Postcode <u>L L L L L L L</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>1</u>

Please enter the number of continuation sheets (if any) attached to this form

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Signed M. Bailey Date 21-03-2001
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.

M. P. BAILEY ACCOUNTANCY SERVICES	
72, DUNSTALL ROAD	
HALESOWEN	
WEST MIDLANDS	
B63 1BE	Tel
0121-550-3074	
DX number	DX exchange

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

Shareholder details		Shares and share class allotted	
Name Haywood Holdings Ltd Address Priors Mill, Astley, Stourport on Severn, Worcs. UK Postcode DY11B 1RJ	Class of shares allotted 'B' Pref 	Number allotted 1 	
Name Mr. J. E. Primmer Address Birchfield House, Lister Hill, Codsall, Wolverhampton UK Postcode WV18L 1LHA	Class of shares allotted 'B' Pref 	Number allotted 1 	
Name Mr. A. G. Scott Address Wightwick Mill, Bridgnorth Road Wolverhampton UK Postcode WV16L 8BD	Class of shares allotted 'B' Pref 	Number allotted 1 	
Name Hallmark Address 6, High Street, Wimbledon Common London UK Postcode SW11 9 1DX	Class of shares allotted 'B' Pref 	Number allotted 2 	
Name Mr. P. Tompkins c/o Tompkins + Hing Address 34 bridge Street, Hereford, UK Postcode HR14L 9DW	Class of shares allotted 'B' Pref 	Number allotted 1 	

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

Shareholder details	Shares and share class allotted	
Name <u>Mr. A. Arnsby</u> Address <u>Apartment 2, El Paraiso 196,</u> <u>29680 Estepona, Malaga, Spain</u> UK Postcode <u>LL LL LLL</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>1</u>
Name <u>Mr. Jay Wallace</u> Address <u>14, Chapman Close,</u> <u>Aqueduct Lane, Telford,</u> UK Postcode <u>TF3L 1LE</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>1</u>
Name <u>Mr. M. Stretton</u> Address <u>Oak Farm, Far Forest,</u> <u>Kidderminster</u> UK Postcode <u>WY14 9AE</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>4</u>
Name <u>Mr. Julian Haywood</u> Address <u>3 Hazel Grove, Avelay,</u> <u>Bridgnorth, Shropshire</u> UK Postcode <u>WV14 5BW</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>1</u>
Name <u>Mr. M. Windemer</u> Address <u>70 Main Road, Walford,</u> <u>Nottinghamshire</u> UK Postcode <u>NG11 7AL</u>	Class of shares allotted <u>'B' Pref</u> 	Number allotted <u>2</u>

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

Shareholder details		Shares and share class allotted	
Name <u>Mr. R. Haywood</u>		Class of shares allotted <u>'B' Pref</u>	Number allotted <u>2</u>
Address <u>34 Beaulieu Close, Kidderminster</u> <u>Worce's</u>			
UK Postcode <u>Q M 11 15 EE</u>			
Name _____		Class of shares allotted _____	Number allotted _____
Address _____ _____			
UK Postcode <u>L L L L L L L L</u>			
Name _____		Class of shares allotted _____	Number allotted _____
Address _____ _____			
UK Postcode <u>L L L L L L L L</u>			
Name _____		Class of shares allotted _____	Number allotted _____
Address _____ _____			
UK Postcode <u>L L L L L L L L</u>			
Name _____		Class of shares allotted _____	Number allotted _____
Address _____ _____			
UK Postcode <u>L L L L L L L L</u>			

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