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

1002-2  
MC

88(3)



Please do not  
write in  
this margin

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

Exempt  
w/17

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

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

To the Registrar of Companies  
(address overleaf)

For official use

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Company number

3341215

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.

PASSED FOR FILING

Name of company

\* insert full name  
of company

\* BETACOM CONSUMER ELECTRONICS LIMITED

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	5
2 The nominal value of each such share	£ 1.00
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 1.00
b The value of each share allotted i.e. the nominal value and any premium	£ 1,300,000
c The amount to be considered as paid up in respect of b	£ 1,300,000
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) :

TRAVERS SMITH BRAITHWAITE  
10 SNOW HILL  
LONDON EC1A 2AL

Tel: 0171 248 9133  
Ref: CMC

For official Use

Capital Section

Post room



ED1 \*EH0IGXND\* 90

COMPANIES HOUSE 24/07/97

KLO \*KH7SQX8V\* 2993

COMPANIES HOUSE 09/07/97

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	
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 of the purchase price of property, give below:		
<p><b>a</b> brief description of property:</p> <p>The business of trading in domestic satellite receiving equipment and ancillary electrical and electronic goods but excluding computers (save for machines designed with an embedded operating system principally for the function of word processing) for the consumer market.</p>		
<b>b</b> full particulars of the manner in which the purchase price is to be satisfied	£	p
Amount of consideration payable in cash or bills .....		
Amount of consideration payable in debentures, etc .....		
Amount of consideration payable in shares .....	6,500,000	00
<i>Liabilities of the vendor assumed by the purchaser:</i>		
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 .....		
	6,500,000	00

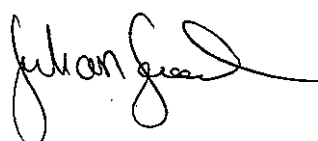
Please do not write in this margin

\* 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 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) .....	1
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) .....	3,925,000
Goods, wares and merchandise subject to hire purchase or other agreements (written down value) .....	
Goodwill and benefit of contracts .....	1,074,999
Patents, designs, trademarks, licences, copyrights, etc.	
Book and other debts .....	1,500,000
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 .....	
	6,500,000

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

Signed  Designation ± SECRETARY Date 23 JUNE 1997

§ 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 £6,500,000=00

Signed  Date 23 JUNE 1997  
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## Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB