

Package: 'Laserform'
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Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

3397518

Company name in full

WYNCHGATE HOLDINGS (1997) LIMITED

88(2)

Return of Allotment of Shares

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

2 5 0 6 2 0 0 1

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

19000

Nominal value of each share

0.025P

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

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)

TRANSFER OF A TOTAL OF 100 ORDINARY SHARES OF £1 EACH
IN BROKERS EDUCATIONAL SUPPLY TEACHERS UNDERWRITING

AGENCY LIMITED TO THE COMPANY BY EACH OF THE ALLOTEES
IN THE NUMBER OF SHARES SHOWN ON THE RIDER ATTACHED.

When you have completed and signed the form please 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
For companies registered in Scotland DX 235 Edinburgh



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

Shareholder details		Shares and share class allotted	
Name PETER WALTERS Address PIERCEHAY, BULLHOUSE LANE, WRINGTON, BRISTOL UK Postcode B S 4 0 5 N Y		Class of shares allotted ORDINARY 0.025 	Number allotted 6650
Name CLIVE SARON Address 43 ACACIA ROAD, LONDON UK Postcode N W 8 6 A P		Class of shares allotted ORDINARY 0.025 	Number allotted 3800
Name GARY SALTER Address CORNER COTTAGE, WARREN HILL, NORTH NIBLEY GLOUCESTERSHIRE UK Postcode G L 1 1 6 E E		Class of shares allotted ORDINARY 0.025 	Number allotted 8550
Name Address UK Postcode		Class of shares allotted 	Number allotted
Name Address UK Postcode		Class of shares allotted 	Number allotted

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

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Signed

[Signature]

Date

25/6/2001

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.

Wollastons

Brierly Place, New London Road, Chelmsford, Essex, CM2

Tel 01245 211211

DX number DX 89703

DX exchange CHELMSFORD 2

Wynchgate Holdings (1997) Limited
(Company Number. 3397518)

Form 88(2) Rider

Shares transferred to Wynchgate Holdings (1997) Limited in Brokers Educational Supply Teachers Underwriting Agency Limited ("BEST")

Name	No. and class of Shares transferred in BEST
Peter Walters	35 Ordinary Shares of £1 each
Clive Saron	20 Ordinary Shares of £1 each
Gary Salter	45 Ordinary Shares of £1 each