COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

3592405

Company number

Please do not write in this margin

CHA 116

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

* Insert full name of company

† Distinguish between ordinary preference, etc.

§ Complete (a) or (b) as appropriate

To the Registrar of Companies (address overleaf) (See note 1)

1. Name of Company

OAKTREE CAPITAL MANAGEMENT LIMITED

2. This section must be completed for all allotments

ORDINARY Description of shares † A Number allotted 250,000 B Nominal value of each £٦ C Total amount (if any) paid or due and payable on £ £ £1 each share (including premium if any)

Date(s) on which the shares were allotted (a) [on 24 November _19 <u>99</u>]**§**, or _ 19 ____to _ (b) [from _ The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. 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 Please use percentage.	to be treated as paid up.		
E Consideration for which the shares were allotted			
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Notes

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of

For official use

- 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.

Presentor's name, address, telephone number and reference (if any): Ashurst Morris Crisp Broadwalk House 5 Appold Street LONDON EC2A 2HA London / City 0171-638 1111

Ref : JHP/vw

Post Room **COMPANIES HOUSE** 29/11/99

4. Names and addresses of allottees

Please do not write in the margin

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
OAKTREE INTERNATIONAL HOLDINGS, LLC, 333, SOUTH GRAND AVENUE, 28TH FLOOR, LOS ANGELES, CALIFORNIA, 90071, USA.	250,000	Preterence	Other
Total	250,000		

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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 Designation ‡ Die	Designation # Diearoe Date 24.11.99			
Companies registered in England and Wales or Wales should deliver this form to:-	Companies registered in Scotland should deliver this form to:-	_		

The Registrar of Companies Companies House Crown Way Maindy Cardiff CF4 3UZ The Registrar of Companies Companies Registration Office 102 George Street Edinburgh EH2 3DJ