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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)

Please do not
write in this
margin

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

(REVISED 1988)

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

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

Company number

36 00431

1. Name of company

* insert full name
of company

* BURTON WATERS (H L + R) LIMITED

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

| Description of shares † | ORDINARY | | |
|--|-----------|---|---|
| A Number allotted | 250,000 | | |
| B Nominal value of each | £ 1.00 | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 250,000 | £ | £ |

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 2nd October 19 98] \$, 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

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

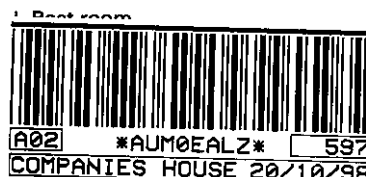
NOTES

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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)).
- Details of bonus issues should be included only in section 2.

Presenter's name address, telephone
number and reference (if any):

N J DUNCUMB
THE OLD VICARAGE
SCAMBLESBY (RGF: B102)
LOUTH
Lincs LN11 9XL

For official use



THE LAW SERVICES
ASSOCIATION

The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 0171-353 9471 (10 lines)

4. Names and addresses of the 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 |
| PAUL BARRON, 6 ELSTON CLOSE LINCOLN LN6 OXG | 75,000 | | |
| LINDUM GROUP LIMITED, LINDUM HOUSE WHISBY ROAD, LINCOLN LN6 3QX | 50,000 | | |
| JANE MASON, SYKES LANE, SAXILBY LINCOLN LN1 2NU | 12,500 | | |
| PHILIP MASON, SYKES LANE, SAXILBY LINCOLN LN1 2NU | 12,500 | | |
| DINESH SHAH, 40 OLD POND CLOSE LINCOLN LN6 OLD | 25,000 | | |
| DINA SHAH, 40 OLD POND CLOSE LINCOLN LN6 OLD | 25,000 | | |
| CHARLES WHEELDON, THE WOODLANDS WILLINGHAM ROAD, MARKET RASEN LN8 3RE | 25,000 | | |
| JO WHEELDON, THE WOODLANDS WILLINGHAM ROAD, MARKET RASEN LN8 3RE | 25,000 | | |
| (*) including one subscriber share, now fully paid up) | | | |
| Total | 250,000 | | |

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:

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

Signed [Signature] Designation SECRETARY Date 13.10.98

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**