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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)

(REVISED 1988)

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

Please do not
write in this
margin

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

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

Company number

3729720

1. Name of Company

* FMD LIMITED

* Insert full name
of company

2. This section must be completed for all allotments

† Distinguish
between
ordinary
preference, etc.

Description of shares †	Class A Ordinary	Class B Ordinary	Class C Ordinary
A Number allotted	28	30	30
B Nominal value of each	£ 1	£ 1	£ 1
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1	£ 1	£ 1

Date(s) on which the shares were allotted

(a) [on 28th September 19 99] \$, 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

§ Complete
(a) or (b) as
appropriate

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			

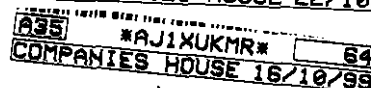
Notes

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

HERBERT SMITH
EXCHANGE HOUSE
PRIMROSE STREET
LONDON
EC2A 2HS
DX:28 LONDON
0171 374 8000

For official use



4. Names and addresses of allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
WH Smith Limited Greenbridge Road Swindon Wiltshire SN3 3RX	28 class A		
John Menzies Distribution Limited 34 Ely Place London EC1N 6TD	30 class B		
Surridge Dawson Limited 10th Floor North Wing ANP House Dingwall Road Croydon CR0 9XA	30 class C		
Total	88		

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

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 Am Smith Designation † DIRECTOR Date 28/9/99

Companies registered in England and Wales or Wales should deliver this form to:-

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

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ