

G**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**(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)To the Registrar of Companies (address overleaf)
(see note 1)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

3756436

1. Name of company*Insert full name
of company

* ADMINSOURCE HOLDINGS (UK) LIMITED

2. This section must be completed for all allotments+ Distinguish
between
ordinary,
preference, etc.

Description of shares +	ORDINARY		
A Number allotted	799,998		
B Nominal value of each	£ 1	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 799,998	£	£

Date(s) on which the shares were allotted§ Complete
(a) or (b) as
appropriate

(a) [on 16 November 1999] s, or

(b) [from 19 to 19 s]

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.	100%		
E Consideration for which the shares were allotted	£799,998		

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 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):Bristows
3 Lincoln's Inn Fields
London WC2A 3AA
DX 269 LONDON (CHANCERY LANE)

For official use

Post room



4. Names and addresses of the allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
AGF MANAGEMENT LIMITED TORONTO DOMINION BANK TOWER 31ST FLOOR TORONTO, ONTARIO M5K 1E9 CANADA	799,998		
Total	799,998		

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

BRISTOL SECRETARIAL LIMITED

Signed

Designation: **SECRETARY**

Date **24/11/99**

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

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Companies G88(2) (Revised 1988)