363a

Produced using the software of

DPN

6 Mt. Pleasant, Douglas, Isle of Man Phone: 01624 620557 email: enquiries@dpnsoftware.com

Please complete in typescript, or in bold black capitals.

CHFP104

Annual Return

| Company Number | 3810119 |
|--|-------------------|
| Company Name in full | Talpole Limited |
| | |
| | |
| Date of this return | Day Month Year |
| The information in this return is made up to | 20 / Jul / 2005 |
| Date of next return If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a | Day Month Year |
| form at the appropriate time. | |
| Registered Office Show here the address at the date of | Suite 3 |
| this return | 98 Kirkstall Road |
| Post town | Leeds |
| County / Region | |
| UK Postcode | LS3 1YN |
| Principal business activities | |
| Show trade classification code number(s) for the principal activity or activities | 51.18 |
| If the code number cannot be determined, give a brief description of principal activity. | |
| | |



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

| Enter details of all the shares in issue at the date of this return. | (e.g Ordinary/Preference) | issued | Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock | | |
|--|---|----------------|---|--|--|
| | Ordinary | 1 | 1.00 | | |
| | Totals | 1 | 1.00 | | |
| | | | | | |
| List of past and present shareholders (Use attached schedule where appropriate) A full list is required if one was not | There were no changes in | the period | | | |
| included with either of the last two returns. | A list of changes is enclos | on paper | in another format | | |
| | A full list of members is en | nclosed | | | |
| | I certify that the information given in this return is true to the best of my knowledge and belief. | | | | |
| Signed | FOR COMBERLAND DIRECT | Date | 25/07/05 | | |
| † Please delete as appropriate | † a director / secretary | | | | |
| When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to | This return includes | (enter number) | ntinuation sheets. | | |

DX number

Class

Aggregate Nominal

Number of shares

Tel

DX exchange

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact

Companies House.

Issued share capital

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List of past and present shareholders Schedule to form 363a

CHFP104

Company Number

3810119

Company Name in full

Talpole Limited

- Changes to shareholders particulars or details of the amounts of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided.
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

| Shareholders' details | Class and number of | Shares or amount of stock transferred (if appropriate) | | | |
|--------------------------------------|------------------------------|---|----------------------------------|--|--|
| | shares or amount of stock | Class and number of shares or amount of stock transferred | Date of registration of transfer | | |
| Name | 1 Ordinary - | | | | |
| Grosvenor Nominees Limited | | | | | |
| Address | | | | | |
| 5 Athol Street, Douglas, Isle of Man | | | | | |
| UK Postcode | | | | | |

| Directors | | Details of new directors must be notified on fors 288a |
|--|-----------------|--|
| Please list directors in alpha | abetical order. | |
| NAME | * Style / Title | |
| Directors In the case of a director that is a corporation or that of a Scottish firm, the name is of the corporate or firm | Date of birth | Day Month Year |
| | Forename(s) | |
| | Surname | Cumberland Directors Limited |
| Address | | Suite 3 |
| Usual residential | | 98 Kirkstall Road |
| address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office | Post town | |
| | County / Region | Leeds Postcode LS3 1YN |
| | Country | United Kingdom Nationality |

United Kingdom

Nationality

Country

Business occupation

| Register of Member If the register of meber registered office, state | ers is not ke e here whei | | | | UK Postco | ode | | |
|--|--|----------------------------------|---------------------------------|---------------|--------------|-------------------------|--|--|
| Register of Debentul If there is a register of or a duplicate of any sofit, which is not kept office, state here when Company type | f debenture such registe t at the regis re it is kept | holders, er or part stered | | | UK Postco | de | | |
| Public limited compare Private company limit Private company limit | ed by share | | | | | | | |
| without share capital Private company limited by shares exempt under section 30 Private company limited by guarantee exempt under section 30 | | | Please tick the appropriate box | | | | | |
| Private unlimited comcapital Private unlimited comcapital | • | | | | | | | |
| Company Secretary | | | Details of a new | company secre | etary must l | oe notified on for 288a | | |
| (Please photocopy this area to provide details of joint | NAME | *Style / Title | Mrs. | | | | | |
| secretaries) | | Forename(s) Surname | Gillian | | | | | |
| * voluntary details | Address | Sumame | Roy North Abbey House | | | | | |
| If a partnership give the names and addresses of the | 71441000 | | Abbey Road La | | | | | |
| partnership and office address | Post town | | | | | | | |
| Usual residential | Со | unty / Region | Ballasalla | | Postcode | IM9 3DE | | |
| address must be | | Country | Isle of Man | | 1 | | | |
| given. In the case of a corporation or a Scott firm, give the register or principal office | tish | o out in y | - St man | | | | | |

| - Assista Company/Secretar | | | Details of a new cor | npany secr | etary must k | oe notified on | for 288a |
|---|-----------------------|----------------|--------------------------------|------------|--------------|----------------|----------|
| (Please photocopy this area to provide details of joint | NAME | *Style / Title | | | | | |
| secretaries) | | Forename(s) | | | | | |
| * voluntary details | ntary details Surname | | Cumberland Secretaries Limited | | | | |
| If a partnership give the names and addresses of the partnership and office address | Address | | Suite 3 | | | | |
| | | | 98 Kirkstall Road | | | | |
| | | Post town | | | | | |
| Usual residential | Co | unty / Region | Leeds | | Postcode | LS3 1YN | |
| address must be given. In the case of a | | Country | United Kingdom | | | | |
| corporation or a Sco firm, give the registe or principal office | | | | | | | |