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88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

3826434

Company name in full

CATER BARNARD PLC

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

0 1 0 3 2 0 0 2

To

Day Month Year

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

12,592,576

Nominal value of each share

1p

Amount (if any) paid or due on each
share (including any share premium)

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100%

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

Transfer of 3,333,330 ordinary shares of 5p each in
the capital of Cater Barnard (USA) plc

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



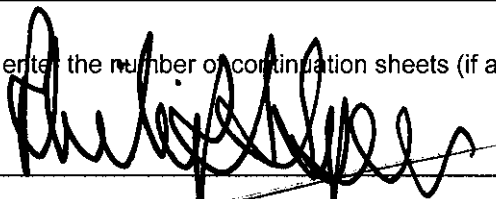
A39 COMPANIES HOUSE Q116 29/07/02

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>ADRIAN Z STECYK</u>		Class of shares allotted <u>Ordinary</u>	Number allotted <u>7,661,858</u>
Address <u>21 South End Avenue, Apt 603,</u> <u>New York, NY 10280, U S A</u>			
UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name <u>CHRYSTYNA STECYK</u>		Class of shares allotted <u>Ordinary</u>	Number allotted <u>2,455,478</u>
Address <u>21 South End Avenue, Apt 603</u> <u>New York, NY 10280, U S A</u>			
UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name <u>JULIAN LANCIAN</u>		Class of shares allotted <u>Ordinary</u>	Number allotted <u>412,532</u>
Address <u>200 Rector Place, Apt 37C</u> <u>New York, NY 10280, U S A</u>			
UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name <u>PABLO VEGAS</u>		Class of shares allotted <u>Ordinary</u>	Number allotted <u>412,532</u>
Address <u>200 Rector Place, Apt 37C</u> <u>New York, NY 10280, U S A</u>			
UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name <u>TRINITY FINANCIAL LIMITED</u>		Class of shares allotted <u>Ordinary</u>	Number allotted <u>1,650,176</u>
Address <u>PO Box 183 Wappinger Falls,</u> <u>NY 12590-01083, U S A</u>			
UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

26th Aug 2002

~~Director / secretary / administrator / administrative receiver / receiver manager / receiver~~

Please delete as appropriate

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

Speer & Co	
51 Cambridge Place,	CB/882
Cambridge CB2 1NS	Tel/Tel 01223 347820
DX number DX	DX exchange DXExch