

G**Return of allotments of shares**

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(see Note 1)

Company number

3881642

Insert full name
of company

1. Name of company

Rivals Europe Limited

* Distinguish
between
ordinary,
preference etc

2. This section must be completed for all allotments

Description of shares *	"A"		
A. Number allotted	24,900		
B. Nominal value of each	£0.01	£	£
C. Total amount (if any) paid or due and payable on each share (including premium if any)	£24.94	£	£

complete (a) or (b)
as appropriate

Date(s) on which the shares were allotted

(a) [on 21/12/1999] or ^

(b) [from _____ to _____] ^

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. (Notes 2 & 3)

D. Extent to which each share is to be treated as paid up. Please use a percentage			
E. Consideration for which the shares were allotted			

NOTES

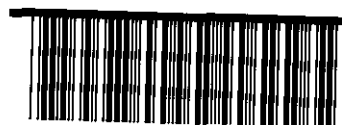
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information 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):

HARBOTTLE & LEWIS
 HANOVER HOUSE
 14 HANOVER SQUARE
 LONDON
 W1R 0BE
 Tel: 0171-667 5000
 Fax: 0171-667 5100
 DX: 44617 MAYFAIR

For official use

Post room

A12
COMPANIES HOUSE

A7KU8NGZ

0076
26/01/00Company Secretarial and
Compliance Software

278849B

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

Number of shares allotted

Names and Addresses	Ordinary	Preference	Other
Chrysalis Holdings Limited			24,900
The Chrysalis Building, 13 Bramley Road,			
London, W10 6SP			
Total			24,900

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

Signed [Signature] Designation* 2~~0~~ SECRETARY Date 20 | 1 | 2000

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

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

Companies registered in Scotland should deliver this form to:

The Registrar of Companies
Companies House
100 - 102 George Street
Edinburgh
EH2 3DJ