

CHFP000

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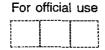
Pursuant to section 88(3) of the Companies Act 1985

COMPANIES FORM No. 88(3)

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

Please complete legibly, preferably in black type, or bold block lettering Note: This form is only for use when the contract has not been reduced to writing

To the Registrar of Companies (address overleaf)



00(3)



Company number

3897326

Please do not write in the spac below. For Inlan Revenue use on

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* insert full name of company * CASSELBERRY HOLDING LIMITED

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash 441,030

2 The nominal value of each such share £ 1 00

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash

£

1 00

b The value of each share allotted i.e. the nominal value and any premium

£ NIL

c The amount to be considered as paid up in respect of b

ENIL

4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted

Presentor's name address and reference (if any): 40c/255+2 .

5th Floor 86 Jermyn Street London SW1Y 6AW For official Use

Capital Section



A11 COMPANIES HOUSE

0680 31/12/04

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	E MIL		
6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£ NIL		
	l		
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£NIC		
If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:			
a brief description of property:			
100% OF ODEON PARFUMS SARL, 30 RUE DES	MATCHIDING 75000 DADI		
100% OF ODEON TAKTORS SAKE, SO KOE DES	MAINUKINO, / JUUO PAAL	٥.	
İ			
b full particulars of the manner in which the			
purchase price is to be satisfied	£	р	
, ·		'	
Amount of consideration payable in cash or bills			
Amount of consideration payable in debentures, etc			
Amount of consideration payable in shares	441,030	00	
, ,			
Liabilities of the vendor assumed by the purchaser:		٠.	
Amounts due on mortgages of freeholds and/or			
leaseholds including interest to date of sale			
Hire purchase etc debts in respect of goods acquired			
Other liabilities of the vendor,		•	
Any other consideration			
	441,030	00	

Please do not write in this margin

* Where such properties are sold subject to mortgage, the gross value should be shown

9 Give full particulars in the form of the following table, of the p subject of the sale, showing in detail how the total purchase p between the respective heads:	
· ·	£
Legal estates in freehold property and fixed plant and	
machinery and other fixtures thereon*	/
Legal estates in leasehold property*	
Fixed plant and machinery on leasehold property (including	
tenants', trade and other fixtures)	
Fauitable interests in freehold or leasehold property*	/

Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the

Goods, wares and merchandise subject to hire purchase or other agreements (written down value)

Goodwill and benefit of contracts Patents, designs, trademarks, licences, copyrights, etc.

Book and other debts

Cash in hand and at bank on current account, bills, notes,

etc

Cash on deposit at bank or elsewhere

Shares, debentures and other investments

Other property

NIL

NIL

‡insert Director. Secretary, Administrator. **Administrative** Receiver or <u>Receiver</u> (Scotland) as

appropriate

Signed

For and on behalf of London Secretaries Limite: Designation + SECRETARY Date 22/9/2002

This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Certificate of value §

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £ 441,030.00

For and on Hehalf of London Secretaries Limite

The Managing Director:

Agencia Fiduciaria Gestor (A.F. Gestor) N.V. By: L.M. Gonzalez, Managing Director Signed FOR AND ON BEHALF OF

SUNHILL TRADING A.V.V.

Signed FOR AND ON BEHALF OF BELLA INVESTMENT CORP

Date

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office 5th Floor

Norfolk House Smallbrook Queensway Birmingham B5 4LA Bristol Stamp Office The Pithay

All Saints Street Bristol BS1 2NY Manchester Stamp Office

Alexandra House Parsonage Manchester M60 9BT

DX: 15001 Birmingham 1 Tel: 0121 633 3313 DX: 7899 Bristol 1 Tel: 0117 927 2022 DX: 14430 Manchester Tel: 0161 476 1741

Newcastle Stamp Office 15th Floor, Cale Cross House

156 Pilgrim Street Newcastle Upon Tyne

NE1 6TF

Edinburgh Stamp Office

Mulberry House 16 Picardy Place Edinburgh

EH1 3NF

DX: 61021 Newcastle Upon Tyne

Tel: 0191 261 1199

DX: ED 303 Edinburgh 1 Tel: 0131 556 8998

London Stamp Office (Personal callers only)
South West Wing

South West Wing Bush House Strand

London WC2B 4QN

Worthing Stamp Office (Postal applications only)

Ground Floor East Block

Barrington Road Worthing BN12 4SE

DX: 3799 Worthing 1 Tel: 01903 508962

Tel: 020 7 438 7252/7452

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be delivered to Companies House within one month of the allotment of shares. The form must be sent to:

For companies registered in:

England or Wales:

Scotland:

The Registrar of Companies

Companies House Crown Way Cardiff CF14 3UZ

DX: 33050 Cardiff

The Registrar of Companies

Companies House 37 Castle Terrace Edinburgh EH1 2EB

DX: 235 Edinburgh