

COMPANIES FORM No. 88(3)

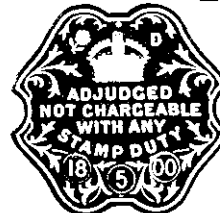
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Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

88(3)

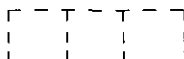
Pursuant to section 88(3) of the Companies Act 1985

Note: This form is only for use when the contract has not been reduced to writing



To the Registrar of Companies

For official use Company number



3921459

Please do not write in the space below. For Inland Revenue use only.

Please do not write in this margin

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

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

• HEADFILLER LIMITED

*Insert full name of company

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

2,799,999

2 The nominal value of each such share

£ 0.10

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

£ 0.10

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

£ 0.10

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

£ 0.10

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

Please see continuation sheet

Presenter's name, address and reference (if any):

For official use
Capital section

Post room



A18
COMPANIES HOUSE

0107
23/05/00

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£ N/A	
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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	£ N/A	
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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	£ N/A	
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8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		N/A
a brief description of property:		

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 property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	£ N/A
Legal estates in leasehold property*	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	
Equitable 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 sale)	
Goods, wares and merchandise subject to hire purchase or 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	

†Delete as
appropriate

Signed



[Director] [Secretary]†

Date 10 May '00

§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§ N/A

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 £

Signed

Date

Signed

Date

Continuation sheet

4. 2,799,999 ordinary shares in the capital of the Company were allotted to the allottee. The consideration for such shares was the cancellation of the existing indebtedness of £280,000 owed to the allottee by the Company and relating to (i) services provided to the Company by the allottee during the period from 1 September 1999 to 31 March 2000 and relating to the preparation of a business case, business plan and IT systems architecture for the Company; and (ii) liabilities of the Company relating to the professional fees of Gemini Consulting paid and discharged by the allottee.