

PEAPOD SOLUTIONS LTD.

Please complete in transcript, or
in bold black capitals.

CHWP000

88(2)

(Revised 2005)

Return of Allotment of Shares

Company Number

3922046

Company name in full

BENEFIT COSMETICS LIMITED

Shares allotted (including bonus shares):

(see Guidance Booklet GBA6)

Date or period during which
shares were allotted(If shares were allotted on one date
enter that date in the "from" box)

From

To

Day Month Year

3 0 0 3 2 0 0 6

Day Month Year

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

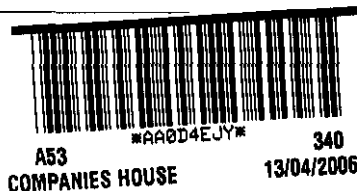
2,000,000

Nominal value of each share

£1.00

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

£1.00

List the names and addresses of the allottees and the
number and class of shares allotted to each overleafIf the allotted shares (including bonus shares) are fully or partly paid up otherwise than in
cash please state:% that each share is to be
treated as paid up% (if any) that each share is
to be paid up in cashConsideration for which
the shares were allotted(This information must be supported by
the original or a certified copy of the
contract or by Form 88(3) if the contract
is not in writing)When you have completed and signed the form please send it to the
Registrar of Companies at:Companies House, Crown Way, Cardiff CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or
Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
for companies registered in ScotlandDX 235 Edinburgh
or LP-4 Edinburgh 2

Peapod Solutions Ltd.

Names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>		Shares and share class allotted	
Name(s) BENEFIT COSMETICS LLC <hr/> Address 685 MARKET STREET, SEVENTH FLOOR, SAN FRANCISCO, CA 94105 <hr/> UNITED STATES OF AMERICA <hr/> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <hr/> ORDINARY <hr/> <hr/>	Number allotted <hr/> 2,000,000 <hr/> <hr/>
Name(s) <hr/> Address <hr/> <hr/> <hr/> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name(s) <hr/> Address <hr/> <hr/> <hr/> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name(s) <hr/> Address <hr/> <hr/> <hr/> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name(s) <hr/> Address <hr/> <hr/> <hr/> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>

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

Signed

Jawra Enos, Secretary

Date

30-⁵³11-06

** A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor

**Please delete as appropriate

Contact Details

You do not have to give any contact information in the box opposite, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Laytons

Tempus Court

Tel 01483 407000

DX number DX 2410

DX exchange Guildford