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88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

4067993

Company name in full

ERM HOLDINGS LIMITED

Shares allotted (including bonus shares):

	From			To												
Date or period during which shares were allotted (If shares were allotted on one date enter that date in the "from" box)	Day	Month	Year	Day	Month	Year										
	1	7	0	8	2	0	0	4	0	7	0	4	2	0	0	5

Class of shares
(ordinary or preference etc)

A ORDINARY

Number allotted

37,204

Nominal value of each share

US\$0.10

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

US\$11.81

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

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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)

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



A43
COMPANIES HOUSE
04/06/05

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

Shareholder details		Shares and share class allotted	
Name <u>SEE ATTACHED</u> Address _____ _____ UK Postcode <u> </u>		Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode <u> </u>		Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode <u> </u>		Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode <u> </u>		Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode <u> </u>		Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____

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

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Signed

[Signature]

Date

2 JUNE 2005

A 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.

T. DRAKE, c/o ERM HOLDINGS LIMITED,
8 CAVENDISH SQUARE, LONDON
W1G 0ER Tel (020) 7465 7658

DX number

DX exchange

FORM 88(2) CONTINUATION SHEET- 1 -

ERM Holdings Limited (Company Number 4067993)
Allotment of A Ordinary Shares of 10 cents each

Name & Address	Number of Shares
Jose Achaval Gelly 3689, Buenos Aires, Argentina , 1425	250
Celia Alcantar Barnes Porfirio Diaz 136-10, Col. Del Valle, Mexico Mexico D.F., 03100	250
Joseph Baker 1308 S. Tulip Drive, West Chester, USA PA, 19380	125
Neville Baker 24 Joalah Avenue, Blaxland, Australia NSW, 2774	100
Cecelia Negrao Balby Rua Gaivota 281 - Apto 42, Sao Paulo, Brazil , 04522-030	125
William Andrew Bale 2 Moss Rose, Alderley Edge, Cheshire, UK, SK9 7LD	500
Howard Bastone 1/89 Dodds Street, Southbank, Melbourne, Australia VIC, 3006	200
Nicola Batt 23 Bowman Street, Drummoyne, Australia NSW, 2047	250
Matt (Mehran) Bayram 784 Morris Trk #312, Short Hills, USA NJ, 07078	250
Keith Bell Villa Inai 2-2, 34 Jalan Inai, Kuala Lumpur, Malaysia , 55100	200
Brian Bennett 1251 North Ashbrooke Drive, West Chester, USA PA, 19380	250
Claudio Bertora Via Michelangelo 6/ A, Pessano con Bornago, Italy MI, 20060	250
Laurent Beuselinck Onze-Lieve-Vroowstraat 103, Herent, Belgium , 3020	250
Michael Bittner 6927 Bay Forest Drive, Westerville, USA OH, 43082	500
Gaye Boyman 41 Pear Tree Ave, London, UK , SW17 0JG	250
Donald Bradley III 16314 Madewood, Cypress, USA TX, 77429	200
Patrick Brennan 1341 Green Hill Rd, West Chester, USA PA, 19380	125
William Butler 458 Rock Run Road, Pottstown, USA PA, 19465	500
William Butterworth 20A High Street, Pulloxhill, UK Bedfordshire, MK45 5HA	230
Lawrence Cahill 326 Brookwood Drive, Downingtown, USA PA, 19335	125

FORM 88(2) CONTINUATION SHEET- 2 -

Anthony Campbell c/o ERM-Siam Co. Ltd, 55 Wave Place Bldg., 17th Floor, Wireless Road, Lumpini, Thailand Bangkok, 10330	200
Scott Craig Carson 14A Elm Bank Mansions, The Terrace, London, UK , SW13 0NS	250
Jair Rosa Claudio Rua Nova Mexico 161, Cotia, Brazil , 06700 000	250
Robert Coffman 17611 Moss Point Drive, Spring, USA TX, 77379	300
Patricia Corbetta 6806 Poppy Ct, Arvada, USA CO, 80007	250
Nicholas Cordero 1B-4-2 Sri Kasturina Condominium, Level 4, Jalan Medang Serai, Off Jalan Kapas, Bukit Bandaraya, Bangsar, Kuala Lumpur, Malaysia , 51900	200
A. Collette Curran 17A Main Street, Nr Burton on Trent, Staffordshire, UK, DE13 7AA	125
Murray Curtis 2/9 Mayfair Road, Port Macquarie, Australia NSW, 2444	200
John D'Agostino 108 Greenwood Avenue, Swampscott, USA MA, 01907	125
Bart de Ridder Stationsstraat 56B, Opwijk, Belgium , B-1745	250
Gregg Demers 70 Washington St, Topsfield, USA MA, 01983	250
Pieter Hendrik Dijkshoorn Emmanuel Hielstraat 24, Brussels, Belgium , B-1030	250
Mark DiPrinzio 289 Swedesford Road, Malvern, USA PA, 19355	125
Campbell Neil Donaldson c/o Norloch House; 36 King's Stables Road, Edinburgh, UK , EH1 2EU	250
John Drobinski 222 Boston Post Road, Sudbury, USA MA, 01776	250
Richard Dulcey 1550 Jarrettown Road, Dresher, USA PA, 19025	300
David Dunn 1045 Avery Creek Drive, Woodstock, USA GA, 30188	250
David Dusing 18385 Elm Terrace Dr., Brookfield, USA WI, 53045-4946	125
David Einolf 3711 SE Henry Sreet,, Portland, USA OR, 97202	250
Michael Eversman 12849 Bond, Overland Park, USA KS, 66213	125
Julien Famy 14 Rue Andre, Chantilly, France , 60500	125
Alan Feldbaum 415 Gilpin Road, Penn Valley, USA PA, 19072	250

FORM 88(2) CONTINUATION SHEET- 3 -

Ronald Fender 2506 Parke Ln, Broomall, USA PA, 19008	250
Ramon Fernandez-Predel Gartenfeldstrasse 18, Hofheim A., Germany T.S., 65719	200
James Fitzgerald 33 Rocky Lane, Cohasset, USA MA, 02025	250
Scot Foster 8 Sawmill Brook Road, West Newbury, USA MA, 01985	125
Jon Fox 4367 Luna Course, Liverpool, USA NY, 13090	125
Michael Gansner 346 Woodcrest Drive, Lancaster, USA PA, 17602	250
Mark Garrison 42 Saint Paul's Rd, Ardmore, USA PA, 19003	125
Ian Gilder 4 Clayhithe Farm Cottages, Horningsea, Cambridge, UK , CB5 9JB	125
Daniel Goldstein 2415 Kevsaway Court, Baltimore, USA MD, 21244	250
Thomas Griffin 131 Voorhees Ave., Pennington, USA NJ, 0853	125
Alison Groth 4408-A Floyd Street, Houston, USA TX, 77007	250
Yanko Guimaraes R Braz Cardoso 541, Apt 21, Sao Paulo, Brazil , 04510-030	250
Todd Hall 22110 Baymist Court, Katy, USA TX, 77450	500
Theodore Hartman 5014 W. 158th Terrace, Overland Park, USA KS, 66224	500
John Hazard 753 Warwick Road, West Chester, USA PA, 19380	500
Simon Hewitt Church Green Cottage, Churchwalk, Shotley, Suffolk, UK , IP9 1ES	500
Franz Hiebert 802 Park Blvd., Austin, USA TX, 78751	450
Edward Hinchey 104 Eton Lane, Manlius, USA NY, 13104	250
L. Reed Huppmann 16120 Dark Hollow Road, Upperco, USA MD, 21155	250
Bart Huybrechts Cornelis Dyckstratelaan 18, Deurne, Belgium , B-2100	175
Erik Ipsen 53 Bullingdon Road, Oxford, UK , OX4 1QJ	250
Keryn James 320 Oxford Street , Leederville, Australia WA, 6007	300
Robert Jeffries 2A Hamilton Street, Subiaco, Perth, Australia WA, 6008	250

FORM 88(2) CONTINUATION SHEET- 4 -

Gary Keating 321 Alderman Road, Palmyra, USA NY, 14522	175
Robert Keating 25 Bellview Drive, Severna Park, USA MD, 21146	250
Ruth Kelly 49 McIntyre Place, Narrabundah, Canberra, Australia ACT, 2604	200
Steven Koster 391 Tiffany Shores Drive, Holland, USA MI, 49424	250
Joseph Lewandowski 684 Santa Maria Lane, Davidsonville, USA MD, 21035	250
Edmund Lewis 443 Hill Road, Hilton, USA NY, 14468	200
Richard Lewis 5 Munroe Street, Foxboro, USA MA, 02035	250
William Lozier 11789 Derbyshire Lane, Burton, USA OH, 44021	250
George Lynn 1607 Forestview Ridge, Manchester, USA MO, 63021	125
Thomas Magette 127 Hatton Drive, Severna Park, USA MD, 21146	250
Masood Mallick F-169, Ground Floor; Sushant Lok - II; Sector 56; Gurgaon, Haryana, India	250
Donald Malotte 2942 E Fremont Drive, Littleton, USA CO, 80122	250
Cristiano Stefano Maneri Via G. Paisiello 5, Milan, Italy , 20131	250
John Markey 6714 East County Rd 1000N, Brownsburg, USA IN, 46112	250
Peter Marsden 21 Millview Lawns, Malahide, Ireland, North County Dublin	250
David McArthur 5/349 Sailors Bay Road, Northbridge, Australia NSW, 2063	250
Michael McKibben 1094 Warrenhall Lane, Atlanta, USA GA, 30319	1200
Rose Marie Mendoza 16 Champions Lane, Austin, USA TX, 78734	125
Jonathan Motherwell 120 Tree Crest Circle, The Woodlands, USA TX, 77381	500
James Muir Flat 31D, Primrose Court, 56A Conduit Road, Mid-Levels, Hong Kong, China	100
Paul Nazaryk 6150 South Meadowwood Lane, Missoula, USA MT, 59803	125
Tatsuya Noma 56-33 Kasumidai, Hodagaya-Ku, Yokohama, Japan , 240-0014	350
Thomas O'Connell 471 S. Lakeshore Drive, Holland, USA MI, 49424	250

FORM 88(2) CONTINUATION SHEET- 5 -

Steven O'Connor 65 Turnbull St., Merewether, Australia NSW, 2291	250
Manuel Ortiz Monasterio Mazatlan 96; Col. Condesa, Mexico City, Mexico D.F., 06140	170
Thomas Pacioni 13419 Oak Alley Lane, Cypress, USA TX, 77429	250
Mark Pearson 10 Silverdale Close, London, UK ,W7 3HR	250
Michal Pelzig 19 Woodbine Ave, Narberth, USA PA, 19072	500
James Perazzo 6 Laurel Way , Sea Cliff, USA NY, 11579	250
Carlos Pereyra Sabino 205, Col. Valle Alto , Monterrey, Mexico Nuevo Leon, 62260	125
James Pfeifer 19 McCulloch Drive, Somers, USA CT, 06071	125
Christina Phang 89 Jalan SS 22/20, Damansara Jaya, Petaling Jaya, Selangor, Malaysia , 47400	200
Giovanni Poma Via Daniele Crespi 2, Milano, Italy , 20122	190
Andrew Radcliff 6 St. Bernard's Crescent, Edinburgh, UK , EH4 1NP	200
Leonard Rafalko 201 Mill Court, Arnold, USA MD, 21012	250
Amornwan Resanond 35 Ladprao 60, Wangtonglang, Thailand Bangkok, 10310	150
Brent Robinson Bluff 11, 6-C Yamata 100-1, Naka-Ica, , Yokohama, Japan Kanagawa,	350
Julie Ross 905 Warrior Road, Malvern, USA PA, 19355	125
Derek Ross 102 Roland Road, Coatesville, USA PA, 19320	125
Jonathan Samuel Flat 1, 9 Milton Avenue, Highgate, London, UK , N6 5QF	250
M. Dale Sands 23010 Thornhill Court, Deer Park, USA IL, 60010	250
Martin Sara 3135 Grand Blvd., Park Ridge, USA IL, 60068	250
Hunter Sartain 2473 Cedar Wood Court, Marietta, USA GA, 30068	250
Ricardo Scherer Rua Mediterraneo, 204 - apto 301, Florianopolis, Brazil SC, 88037-620	250
Baek Seung-Cheon #403-1301, Gozan 4th Puruzio Apt, Gozan-Dong, Danwon-Gu, Ansa-Si, Kyunggi-Do, Korea , 425-806	200
Carl Shaffer III 22418 Crisfield Court, Katy, USA TX, 77450	250

FORM 88(2) CONTINUATION SHEET- 6 -

Randy Shuler 250 Franklin Street, Hightstown, USA NJ, 08520	125
Edward Simek 714 Bair Road, Berwyn, USA PA, 19312	500
Alan Simonic 95 IRA Buckby Road West, Cashmere, Australia QLD, 4500	200
John Simonson Cornriggs, Faringdon Rd, , Frithford Heath, UK Oxon, OX13 6QJ	250
Eugenio da Motta Singer Alameda Salgo 123, Santana De Parnaiba, Brazil Sao Paulo, 06540-420	250
Ann Sirois 815 E 31st St., Austin, USA TX, 78705	600
Matthew Skific 2013 Marian Drive, Mobile, USA AL, 36695	250
Gregory Smoot 207 Sidesaddle Place, West Chester, USA PA, 19382	250
David Snashall 22 Richmond Ave, Cremorne, Australia NSW, 2090	319
Antonio Sola Francesc Badia, 11 Matadepera, Barcelona, Spain , 08230	250
Venkatesh Sourirajan Flat H, 7th floor, Block 13, Laguna City, Hong Kong Lamtin,	250
Peter Southern 21 Banksia Ave., Beaumaris, Australia VIC, 3193	250
Liam Spring 7 Kinnaird Avenew, Chiswick, UK London, W4 3SH	250
Paul Stefan 10110 Shady River Dr., Houston, USA TX, 77042	500
Paul Steinwede 58 Kitchener Street, St Ives, Australia NSW, 2075	250
Douglas Stevenson 6 Rozelle Place, Newton Mearns, East Renfrewshire, UK , G77 6YT	125
John Stipa 3530 Caley Road, Newtown Square, USA PA, 19073	250
Megan Thomas 43 Latimer Road, Wimbledon, UK London, SW19 EW	125
Melinda Truskowski 4990 S Elmira St, Greenwood Village, USA CO, 80111	135
Stacey Tucker 1980 Central Dr., Beaumont, USA TX, 77706	300
David Colin Tuberfield 146-0-1 Villa Flora Condon, JLN Burhanuddin Helmi, Taman Tun Dr Ismail, Kuala Lumpur, Malaysia Selangor, 60000	100
Michele Villa Via Rovereto 3, Milan, Italy , 20127	460
Almudena Villanueva 5 Izda, Apodaca No. 9, Madrid, Spain , 28004	175

FORM 88(2) CONTINUATION SHEET- 7 -

Kenneth Waesche 3435 Meadow Glen Lane, Sedalia, USA CO, 80135	250
Niel Walker San Gregori; 9 2-3a Vilanova I La, Geltru, Barcelona, Spain Catalunya, 08800	250
Gary Walters 2511 Cecil Drive, Chester, USA MD, 21619	250
John Mark Walters 38 Ashley Road, Epsom,, Surrey, UK , KT18 5BH	750
Carla Weinpahl 1141 Garden Street, Hoboken, USA NJ, 07030	150
Bert Wellens Edward Pecherstraat 45, Antwerp, Belgium , 2000	250
Paul Whincup PO Box 112, Kalamunda, Australia WA, 6076	250
Tobias Whincup PO Box 112, Kalamunda, Australia WA, 6076	200
Richard Wohaska 4 Gibbons Knoll, Fairport, USA NY, 14450	250
Shaun Xiuhui Xie 2401/2405 Harbour Ring Plaza, 18 Xi Zang Zhong Road, Shanghai, China , 200001	400
Kazunori Yoshida 4-23-1 Hijirigaoka, Tama City, Tokyo, Japan , 206-0022	600
Total	37204