

88(2)

CHFP004

Return of Allotment of Shares

Company Number

4129061

Company name in full

TDWSCH HOLDING COMPANY LIMITED

Shares allotted (including bonus shares):

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	Day	Month	Year		
1	0	0	5	2	0	0	1

Class of shares
(ordinary or preference etc)

Number allotted

Nominal value of each share

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

ORDINARY "A" SHARES	ORDINARY "B" SHARES	
32,000,000	32,000,000	
£1 each	£1	
£1	£1	

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

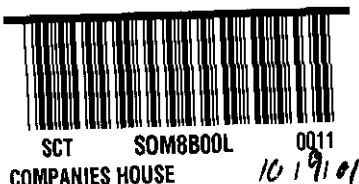
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Consideration for which
the share were allotted
(this information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

When you have completed and signed the form 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 DX 235
For companies registered in Scotland Edinburgh



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

Shareholder details		Shares and share class allotted	
Name CS NETHERLANDS CAPITAL MARKETS CV		Class of shares allotted Ordinary "A"	Number allotted 32 M
Address HERENGRACHT 469, 107185 AMSTERDAM, NETHERLANDS			
UK Postcode L L L L L L L			
Name TD WATERHOUSE HOLDINGS (UK) LIMITED		Class of shares allotted Ordinary "B"	Number allotted 32 M
Address TRITON COURT, 14/18 FINSBURY SQUARE, LONDON			
UK Postcode E C 2 A 1 D B			
Name 		Class of shares allotted	Number allotted
Address 			
UK Postcode L L L L L L L			
Name 		Class of shares allotted	Number allotted
Address 			
UK Postcode L L L L L L L			
Name 		Class of shares allotted	Number allotted
Address 			
UK Postcode L L L L L L L			

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

Signed

E. N. Nelson

Date _____

28/08/01

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.

MESSRS WRAGGE & CO (REF: JRH/CED) 55 COLMORE ROW			
BIRMINGHAM B3 2AS			
		Tel	0121 685 2975
DX number	13036	DX exchange	BIRMINGHAM 1