

CHFP025

Please do not write in this margin

Please complete

in black type, or

legibly, preferably

bold block lettering

COMPANIES FORM No.88(3)

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 (Address overleaf)

For official use Company number

04170076 space b

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

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

* SACKVILLE PROPERTIES 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 675,000

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

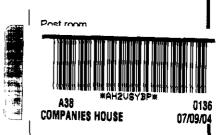
b The value of each share allotted i.e. the nominal value and any premium

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

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 ATTACHED SCHEDULE

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

Field Seymour Parkes The Old Coroner's Court, 1 London Street, PO Box 174, Reading, Berkshire, RG1 4QW DX 4001 Reading 1 For official use Capital section



144235

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5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	N/A	
 	_		
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	
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	
8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:			
a brief description of property:			
N/A			
N/A			
		'	
		, -	
b full particulars of the manner in which the	£	р	
purchase price is to be satisfied	_	۳	
Amount of consideration payable in cash or bills	N/A		
Amount of consideration payable in debentures, etc	IV/A		
Amount of consideration payable in shares			
Liabilities of the vendor assumed by the purchaser: 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			

Please do not write in this margin

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

Legal estates in freehold property and fixed	plant	£
and machinery and other fixtures thereon*	***************************************	Not applicable

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 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

Designation † Mazzar

Date 4.8. 2004

† Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

§ 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 §

Signed

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 \pounds

Signed

Date

Signed

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 First Floor The Pithay All Saints Street Bristol BS1 2NY Manchester Stamp Office Upper 5th Floor Royal Exchange Exchange Street Manchester M2 7EB

DX: 15001 Birmingham 1 Tel: 0121 633 3313 DX: 7899 Bristol 1 Tel: 0117 927 2022 DX: 14430 Manchester 2 Tel: 0161 834 8020

Newcastle Stamp Office 15th Floor, Cale Cross House 156 Pilgrim Street

Newcastle Upon Tyne

NE1 6TF

Edinburgh Stamp Office

Grayfield House

Spur X

5 Bankhead Avenue Edinburgh EH11 4BF

DX: 61021 Newcastle Upon Tyne 1

Tel: 0191 201 7413

DX: ED 543303 Edinburgh 33

Tel: 0131 442 3161

London Stamp Office (Personal callers only) Ground Floor South West Wing Bush House Strand

London WC2B 4QN

Worthing Stamp Office (Postal applications only) Room 35, East Block Barrington Road

Worthing

West Sussex BN12 4XJ

DX: 3799 Worthing 1 Tel: 01903 508 962

Tel: 020 7438 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 37 Castle Terrace

Edinburgh EH1 2EB

The Registrar of Companies Companies House

Crown Way
Cardiff CF14 3UZ

DX: 235 Edinburgh

DX: 33050 Cardiff

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Schedule

The consideration is the exercise by Robert John Madejski OBE DL of an option to receive the dividend payable in respect of all of the 'A1' Ordinary Shares and the 'B1' Ordinary Shares of the Company in lieu of £67,500 in cash in 'E' Ordinary Shares at the rate of 10 'E' Ordinary Shares for each 'A1' Ordinary Share and 'B1' ordinary Share held