CHFP004

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Please do not write in this margin

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

\* insert full name of company

## 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

4412326

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 contract had been reduced to writing. A reduced rate of ad valorem duty may be available this form is properly certified at the appropriate amount.

Name of company

GREENVALE HOLDINGS PLC

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

30,000

2 The nominal value of each such share

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

£ 1 00 £ 1 00

1 00

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

£ 1 00

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

i.e. the nominal value and any premium

Presentor's name address and reference (if any):
Howes Percival (ALB)

252 Upper Third Street Grafton Gate East Central Milton Keynes MK9 1DZ DX 84750 MK3 For official Use Capital Section

Post room



A23 COMPANIES HOUSE 0494 23/10/02

5 If the allotment is a bonus issue, state the amount of			
reserves capitalised in respect of this issue	£		
6 If the allotment is made in consideration of the			
release of a debit, e.g., a director's loan account, state the amount released	£		
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	£		
2 If the alletment is made in actionation of new of actionation	o of		
8 If the allotment is made in satisfaction of part of satisfaction the purchase price of property, give below:	TOT		
a brief description of property:  10,000 Ordinary shares of £1.00 each in the issued sl Greenvale AP Pic in the name of:	hare capital of		
Angus Stuart Walter Armstrong			
in exchange for 30,000 new Ordinary shares of £1.00 e Holdings plc (1 Ordinary share of £1.00 each in Greenv for 3 Ordinary shares of £1.00 each in Greenvale Holdin	ale AP Plc exchan	ged	
b full particulars of the manner in which the purchase price is to be satisfied	£	р	
Amount of consideration payable in cash or bills			
Amount of consideration payable in debentures, etc	20.000		
Amount of consideration payable in shares	30,000		
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,			
Any other consideration			
	30,000		

Please do not write in this	9 Give full particulars in the form of the following table, of the prop	<del>-</del>		
margin	subject of the sale, showing in detail how the total purchase pric between the respective heads:	e is apportioned		
	between the respective heads.	£		
* 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 *			
	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	30,000		
	Other property	0010		
† Insert Director, Secretary, Administrator, Administrativ e Receiver or Receiver (Scotland) as appropriate	Signed Designation Secretary	36,000 Date 25/09/02		
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			
	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 £			
	<u> </u>			
	Signed	Pate		
Page 3	Signed	Pate		

G88(3)

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 Ground Floor City House 140-146 Edmund Street Birmingham B3 2LG

DX: 15001 Birmingham 1 Tel: 0121 200 3001

**Bristol Stamp Office** The Pithay All Saints Street Britstol BS1 2NY

DX: 7899 Bristol 1 Tel: 0117 945 6874 / 5 Manchester Stamp Office Alexandra House Parsonage Manchester M60 9BT

DX: 14430 Manchester Tel: 0161 833 2752

Newcastle Stamp Office 15th Floor, Cale Cross House 156 Pilgrim Street Newcastle Upon Tyne NE1 6TF

DX: 61021 Newcastle Upon Tyne

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

London WC2B 4QN

Tel: 0191 245 0200

Tel: 0171 438 7252/7452

Edinburgh Stamp Office Mulberry House 16 Picardy Place

DX: ED 303 Edinburgh 1

Edinbuah EH1 3NF

Worthing Stamp Office (Personal applications only)

Ground Floor East Block Barrington Road Worthing BN12 4SE

Tel: 0131 556 8511

DX: 3799 Worthing 1 Tel: 01903 508930

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 sent to:

For companies registered in:

England and Wales:

The Registrar of Companies Companies House

Crown Way Cardiff CF14 3UZ

DX: 33050 Cardiff

Scotland:

The Registrar of Companies Companies House

37 Castle Terrace Edinburgh EH1 2EB

DX: 235 Edinburgh

4 G88(3)