



88(2)

Please complete in typescript,
or in bold black capitals
CHFP029

Return of Allotment of Shares

Company Number

4897584

Company name in full

MCG Company No 1 Ltd

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
3	1	2003			

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Class of shares
(ordinary or preference etc)

Ordinary		
Number allotted	96,051,547	
Nominal value of each share	£ 1.00	
Amount (if any) paid or due on each share <i>(including any share premium)</i>	£ 1.00	

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 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

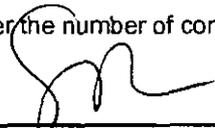
Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235
For companies registered in Scotland Edinburgh

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

Shareholder details	Shares and share class allotted	
Name MANAGEMENT CONSULTING GROUP PLC Address 21 NEW FETTER LANE, LONDON, ENGLAND UK Postcode EC4A 1AW	Class of shares allotted Ordinary	Number allotted 96,051,547
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted

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

Signed



Date

21/4/04

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.

BAKER & MCKENZIE (REF MDH), 100 NEW BRIDGE STREET, LONDON, EC4V 6JA	
Tel 020 7919 1000	
DX number 233	DX exchange CHANCERY LANE