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6.18(2)
88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

5150238

Company name in full

HESLEY HOLDINGS (SOUTH) LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

shares were allotted on one date
Enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

3 1 1 2 2 0 0 4

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

263

Nominal value of each share

£1

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

NIL

List the names and addresses of the allottees and the number of shares allotted to each overleaf

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

100

**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)

SHARES ISSUED PURSUANT TO A TRANSFER AGREEMENT UNDER
SECTION 110 INSOLVENCY ACT 1986 (COPY AGREEMENT

ATTACHED)

**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**



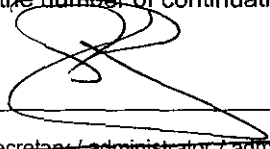
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0713
13/01/05
05/01/05

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

Shareholder details		Shares and share class allotted	
Name <u>STEPHEN ROBERT LLOYD</u>		Class of shares allotted <u>ORDINARY</u>	Number allotted <u>232</u>
Address <u>BECTON HOUSE, 91 SUNDERLAND STREET, TICKHILL,</u> <u>DONCASTER, SOUTH YORKSHIRE</u>			
UK Postcode <u>D N 1 1 9 Q H</u>			
Name <u>STEPHEN ROBERT LLOYD, JOHN RODERICK LLOYD, DAVID NOEL HAYDON and</u> <u>JOHN WHITFIELD</u>		Class of shares allotted <u>ORDINARY</u>	Number allotted <u>24</u>
Address <u>BECTON HOUSE, 91 SUNDERLAND STREET, TICKHILL,</u> <u>DONCASTER, SOUTH YORKSHIRE</u>			
UK Postcode <u>D N 1 1 9 Q H</u>			
Name <u>STEPHEN ROBERT LLOYD, JOHN RODERICK LLOYD, DAVID NOEL HAYDON and</u> <u>JOHN WHITFIELD</u>		Class of shares allotted <u>ORDINARY</u>	Number allotted <u>7</u>
Address <u>BECTON HOUSE, 91 SUNDERLAND STREET, TICKHILL,</u> <u>DONCASTER, SOUTH YORKSHIRE</u>			
UK Postcode <u>D N 1 1 9 Q H</u>			
Name 		Class of shares allotted 	Number allotted
Address 			
UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name 		Class of shares allotted 	Number allotted
Address 			
UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			

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

Signed



Date

31/12/2004

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.

Browne Jacobson LLP (OPRI01)

44 Castle Gate, Nottingham, NG1 7BJ

Tel 0115 976 6000

DX number DX 718130

DX exchange DXExch Nottingham 27