



Companies House

for the record

88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

5154132

Company name in full

Aire Valley Funding 3 plc

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 1 0 7 2 0 0 5

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

49998

Nominal value of each share

£1

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

£0.25

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
For companies registered in England and Wales

DX 33050 Cardiff

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2



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A22
COMPANIES HOUSE

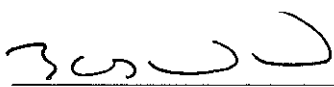
0095
12/07/05

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

Shareholder details	Shares and share class allotted	
Name Aire Valley Holdings Limited <hr/> Address 35 Great St. Helen's, London <hr/> London <hr/> UK Postcode E C 3 A 6 A P <hr/>	Class of shares allotted <hr/> Ordinary <hr/> <hr/>	Number allotted <hr/> 49,998 <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <hr/> UK Postcode <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>	Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> <hr/> UK Postcode <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>	Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
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Please enter the number of continuation sheets (if any) attached to this form

Signed



per pro SFM Corporate Services Limited
as Secretary

Date

11 July 2005

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Claudia Wallace c/o Structured Finance Management Ltd

35 Great St. Helen's, London EC3A 6AP

Tel 020 7398 6300

DX number

DX exchange