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COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

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SC6195

Name of company

*** TULLIS RUSSELL & COMPANY LIMITED**

gives notice that:

by a Written Resolution of the Company passed on 1st April 1997 the share capital of the Company comprising 14,500,000 Ordinary Shares of 10p each, 35,190,879 "A" Ordinary Shares of 10p each, 480,000 4% Preference Shares of £1 each and 20,000 Unclassified Shares of £1 each was reclassified into 54,690,879 Ordinary Shares of 10p each, all shares having the rights and restrictions set out in the new Articles of Association of the Company adopted on 1st April 1997.

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

Signed



Designation†Director

Date 2nd April 1997

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

GJA/CRMH/T0942.007

Dundas & Wilson CS

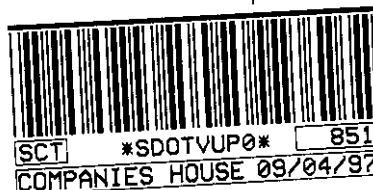
Saltire Court

20 Castle Terrace

Edinburgh EH1 2EN

For official use
General Section

Post room

**OYEZ**

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(ref: CHA/1)

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