**COMPANIES FORM No.88(3)** 



CHFP025

Pursuant to section 88(3) of the Companies Act 1985

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

Please do not write in this margin

Note: This form is only for use when the contract has not been reduced to writing

Please complete legibly, preferably in black type, or bold block lettering To the Registrar of Companies (Address overleaf)

For official use Company number

SC217190

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

Name of company

\*Insert full name of company

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Yell DDB Apax Europe V Limited		I
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gives the following particulars of a contract which has not been reduced to writing

The number of shares allotted as f partly paid up otherwise than in ca	65

2	The nominal value of each such share	£	1 00
			<u> </u>

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£	1 00
b The value of each share allotted i.e. the nominal value and any premium	£	1000 00
C The amount to be considered as paid up in respect of b	£	1000 00

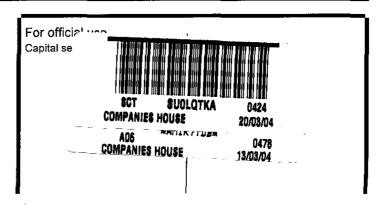
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted

See Box No. 6 and Form 88(2)

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

Weil, Gotshal & Manges One South Place London EC2M 2WG

DX: 124402 London/City



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 debt, e.g., a director's loan account, state the amount released	£ 64,331	00
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	£	
	1.1 1.1 1.1 1.1 1.1 1.1 1.1 1.1 1.1 1.1	
8 If the allotment is made in satisfaction or part satisfaction of purchase price of property, give below:	the the	
a brief description of property:		
<b>b</b> full particulars of the manner in which the purchase price is to be satisfied	£	
, in the second		р
Amount of consideration payable in cash or bills aaaa		р
· · · · · · · · · · · · · · · · · · ·		р
Amount of consideration payable in debentures, etc aaa		p
		p
Amount of consideration payable in debentures, etc aaa		p
Amount of consideration payable in debentures, etc aaa Amount of consideration payable in shares aaaaaaaa		p
Amount of consideration payable in debentures, etc aaa  Amount of consideration payable in shares aaaaaaaa  Liabilities of the vendor assumed by the purchaser:  Amounts due on mortgages of freeholds and/or		p
Amount of consideration payable in debentures, etc aaa Amount of consideration payable in shares aaaaaaaa  Liabilities of the vendor assumed by the purchaser:  Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale aaaaaaaa		p

Please do not write in this margin

\* Where such properties are sold subject to mortgage, the gross value should be shown 9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon\* aaaaaaaaaaaaaa

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Legal estates in leasehold property\*

Equitable interests in freehold or leasehold property\* aaaaa

Goods, wares and merchandise subject to hire purchase or other agreements (written down value) aaaaaaaaaaaaaaaaaaaaa

Goodwill and benefit of contracts aaaaaaaaaaaaaaaaaaaaaaa

Patents, designs, trademarks, licences, copyrights, etc. aaa

Cash on deposit at bank or elsewhere aaaaaaaaaaaaaaaaaa

Shares, debentures and other investments aaaaaaaaaaaaaa

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

CThis certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Signed M Alber

Designation A Secretary

Date

£

February

5 Math 2004

Certificate of value C

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 £ 64,331.00

Signed

Allete .

Signed

Date

s Markh 2004

**Tebrua** 

Date

February