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COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

88(2)

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

AMENDING FORM

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

To the Registrar of Companies (address overleaf)
(see note 1)

AMENDS 88(2)
REC'D 17.11.95

Company number

2186591

Please do not
write in this
margin

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

1. Name of company

* insert full name
of company

* BERK LIMITED

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	"A" DOLLAR	"B" DOLLAR	
A Number allotted	521,300	184,000	
B Nominal value of each	£ US\$0.001	£ US\$0.001	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ US\$0.001	£ US\$0.001	£

Date(s) on which the shares were allotted

(a) [on 10TH OCTOBER 19 95] \$, or

(b) ~~from 10TH OCTOBER 19 95 to 10TH OCTOBER 19 95~~

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

§ complete
(a) or (b) as
appropriate

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

D Extent to which each share is to be treated as paid up.
Please use percentage.

E Consideration for which the
shares were allotted

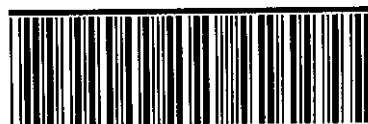
NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presentor's name address, telephone
number and reference (if any):
COOPERS & LYBRAND
1 EMBANKMENT PLACE
LONDON
WC2N 6NN

For official use

Post room



A19 *A19T3NH1* 181
COMPANIES HOUSE 23/07/96

Please do not
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**Please complete
legibly, preferably
in black type, or
bold block lettering**

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

Date 22 July 1996

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

BERK LIMITED

ALLOTMENT OF SHARES

NAME:	ADDRESS:	NUMBER OF US\$ "A" SHARES ALLOTTED:	NUMBER OF US\$ "B" SHARES ALLOTTED:
Ieuan Jenkin Thomas	108, Ashley Road Walton-On-Thames Surrey KT12 1HP	64,000	55,000
Peter Dalton	42B The Avenue Andover Hants	66,000	14,000
George Theodore Cohn	Flat 104 Keverstone Court Manor Road Bournemouth BH1 3BZ	-	58,000
Peter John Baker	178 Pack Lane Kempshott Basingstoke Hants RG22 5HW	5,800	-
Victor Robert Prior	4 Salisbury Road Alresford Hants SO24 9HG	500	39,500
Susan Mary Crook	Lawnswood 5 Cromwell Road Basingstoke Hants RG21 5NR	17,050	-
John Leonard Baker	11 London Road Old Basing Hants RG24 7JE	4,000	-
Christopher Jeremiah Bridgeman	3 Dove Close Basingstoke Hants RG22 5PH	6,250	-

Angie Michael Davies	Little Woolpit Ewhurst Cranleigh Surrey GU6 7NP	7,200	-
Legis Trust Ltd	P O Box 186 1 Le Merchant St St. Peter Port Guernsey	42,500	-
Stargas Nominees Ltd	Rivermill House 152 Grosvenor Road London SW1V 3JL	230,687	-
Stephen Richard Hornbuckle	March Investments Ltd Telegraphic House Waterfront 2000 Salford Quays Manchester M5 2XW	27,913	-
Geoffrey Alan Tilling	4 Oaklands Way Basingstoke Hants RG23 8LT	3,800	-
Leonard Frank Richards	20 Highmoors Chineham Basingstoke Hants RG24 0XR	750	-
Thomas John Meehan	48 Finlayson Drive New Farm Loch Kilmarnock Ayrshire	500	-
John Dennis Caparn	5 Tangway Sherfield Park Chineham Basingstoke Hants	300	-
John David Martin	14 Lynch Hill Park Whitchurch Hants RG23 7NF	9,850	-
David John Thompson	19 Walnut Drive Bishops Stortford Herts	2,700	-

Alan Somerville	11 Up Fallow Danes Mead Basingstoke Hants RG24 0YW	850	-
Glynis May Pascall	15 Widmore Road Basingstoke Hants RG22 6LB	300	-
Corinne Ann Wakefield	127 Pack Lane Basingstoke Hants RG22 5HL	100	-
Michael Ralph Gee	85 Beech Way Basingstoke Hants RG23 8LS	100	-
Velma Elizabeth Enright	8 Hawthorn Way Basingstoke Hants	400	-
Jane Teresa Richards	20 Highmoors Chineham Basingstoke Hants RG24 0XR	600	-
Mark Thorn	4 Larch Drive Andover Hants SP10 3DE	450	-
John Frederick Handy	3 Pemberton Road Basingstoke Hants RG21 2LN	100	-
Paul Joseph Wheeler	194A Kempshott Lane Basingstoke Hants RG22 5LB	200	-
Edwin John Fone	14 Coronation Road Basingstoke Hants RG21 4HA	200	-
Philip George Gitsham	17 Montrose Close Whitehall Bordon Hants GU35 9RG	200	-
Ian Westray Cameron	11 Southerland Close Weybridge Surrey KT13 9EW	300	-

Jane Priscilla Davies	Little Woolpit Ewhurst Cranleigh Surrey GU6 7NP	2,800	-
Susan Margaret Prior	4 Salisbury Road Alresford Hants SO24 9HG	3,500	-
Stephen Victor Prior	Dairy Cottage Rectory Farm Mill Lane Upper Heyford Oxfordshire OX6 3LH	500	-
Janet Elaine Scott	38 Woodstock Close Hedge End Hants SO30 0NG	500	-
Alan James Cook	Lawnswood 5 Cromwell Road Basingstoke Hants RG21 5NR	450	10,000
Margaret Bridgeman	3 Dove Close Basingstoke Hants RG22 5PH	450	1,500
Graham Christopher Bridgeman	3 Dove Close Basingstoke Hants RG22 5PH	900	-
Gillian Alison Martin	14 Lynch Hill Park Whitchurch Hants RG28 7NF	2,150	1,000
Hillary Rachel Somerville	11 Up Fellow Danes Mead Basingstoke Hants RG24 0YW	800	-
Pauline Margaret Clair Baker	11 London Road Old Basing Hants RG24 7JE	3,000	-
Jenny Lynne Baker	11 London Road Old Basing Hants RG24 7JE	3,000	-

Marianne Caparn	5 Tangway Chineham Basingstoke Hants RG24 8SU	500	-
Michelle Meehan	48 Finlayson Drive New Farm Loch Kilmarnock Ayrshire	200	-
Maureen Barker	178 Pack Lane Basingstoke Hants RG22 5HW	1,500	-
Trevor Mark Barker	28 Pendennis Close Basingstoke Hants RG23 8JD	1,350	-
Marguerite Joyce Cohn	104 Keverstone Court Manor Road Bournemouth BH1 3BZ	-	5,000
Anita Kutner	34 Preston Gardens Cockfosters Herts EN4 9LX	450	-
Susan Thompson	19 Walnut Drive Bishops Stortford Herts CM23 4JT	500	-
Alan Kutner	34 Preston Gardens Cockfosters Herts EN4 9LX	650	-
Margaret Meehan	48 Finlayson Drive New Farm Loch Kilmarnock Ayrshire	500	-
Kevin Bridgeman	3 Dove Close Basingstoke Hants RG22 5PH	900	-
Christine Deborah Gwynne	40 Orchard Close Alresford Hants SO24 9PY	500	-
James Ronald Moizer	93 Melrose Walk Basingstoke Hants RG24 9HQ	200	-

Gary Render	Brickledons Farm Clappersfarm Lane Mortimer Reading RG7 2LG	200	-
Edward Frederick Goddard	23 Belmont Heights Hatchwarren Basingstoke RG22 4RW	500	-
Tracey Ann Barker	178 Pack Lane Kempshott Basingstoke RG22 5HW	1,350	-
Dominick Joseph Enright	8 Hawthorn Way Basingstoke Hants	350	-
		521,300	184,000