



88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals

CHFP025

Company Number

06542144

Company name in full

Character World Holdco Limited

Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(If shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	04	04	2008			

Class of shares

(ordinary or preference etc)

A ordinary

B ordinary

Number allotted

522,500

477,480

Nominal value of each share

£0 10

£0 10

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

£522,500

£477,480

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

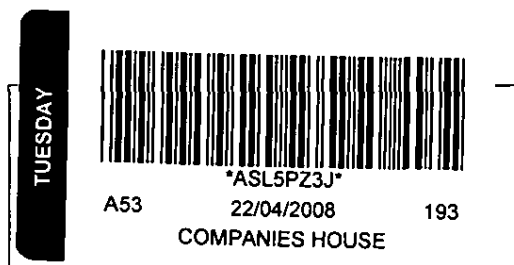
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% 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 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

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

Shareholder details		Shares and share class allotted	
Name	Class of shares allotted	Number allotted	
<u>RJD Private Equity Fund II LP</u> Address <u>8-9 Well Court</u> <u>London</u> UK Postcode <u>E C 4 M 9 D N</u>	<u>A ordinary</u>	<u>507,393</u>	
<u>RJD Private Equity SBS Fund II LP</u> Address <u>8-9 Well Court</u> <u>London</u> UK Postcode <u>E C 4 M 9 D N</u>	<u>A ordinary</u>	<u>15,107</u>	
<u>Daniel Schweiger</u> Address <u>49 Chapel Lane, Hale Barns</u> <u>Altrincham</u> UK Postcode <u>W A 1 5 0 A S</u>	<u>B ordinary</u>	<u>213,740</u>	
<u>Mark Schweiger</u> Address <u>33 Carlton Road, Hale, Altrincham</u> <u>Cheshire</u> UK Postcode <u>W A 1 5 8 R H</u>	<u>B ordinary</u>	<u>213,740</u>	
<u>Julie Glennon</u> Address <u>66 Poulton Crescent, Woolston, Warrington</u> UK Postcode <u>W A 1 4 Q P</u>	<u>B ordinary</u>	<u>10,000</u>	

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

1

Signed



Date

04/04/08

A director / secretary / ~~XX~~ / ~~XXXXXXXXXX~~ / ~~XXXXX~~

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

DLA Piper UK LLP	
101 Barbirolli Square, Manchester, M2 3DL	
80424/120014/18479426 1	Tel 08700 111 111
DX number DX 14304	DX exchange MANCHESTER



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or in bold black capitals

CHFP025

Return of Allotment of Shares

Form 88(2) continuation sheet no: 1

Company Number 06542144

Company name in full Character World Holdco Limited

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

Shareholder details	Shares and share class allotted	
Name	Class of shares allotted	Number allotted
Rebecca Rowlands Address 5 Mosswood Close, Chorley, Lancashire UK Postcode PR7 2EQ	B ordinary	20,000
Stephanie Farris Address 35 Penmarr Close, Callands, Warrington, Cheshire UK Postcode WA5 9TG	B ordinary	20,000
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted

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

Shareholder details	Shares and share class allotted	
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted _____ _____ _____	Number allotted _____ _____ _____

Signed  Designation _____ Date 04/04/08