THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3U

This form should be completed in black.
The information printed below is taken from Companies House records as at 17/04/98
If this information requires amendment use the spaces opposite.

Date of this return (See note 1)
The information in this return should be made up to a date not later than

Day Month Year
0 2 0 5 9 8

Date of next return (See note 2)
If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Registered Office (See note 3)
This is the address registered by Companies House.
FIRED EARTH
MIDDLE ASTON
OXFORD OX5 3PX

Principal business activities (See note 4)
Trade classification is
5170 OTHER WHOLESALE
5212 OTHER RETAIL NON-SPECIALISED STORES

If the code cannot be determined from the notes, give a brief description of principal activity.
Register of members *(See note 5)*

The register is kept at

INDEPENDENT REGISTRARS GROUP
BALFOUR HOUSE
390/398 HIGH ROAD
ILFORD ESSEX IG1 1NQ

Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

Company Secretary *(See note 7)*

Particulars of a new secretary must be notified on form 288.

GEORGE RICHARD
WINGFIELD DIGBY
BA ACA
FIRED EARTH
MIDDLE ASTON
OXFORDSHIRE OX5 3PX

If this person has ceased to be secretary, please state when.

Directors *(See note 7)*

Particulars of a new director must be notified on form 288.

ROBERT
BUCHANAN
FCA
FIRED EARTH
MIDDLE ASTON
OXFORDSHIRE OX5 3PX

Date of Birth:-- 14/07/47
Nat: BRITISH
Occ: COMMERCIAL DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.
Directors - continued

Particulars.

NICHOLAS KNEALE
FIRED EARTH
MIDDLE ASTON
OXFORDSHIRE OX5 3PX

Date of Birth: 13/02/47
Nat: BRITISH
Occ: CHAIRMAN

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Particulars.

TRACEY PUTT
FIRED EARTH
MIDDLE ASTON
OXFORDSHIRE OX5 3PX

Date of Birth: 03/10/62
Nat: BRITISH
Occ: DISTRIBUTION IMPORTS DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Particulars.

ROBERT TATE
FIRED EARTH
MIDDLE ASTON
OXFORDSHIRE OX5 3PX

Date of Birth: 13/03/50
Nat: BRITISH
Occ: MARKETING DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.
Directors - continued

Particulars.

ALASTAIR ALEXANDER LINTON
WATSON
MA OXON
THE OLD SCHOOL HOUSE
LOWER SWELL
CHELTENHAM
GLOUCESTER GL54 1LH

Date of Birth:- 15/02/53
Nat: BRITISH
Occ: SALES DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

---------------------------------------------

Day Month Year Date of any change.

---------------------------------------------

Day Month Year Date of resignation.

---------------------------------------------

Particulars.

THE
LORD
WEDGWOOD
FIRED EARTH
MIDDLE ASTON
OXFORDSHIRE OX5 3PX

Date of Birth:- 20/09/52
Nat: BRITISH
Occ: NON-EXECUTIVE DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

---------------------------------------------

Day Month Year Date of any change.

---------------------------------------------

Day Month Year Date of resignation.

---------------------------------------------

Particulars.

GEORGE RICHARD
WINGFIELD DIGBY
BA ACA
FIRED EARTH
MIDDLE ASTON
OXFORDSHIRE OX5 3PX

Date of Birth:- 18/08/55
Nat: BRITISH
Occ: FINANCE DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

---------------------------------------------

Day Month Year Date of any change.

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Day Month Year Date of resignation.
Directors - continued

Particulars.

If the information shown needs amendment, give details below and the date of any change.

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NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

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Show any relevant current and previous directorships.

Particulars.

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Particulars.

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Show any relevant current and previous directorships.
Issued Share Capital (See note 8)

Enter details of all shares in issue at the date of this return.

<table>
<thead>
<tr>
<th>Class</th>
<th>Number of shares issued</th>
<th>Aggregate nominal value</th>
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<tbody>
<tr>
<td>ORDINARY</td>
<td>5,840,000</td>
<td>£584,000</td>
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Totals 5,840,000 £584,000

List of past and present members
(See note 9)
(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

The last full members list was at 02/05/97

There were no changes in the period

A list of changes is enclosed [ ]
A full list of members is enclosed [ ]

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

I enclose the fee of £ 15.

Cheques should be made payable to Companies House.

Signed [Signature] Secretary/Director

Date 31/5/98

This return includes [ ] continuation sheets.

Please ensure that you have completed all sections on this page.

To whom should Companies House direct any enquiries about the information shown in this return?

PAGE 6

Telephone 01295-812088 Ext 303
**LIST OF PAST AND PRESENT MEMBERS**

Company Number: 01733704

Company Name: FIRED EARTH PLC

<table>
<thead>
<tr>
<th>Name and address</th>
<th>Number Currently Held</th>
<th>Number Transferred</th>
<th>Date of Registration of Transfer</th>
<th>Remarks</th>
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<tr>
<td>See Enclosed Microfilm</td>
<td>5.840.000</td>
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**Company Name:** FIRED EARTH PLC

**Company Number:** 01733704

**Account of Shares**

Particulars of shares transferred since the date of the last return, or, in the case of the first return, since the incorporation of the company, by:

(a) persons who are still members, and

(b) persons who have ceased to be members.
BULK LIST OF SHAREHOLDERS OR MEMBERS

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.

IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER.

COMPANY NUMBER 1733704