

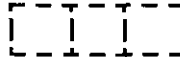
**COMPANIES FORM No. 169****Return by a company purchasing its own shares****CHA 116**

Pursuant to section 169 of the Companies Act 1985

Please do not  
write in  
this margin71,460.00  
7RTo the Registrar of Companies  
(Address overleaf)

For official use

Company number



55973

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

Name of company

\* insert full name  
of company

\* Swan Hill Group Plc

**Note**This return must be  
delivered to the  
Registrar within a  
period of 28 days  
beginning with the  
first date on which  
shares to which it  
relates were delivered  
to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of Shares	Ordinary		
Number of shares purchased	455,000		
Nominal value of each share	25 pence		
Date(s) on which the shares were delivered to the company	04/10/1999		
Maximum prices paid for each share	\$ 64 pence		
Minimum prices paid for each share	\$ 64 pence		

\$ A private company  
is not required to  
give this informationThe aggregate amount paid by the company for the shares  
to which this return relates was:

£ 291,200.00

Stamp duty payable pursuant to section 66 of the Finance Act  
1986 on the aggregate amount at 50p per £100 or part of £100

£ 1,456.00

† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Receiver or  
Receiver  
(Scotland) as  
appropriateSigned *[Signature]*Designation † *Company Secretary* Date *20/10/99*Presenter's name address and  
reference (if any):  
Linklaters & Alliance  
One Silk Street  
London  
EC2Y 8HQDX: 10 CDE  
Ref: PWXBFor official Use  
General Section

Post room

KLO  
COMPANIES HOUSE0412  
06/12/99

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office  
Ground Floor  
City House  
140-146 Edmund Street  
Birmingham B3 2LG

Bristol Stamp Office  
The Pithay  
All Saints Street  
Bristol  
BS1 2NY

Manchester Stamp Office  
Alexandra House  
Parsonage  
Manchester  
M60 9BT

DX: 15001 Birmingham 1  
Tel: 0121 200 3001

DX: 7899 Bristol 1  
Tel: 0117 945 6874/5

DX: 14430 Manchester  
Tel: 0161 833 2752

Newcastle Stamp Office  
15th Floor, Cale Cross House  
156 Pilgrim Street  
Newcastle Upon Tyne  
NE1 6TF

Edinburgh Stamp Office  
Mulberry House  
16 Picardy Place  
Edinburgh  
EH1 3NF

DX: 61021 Newcastle Upon Tyne  
Tel: 0191 245 0200

DX: ED 303 Edinburgh 1  
Tel: 0131 556 8511

London Stamp Office  
*(Personal callers only)*  
South West Wing  
Bush House  
Strand  
London WC2B 4QN

Worthing Stamp Office  
*(Postal applications only)*  
Ground Floor  
East Block  
Barrington Road  
Worthing BN12 4SE

Tel: 0171 438 7252/7452

DX: 3799 Worthing 1  
Tel: 01903 508930

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

**NOTE.** This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be delivered to Companies House within one month of the allotment of shares. The form must be sent to:

For companies registered in:

England and Wales or Wales is:

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff CF4 3UZ

DX: 33050 Cardiff

Scotland:

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

DX: 235 Edinburgh