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CHFP041

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

Pursuant to section 169 of the Companies Act 1985

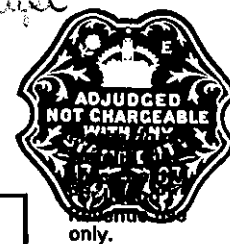
Please do not
write in
this marginTo the Registrar of Companies
(Address overleaf)

For official use Company number

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

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3608348



Name of company

* Arlington Securities Limited

*Insert full name
of company**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	209,000,000		
Nominal value of each share	£1		
Date(s) on which the shares were delivered to the company	20 June 2003		
Maximum prices paid [§] for each share			
Minimum prices paid [§] for each share			

[§] 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:

£209,000,000

Stamp duty is payable on the aggregate amount at the rate
of 1/2 % rounded up to the nearest multiple of £5

£

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

Signed

Designation‡ DIRECTOR

Date 20 June 2003

Presentor's name address and
reference (if any):Jones Day Gouldens
10 Old Bailey
London
EC4M 7NG
DX 67 London/Chancery

For official use

General Section

Post room



A16

COMPANIES HOUSE

0883

22/07/03

Oyez 7 Spa Road, London SE16 3QQ
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Companies 169

Edition 6.2000
Co169-1/2

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
5th Floor
Norfolk House
Smallbrook Queensway
Birmingham B5 4LA

DX: 15001 Birmingham 1
Tel: 0121 633 3313

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

DX: 7899 Bristol 1
Tel: 0117 927 2022

Manchester Stamp Office
Alexandra House
Parsonage
Manchester
M60 9BT

DX: 14430 Manchester
Tel: 0161 476 1741

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

DX: 61021 Newcastle Upon Tyne
Tel: 0191 261 1199

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

DX: ED 303 Edinburgh 1
Tel: 0131 556 8998

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

Tel: 020 7 438 7252/7452

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

DX: 3799 Worthing 1
Tel: 01903 508962

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 Companies House within one month of the allotment of shares. The form must be sent to:

For companies registered in:

England or Wales:

The Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

DX: 33050 Cardiff

Scotland:

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

DX: 235 Edinburgh