

G**Return of allotments of shares**

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

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(see Note 1)

Company number

3704349

Insert full name
of company

1. Name of company

SMITHS OF SMITHFIELD LIMITED

* Distinguish
between
ordinary,
preference etc

2. This section must be completed for all allotments

Description of shares *	REDEEMABLE PREFERENCE		
A. Number allotted	12,640		
B. Nominal value of each	£1.00	£	£
C. Total amount (if any) paid or due and payable on each share (including premium if any)	£1.00	£	£

complete (a) or (b)
as appropriate

Date(s) on which the shares were allotted

(a) [on 14/09/1999] or

(b) [from to]

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

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

D. Extent to which each share is to be treated as paid up. Please use a percentage			
E. Consideration for which the shares were allotted			

NOTES

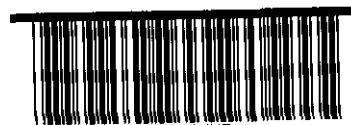
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information 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.

Presenter's name, address,
telephone number and
reference (if any):

CHEESMAN AND PARTNERS
4 AZTEC ROW
BERNERS ROAD
LONDON
N1 0PW
Tel: 0171 354 3914

For official use

Post room

A04
COMPANIES HOUSE0582
04/01/00**coact**Company Secretarial and
Compliance Software

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

Number of shares allotted

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite.

Signed U. S. K. Designation* Director Date 14-09-99

Companies registered in Scotland should deliver this form to:

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