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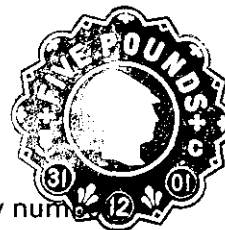
CHFP041

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 marginPlease do not
write in the
space below.
For Inland
Revenue use
only.To the Registrar of Companies
(Address overleaf)

For official use

Company number

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4325755

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

Name of company

*Insert full name
of company

*Holdgrove Limited

NoteThis 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	A ordinary		
Number of shares purchased	1		
Nominal value of each share	£1.00		
Date(s) on which the shares were delivered to the company	30.11. 2001		
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:

£1.00

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

£5.00

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

Signed

Designation†

Director

Date

30.11.01

Presenter's name address and
reference (if any):Brobeck Hale and Dorr
Park Gate
25 Milton Park
Oxford OX14 4SHFor official use
General Section

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

SHARE REPURCHASE AGREEMENT

THIS AGREEMENT is made on *30 November* 2001

BETWEEN

1. Richard van der Knaap of Robin Hill, Shoppenhangers Road, Maidenhead, Berkshire, SL6 2QD (the "Seller"); and
2. Holdgrove Limited a company incorporated in England and Wales (registered number 4325755 whose registered office is 3 Worcester Street, Oxford, OX1 2PZ (the "Buyer").

WHEREAS:

- A. The Buyer was incorporated in England and Wales on 20 November 2001.
- B. The Seller is the holder of 1 A share of £1 in the capital of the Buyer (the "A Share"), which is fully paid.
- C. The Buyer wishes to buy and the Seller wishes to sell the A Share.
- D. This Shareholders of the Buyer have approved this Agreement by written resolution passed on the date of this Agreement.
- E. The Buyer has power to enter into this Agreement under Regulation 35 of Table A 1985 as prescribed by the Companies (Tables A to F) Regulations (as amended) which regulation is included in the Articles of Association of the Buyer.

THE PARTIES AGREE as follows:-

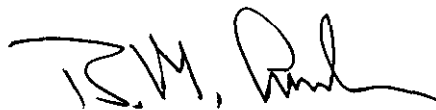
1. The Seller shall sell and the Buyer shall purchase with full title guarantee, free from all liens, charges and encumbrances, the A Share.
2. The purchase price for the A Share shall be £1 in cash
3. Completion of the sale and purchase of the A Shares hereunder shall take place at the registered office of the Buyer immediately after the execution of this Agreement whereupon:-
 - (a) the Seller shall deliver to the Buyer the share certificate in respect of the A share to be sold by him hereunder or in the case of a lost certificate such indemnity as the Buyer shall reasonably require; and
 - (b) the Buyer will pay the consideration to Brobeck Hale and Dorr which shall be a complete discharge of its payment obligation of the consideration hereunder.

4. (a) This Agreement shall be binding upon the personal representatives or successors of the Seller, but shall not be assignable.
- (b) This Agreement constitutes the whole agreement between the parties hereto and no variation hereof shall be effective unless made in writing.
- (c) This Agreement shall be governed by the laws of England and Wales.

IN WITNESS this Agreement has been signed by or on behalf of the parties hereto the day and year first before written

EXECUTED (but not delivered until
the date hereof) as a deed by
by Holdgrove Limited
acting by

)
)
)
)



Director

~~Director~~/Secretary



EXECUTED (but not delivered until
the date hereof) by Richard van der Knaap
in the presence of:-

)
)
)



SUSAN NEWELL

25 Milton Park

Oxford

Solicitor