

# VEDDER PRICE



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OFFICES IN CHICAGO, NEW YORK CITY, AND ROSELAND, NEW JERSEY

November 16, 2004

## VIA FEDEX

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
450 Fifth Street  
Washington, D.C. 20549

SUPPL



Re: **File No. 82-34758**  
HHG plc Exemption Pursuant to Rule 12g3-2(b) of  
the Securities Exchange Act of 1934, as amended

Ladies and Gentlemen:

This letter is being furnished to the Securities and Exchange Commission (the "Commission") on behalf of HHG plc, a company incorporated under the laws of England and Wales ("HHG"), pursuant to Rule 12g3-2(b)(iii) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As required under the rule, the documents listed on the attached Schedule A includes information that HHG has made or is required to be made public, distributed to security holders or filed with the UK Listing Authority, the UK Registrar of Companies, the Australian Stock Exchange or the Australian Securities Investment Commission. In accordance with paragraphs (b)(4) and (b)(5) of Rule 12g3-2, this letter and the documents furnished herewith are being furnished with the understanding that such letter and documents will not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission, for any purpose, that HHG is subject to the Exchange Act.

Please feel free to contact me at your earliest convenience if you have any questions or need any additional information. In addition, please date stamp the enclosed copy of this cover letter and return it in the enclosed self-addressed, stamped envelope.

Warmest regards,

*Jason K. Zachary*  
Jason K. Zachary

*JLW*  
11/30

JKZ/ect

Enclosures

cc: John T. Blatchford, Esq.  
Mark L. Winget, Esq.  
Brian Booker, Esq.

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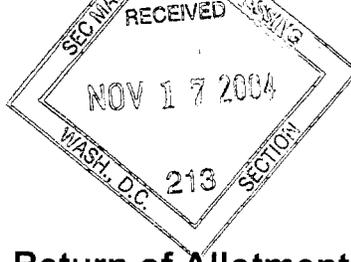
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JIMMISON  
FINANCIAL

## SCHEDULE A

**DOCUMENTS MADE OR REQUIRED TO BE MADE PUBLIC, DISTRIBUTED TO SECURITY HOLDERS OR FILED WITH THE UK LISTING AUTHORITY, THE UK REGISTRAR OF COMPANIES, THE AUSTRALIAN STOCK EXCHANGE OR THE AUSTRALIAN SECURITIES INVESTMENT COMMISSION BY HHG PLC**

- Return of Allotment of Shares form dated November 1, 2004.
- Update of Number of CDI's quoted on the Australian Stock Exchange dated November 5, 2004.
- Press release dated October 29, 2004 furnishing the interim realistic balance sheet of HHG plc.
- Form 288a – Appointment of Director or Secretary of Gerald Paul Aherne
- Form 288a – Appointment of Director or Secretary of Rupert Lascelles Pennant-Rea.



**88(2)**

**Return of Allotment of Shares**

Please complete in typescript,  
or in bold black capitals.

CHFP010.

**Company Number**

2072534

**Company Name in full**

HHG PLC

**Shares allotted (including bonus shares):**

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	2	9	1 0	2	0	0 4
<b>Class of shares</b> <small>(ordinary or preference etc)</small>	Ordinary					
<b>Number allotted</b>	52,063					
<b>Nominal value of each share</b>	£0.10					
<b>Amount (if any) paid or due on each share</b> <small>(including any share premium)</small>						

List the names and addresses of the allottees and the number of shares allotted to each overleaf

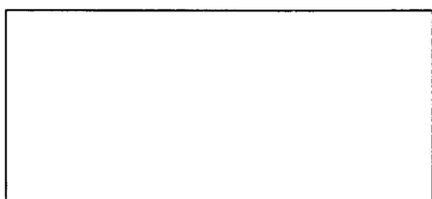
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

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Consideration for which the shares were allotted

(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)

**When you have completed and signed the form send it to the Registrar of Companies at:**

**Companies House, Crown Way, Cardiff, CF14 3UZ**      **DX 33050 Cardiff**  
For companies registered in England and Wales

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
For companies registered in Scotland      **DX 235 Edinburgh**

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name GREENWOOD NOMINEES LIMITED	Class of shares allotted £0.10	Number allotted 52,063
Address 20 MOORGATE LONDON		
UK postcode EC2R 6DA		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		

Please enter the number of continuation sheets (if any) attached to this form

0

Signed  Date 01-Nov-2004  
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

UKLS Secretariat, The Pearl Centre, Lynch Wood,	
Peterborough, PE2 6FY	
Tel 01733 475284	
DX number 702185	DX exchange Peterborough 7



## Update of number of CDIs quoted on ASX

Name of entity

HHG PLC
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ABN

30 106 988 836
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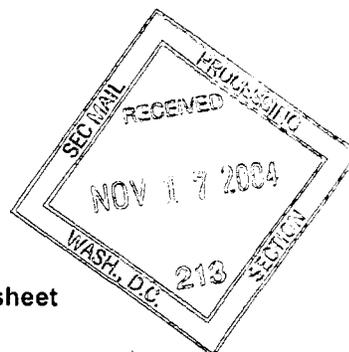
We (the entity) give ASX the following information.

1	Class of securities	CHESSE Depository Interests (CDIs)	
2	Principal terms of the securities	CDIs issued over fully paid ordinary shares quoted on the London Stock Exchange (LSE)	
3	Date of update	5 November 2004	
4	Securities quoted on ASX:	Number	Class
	At previous report	1,702,069,105	CDIs: At 30 September 2004
	Net transfers*	<u>32,980,068</u>	
	This report	1,735,049,173	At 29 October 2004
	*transfers between CDIs and ordinary shares listed on the LSE		
5	Number and class of all securities not quoted on ASX	Number	Class
		2,710,414,832	Fully paid ordinary shares quoted on the LSE at 29 October 2004

Gerald Watson, Company Secretary

Date: 5 November 2004

HHG PLC  
 4 Broadgate  
 London EC2M 2DA  
 Registered in England  
 No. 2072534  
 ABN 30 106 988 836



Information only release

## HHG PLC – Interim realistic balance sheet

29 October 2004

HHG PLC released today, for information purposes only, the regulatory capital position at 30 June 2004 for the with-profits funds of its three main life companies, calculated in line with the new realistic capital requirements set out in the Financial Services Authority's policy statement 04/16 (PS04/16).

The position at 30 June 2004 under the PS 04/16 proposed 'realistic' reporting requirements demonstrated capital resources of £721 million compared to a required capital margin of £393 million - an excess of £328 million. This is compared to the position reported under the current statutory basis where capital resources of £1,155 million compared to capital requirements of £883 million - an excess of £272 million.

Regulatory capital	Statutory basis			Realistic basis*		
	Available assets in excess of liabilities £m	Required Minimum Margin (RMM) £m	Free Asset Ratio	Available assets in excess of liabilities £m	Risk Capital Margin (RCM) £m	Coverage
30 June 2004						
Pearl Assurance	744	537	1.5%	615	378	163 %
National Provident Life	284	259	0.4%	63	15	420 %
London Life	127 <sup>1</sup>	87	1.5%	43	n/a <sup>2</sup>	n/a

1. Includes £12 million of implicit items
  2. London Life does not require an explicit RCM as the existing support arrangements within the life company absorb the impact of the adverse RCM scenarios.
- \* HHG is advised by Tillinghast Towers-Perrin in preparing its interim realistic balance sheet information.

HHG PLC  
4 Broadgate  
London EC2M 2DA  
Registered in England  
No. 2072534  
ABN 30 106 988 836

**Notes to editors**

- HHG PLC is a diversified financial services group listed on the London and Australian Stock Exchanges. It is a member of the FTSE 250 and the ASX100 indices.
- Pearl Assurance plc, National Provident Life Limited and London Life Limited are closed life companies within the HHG group.

**For further information**

[www.hhg.com](http://www.hhg.com) or

**Investor enquiries**

Gail Williamson,  
HHG Director of Investor Relations

+44 20 7818 5310  
[investor.relations@hhg.com](mailto:investor.relations@hhg.com)

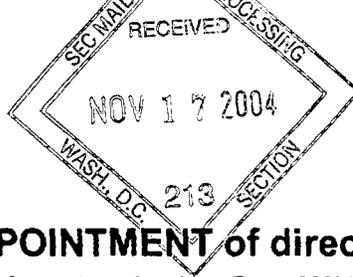
**Media enquiries**

United Kingdom - Financial Dynamics  
Nic Bennett

+44 20 7269 7190

Australia - Cannings  
Graham Canning

+61 2 9252 0622



# 288a

## APPOINTMENT of director or secretary

(NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Please complete in typescript, or in bold black capitals.

CHFP010.

**Company Number**

2072534

**Company Name in full**

HHG PLC

### Appointment form

Notes on completion appear on next page.

Appointment as director

Date of appointment

Day	Month	Year
0 1	1 0	2 0 0 4

† Date of Birth

Day	Month	Year
1 5	0 1	1 9 4 6

as director  as secretary  Please mark the appropriate box. If appointment is as a director and secretary mark both boxes.

**NAME** \* Style / Title

Mr \* Honours etc

Forename(s)

Gerald Paul

Surname

Aherne

Previous forename(s)

Previous surname(s)

**Usual residential address**

29 Prices Court, Cotton Row

Post town

London

Postcode

SW11 3YR

County / Region

Country

† Nationality

British

† Business occupation

Fund Manager

† Other directorships (additional space next page)

See attached schedule

I consent to act as \*\* director / secretary of the above named company

**Consent signature**

Date

26.10.2004

A director, secretary etc must sign the form below.

**Signed**

Date

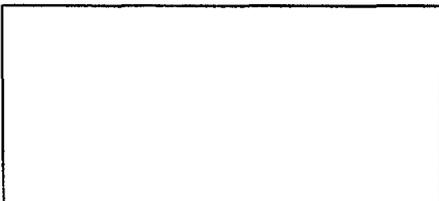
28.10.04

(\*a director / secretary / administrator / administrative receiver / receiver manager / receiver)

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

UKLS Secetariat, The Pearl Centre, Lynch Wood,
Peterborough, PE2 6FY, England
Tel
DX number                      DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:  
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 for companies registered in England and Wales  
 or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
 for companies registered in Scotland                      **DX 235 Edinburgh**



**Company Number**

2072534

† Directors only.

† Other directorships


**NOTES**

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:

- for a married woman, the name by which she was known before marriage need not be given.
- for names not used since the age of 18 or for at least 20 years.

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

**Other directorships.**

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.



**List of other directorships  
Schedule to form 288a**

*Please complete in typescript,  
or in bold black capitals.*

CHFP010

**Company Number**

2072534

**Company Name in full**

HHG PLC

**Name**

Gerald Paul Aherne

<b>Company Name</b>	<b>Resignation</b>
Henderson Electric and General Investment Trust plc	
Schroder Investment Management (UK) Limited	30/04/2001
Schroder Investment Management Limited	26/10/2001
Professional Risks Insurance Limited	12/06/2003
PRI Group plc	12/06/2003



APPOINTMENT of director or secretary

(NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Please complete in typescript, or in bold black capitals.

CHFP010

Company Number

2072534

Company Name in full

HHG PLC

Appointment form

Date of appointment

Day Month Year Day Month Year  
0 1 1 0 2 0 0 4 † Date of Birth 2 3 0 1 1 9 4 8

Notes on completion appear on next page.

Appointment as director

X as secretary Please mark the appropriate box. If appointment is as a director and secretary mark both boxes.

NAME \* Style / Title

Mr \* Honours etc BA Econ, MA Econ

Forename(s)

Rupert Lascelles

Surname

Pennant-Rea

Previous forename(s)

Previous surname(s)

Usual residential address

19 Chiddingstone Street

Post town

London Postcode SW6 3TQ

County / Region

Country England

† Nationality

British † Business occupation Company Director

† Other directorships (additional space next page)

See attached schedule

I consent to act as \*\* director / secretary of the above named company

Consent signature

Rupert Pennant-Rea Date 7/10/04

\* Voluntary details.

† Directors only.

\*\* Please delete as appropriate

A director, secretary etc must sign the form below.

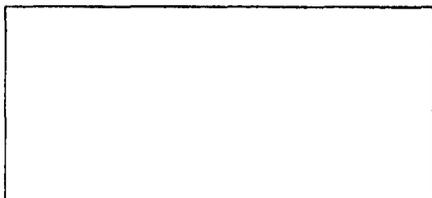
Signed

[Signature] Date 12.10.04

(\*a director / secretary / administrator / administrative receiver / receiver manager / receiver)

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

UKLS Secretariat, The Pearl Centre, Lynch Wood, Peterborough, PE2 6FY, England  
Tel  
DX number DX exchange



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**Company Number**

2072534

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- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.

List of other directorships  
Schedule to form 288a

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

2072534

Company Name in full

HHG PLC

Name

Rupert Lascelles Pennant-Rea

Company Name	Resignation
Action Medical Research	
AMI (Zimbabwe) Ltd	
Astron Document Services Limited	17/02/2000
Banner Business Supplies Limited	20/12/2000
Bell Managed Information Technologies Limited	
British American Tobacco P.L.C.	
Changescent Limited	
Document Management Services Group Limited	01/02/2000
eFinancialnews Limited	
Electra Kingsway VCT PLC	
Fancode Limited	
Fieldmetal Limited	
First2office Ltd	20/12/2000
Globalvault Public Limited Company	
Gordon House Asset Management Limited	
Gordon House Limited	
Key Asset Management (UK) Limited	05/12/2003
Media AMI (UK) Ltd	29/01/2002
Mexicoblade Limited	
Office2office (UK) PLC	20/12/2000
Overseas Development Institute	
Plantation & General Investments PLC	
Relayignite Limited	30/06/2000
Security Printing and Systems Group Limited	
Security Printing and Systems Limited	
The Go-Ahead Group PLC	
The Stationery Office Enterprises Limited	
The Stationery Office Group Limited	
The Stationery Office Holdings Limited	
Times Newspapers Holdings Limited	

**List of other directorships  
Schedule to form 288a**

*Please complete in typescript,  
or in bold black capitals.*

CHFP010

**Company Number**

2072534

**Company Name in full**

HRG PLC

**Name**

Rupert Lascelles Pennant-Rea

Company Name	Resignation
TSO Content Solutions Limited TSO Holdings A Limited TSO Holdings B Limited TSO Property Limited Web2doc.com Limited	17/02/2000