

G**COMPANIES FORM NO. 88(2) (Rev 1988)**
Return of allotments of shares**88(2)**

CHA342

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

(REVISED 1988)

Please do not write in this margin

To the Registrar of Companies (address overleaf)
(see note 1)**This form replaces forms
PUC2, PUC3 and 88(2)**Company Number
497098Please complete legibly,
preferably in black type, or
bold block lettering* Insert full name
of company**1 Name of company**

RACAL ELECTRONICS PLC

497098

2. This section must be completed for all allotments-fDistinguish
between
ordinary
preference, etc

fDescription of shares	ORDINARY		
A Number allotted	2,648,391		
B Nominal value of each	£0.25		
C Total amount (if any) paid or due and payable on each share (including premium if any)	£2.60		

§. Complete
(a) or (b) as
appropriate**Date(s) on which the shares were allotted**

(a) [on 6TH JANUARY 1998 §, or

(b) [from _____ 19 ____ to _____ 19 ____]§

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
(see notes 2 & 3)**

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

Note

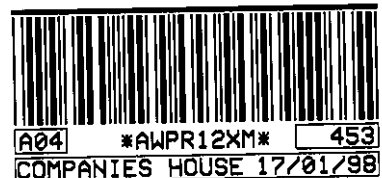
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information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

IRG/TP/JA

For official use

Post Room



4. Names and addresses of the allottees

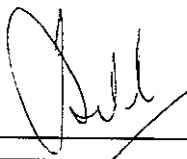
Please do not write
in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
RACAL ELECTRONICS QUEST LIMITED WESTERN ROAD BRACKNELL BERKSHIRE RG12 1RG	2,648,391		
Total	2,648,391		

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

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

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

Signed  Designation** Assistant Company Secretary Date 14.1.98

Companies registered in England and Wales
or Wales should deliver this form to:

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

Companies Registered in Scotland
should deliver this form to:

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