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COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

88(2)

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

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Please do not
write in this
margin

To the Registrar of Companies (address overleaf)
(see note 1)

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

Company number

2806007

1. Name of company

* insert full name
of company

* DEAN CORPORATION PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY		
A Number allotted	3,000,000		
B Nominal value of each	£ 0.005	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.1225	£	£

Date(s) on which the shares were allotted

(a) [on 13 JUNE 19 96] \$, 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			

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.

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

For official use



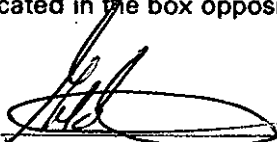
4. Names and addresses of the allottees

Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PERSHING KEEN NOMINEES LTD	500,000		
3 HARBOUR EXCHANGE SQUARE			
LONDON			
E 14 3GD			
LONDON CORPORATE SECURITIES	500,000		
RIVINGTON HOUSE			
82 GREAT EASTERN STREET			
LONDON			
EC 2A 8JL			
HOODLESS BRENNAN & PARTNERS	500,000		
WILLOW HOUSE			
72-74 PAUL STREET			
LONDON			
EC 2A 4NA			
DANESFIELD NOMINEES LTD	1,500,000		
44 WORSHIP STREET			
LONDON			
EC 2A 2EA			
Total	3,000,000		

Please complete
legibly, preferably
in black type, or
bold block letteringWhere 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:
† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation†

Director

Date 15/7/97

Companies registered in England and Wales
or Wales should deliver this form to:-Companies registered in Scotland
should deliver this form to:-The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZThe Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ