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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)

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

(REVISED 1988)

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

Please do not
 write in this
 margin

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

Company Number

3234500

1. Name of company

* **BRISTOW AVIATION HOLDINGS LIMITED**

* insert full name
 of company

2. This section must be completed for all allotments

Descriptions of shares†	A Ordinary		
A Number allotted	4,900,000		
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	£	£

† distinguish
 between
 ordinary
 preference, etc.

Date(s) on which the shares were allotted

(a) [on 19 DECEMBER 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.	100		
E Consideration for which the shares were allotted 8,166,666 B US\$ Convertible Ordinary shares of US\$ 0.00001 in Bristow Helicopter Group Limited			

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):

Herbert Smith
Exchange House
Primrose Street
London EC2A 2HS
Tel: 0181 374 8000
Ref: C432

For official Use

Post Room



4. Names and addresses of the allottees

Please do not
write in the
margin

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

[illegible]

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:

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

Signed *[Signature]* Designation: Director Date: 19/12/96

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 3UZ**

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ