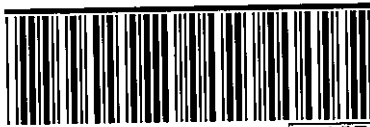




COMPANIES HOUSE

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



A56 *A4X3RCS9* 165
COMPANIES HOUSE 07/01/99

This form should be completed by the company

The information printed below is taken from Companies House records as at 05/12/98
If this information requires amendment use the spaces opposite.

Date of this return *(See note 1)*

The information in this return should be made up to a date not later than

| Day | Month | Year |
|-----|-------|------|
| 31 | 12 | 98 |

Date of next return *(See note 2)*

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Registered Office *(See note 3)*

This is the address registered by Companies House.

3 MILLHARBOUR
LONDON
E14 9XP

Principal business activities *(See note 4)*

Trade classification is
6420 TELECOMMUNICATIONS
3220 MFR TV TRANSMITTERS, TELEPHONY ETC

If the code cannot be determined from the notes, give a brief description of principal activity.

DATE
15-
002578

363s

Annual Return

of company number 02650571

F

company name

ALCATEL TELECOM LIMITED

company type

PRIVATE COMPANY LIMITED BY SHARES

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

| Day | Month | Year |
|-----|-------|------|
| | | |

| Day | Month | Year |
|-----|-------|------|
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If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

Register of members *(See note 5)*

The register is kept at

REGISTERED OFFICE

.....

Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

.....

Company Secretary *(See note 7)*

Particulars of a new secretary **must** be notified on form 288.

STANLEY LAWRENCE
 MARTIN
 73 HAZEL ROAD
 MYTCHETT
 CAMBERLEY
 SURREY GU16 6BA

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of any change.

.....

If this person has ceased to be secretary, please state when.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of resignation.

Directors *(See note 7)*

Particulars of a new director **must** be notified on form 288.

JOHN
 BAKER
 PLOT 4 CHURCH FARM
 OXHILL
 WARWICK
 CV35 ORD

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of any change.

.....

Date of Birth:- 16/10/47
 Nat:BRITISH
 Occ:COMPANY DIRECTOR

If this person has ceased to be director, please state when.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of resignation.

.....

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

MARTIN ALAN
COUZENS
28 STONARDS HILL
EPPING
ESSEX CM16 4QF

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of any change.

.....

.....

.....

.....

.....

.....

Date of Birth:- 11/11/48

Nat:BRITISH

Occ:PERSONNEL DIRECTOR

If this person has ceased to be director, please state when.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of resignation.

Show any relevant current and previous directorships.

.....

.....

.....

Particulars.

JULIEN
DE WILDE
JABEKESTRAAT 49
WETTEREN
9230
BELGIUM

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of any change.

.....

.....

.....

.....

.....

.....

Date of Birth:- 07/01/44

Nat:BELGIAN

Occ:COMPANY DIRECTOR

If this person has ceased to be director, please state when.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of resignation.

Show any relevant current and previous directorships.

.....

.....

.....

Particulars.

NIGEL WILLIAM
HORNE
WHITEFRIARS
HOSEY HILL
WESTERHAM
KENT TN16 1TA

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of any change.

.....

.....

.....

.....

.....

.....

Date of Birth:- 13/09/40

Nat:BRITISH

Occ:CONSULTANT

If this person has ceased to be director, please state when.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of resignation.

Show any relevant current and previous directorships.

.....

.....

.....

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

RAYMOND
LENG
57 PINWOOD AVENUE
SIDCUP
KENT DA15 8BB

Date of Birth:- 18/07/42
Nat:BRITISH
Occ:FINANCE DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

JAMES LLOYD
SALVAGE
LISSOM SHAW RICKMANHILL ROAD
CHIPSTEAD
SURREY CR5 3LA

Date of Birth:- 11/08/60
Nat:BRITISH
Occ:COMPANY DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Show any relevant current and previous directorships.

Issued Share Capital (See note 8)

02650571

Enter details of all shares in issue at the date of this return.

| Class (eg Ordinary/ Preference etc.) | Number of shares issued | Aggregate nominal value (ie Number of shares issued multiplied by nominal value per share) |
|--|----------------------------|--|
| ORDINARY | | |
| £1.00 | 57,000,000 | £57,000,000 |
| | | |
| | | |
| Totals | 57,000,000 | £57,000,000 |

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

Please mark the
appropriate box.

There were no changes in the period



The last full members list was at 31/12/97

| | | |
|------------------------------------|--------------------------|--------------------------|
| | on paper | not on paper |
| A list of changes is enclosed | <input type="checkbox"/> | <input type="checkbox"/> |
| A full list of members is enclosed | <input type="checkbox"/> | <input type="checkbox"/> |

Elective resolutions (See note 10)

(Private companies only)

If an elective resolution is in force at the date of this return to dispense with annual general meetings, mark this box.



If an elective resolution is in force at the date of this return to dispense with laying accounts in general meetings, mark this box.

**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

I enclose the fee of \$ 15.

Cheques should be made payable
to **Companies House**.

Signed

S. L. MARTIN

Secretary / Director *
*(delete as appropriate)

Date

5/1/99

This return includes NIL continuation sheets.
(enter number)

Please ensure that you have completed
all sections on this page.

To whom should Companies House direct any enquiries
about the information shown in this return?

S. L. MARTIN

ALCATEL TELECOM LTD

3 MILLHARBOUR

LONDON

Postcode E14 9XP

Telephone (0171) 293. 1306 Ext DIRECT LINE