

31903

S BOTTOMLEY AND BROS. LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004



S BOTTOMLEY AND BROS. LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the 53 weeks ended 28 February 2004.

Principal activities

The company did not trade in the period.

Directors and their interests

The directors of the company during the period were as follows:

D E Reid
R S Ager
J A Bailey
A T Higginson
M J Field

J A Bailey and D E Reid resigned on 30 May 2003. A T Higginson and M J Field were appointed as directors on 30 May 2003.

R S Ager resigned and L Neville-Rolfe was appointed as a director on 15 March 2004.

None of the directors had any disclosable beneficial interests in the company.

A T Higginson, D E Reid and R S Ager are also directors of Tesco PLC, the company's ultimate parent company, and as such their disclosable interests in Tesco PLC are all declared in the accounts of that company.

For the directors who were not also directors of the ultimate parent company, their interests in the shares of Tesco PLC at the beginning of the year (or appointment if later) and end of the year (or resignation if earlier) are given below:

	Ordinary shares		Share Options *			
	2004	On appointment	2004	Granted	Exercised	On appointment
M J Field	40,837	35,747	105,830	1,625	(4,963)	109,168
	At resignation	2003	At resignation	Granted	Exercised	2003
J A Bailey	50,245	37,214	170,875	45,750	-	125,125

* Executive share option scheme (1984, 1994 and 1996) and savings related share option scheme (1981). Details of these schemes are set out in the annual report and accounts of Tesco PLC.

By order of the Board on 20 DEC 2004



M J Field
Director
S Bottomley & Bros. Limited
Registered Number 31903

S BOTTOMLEY AND BROS. LIMITED

BALANCE SHEET AS AT 28 FEBRUARY 2004

	Note	2004 £	2003 £
CURRENT ASSETS			
Amounts owed by group undertakings		397,312	397,312
NET CURRENT ASSETS		397,312	397,312
CAPITAL AND RESERVES			
Called up share capital	3	168,000	168,000
Profit and loss account		229,312	229,312
EQUITY SHAREHOLDERS' FUNDS		397,312	397,312

For the 53 weeks ended 28 February 2004 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the period in question in accordance with section 249B(2).

The Directors acknowledge their responsibility for :

- a) Ensuring the company keeps accounting records which comply with section 221
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial period in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the Board on

28 FEB 2004



M J Field
Director

The notes on pages 3 and 4 form part of these financial statements.

S BOTTOMLEY AND BROS. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004

1 PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

In accordance with FRS1 (revised), the company, being the wholly owned subsidiary of another company which prepares a cash flow statement including the cash flows of this company, has not prepared such a statement itself.

2 ACTIVITY AND DIRECTORS

During the year the company has not traded and consequently a profit and loss account has not been disclosed.

The directors received no emoluments for their services to the company (2003: £nil).

The company had no employees during the period (2003: nil).

3 CALLED UP SHARE CAPITAL

	2004	2003
	£	£
Authorised, allotted, called up and fully paid:		
8,000 Ordinary shares of £1 each	8,000	8,000
16,000 Deferred shares of £10 each	160,000	160,000
	<hr/>	<hr/>
	168,000	168,000
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4 ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Tesco Holdings Ltd.

The ultimate parent company and controlling party is Tesco PLC, which is incorporated in Great Britain and registered in England and Wales, and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Tesco PLC financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL.

S BOTTOMLEY AND BROS. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004 (continued)

5 RELATED PARTY DISCLOSURES

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under Financial Reporting Standard 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the company is included, are available at the address noted above.