

S BOTTOMLEY & BROS LIMITED

REPORT AND ACCOUNTS

22 FEBRUARY 1997



S BOTTOMLEY & BROS LIMITED

DIRECTORS' REPORT

The Directors present their report and accounts for the 52 weeks ended 22 February 1997.

REVIEW OF THE BUSINESS

During the period the company has not traded and has not incurred any liabilities and, consequently, has made neither profit nor loss.

DIRECTORS AND THEIR INTERESTS

The following directors served during the period:-

D E Reid
R S Ager

Neither of the directors had any disclosable interests in the company. Both directors are directors of Tesco PLC, the companys ultimate holding company, and as such their disclosable interests in Tesco PLC are declared in the accounts of that company.

By order of the Board 10 NOV 1997

S Bottomley & Bros Limited
Registered Number 31903



M J Field
Secretary

S BOTTOMLEY & BROS LIMITED

BALANCE SHEET - 22 FEBRUARY 1997

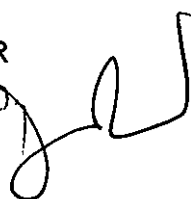
	<u>1997</u> £	<u>1996</u> £
CURRENT ASSETS		
Amount due from group undertakings	397,312	397,312
	<hr/>	<hr/>
NET CURRENT ASSETS	<u>397,312</u>	<u>397,312</u>
CAPITAL AND RESERVES		
Called up share capital (Note 2)	168,000	168,000
Profit and Loss account	229,312	229,312
	<hr/>	<hr/>
	<u>397,312</u>	<u>397,312</u>

The company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the period ended 22 February 1997.

Approved by the Board on 10 NOV 1997

DIRECTOR

D E REID



The notes on page 3 form part of these accounts.

S BOTTOMLEY & BROS LIMITED

NOTES TO THE ACCOUNTS - 22 FEBRUARY 1997

1. ACTIVITY AND DIRECTORS

The company has not traded during the 52 weeks ended 22 February 1997, has not incurred any liabilities and, consequently, has made neither profit nor loss. None of the directors received any emoluments in respect of their services to the company.

2. CALLED UP SHARE CAPITAL

	<u>1997</u> £	<u>1996</u> £
Authorised, allotted 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/>
	<u>168,000</u>	<u>168,000</u>

3. ULTIMATE HOLDING COMPANY

The company is a wholly owned subsidiary of Tesco Holdings Limited, a company incorporated in Great Britain and registered in England and Wales. The ultimate holding company is Tesco PLC, which is incorporated in Great Britain and registered in England and Wales. Copies of the group accounts can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL.