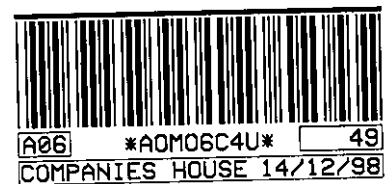


S BOTTOMLEY AND BROS LIMITED

REPORT AND ACCOUNTS

FOR THE 53 WEEKS ENDED 28 FEBRUARY 1998



S BOTTOMLEY AND BROS LIMITED

DIRECTORS' REPORT

The Directors present their report and accounts for the 53 weeks ended 28 February 1998.

REVIEW OF THE BUSINESS

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

DIRECTORS AND THEIR INTERESTS

The Directors who served during the period were as follows:-

D E Reid
R S Ager

None 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 on 7/12/98

S Bottomley & Bros Limited
Registered Number 31903



M J Field
Secretary

S BOTTOMLEY AND BROS LIMITED

BALANCE SHEET - 28 FEBRUARY 1998

| | <u>1998</u> £ | <u>1997</u> £ |
|----------------------------------|------------------|------------------|
| CURRENT ASSETS | | |
| Amounts owed by group companies | 397,312 | 397,312 |
| 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 |
| | <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 53 weeks ended 28 February 1998.

Approved by the Board on 21/2/98



DIRECTOR

The notes on page 3 form part of these accounts.

S BOTTOMLEY AND BROS LIMITED

NOTES TO THE ACCOUNTS - 28 FEBRUARY 1998

1. ACTIVITY AND DIRECTORS

The company has not traded during the 53 weeks ended 28 February 1998, 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>1998</u> £ | <u>1997</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/> |
| | 168,000 | 168,000 |
| | <hr/> | <hr/> |

3. ULTIMATE HOLDING COMPANY

The company is a wholly owned subsidiary of Tesco Holdings Ltd, a company incorporated in Great Britain and registered in England. 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, P.O.Box 18, Delamare Road, Cheshunt, Hertfordshire EN8 9SL.