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POST INNS LIMITED

REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 OCTOBER 1986

DIRECTORS' REPORT

The Directors present herewith their Annual Report and Statement of Accounts for the year ended 31 October 1986.

ACTIVITIES:

During the year the Company did not trade

or incur any liability.

HOLDING COMPANY:

The Company's ultimate holding company is

Trusthouse Forte PLC, which is incorporated

in England.

DIRECTORS:

The following were Directors of the Company during the year ended 31 October 1986:-

Ting the year ended it occord 1900:-

Mr T Russell (appointed 24.3.86) Mr R J P Sims (appointed 24.3.86)

Lord Forte

Mr T Russell and Mr R J P Sims retire in accordance with the Articles of Association and being

eligible offer themselves for re-election.

DIRECTORS' INTERESTS:

Those Directors who were not also Directors of Trusthouse Forte PLC had interests in that Company's share and loan capital as follows:-

	As at 1.11.85 (or appointment date)		As at 31.10.86	
	25p ord. shares	share options	25p ord. shares	share options
Mr T Russell Mr R J P Sims	2100 50	7068	2100 50	57068

The undermentioned Directors were also Directors of Trusthouse Forte PLC and as such their interests in that company were not required to be recorded in this Company's register of Directors interests.

Lord Forte

AUDITORS:

Price Waterhouse have expressed their willingness to continue in office and a resolution for their re-appointment as auditors will be

proposed at the Annual General Meeting.

Dated 5 December 1986 12 Sherwood Street London W1V 7RD Order of the Board

Secretary



AUDITORS' REPORT TO THE MEMBERS OF POST INNS LIMITED

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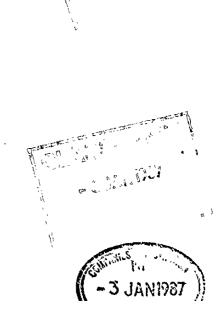
We have audited the financial statements on pages 3 to 4 in accordance with approved Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 October 1986 and comply with the Companies Act 1985.

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Chartered Accountants

30 Le univer 1986



POST INNS LIMITED

BALANCE SHEET AT 31ST OCTOBER 1986

	<u>1986</u>	<u>1985</u>
NET ASSETS EMPLOYED		
Fixed Assets		_
Investments	1,293,565	_
Current Assets		1 006 250
Amounts owed by holding company	-	1,006,250
Current liabilities		
Amounts owed to holding company	(287,315)	_
TOTAL ASSETS LESS CURRENT LIABILITIES	£1,006,250	£1,006,250
SHAREHOLDERS' FUNDS		
Capital and Reserves		
Authorised Ordinary Stock Units of 61 each 6% Cumulative Preference Shares 61/2% Cumulative Preference Shares	800,000 100,000 100,000 £1,000,000	800,000 100,000 100,000 £1,000,000
Called up share capital .		
Allotted and Fully Paid Ordinary Stock Units of £1 each 6% Cumulative Preference Shares 61/2% Cumulative Preference Shares	725,000 100,000 <u>100,000</u> 925,000	725,000 100,000 100,000 925,000
Share premium account	81,250	81,250
The company was dormant throughout the financial year ended 31st October 1985	£1,006,250	£1,006,250

DIRECTORS

POST INNS LIMITED

NOTES TO THE ACCOUNTS - 31 OCTOBER 1986

- During the year the company has not traded, 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. The preference shareholders have waived irrevocably their rights to all outstanding dividends at 31st October 1986.
- 3. Fixed Assets Investment

				=======	=======
Shares	in asso	ciate at	cost	1,293,565	-
				£	£
				<u>1986</u>	<u>1985</u>

The investment in the associate company comprises 15% of the issued share capital of Sociedade Turistica da Penina SARL, a company incorporated in Portugal. Post Inns Limited and other fellow subsidiaries of Trusthouse Forte PLC together own 79% of the issued share capital of Sociedade Turistica da Penina SARL.

In the opinion of the directors the value of the company's investment in this company is not less than the amount at which it is stated in the balance sheet.

4. Holding Company

The company's ultimate holding company is Trusthouse Forte PLC , a company incorporated in England.