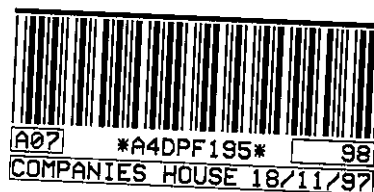


TELESURANCE HOLDINGS LIMITED
(Registered No: 888854)

DIRECTORS' REPORT AND ACCOUNTS
30 JUNE 1997



TELESURANCE HOLDINGS LIMITED

DIRECTORS' REPORT

Directors: M Copley
J S Ritchie
P Morris

Secretary: P Morris

Registered Office: Swan Court, Mansel Road, Wimbledon, London SW19 4AA

The directors present their report for the year ended 30 June 1997.

ACTIVITIES

The company was dormant (within the meaning of Section 252 of the Companies Act 1985) throughout the year.

DIRECTORS

The directors during the year and at 30 June 1997 were as listed above.

The director due to retire by rotation is Mr J S Ritchie and, being eligible, offers himself for re-election.

DIRECTORS' INTERESTS

The directors' interests in the share capital of the company or any group company requiring disclosure in these accounts are as follows:

	Domestic & General Group PLC Fully paid Ordinary Shares of 10p each		Domestic & General Group PLC Options over Ordinary Shares under Executive Share Option Scheme	
	<u>30.6.97</u>	<u>30.6.96</u>	<u>30.6.97</u>	<u>30.6.96</u>
P Morris	3,000	3,000	2,649	2,040

P Morris was granted an option on 10 March, 1997 over 609 shares in Domestic & General Group PLC at an exercise price of £22.15 per share.

The interests of M Copley and J S Ritchie in other group companies are disclosed in the accounts of the ultimate holding company, Domestic & General Group PLC.

By Order of the Board



P Morris
Secretary

15 September 1997

TELESURANCE HOLDINGS LIMITED


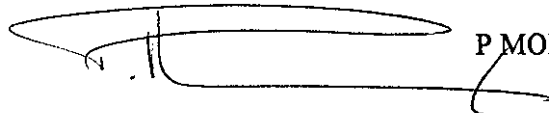
BALANCE SHEET AT 30 JUNE 1997

	<u>1997</u> £	<u>1996</u> £
CURRENT ASSETS		
Amount due from a group company	0.10	0.10
	<hr/>	<hr/>
CALLED UP SHARE CAPITAL		
Allotted, called up and fully paid 2 shares of 5p each	0.10	0.10
	<hr/>	<hr/>
AUTHORISED SHARE CAPITAL		
Ordinary shares of 5p each	1,000	1,000
'A' ordinary shares of £1 each	49,000	49,000
Redeemable preference shares of £1 each	1,000	1,000
	<hr/>	<hr/>
	51,000	51,000
	<hr/>	<hr/>

NOTES TO THE ACCOUNTS

1. The Company was a dormant company within the meaning of Section 252 of the Companies Act 1985 throughout the accounting year ending at the date of this balance sheet.
2. No emoluments were payable to any of the directors for the year ended 30 June 1997.
3. The ultimate holding company is Domestic & General Group PLC, which is incorporated and registered in England. The group accounts can be obtained from Swan Court, Mansel Road, London SW19 4AA.

These accounts were approved by the Board of directors on 15 September 1997.

 J S RITCHIE)
 P MORRIS) Directors