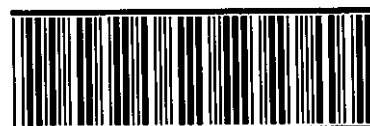


118945

TESCO PENSION TRUSTEES LIMITED

REPORT AND ACCOUNTS

FOR THE 53 WEEKS ENDED 28 FEBRUARY 1998



KLO *KARGUCCJ* 2974
COMPANIES HOUSE 22/12/98

TESCO PENSION TRUSTEES LIMITED

DIRECTORS' REPORT

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

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:-

V.W. Benjamin	
J.M. Wemms	
R.S. Ager	
L. James	
H. Mahil	(Resigned 23 May 1997)
E. Watts	
W. Wright	(Resigned 14 July 1997)
P Bateman	
M McMillan	
N S Gellatly	(Appointed 14 July 1997)
S Marriott	(Appointed 14 July 1997)

The directors at 28 February 1998 who are not also directors of Tesco PLC, the company's ultimate holding company, had the following interests in the shares of Tesco PLC at the beginning (or subsequent date of appointment) and end of the period:

	Ordinary Shares		Share Options	
	<u>1998</u>	<u>1997</u>	<u>1998</u>	<u>1997</u>
E Watts	11,375	4,550	2,834	31,918
P Bateman	79,098	53,145	182,464	nil
M McMillan	36,294	31,678	68,606	190,991
V W Benjamin	14,666	98,995	nil	54,937
N S Gellatly	182	181	1,622	1,244
S Marriott	178	178	534	783

By order of the Board on 9/12/98


M J Field
Secretary

Tesco Pension Trustees Limited
Registered Number 118945

TESCO PENSION TRUSTEES LIMITED

BALANCE SHEET - 28 FEBRUARY 1998

	<u>1998</u> £	<u>1997</u> £
CURRENT ASSETS		
Amounts due from group undertakings	<u>2</u>	<u>2</u>
NET CURRENT ASSETS	<u><u>2</u></u>	<u><u>2</u></u>
 CAPITAL AND RESERVES		
Called up share capital (Note 2)	<u><u>2</u></u> <u>2</u>	<u><u>2</u></u> <u>2</u>

The company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the period ended 28 February 1998.

Approved by the Board on 9/12/98



DIRECTOR

The notes on page 3 form part of these accounts.

TESCO PENSION TRUSTEES 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 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid 2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

3. ULTIMATE HOLDING COMPANY

The company is a wholly owned subsidiary of Tesco PLC which is incorporated in Great Britain and registered in England and Wales, and is the ultimate holding company. 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.