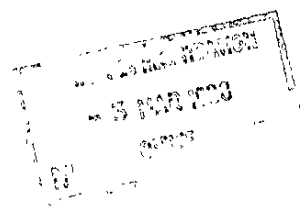


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DRANSFIELD LEISURE LIMITED
DIRECTORS' REPORT AND ACCOUNTS
26TH SEPTEMBER, 1987



DRANSFIELD LEISURE LIMITED

REPORT OF THE DIRECTORS

INCORPORATION

The Company was incorporated on 24th October 1986.

TRADING ACTIVITY AND RESULTS

On 29th May 1987 the Company acquired from Dransfield Novelty Company Limited, Selective Music Limited and Dransfield Motors Limited, the business and assets associated with the supplying of music machines and novelty machines and the provision of collection services and site management services in certain locations. By an agreement also dated 29th May 1987, the Company was appointed by Bass Leisure Activities Limited as its manager and agent to carry on the business of purchase, operation and sale of coin operated machines on its behalf. The assets, liabilities and undertakings of the company were transferred at that date to Bass Leisure Activities at book value.

All transactions relating to the business are recorded in the accounts of Bass Leisure Activities Limited. The company has not traded on its own account during the period.

APPROPRIATIONS

No dividend is proposed.

DIRECTORS

The following are the names of the persons who, at any time during the financial year, were directors of the company:

Mrs. I. Potter	- Appointed and resigned 24th October 1986
J. H. Dransfield	- Appointed 24th October 1986
	- Resigned 2nd April 1987
Mrs. I. Ranklin	- Appointed 19th November 1986
	- Resigned 29th May 1987
Mrs. L. R. Mawson	- Appointed 19th November 1986
	- Resigned 29th May 1987
R. J. Dransfield	- Appointed 19th November 1986
	- Resigned 29th May 1987
H. L. Matthewman	- Appointed 19th November 1986
	- Resigned 29th May 1987
P. C. Sherlock	- Appointed 29th May 1987
P. Bowman	- Appointed 29th May 1987

DRANSFIELD LIMITED

REPORT OF THE DIRECTORS (Cont'd)

DIRECTORS' INTERESTS

Set out below are the particulars of the interests, according to the Register kept by the Company of directors of the Company and their families in the shares, debentures and unsecured loan stocks of Bass PLC and its subsidiaries at the commencement, or on the date of becoming a director, if later, and close of the financial year. In accordance with the requirements of the Act, non-beneficial trustee holdings other than those holdings as a bare trustee, have been included.

The directors' interests in shares issued to Trustees under the terms of the Employee Share Ownership Scheme (Scheme Shares) are also shown.

Bass PLC Ordinary Shares

(b) beneficial
(nb) non-beneficial

	26th September, 1987		Date of Appointment	
	Direct	Scheme Shares	Direct	Scheme Shares
P.C. Sherlock	856	1310	542	1334
P. Bowman	250	-	250	-

AUDITORS

Ernst and Whinney were appointed as auditors of the Company on 29th May, 1987.

The Board of Directors consider that no significant accounting transactions will occur during the forthcoming financial year and that therefore the Company will become a dormant company within the meaning of Section 252 (5) of the Companies Act 1985. Accordingly a resolution proposing that no auditors shall be appointed for accounting periods commencing after 26th September 1987 will be submitted at the Annual General Meeting.

By order of the Board.



W.M. Cairns
Secretary

19th January, 1988

DRANSFIELD LEISURE LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS OF DRANSFIELD LEISURE LIMITED

We have audited the accounts set out on pages 4 and 5 in accordance with approved auditing standards. These accounts have been prepared under the historical cost convention.

In our opinion the accounts give a true and fair view of the state of affairs of the company at 26th September 1987, and comply with the Companies Act 1985.

Ernst. Whinney

ERNST & WHINNEY

Chartered Accountants

Birmingham

19th January, 1988.

BALANCE SHEET AT 26TH SEPTEMBER, 1987

Current Assets:

Immediate parent company - amount falling
due after more than 12 months

£1,000

Called up share capital

Authorised, allotted and fully paid
1,000 ordinary shares of £1 each

£1,000

P. E. Sherlock
P. E. Sherlock

P. C. Sherlock

Directo:

Paul Bowman
P. Bowman

P. Bowman

19th January, 1988

The notes on Page 5 form part of these accounts.

DRANSFIELD LEISURE LIMITED

NOTES TO THE ACCOUNTS

1. The accounts have been prepared under the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

The company has traded during the period only as an agent for Bass Leisure Activities Limited. It has not traded on its own account, and therefore it has made neither a profit or a loss. Therefore no profit and loss account has been prepared.

3. TANGIBLE FIXED ASSETS

	Fixtures & Fittings, Tools and Equipment
	<hr/>
	£
Costs	
Additions during the period	1,684,000
Transfers to other Grp. Co's.	(1,684,000)
	<hr/>
At 26th September 1987	£ NIL
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Depreciation	
Charge for period	NIL
On disposals	NIL
	<hr/>
At 26th September 1987	NIL
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Net Book Value	
At 26th September 1987	<u>NIL</u>

4. ULTIMATE HOLDING COMPANY

Bass PLC, incorporated in Great Britain, and registered in England.