DIRECTORS' REPORT AND ACCOUNTS

24TH SEPTEMBER, 1988

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REPORT OF THE DIRECTORS

TRADING RESULTS

The Company has not traded during the year on its own account.

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:

P C Sherlock

P Bowman

P Thomas - appointed 1st June 1988

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 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.

(b) beneficial

(nb) non-beneficial

	<u>Bass PLC Ordinary Shares</u>			
		otember 1988 Scheme Shares	or date	otember 1987 of appointment Scheme Shares
P Bowman P Thomas	254 -	 -	250 -	-

DIRECTORS' INTERESTS Continued

The Register of Directors' Holdings kept by the Company does not contain particulars of the holding of any director who is also a director of Bass PLC.

By Order of the Board

W M Cairns Secretary

14 October 1988

BALANCE SHEET AT 24TH SEPTEMBER, 1988

	<u>1988</u> <u>£</u>	<u>1987</u> £
Current assets: Debtors		
Amounts owed by group companies:-		
Immediate parent company - amount falling due after more than 12 months	1,000	1,000
Capital and reserves		
Called up share capital		
Authorised, allotted and fully paid 1,000 ordinary shares of £1 each	1,000	1,000

(Throughout the financial year ending 24th September 1988 the Company was a dormant Company within the meaning of Section 252 of the Companies Act 1985 and in accordance with that section, no auditors' report is attached to these accounts)

Signed on behalf of the Board

P C Sher Yock

P Thomas

Directors

14 October 1988

The notes on Page 4 form part of these accounts.

NOTES TO THE ACCOUNTS

1. PROFIT AND MOSS ACCOUNT

The Company has traded during the year only as agent for Bass Leisure Activities Limited. It has not traded on its own account, and accordingly it has made neither a profit nor a loss. Therefore no Profit and Loss Account has been prepared.

2. ULTIMATE HOLDING COMPANY

Bass Public Limited Company incorporated in Great Britain and registered in England.