

Dimehall Limited

Registered No. 2376172

DIRECTORS

M R Thompson

R D Withers

SECRETARY

M R Thompson

REGISTERED OFFICE

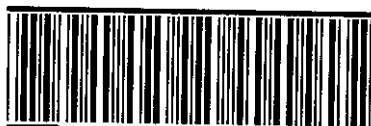
3 The Maltings

Wetmore Road

Burton upon Trent

Staffs DE14 1SE

ERNST & YOUNG



A11 *AJDUFNJL* 419
COMPANIES HOUSE 25/07/96

Dimehall Limited

DIRECTORS' REPORT

The directors present their report for the year ending 30 September 1995.

PRINCIPAL ACTIVITY

The company did not trade during the year and any expenses were met by another group undertaking.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the year were as listed on page 1.

The beneficial interests of the present directors and their families in the share capital of the ultimate parent undertaking were as follows:

	<i>Bass PLC</i>		<i>Bass PLC</i>	
	<i>Ordinary shares</i>		<i>Ordinary shares</i>	
	<i>25p each</i>		<i>25p each</i>	
	<i>30 September 1995</i>		<i>30 September 1994</i>	
	<i>Scheme</i>		<i>Scheme</i>	
	<i>Direct</i>	<i>shares</i>	<i>Direct</i>	<i>shares</i>
R D Withers	700	3,247	130	3,086
M R Thompson	—	1,394	—	874

The following table sets out the options taken up by directors, under the terms of the Bass Employee Savings Share Scheme and the Bass Executive Share Option Scheme to subscribe for shares in the company as at 30 September 1995.

	<i>Number of 25p ordinary shares</i>				
	<i>Granted/</i>				
	<i>redeemed</i>				
	<i>30 September</i>	<i>during</i>	<i>30 September</i>	<i>Option</i>	<i>Earliest</i>
	<i>1994</i>	<i>year</i>	<i>1995</i>	<i>price</i>	<i>exercise date</i>
M R Thompson	2,500	—	2,500	568.00p	28 February 1995
	1,500	—	1,500	584.00p	28 February 1996
	4,700	—	4,700	367.00p	1 September 1998
	3,500	—	3,500	520.00p	9 June 1997
	—	32,000	32,000	505.00p	1 March 1998

DIRECTORS' REPORT

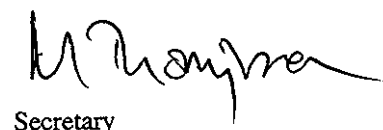
DIRECTORS AND THEIR INTERESTS (continued)

	<i>Number of 25p ordinary shares</i>				
	<i>Granted/ redeemed</i>				
	<i>30 September 1994</i>	<i>during year</i>	<i>30 September 1995</i>	<i>Option price</i>	<i>Earliest exercise date</i>
R D Withers	1,476	—	1,476	508.00p	1 September 1997
	1,900	—	1,900	520.00p	9 June 1997
	1,126	—	1,126	372.10p	1 June 1997
	13,100	—	13,100	605.00p	24 June 1995
	3,574	(3,574)	—	469.35p	1 March 1993
	12,248	(12,248)	—	476.55p	27 February 1995
	3,500	—	3,500	568.00p	28 February 1995
	1,880	—	1,880	367.00p	1 September 1998
	12,600	—	12,600	584.00p	25 February 1996
	—	734	734	470.00p	1 September 2000

The following options to purchase shares were exercised during the year:

	<i>Number of 25p ordinary shares</i>
R D Withers	15,822

By order of the board



Secretary

20 NOV 1995


Dimehall Limited

BALANCE SHEET

at 30 September 1995

	Notes	1995 £	1994 £
FIXED ASSETS			
Investments	3	<u>4,076</u>	<u>4,076</u>
CREDITORS: amounts falling due within one year			
Amounts owed to group undertakings		<u>4,074</u>	<u>4,074</u>
NET CURRENT LIABILITIES		<u>(4,074)</u>	<u>(4,074)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	4	<u>2</u>	<u>2</u>
		<u>2</u>	<u>2</u>

We have relied on the exemption for dormant companies not appointing auditors on the grounds that the company is fully entitled to the benefits of such exemption.



Director

20 NOV 1995

Dimehall Limited

NOTES TO THE ACCOUNTS

at 30 September 1995

1. ACCOUNTING POLICY

Accounting convention

These accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2. PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these accounts as the company did not trade during the year, any expenses being met by another group undertaking.

3. FIXED ASSET INVESTMENTS

	1995	1994
	£	£
Shares in subsidiary undertaking at cost	4,076	4,076

The subsidiary undertaking at 30 September 1995 was:

<i>Company</i>	<i>Country of registration and operation</i>	<i>Nature of business</i>	<i>Proportion of shares held</i>
Hayhelm Ltd	England and Wales	Non-trading	100%

The directors are of the opinion that the aggregate value of the company's investment in its subsidiary undertaking is not less than the amount at which it is stated in the accounts.

Consolidated accounts have not been prepared as the company is a subsidiary undertaking of an EC parent which has itself drawn up consolidated accounts.

4. SHARE CAPITAL

	1995	1994
	£	£
Authorised:		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid:		
2 ordinary shares of £1 each	2	2

5. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is Bass PLC, registered in England and Wales.

The consolidated accounts of the group are available to the public and may be obtained from the Registered Office, 20 North Audley Street, London W1Y 1WE.