

TGP (PARTNERSHIP NOMINEE) LIMITED
ANNUAL REPORT AND FINANCIAL ACCOUNTS
FOR THE 52 WEEKS ENDED 26 FEBRUARY 2000



DIRECTORS' REPORT

The directors present their report and audited financial statements for the 52 weeks ended 26 February 2000.

Principal activity

The company's principal activity is to act as a Trustee of the Tesco Property Partnership.

Review of business and future developments

The company has not traded since incorporation and has consequently made neither a profit nor loss. This is expected to continue for the foreseeable future.

Directors and their interests

The directors who served during the period were:

J A Bailey
R S Ager
R Howell
P V Mercer

None of the directors had any disclosable interests in the company during the period.

For the directors as at 26 February 2000, who were not also directors of the ultimate parent company, their interests in the shares of Tesco PLC at the beginning and end of the period are given below:

	Ordinary shares		2000	Share options*		1999
	2000	1999		Granted	Exercised	
J A Bailey	37,111	36,386	118,336	1,283	65,592	182,645
R Howell	108,201	94,400	296,947	13,779	65,592	348,760

* Executive share option scheme (1984, 1994 and 1996) and savings related share option scheme (1981). Details of these schemes are set out in the annual report and financial statements of Tesco PLC.

Directors' responsibilities

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for the financial year.

The directors consider that in preparing the financial statements on pages 3 and 4 the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

DIRECTORS' REPORT (continued)

Directors' responsibilities (continued)

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Year 2000

The group has been working on the year 2000 issue for over three years with the specific objective of ensuring business continuity.

It has worked closely with Government and Action 2000 as well as the Retail Industry bodies. The group has made necessary changes and re-tested all its business critical computer systems.

The cost of the programme is being incurred by the group and more detail can be obtained from the group financial statements.

Euro

It is believed that the introduction of the euro will not impact the business now, or in the future.

Auditors

In accordance with section 250 of the Companies Act 1985, a special resolution resolving that auditors shall not be appointed has been passed during the year.

By order of the Board on [14.12.00]


J A Bailey
Director

TGP (PARTNERSHIP NOMINEE) LIMITED
Registered Number 3459651


TGP PARTNERSHIP NOMINEE LIMITED

BALANCE SHEET AS AT 26 FEBRUARY 2000

	Note	2000 £	1999 £
CURRENT ASSETS			
Debtors: amounts due from parent undertaking		2	2
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NET ASSETS		2	2
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CAPITAL AND RESERVES			
Called up share capital	3	2	2
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EQUITY SHAREHOLDERS' FUNDS		2	2
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The company was dormant (within the meaning of section 250 of the Companies Act 1985) throughout the year ended 26 February 2000.

Approved by the Board on [14.12.00]



J A Bailey
Director

The notes on page 4 form part of these financial statements.

TGP PARTNERSHIP NOMINEE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 26 FEBRUARY 2000

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards, under the historical cost convention, and are in accordance with the Companies Act 1985.

In accordance with FRS1 (Revised), the company being the wholly owned subsidiary of another company which prepares a cash flow statement including the cash flows of this company, has not prepared such a statement itself.

2 OPERATING PROFIT

The company did not trade during the period.

Auditors' remuneration is borne by other group companies.

The company had no employees during the period (1999: nil).

The directors did not receive any emoluments for their services to the company (1999: £nil).

3 CALLED-UP SHARE CAPITAL

	2000 £	1999 £
Authorised:		
1,000 ordinary shares of £1 each	1,000	1,000
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Allotted, issued and fully paid up:		
2 ordinary shares of £1 each	2	2
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4 ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Tesco Partnership Limited

The ultimate parent company Tesco PLC, which is incorporated in Great Britain and registered in England and Wales, and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the group financial statements can be obtained from The Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire EN8 9SL.

5 RELATED PARTY TRANSACTIONS

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under Financial Reporting Standard 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the company, is included are available at the address noted above.