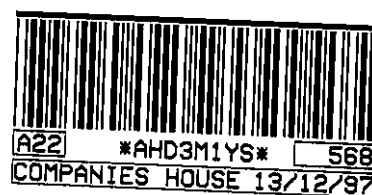


Bass North Limited

Financial statements 30 September 1997
together with directors' report

Registered number: 30055



Directors' Report (Continued)

Directors' interests

The directors and their families had the following interests in the shares, debentures and unsecured loans stocks of Group companies at 30 September 1996 and 30 September 1997.

Name of Company and description of shares, debentures, Name of director etc.				Fully paid		Under option (3)			
				(no of shares etc)		(no of shares etc)			
				1996 or date of appointment	1997	1996 or date of appointment	Granted	Exercised	1997
MJN Bridge	Bass Plc Ordinary	(Ben)	(1)	500	500	37,012	-	-	37,012
	Shares of 25p	(Bepss)	(2)	965	965	-	-	-	-
PC Waters	Bass Plc Ordinary	(Ben)	(1)	295	295	4,700	-	-	4,700
	Shares of 25p	(Bepss)	(2)	778	778	-	-	-	-

Notes:

- (1) Ben = Beneficial
 - (2) Bepss = Shares held by trustees under the Bass Employee Profit Share Scheme
 - (3) Shares held under the Bass Executive Share Option and the Bass Employees Savings Share Scheme.
- Options are exercisable at prices between 367.00p and 852.00p per Ordinary share on dates up to 2005.

No changes took place in the interests of the directors in the Group's shares between 30 September 1997 and 21 November 1997.

20 North Audley Street
London
W1Y 1WE

By order of the Board,



J B Combeer

Secretary

Date 11/12/97

Accounting policies

30 September 1997

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year is set out below :

Basis of Accounting

The financial statements are prepared under the historical cost convention as modified by the revaluation of certain tangible fixed assets. They have been drawn up to comply with applicable accounting standards.

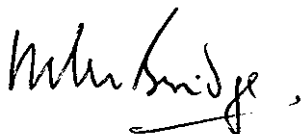
Balance Sheet

30 September 1997

	Notes	1997 £	1996 £
Current assets: Debtors			
Amounts owed to Bass Holdings Limited a group undertaking		24,299,650	24,299,650
		_____	_____
Capital and reserves			
Called-up share capital	2.	4,404,100	4,404,100
Share premium account		19,895,550	19,895,550
		_____	_____
		24,299,650	24,299,650
		_____	_____

Throughout the financial year ending 30 September 1997, the Company was a dormant company within the meaning of Section 250 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



M J N Bridge

Director

Date 11/12/97

The accompanying notes are an integral part of this balance sheet.

Notes to Accounts

30 September 1997

1 Directors' remuneration

No remuneration was paid to the directors of the company.

2 Called-up share capital

	1997 £	1996 £
<i>Authorised</i>		
17,850,000 Ordinary Shares of 25p each	4,462,500	4,462,500
<i>Allotted, called-up and fully paid</i>		
17,616,400 Ordinary Shares of 25p each	4,404,100	4,404,100

3 Ultimate parent company

The Company is a subsidiary undertaking of Bass Plc incorporated and registered in England and Wales.

The largest group in which the results of Bass North Limited and subsidiary undertakings are consolidated is that headed by Bass Plc, incorporated in England and Wales, whose principal place of business is at 20 North Audley Street, London, W1Y 1WE. The smallest group in which they are consolidated is that headed by Bass Investments Plc. The consolidated financial statements of these groups are available to the public and may be obtained from 20 North Audley Street, London, W1Y 1WE.