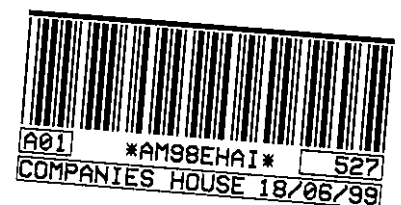


The **Southern Table Water Company Limited**

Accounts 30 September 1998
together with directors' report.

Registered number: 447909



Directors' Report

For the year ended 30 September 1998

The directors present their annual report on the affairs of the Company, together with the accounts for the year ended 30 September 1998.

Principal activity and review

The Company has not traded during the year and therefore no Profit and Loss Account has been prepared.
No dividend is proposed.

Directors and their interests

The following served as directors during the year.

S J Davies
M A W Salter
Dr G A Wadds

Dr G A Wadds retired on 2nd October 1998 and was replaced by Mr J R C Boyd. Mr M A W Salter resigned on 7th October 1998 and was replaced by Mr R L Solomons. Mr S J Davies will retired by rotation at the next annual general meeting in accordance with the Company's articles and will offer himself for re-election.

Directors' interests

As the directors of the Company are also directors of the immediate holding company, the Register of Directors' Interests contains no particulars of their interests in the Share Capital of Bass Plc.

No director had any interest at any time during the year in the debentures, unsecured loan stock or cumulative preference Shares of Bass Plc or in the capital of its subsidiaries.

1. The holding of Mr S J Davies, who is also a director of Britannia Soft Drinks Limited, is reported in the Britannia Soft Drinks Limited accounts.
2. The holdings of Mr M A W Salter and Dr G A Wadds, who are also directors of Britvic Soft Drinks Limited, are reported in the Britvic Soft Drinks Limited accounts.

By order of the Board,



D BUCKBY

7th October 1998

Secretary

Britvic House
Broomfield Road
Chelmsford
Essex CM1 1TU

Balance Sheet

For the year ended 30 September 1998

	Notes	1998 £	1997 £
Current assets			
Amounts owed by group undertakings		15,092	15,092
Capital and reserves			
Called-up share capital	2	15,090	15,090
Profit and loss account		2	2
		<u>15,092</u>	<u>15,092</u>

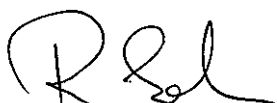
Throughout the financial year ending 30 September 1998 the Company was a dormant company within the meaning of Section 250 of the Companies Act 1985 and in accordance with that Section, no auditors' report is attached to these accounts.

Signed on behalf of the Board

S J Davies



Director



R L Solomons

Director

7th October 1998

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

Notes to Accounts

For the year ended 30 September 1998

1 Directors remuneration

No remuneration was paid to the directors of the Company.

2 Called-up share capital

	1998 £	1997 £
<i>Authorised</i>		
15,000 1% Deferred Cumulative Preference Shares of 100p each	15,000	15,000
75 Redeemable Preference Shares of 100p each	75	75
10,000 Ordinary Shares of 100p each	10,000	10,000
	<u>25,075</u>	<u>25,075</u>
<i>Allotted, called-up and fully paid</i>		
15,000 1% Deferred Cumulative Preference Shares of 100p each	15,000	15,000
75 Redeemable Preference Shares of 100p each	75	75
15 Ordinary Shares of 100p each	15	15
	<u>15,090</u>	<u>15,090</u>

3 Ultimate parent undertaking

The Company is a subsidiary undertaking of Britvic Soft Drinks Limited, incorporated in Great Britain and registered in England.

The largest group in which the results of Southern Table Water Company 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 Britvic Soft Drinks Limited, incorporated in England and Wales whose principal place of business is at Britvic House, Broomfield Road, Chelmsford, Essex CM1 1TU.