

---

**WHITBREAD WEST PENNINES LIMITED**

---

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 3 MARCH 2011**



---

**WHITBREAD WEST PENNINES LIMITED**

---

**COMPANY INFORMATION**

---

<b>DIRECTORS</b>	Whitbread Directors 1 Limited Whitbread Directors 2 Limited D Lowry (appointed 16 August 2010)
<b>COMPANY SECRETARY</b>	Whitbread Secretaries Limited
<b>COMPANY NUMBER</b>	26091
<b>REGISTERED OFFICE</b>	Whitbread Court Houghton Hall Business Park Dunstable Bedfordshire LU5 5XE
<b>AUDITORS</b>	Ernst & Young LLP Apex Plaza Forbury Road Reading Berkshire RG1 1YE

---

**WHITBREAD WEST PENNINES LIMITED**

---

**DIRECTORS' REPORT  
FOR THE YEAR ENDED 3 MARCH 2011**

---

The Directors present their report and the financial statements for the year ended 3 March 2011

**PRINCIPAL ACTIVITIES**

For the year ended 3 March 2011 and the prior year the Company has been engaged in the management of claims in relation to property contracts

**DIRECTORS**

The Directors who served during the year were

Whitbread Directors 1 Limited  
Whitbread Directors 2 Limited  
D Lowry (appointed 16 August 2010)

All fees paid to directors as remuneration are borne by the parent company and it is not practical to allocate the amount for services in respect of this company

**QUALIFYING THIRD PARTY INDEMNITY PROVISIONS**

A qualifying indemnity provision (as defined in Section 236 (1) of the Companies Act 2006) is in force for the benefit of the directors

**PROVISION OF INFORMATION TO AUDITORS**

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that

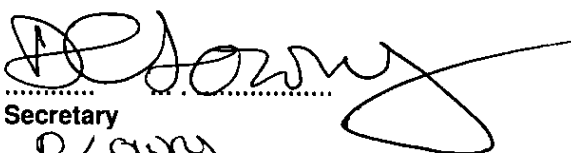
- so far as that Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information

**AUDITORS**

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board and signed on its behalf

  
.....  
Secretary  
D Lowry  
Date  
21 October 2011

---

**WHITBREAD WEST PENNINES LIMITED**

---

**STATEMENT OF DIRECTORS' RESPONSIBILITIES  
FOR THE YEAR ENDED 3 MARCH 2011**

---

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

---

## WHITBREAD WEST PENNINES LIMITED

---

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WHITBREAD WEST PENNINES LIMITED

---

We have audited the financial statements of Whitbread West Pennines Limited for the year ended 3 March 2011, which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### **SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements.

#### **OPINION ON FINANCIAL STATEMENTS**

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 3 March 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

---

**WHITBREAD WEST PENNINES LIMITED**

---

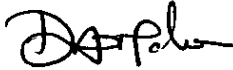
**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WHITBREAD WEST PENNINES LIMITED**

---

**MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the Directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report



Debbie O'Hanlon (Senior statutory auditor)  
for and on behalf of  
**Ernst & Young LLP**  
Statutory Auditor  
Reading

Date 26 October 2011

---

WHITBREAD WEST PENNINES LIMITED

---

PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 3 MARCH 2011

---

	Note	Year ended 3 March 2011 £	Year ended 4 March 2010 £
<b>EXCEPTIONAL ITEMS</b>			
Other exceptional items	5	<u>9,420</u>	<u>(561,637)</u>
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE INTEREST</b>		<b>9,420</b>	<b>(561,637)</b>
Interest payable and similar charges	4	<u>-</u>	<u>(21,684)</u>
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>9,420</b>	<b>(583,321)</b>
Tax on profit/(loss) on ordinary activities	6	<u>110,209</u>	<u>-</u>
<b>PROFIT/(LOSS) FOR THE FINANCIAL PERIOD</b>	11	<u><u>119,629</u></u>	<u><u>(583,321)</u></u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2011 or 2010 other than those included in the Profit and Loss Account

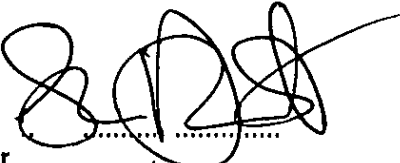
The notes on pages 7 to 11 form part of these financial statements

**WHITBREAD WEST PENNINES LIMITED**  
**REGISTERED NUMBER. 26091**

**BALANCE SHEET**  
**AS AT 3 MARCH 2011**

	Note	3 March 2011 £	4 March 2010 £
<b>CURRENT ASSETS</b>			
Debtors	7	6,497,726	6,483,153
<b>CREDITORS</b> amounts falling due within one year	8	<u>(13,934)</u>	<u>-</u>
<b>NET CURRENT ASSETS</b>		<u>6,483,792</u>	<u>6,483,153</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>6,483,792</u>	<u>6,483,153</u>
<b>PROVISIONS FOR LIABILITIES</b>			
Other provisions	9	<u>(371,089)</u>	<u>(490,079)</u>
<b>NET ASSETS</b>		<u><u>6,112,703</u></u>	<u><u>5,993,074</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	10	6,246,924	6,246,924
Share premium account	11	329,217	329,217
Profit and loss account	11	<u>(463,438)</u>	<u>(583,067)</u>
<b>SHAREHOLDERS' FUNDS</b>	12	<u><u>6,112,703</u></u>	<u><u>5,993,074</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by



Director  
 S Barrett

Date 21 October 2011

The notes on pages 7 to 11 form part of these financial statements



---

**WHITBREAD WEST PENNINES LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 3 MARCH 2011**

---

**1. ACCOUNTING POLICIES**

**1.1 Authorisation**

The financial statements of Whitbread West Pennines Ltd for the year ended 03 March 2011 were authorised for issue by the Board of Directors on *21 October 2011*

**1.2 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

**1.3 Cash flow**

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

**1.4 Going concern**

The Company's business activities together with the factors likely to effect its future development, performance and position are set out above. The financial position of the Company is set out in the following accounts

The Company has adequate financial resources and, as a consequence, the directors believe that the Company is well placed to manage its business risks

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements

**1.5 Provisions**

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation

**2. AUDITORS' REMUNERATION**

Audit fees for the year were paid by the parent company, Whitbread PLC. Information about the total audit fees paid by the Group can be found in the Whitbread PLC report and financial statements for the year ended 3 March 2011

**3. STAFF COSTS**

The Company has no employees other than the Directors, who did not receive any remuneration (2010 - £NIL)

---

WHITBREAD WEST PENNINES LIMITED

---

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 3 MARCH 2011

---

4 INTEREST PAYABLE

	Year ended 3 March 2011 £	Year ended 4 March 2010 £
Other interest payable	-	21,684

5. EXCEPTIONAL ITEMS

	Year ended 3 March 2011 £	Year ended 4 March 2010 £
Costs associated with onerous contracts	-	371,765
Legal fees	-	189,872
Release of onerous contract provision	(9,420)	-
	<u>(9,420)</u>	<u>561,637</u>

6. TAXATION

	Year ended 3 March 2011 £	Year ended 4 March 2010 £
<b>Analysis of tax (credit)/charge in the year</b>		
UK corporation tax charge on profit/loss for the year	23,454	-
Adjustments in respect of prior periods	(133,663)	-
	<u>(110,209)</u>	<u>-</u>

---

**WHITBREAD WEST PENNINES LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 3 MARCH 2011**

---

**6. TAXATION (continued)**

**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2010 - higher than) the standard rate of corporation tax in the UK of 28% (2010 - 28%). The differences are explained below

	<b>Year ended 3 March 2011 £</b>	<b>Year ended 4 March 2010 £</b>
Profit/loss on ordinary activities before tax	<b>9,420</b>	(583,321)
Profit/loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2010 - 28%)	<b>2,638</b>	(163,330)
<b>Effects of</b>		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	-	163,330
Adjustments to tax charge in respect of prior periods	<b>(133,663)</b>	-
Transfer pricing adjustment	<b>20,816</b>	-
<b>Current tax (credit)/charge for the year</b> (see note above)	<b>(110,209)</b>	-

**Factors that may affect future tax charges**

In his budget of 22 June 2010, the Chancellor of the Exchequer announced a decrease in the rate of UK corporation tax from 28% to 24%, phased over a period from April 2011 to April 2014. An additional 1% reduction, with effect from April 2011, was announced in the budget of 23 March 2011.

The rate change will impact the amount of the future cash tax payment to be made by the Company.

**7. DEBTORS**

	<b>3 March 2011 £</b>	<b>4 March 2010 £</b>
Amounts owed by group undertakings	<b>6,387,517</b>	6,483,153
Other debtors	<b>110,209</b>	-
	<b>6,497,726</b>	6,483,153

**WHITBREAD WEST PENNINES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 3 MARCH 2011**

**8. CREDITORS.**

Amounts falling due within one year

	3 March 2011 £	4 March 2010 £
Amounts owed to group undertakings	<u>13,934</u>	<u>-</u>

**9. PROVISIONS**

	Onerous contracts £	Other £	Total £
At 5 March 2010	300,207	189,872	490,079
Amounts used	(109,570)	-	(109,570)
Amounts reversed	(9,420)	-	(9,420)
At 3 March 2011	<u>181,217</u>	<u>189,872</u>	<u>371,089</u>

**Onerous contracts**

A provision was raised in relation to property reversions as a result of The Laurel Pub Company Limited entering administration in March 2008

**Other**

Provision was raised for litigation

**10. SHARE CAPITAL**

	3 March 2011 £	4 March 2010 £
<b>Allotted, called up and fully paid</b>		
6,246,924 Ordinary shares of £1 each	<u>6,246,924</u>	<u>6,246,924</u>

**11 RESERVES**

	Share premium account £	Profit and loss account £
At 5 March 2010	329,217	(583,067)
Profit for the year	-	119,629
At 3 March 2011	<u>329,217</u>	<u>(463,438)</u>

---

**WHITBREAD WEST PENNINES LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 3 MARCH 2011**

---

**12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	<b>3 March 2011 £</b>	<b>4 March 2010 £</b>
Opening shareholders' funds	<b>5,993,074</b>	6,576,395
Profit/(loss) for the year	<b>119,629</b>	(583,321)
Closing shareholders' funds	<b><u>6,112,703</u></b>	<b><u>5,993,074</u></b>

**13. RELATED PARTY TRANSACTIONS**

The Company is a wholly-owned subsidiary of Whitbread PLC, the ultimate controlling entity of the group, and has taken advantage of the exemption given in Financial Reporting Standard No 8 not to disclose transactions with other group companies

**14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The immediate parent undertaking is Whitbread Group PLC. The ultimate parent undertaking is Whitbread PLC.

The parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which the Company is a member is Whitbread Group PLC, registered in England and Wales. Copies of their accounts can be obtained from Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.

The parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the Company is a member is Whitbread PLC, registered in England and Wales. Copies of their accounts can be obtained from Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.