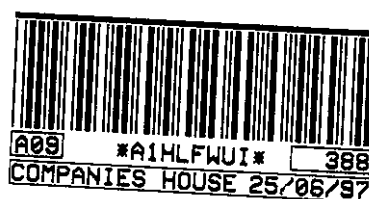


**DIRECTORS' REPORT AND ACCOUNTS**

**WHITBREAD EAST PENNINES LIMITED**

**REGISTERED NUMBER: 17030**

**1 MARCH 1997**



**WHITBREAD EAST PENNINES LIMITED****REPORT OF THE DIRECTORS**

Directors: Mr C J Wilkins  
Mr M D Hampson (resigned 28 February 1997)  
Mr S C Barratt

Secretary: Miss N J Fenton

Registered office: Chiswell Street  
London. EC1Y 4SD

**Accounts and dividends**

The directors submit to the shareholders the report and accounts for the year ended 1 March 1997.

No dividend is proposed.

**Principal activities**

The directors report that the Company has not traded during the year ended 1 March 1997.

**Directors**

The directors who served during the period were those listed above.

**Directors' interests**

According to the register maintained as required under the Companies Act 1985, the beneficial interests of the directors in shares and options over the ordinary shares in the holding company, Whitbread PLC including shares held under the Whitbread PLC Share Ownership Scheme are as follows:—

	<b>1 March 1997</b>	<b>3 March 1996</b>
C J Wilkins	5,677	5,565
S C Barratt	86	48

**WHITBREAD EAST PENNINES LIMITED**

During the year the following movements in options over the ordinary share capital of the holding company, Whitbread PLC, took place:-

		<u>Options held</u> <u>at 3/3/96</u>	<u>Options granted</u> <u>Number</u>	<u>Price</u> <u>(p)</u>	<u>Options exercised</u> <u>Number</u>	<u>Price</u> <u>(p)</u>	<u>Options held</u> <u>at 2/3/96</u>
C J Wilkins	a	68,300	2,300	727.8	9,300	416.2	61,300
	b	3,856	590	584.2	-	-	4,446
S C Barratt	a	31,200	1,700	727.8	-	-	32,900

- (a) the Executive Share Option Scheme  
(b) the Savings Related Share Option Scheme

BY ORDER OF THE BOARD

*Nicole J Fenton*  
SECRETARY

Date: 16 June 1997

**WHITBREAD EAST PENNINES LIMITED****BALANCE SHEET AT 1 MARCH 1997**

	<u>1 March 1997</u>	<u>2 March 1996</u>
	£	£
<b><u>Assets employed</u></b>		
Amount due from parent undertaking	<u>4,879,525</u>	<u>4,879,525</u>
<b><u>Capital and reserves</u></b>		
Called up share capital	2,739,576	2,739,576
Share premium account	135,842	135,842
Profit and loss account	<u>2,004,107</u>	<u>2,004,107</u>
	<u>4,879,525</u>	<u>4,879,525</u>

The Company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the accounting period ending at the date of this balance sheet.

  
C J WILKINS

Date: 16 June 1997

**Notes to the accounts**

The parent undertaking of the 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 Whitbread PLC's accounts can be obtained from Chiswell Street, London EC1Y 4SD.

The Company has not traded during the period and therefore does not present a profit and loss account.