

Registered number: 17030

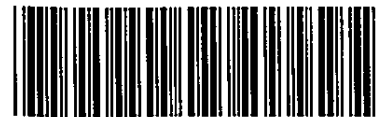
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**WHITBREAD EAST PENNINES LIMITED**

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**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 28 FEBRUARY 2013**

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**WHITBREAD EAST PENNINES LIMITED**

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**COMPANY INFORMATION**

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<b>DIRECTORS</b>	Whitbread Directors 1 Limited Whitbread Directors 2 Limited DC Lowry
<b>COMPANY SECRETARY</b>	Whitbread Secretaries Limited
<b>REGISTERED NUMBER</b>	17030
<b>REGISTERED OFFICE</b>	Whitbread Court Houghton Hall Business Park Porz Avenue Dunstable Bedfordshire LU5 5XE
<b>INDEPENDENT AUDITOR</b>	Ernst & Young LLP 1 Colmore Square Birmingham West Midlands B4 6HQ

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**WHITBREAD EAST PENNINES LIMITED**

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 28 FEBRUARY 2013**

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The Directors present their report and the financial statements for the year ended 28 February 2013

**PRINCIPAL ACTIVITIES**

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  
DC Lowry

All fees paid to the directors as remuneration are borne by Whitbread Group PLC 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 AUDITOR**

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

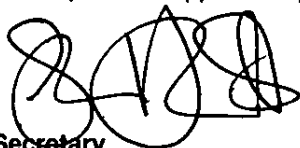
- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditor in connection with preparing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

**AUDITOR**

The auditor, 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

E BARRATT, FOR AND ON BEHALF OF WHITBREAD SECRETARIES LTD

Date 3 OCTOBER 2013

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**WHITBREAD EAST PENNINES LIMITED**

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**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 28 FEBRUARY 2013**

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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 accounting 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.

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**WHITBREAD EAST PENNINES LIMITED**

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**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WHITBREAD EAST PENNINES LIMITED**

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We have audited the financial statements of Whitbread East Pennines Limited for the year ended 28 February 2013, 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 Auditor's 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 AUDITOR**

As explained more fully in the Directors' Responsibilities Statement, 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. In addition, we read all the financial and non-financial information in the Directors' Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**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 28 February 2013 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.

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**WHITBREAD EAST PENNINES LIMITED**

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**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WHITBREAD EAST PENNINES LIMITED**

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**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

*Ernst & Young LLP*

Simon O'Neill (Senior Statutory Auditor)

for and on behalf of

**Ernst & Young LLP**

Statutory Auditor

Birmingham

Date

*4/10/2013*

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**WHITBREAD EAST PENNINES LIMITED**

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**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 28 FEBRUARY 2013**

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	Note	Year ended 28 February 2013 £	Year ended 1 March 2012 £
<b>EXCEPTIONAL ITEMS</b>			
Other exceptional items	6	<u>2,371</u>	<u>(239,970)</u>
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE INTEREST</b>			
		<b>2,371</b>	<b>(239,970)</b>
Interest receivable and similar income	4	<b>168,723</b>	<b>198,804</b>
Interest payable and similar charges	5	<u>(8,517)</u>	<u>(7,489)</u>
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>			
		<b>162,577</b>	<b>(48,655)</b>
Tax on profit/(loss) on ordinary activities	7	<u>(39,295)</u>	<u>12,733</u>
<b>PROFIT/(LOSS) FOR THE FINANCIAL PERIOD</b>	12	<u><u>123,282</u></u>	<u><u>(35,922)</u></u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2013 or 2012 other than those included in the Profit and Loss Account

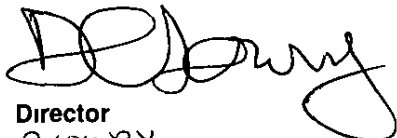
The notes on pages 7 to 11 form part of these financial statements

**WHITBREAD EAST PENNINES LIMITED**  
**REGISTERED NUMBER: 17030**

**BALANCE SHEET**  
**AS AT 28 FEBRUARY 2013**

	Note	28 February 2013 £	1 March 2012 £
<b>CURRENT ASSETS</b>			
Debtors	8	3,266,662	3,089,301
<b>CREDITORS</b> amounts falling due within one year	9	<u>(47,933)</u>	<u>-</u>
<b>NET CURRENT ASSETS</b>		<u>3,218,729</u>	<u>3,089,301</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>3,218,729</u>	<u>3,089,301</u>
<b>PROVISIONS FOR LIABILITIES</b>			
Other provisions	10	<u>(454,193)</u>	<u>(448,047)</u>
<b>NET ASSETS</b>		<u><u>2,764,536</u></u>	<u><u>2,641,254</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	11	2,739,576	2,739,576
Share premium account	12	135,842	135,842
Profit and loss account	12	<u>(110,882)</u>	<u>(234,164)</u>
<b>SHAREHOLDERS' FUNDS</b>	13	<u><u>2,764,536</u></u>	<u><u>2,641,254</u></u>

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



Director

D. LOWRY

Date 3 OCTOBER 2013



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**WHITBREAD EAST PENNINES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2013**

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**1. ACCOUNTING POLICIES**

**1.1 Authorisation**

The financial statements of Whitbread East Pennines Ltd for the year ended 28 February 2013 were authorised for issue by the Board of Directors on 3 OCTOBER 2013

**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 Going concern**

The financial position of the Company is set out in these financial statements. The Company has considerable 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 existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

**1.4 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.

**1.5 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 a parent company, Whitbread Group 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 28 February 2013.

**3. STAFF COSTS**

The Company has no employees other than the Directors, who did not receive any remuneration (2012 - £NIL). All fees paid to directors as remuneration are borne by the parent company Whitbread Group PLC and it is not practical to allocate the amount for services in respect of this Company.

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WHITBREAD EAST PENNINES LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2013

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4. INTEREST RECEIVABLE

	Year ended 28 February 2013 £	Year ended 1 March 2012 £
Interest receivable from group companies	<u>168,723</u>	<u>198,804</u>

5. INTEREST PAYABLE

	Year ended 28 February 2013 £	Year ended 1 March 2012 £
Interest unwinding on provisions	<u>8,517</u>	<u>7,489</u>

6. EXCEPTIONAL ITEMS

	Year ended 28 February 2013 £	Year ended 1 March 2012 £
Costs associated with onerous contracts (Note 10)	-	39,970
Litigation provision (Note 10)	-	200,000
Release of provision related to onerous contracts (Note 10)	2,371	-
	<u>2,371</u>	<u>239,970</u>

7. TAXATION

	Year ended 28 February 2013 £	Year ended 1 March 2012 £
UK corporation tax charge/(credit) on profit/loss for the year	<u>39,295</u>	<u>(12,733)</u>

**Factors affecting tax charge for the year**

There were no factors that affected the tax charge for the year which has been calculated on the profit on ordinary activities before tax at the standard rate of corporation tax in the UK of 24 17% (2012 - 26 17%)

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**WHITBREAD EAST PENNINES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2013**

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**7. TAXATION (continued)**

**Factors that may affect future tax charges**

The Finance Act 2012 reduced the main rate of UK corporation tax to 24% from 1 April 2012 and to 23% from 1 April 2013

In his budget of 20 March 2013, the Chancellor of the Exchequer confirmed the planned additional reduction in the rate of corporation tax to 21% from 1 April 2014 and announced a further reduction to 20% from 1 April 2015. These changes had not been substantively enacted at the balance sheet date and consequently, in accordance with UK accounting standards, are not reflected in these financial statements

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

**8. DEBTORS**

	<b>28 February 2013 £</b>	<b>1 March 2012 £</b>
Amounts owed by group undertakings	<b>3,266,662</b>	<b>3,076,568</b>
Tax recoverable	<b>-</b>	<b>12,733</b>
	<b><u>3,266,662</u></b>	<b><u>3,089,301</u></b>

**9. CREDITORS:  
Amounts falling due within one year**

	<b>28 February 2013 £</b>	<b>1 March 2012 £</b>
Corporation tax	<b>39,295</b>	<b>-</b>
Other creditors	<b>8,638</b>	<b>-</b>
	<b><u>47,933</u></b>	<b><u>-</u></b>

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**WHITBREAD EAST PENNINES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2013**

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**10. PROVISIONS**

	<b>Onerous Contracts £</b>	<b>Litigation Provision £</b>	<b>Total £</b>
At 2 March 2012	248,047	200,000	448,047
Amounts reversed	(2,371)	-	(2,371)
Discounted adjustments	8,517	-	8,517
At 28 February 2013	<u>254,193</u>	<u>200,000</u>	<u>454,193</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

**Litigation Provision**

The litigation provision relates to costs associated with litigation claims brought against the company

**11. SHARE CAPITAL**

	<b>28 February 2013 £</b>	<b>1 March 2012 £</b>
<b>Allotted, called up and fully paid</b> 2,739,576 Ordinary shares of £1 each	<u>2,739,576</u>	<u>2,739,576</u>

**12. RESERVES**

	<b>Share premium account £</b>	<b>Profit and loss account £</b>
At 2 March 2012	135,842	(234,164)
Profit for the year	-	123,282
At 28 February 2013	<u>135,842</u>	<u>(110,882)</u>

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**WHITBREAD EAST PENNINES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 28 FEBRUARY 2013**

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

	<b>28 February 2013</b>	<b>1 March 2012</b>
	<b>£</b>	<b>£</b>
Opening shareholders' funds	<b>2,641,254</b>	2,677,176
Profit/(loss) for the year	<b>123,282</b>	(35,922)
Closing shareholders' funds	<b><u>2,764,536</u></b>	<u>2,641,254</u>

**14. 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

**15. 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.