

Registered number: 26091

WHITBREAD WEST PENNINES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 4 MARCH 2010

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WHITBREAD WEST PENNINES LIMITED

COMPANY INFORMATION

DIRECTORS	Whitbread Directors 1 Limited Whitbread Directors 2 Limited D Lowry (appointed 16 August 2010)
COMPANY SECRETARY	Whitbread Secretaries Limited
COMPANY NUMBER	26091
REGISTERED OFFICE	Whitbread Court Houghton Hall Business Park Porz Avenue Dunstable Bedfordshire LU5 5XE
AUDITORS	Ernst & Young LLP 400 Capability Green Luton Bedfordshire LU1 3LU

WHITBREAD WEST PENNINES LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 4 MARCH 2010**

The Directors present their report and the financial statements for the year ended 4 March 2010

PRINCIPAL ACTIVITY

The directors report that the Company has not traded during the year ended 4 March 2010 nor during the previous year

BUSINESS REVIEW

The Company had been dormant for a number of years but during the year settled a litigation claim and as a result of The Laurel Pub Company Limited entering administration in March 2008 a provision was raised relating to a property where the Company has an obligation

RESULTS

The loss for the year, after taxation, amounted to £583,321 (2009 - profit £NIL)

DIRECTORS

The Directors who served during the year were

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

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

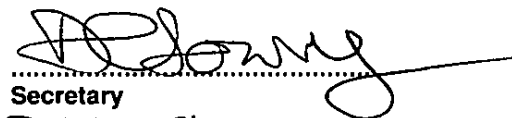
Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that

- 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

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



Secretary

D C LOWRY

Date

13 SEPTEMBER 2010.

WHITBREAD WEST PENNINES LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 4 MARCH 2010

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 4 March 2010, 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 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 4 March 2010 and of its loss 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.

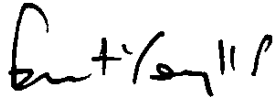
WHITBREAD WEST PENNINES LIMITED

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



Andy Clewer (Senior statutory auditor)
for and on behalf of
ERNST & YOUNG LLP
Statutory Auditor
Luton

Date 15/9/10

WHITBREAD WEST PENNINES LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 4 MARCH 2010**

	Note	Year ended 4 March 2010 £	Year ended 26 February 2009 £
EXCEPTIONAL ITEMS			
Other exceptional items	5	(561,637)	-
LOSS ON ORDINARY ACTIVITIES BEFORE INTEREST		(561,637)	-
Interest payable	4	(21,684)	-
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(583,321)	-
Tax on loss on ordinary activities	6	-	-
LOSS FOR THE FINANCIAL PERIOD	10	(583,321)	-

All amounts relate to continuing operations

There were no recognised gains and losses for 2010 or 2009 other than those included in the Profit and loss account

The notes on pages 7 to 10 form part of these financial statements

WHITBREAD WEST PENNINES LIMITED
REGISTERED NUMBER: 26091

BALANCE SHEET
AS AT 4 MARCH 2010

	Note	4 March 2010 £	26 February 2009 £
CURRENT ASSETS			
Debtors	7	6,483,153	6,576,395
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>6,483,153</u>	<u>6,576,395</u>
PROVISIONS FOR LIABILITIES			
Other provisions	8	(490,079)	-
NET ASSETS		<u>5,993,074</u>	<u>6,576,395</u>
CAPITAL AND RESERVES			
Called up share capital	9	6,246,924	6,246,924
Share premium account	10	329,217	329,217
Profit and loss account	10	(583,067)	254
SHAREHOLDERS' FUNDS	11	<u>5,993,074</u>	<u>6,576,395</u>

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


Director

S C BARRATT

Date

13 SEPTEMBER 2010

The notes on pages 7 to 10 form part of these financial statements

WHITBREAD WEST PENNINES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 4 MARCH 2010

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

1.2 Going concern

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

1.3 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 4 March 2010

3. STAFF COSTS

The Company has no employees other than the Directors, who did not receive any remuneration (2009 - £NIL)

4. INTEREST PAYABLE

	Year ended 4 March 2010 £	Year ended 26 February 2009 £
Other interest payable	21,684	-

5. EXCEPTIONAL ITEMS

	Year ended 4 March 2010 £	Year ended 26 February 2009 £
Costs associated with onerous contracts	371,765	-
Legal fees	189,872	-
	561,637	-

WHITBREAD WEST PENNINES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 4 MARCH 2010**

6. TAXATION

Factors affecting tax charge for the year

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

	Year ended 4 March 2010 £	Year ended 26 February 2009 £
Loss on ordinary activities before tax	(583,321)	-
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 28%	(163,330)	-
Effects of:		
Expenses not deductible for tax purposes	163,330	-
Current tax charge for the year (see note above)	-	-

7. DEBTORS

	4 March 2010 £	26 February 2009 £
Amounts owed by group undertakings	6,483,153	6,576,395

8. PROVISIONS

	Onerous contracts £	Other £	Total £
At 27 February 2009	-	-	-
Additions	371,765	189,872	561,637
Amounts used	(93,242)	-	(93,242)
Discounted adjustments	21,684	-	21,684
At 4 March 2010	300,207	189,872	490,079

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

A provision was raised in relation to litigation

WHITBREAD WEST PENNINES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 4 MARCH 2010**

9. SHARE CAPITAL

	4 March 2010 £	26 February 2009 £
Allotted, called up and fully paid		
6,246,924 Ordinary shares of £1 each	<u>6,246,924</u>	<u>6,246,924</u>

10. RESERVES

	Share premium account £	Profit and loss account £
At 27 February 2009	329,217	254
Loss for the year	-	(583,321)
At 4 March 2010	<u>329,217</u>	<u>(583,067)</u>

11. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	4 March 2010 £	26 February 2009 £
Opening shareholders' funds	6,576,395	6,576,395
(Loss)/profit for the year	(583,321)	-
Closing shareholders' funds	<u>5,993,074</u>	<u>6,576,395</u>

12. RELATED PARTY TRANSACTIONS

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

WHITBREAD WEST PENNINES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 4 MARCH 2010**

13. 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.