



**BLUEPRINT**  
Company Secretary

Please complete in typescript,  
or in bold black capitals.

CHFP055

Bulk List

363a

BB 65  
200023

## Annual Return

Company Number 29423

Company Name in full Whitbread PLC

### Date of this return (See note 1)

The information in this return is made up to

Day	Month	Year
01	08	2000

### Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day	Month	Year
01	08	2001

### Registered Office (See note 3)

Show here the address at the date of this return.

Any change of registered office must be notified on form 287.

Post town

County / Region

Postcode

Chiswell Street

London

EC1Y 4SD

### Principal business activities

(See note 4)

Show trade classification code number(s) for the principal activity or activities.

1596

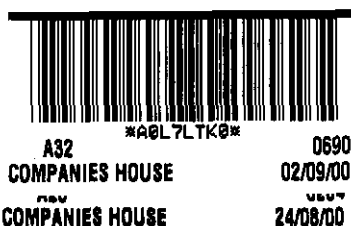
5225

5540

5530

If the code number cannot be determined, give a brief description of principal activity.

Brewing and distribution; pubs; inns; restaurants; hotels; leisure and off-licences.



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

**Register of members** (See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

Lloyds Bank Registrars

The Causeway

Worthing

West Sussex

Postcode

BN99 6DA

**Register of Debenture holders**

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town

County / Region

Lloyds Bank Registrars

The Causeway

Worthing

West Sussex

Postcode

BN99 6DA

**Company type** (See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

✓

Please mark the appropriate box

**Company Secretary** (See notes 8)

(Please photocopy this area to provide details of joint secretaries).

Name

\* Style / Title

Forename(s)

Surname

\* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region

Country

Details of a new company secretary must be notified on form 288a.

\* Honours etc

Simon Charles

Barratt

Longwood

Langton Green

Tunbridge Wells

Kent

Postcode

TN3 0BA

**Directors** (See notes 8)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

<b>Name</b>	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		2	2	0 8 1 9 4 0
Forename(s)	John Middlecott			
Surname	Banham			
Previous forename(s)				
Previous surname(s)				
<b>Address</b>	34 Hornton Street			
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town	Kensington		
	County / Region	London	Postcode	W8 7NR
	Country		Nationality	British
<b>Business occupation</b>	Chairman			
<b>Other directorships</b>	(See continuation sheet).			

\* Voluntary details.

<b>Name</b>	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		1	5	0 2 1 9 5 6
Forename(s)	Charles Mark			
Surname	Gurassa			
Previous forename(s)				
Previous surname(s)				
<b>Address</b>	121 Elgin Crescent			
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town			
	County / Region	London	Postcode	W11 2TH
	Country		Nationality	British
<b>Business occupation</b>	chief executive officer			
<b>Other directorships</b>	(See continuation sheet).			

**Issued share capital** (See note 9)

Enter details of all the shares in issue at the date of this return.

**Class**  
(e.g. Ordinary/Preference)

**Number of  
shares issued**

**Aggregate  
Nominal Value**

(i.e. Number of shares issued multiplied by nominal value per share)

ORDINARY	497,565,675	124,391,418
	497,565,675	124,391,418
	497,565,675	124,391,418
total	521,565,675	
	Shares	
	497,565,675	124,391,418
<b>Totals</b>		

**List of past and present members**

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

(see note 10)

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☐
☒
**Elective resolutions**

(Private companies only)

(see note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

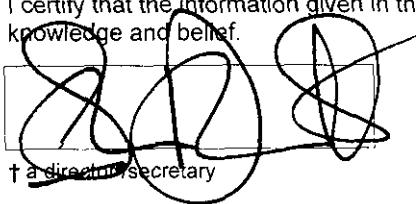
☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐
**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

23/8/2000

† Please delete as appropriate.

† a director/secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House.**

This return includes

22<sup>15</sup>

continuation sheets.

(enter number)

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

The Secretary  
Whitbread PLC  
Chiswell Street  
London EC1Y 4SD  
0171 606 4455

**Directors** (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

<b>Name</b>	* Style / Title	<b>Miss</b>												
		Day	Month	Year										
	* Honours etc	<b>O.B.E.</b>		Date of birth	1	8	0	2	1	9	4	0		
	Forename(s)	<b>Prudence Margaret</b>												
	Surname	<b>Leith</b>												
	Previous forename(s)	<b>Prudence Margaret</b>												
	Previous surname(s)	<b>Leith</b>												
<b>Address</b>	<b>94 Kensington Park Road</b>													
	Post town	<b>London</b>												
	County / Region							Postcode	<b>W11 2PN</b>					
	Country	<b>United Kingdom</b>						Nationality	<b>British</b>					
	<b>Business occupation</b>	<b>Caterer</b>												
	<b>Other directorships</b>	<b>(See continuation sheet).</b>												

\* Voluntary details.

<b>Name</b>	* Style / Title	<b>Lord</b>												
		Day	Month	Year										
	* Honours etc	<b>DL</b>		Date of birth	3	0	0	3	1	9	3	7		
	Forename(s)	<b>Ian Charter</b>												
	Surname	<b>MacLaurin</b>												
	Previous forename(s)													
	Previous surname(s)													
<b>Address</b>	<b>Longdene</b>													
	<b>Old Lane</b>													
	Post town	<b>Knebworth</b>												
	County / Region	<b>Herts</b>						Postcode	<b>SG3 6AF</b>					
	Country	<b>England</b>						Nationality	<b>British</b>					
	<b>Business occupation</b>	<b>Director</b>												
	<b>Other directorships</b>	<b>(See continuation sheet).</b>												

**Directors** (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

<b>Name</b>	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		2	7	1 2 1 9 5 2
Forename(s)	Stewart			
Surname	Miller			
Previous forename(s)				
Previous surname(s)				
<b>Address</b>	Kinghams Meadow			
	Hudnall Lane			
	Little Gaddesden			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	Berkhamstead		
	County / Region	Herts	Postcode	HP4 1QE
	Country		Nationality	British
<b>Business occupation</b>	Operations Director ✓			
<b>Other directorships</b>	(See continuation sheet).			

\* Voluntary details.

<b>Name</b>	* Style / Title			
		Day	Month	Year
* Honours etc	LLB BCL FCA	Date of birth		
		0	7	0 5 1 9 3 8
Forename(s)	John Mario Faskally			
Surname	Padovan			
Previous forename(s)				
Previous surname(s)				
<b>Address</b>	15 Lord North Street			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	Westminster		
	County / Region	London	Postcode	SW1P 3LD
	Country		Nationality	British
<b>Business occupation</b>	Director ✓			
<b>Other directorships</b>	(See continuation sheet).			

**Directors** (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

<b>Name</b>	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		2	5	1 1 1 9 4 6
Forename(s)	Alan Charles			
Surname	Parker			
Previous forename(s)				
Previous surname(s)				
<b>Address</b>	Wayfarers			
	Lake Road			
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town	Virginia Water		
	County / Region	Surrey	Postcode	GU25 4QW
	Country		Nationality	British
<b>Business occupation</b>	M D Whitbread Hotel Company			
<b>Other directorships</b>	(See continuation sheet).			

\* Voluntary details.

<b>Name</b>	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		3	0	0 4 1 9 4 8
Forename(s)	Alan Steven			
Surname	Perelman			
Previous forename(s)				
Previous surname(s)				
<b>Address</b>	66 Woodside Avenue			
	Highgate			
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town	London		
	County / Region		Postcode	N6 4ST
	Country	England	Nationality	British & Australian
<b>Business occupation</b>	Company Director			
<b>Other directorships</b>	(See continuation sheet).			

**Directors** (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

<b>Name</b>	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		0	2	0	6	1	9	5	1
Forename(s)	David Hedley								
Surname	Richardson								
Previous forename(s)									
Previous surname(s)									
<b>Address</b>	47B Church End								
	Biddenham								
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town								
	County / Region	Beds	Postcode	MK40 4AS					
	Country		Nationality	British					
<b>Business occupation</b>	Chartered Accountant (FCA) ✓								
<b>Other directorships</b>	(See continuation sheet).								

\* Voluntary details.

<b>Name</b>	* Style / Title								
		Day	Month	Year					
* Honours etc		Date of birth							
		0	8	1	1	1	9	4	9
Forename(s)	William Mervyn Frew Carey								
Surname	Shannon ✓								
Previous forename(s)									
Previous surname(s)									
<b>Address</b>	The Grange								
	Studham Lane								
	Dagnall								
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town	Berkhamsted							
	County / Region	Herts	Postcode	HP4 1RJ					
	Country	England	Nationality	British					
<b>Business occupation</b>	Managing Director, Inns Chartered Accountant (Scotland) ✓								
<b>Other directorships</b>	(See continuation sheet).								



**Directors** (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

<b>Name</b>	* Style / Title			
		Day	Month	Year
	* Honours etc	Date of birth		
		0	4	1 0 1 9 4 7
Forename(s)		Miles Howard		
Surname		Templeman		
Previous forename(s)				
Previous surname(s)				
<b>Address</b>		Whitmore Farm		
		Church Road		
	Post town	Windlesham		
	County / Region	Surrey	Postcode	GU20 6BH
	Country	England	Nationality	British
<b>Business occupation</b>		Managing Director Whitbread Beer Company		
<b>Other directorships</b>		(See continuation sheet).		

\* Voluntary details.

<b>Name</b>	* Style / Title			
		Day	Month	Year
	* Honours etc	Date of birth		
		2	0	0 2 1 9 4 4
Forename(s)		David Malcolm		
Surname		Thomas		
Previous forename(s)				
Previous surname(s)				
<b>Address</b>		The Paddocks		
		Charlwood Drive		
	Post town	Oxshott		
	County / Region	Surrey	Postcode	KT22 0HB
	Country	England	Nationality	British
<b>Business occupation</b>		Chief Executive, Whitbread PLC		
<b>Other directorships</b>		(See continuation sheet).		

**Directors** (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

<b>Name</b>	* Style / Title			
		Day	Month	Year
	* Honours etc	Date of birth		
		2	5	0 7 1 9 4 1
	Forename(s)	Karel		
	Surname	Vuursteen		
	Previous forename(s)			
	Previous surname(s)			
<b>Address</b>		Kortrijk 19		
		3621 LZ		
	Post town	Breukelen		
	County / Region		Postcode	
	Country	Holland	Nationality	Dutch
	<b>Business occupation</b>	Chairman, Heineken NV		
	<b>Other directorships</b>	None		

\* Voluntary details.

<b>Name</b>	* Style / Title			
		Day	Month	Year
	* Honours etc	Date of birth		
		2	2	0 2 1 9 3 7
	Forename(s)	Samuel Charles		
	Surname	Whitbread		
	Previous forename(s)			
	Previous surname(s)			
<b>Address</b>		Southill Park		
	Post town	Biggleswade		
	County / Region	Bedfordshire	Postcode	SG18 9LL
	Country	England	Nationality	British
	<b>Business occupation</b>	Non-Executive Director, Whitbread PLC ✓		
	<b>Other directorships</b>	(See continuation sheet).		

**Directors** (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

<b>Name</b>	* Style / Title	Lord Williamson of Ho								
	* Honours etc	GCMG, C.B.	Date of birth	<table border="1"> <tr> <td>Day</td> <td>Month</td> <td>Year</td> </tr> <tr> <td>08</td> <td>05</td> <td>1934</td> </tr> </table>	Day	Month	Year	08	05	1934
Day	Month	Year								
08	05	1934								
	Forename(s)	David Francis								
	Surname	Williamson								
	Previous forename(s)	David Francis								
	Previous surname(s)	Williamson								
<b>Address</b>		Thatchcroft								
		Broadway								
	Post town	Ilminster								
	County / Region	Somerset	Postcode	TA19 9QZ						
	Country	England	Nationality	British						
	<b>Business occupation</b>	Retired Official								
	<b>Other directorships</b>	(See continuation sheet).								

\* Voluntary details.

<b>Name</b>	* Style / Title									
	* Honours etc		Date of birth	<table border="1"> <tr> <td>Day</td> <td>Month</td> <td>Year</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </table>	Day	Month	Year			
Day	Month	Year								
	Forename(s)									
	Surname									
	Previous forename(s)									
	Previous surname(s)									
<b>Address</b>										
	Post town									
	County / Region		Postcode							
	Country		Nationality							
	<b>Business occupation</b>									
	<b>Other directorships</b>									

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Company Number 29423

Company Name in full Whitbread PLC

Current directorships for John Middlecott Banham

Amescap PLC

ECI Group Limited

Inter-Action Social Enterprise Trust Limited

Kingfisher PLC

Penberth Developments Limited

The Cancer Research Campaign

The Merchants Trust PLC

Past directorships for John Middlecott Banham

ECI Ventures Limited (25-Oct-1996)

National Power PLC (31-Jul-1998)

National Westminster Bank Plc (21-Apr-1998)

QC Tenancies 1 Limited (20-Jan-1999)

QC Tenancies 2 Limited (16-Oct-1998)

QC Tenancies 3 Limited (16-Oct-1998)

QC Tenancies 4 Limited (16-Oct-1998)

QC Tenancies 5 Limited (16-Oct-1998)

Tarmac Holdings PLC (30-Jul-1999)

Tarmac PLC (14-Mar-2000)

Westcountry Television Limited (31-Mar-1997)

Current directorships for Charles Mark Gurassa

Simply Aviation Limited

Thomson Travel Group (Holdings) Limited

Thomson Travel Group PLC

Past directorships for Charles Mark Gurassa

British Airways Holidays Limited (01-Oct-1999)

Company Number 29423

Company Name in full Whitbread PLC

British Airways Regional Limited (01-Oct-1999)

British Asia Airways Limited (01-Oct-1999)

Current directorships for Miss Prudence Margaret Leith

3E's Enterprises Limited

Kingshurst CTC Enterprises Limited

L.K. Properties Limited

The British Food Trust

The Centre For Tomorrow's Company Limited

The City Technology College, Kingshurst

The Food Foundation

The Forum For The Future

Triven VCT PLC

U.K. Skills

Past directorships for Miss Prudence Margaret Leith

Campaign For Learning (14-Jul-1998)

Halifax PLC (27-Apr-1999)

Leith's Farm Limited (17-Dec-1996)

Leith's Limited (14-Jun-1996)

Location (Kensington) Limited (26-Sep-1995)

National Council for Vocational Qualifications (31-Dec-1996)

PLL Limited (14-Jun-1996)

Safeway PLC (30-Apr-1996)

Current directorships for Lord Ian Charter MacLaurin

Derbeyork Trustee Company Limited

England And Wales Cricket Board

Company Number 29423

Company Name in full Whitbread PLC

Hertfordshire Indoor Cricket School

Vodafone Group PLC

Past directorships for Lord Ian Charter MacLaurin

3 Guys Limited (30-Jan-1997)

Billjive Limited (30-Jan-1997)

Bishops Bridge Investments Limited (30-Jan-1997)

Budgen Supermarkets Ltd (30-Jan-1997)

Cadena Cafes, Limited (30-Jan-1997)

Faraday Properties Limited (30-Jan-1997)

Gleneagles PLC (21-Nov-1997)

Guinness PLC (31-Dec-1995)

Harrow Stores (Watford) Ltd (30-Jan-1997)

Hillards Pension Trustees Limited (30-Jan-1997)

J.E. Cohen & Company Limited (30-Jan-1997)

Low, W M, & Co PLC (20-Feb-1996)

Low, W M, Supermarkets Ltd (30-Jan-1997)

National Westminster Bank Plc (13-Feb-1997)

Tesco (London) Ltd (30-Jan-1997)

Tesco Capital Limited (25-Feb-1997)

Tesco Distribution Ltd (30-Jan-1997)

Tesco Estates Ltd (30-Jan-1997)

Tesco Hungary (Holdings) Limited (30-Jan-1997)

Tesco PLC (06-Jun-1997)

Tesco Savings Limited (30-Jan-1997)

Past directorships for Stewart Miller

Dukes Head 1988 Limited (22-Dec-1997)

Company Number 29423

Company Name in full Whitbread PLC

First Quench Retailing Limited (15-Mar-2000)

Mycraft Limited (18-Sep-1998)

Current directorships for John Mario Faskally Padovan

City And Guilds Of London Art School Limited

Fine Arts Developments plc

Furniture Village PLC

HFC Bank plc

River & Mercantile First United Kingdom Investment Trust PLC

Schroder Split Fund Plc

Tilbury Douglas PLC

Whitbread Pension Trustees Limited

Williams Lea Group Limited

Past directorships for John Mario Faskally Padovan

Broadgate Properties PLC (15-Jan-1996)

Evans of Leeds PLC (29-Jul-1999)

Fairbairn European Smaller Companies Index Trust (10-Sep-1996)

Fairfield-Mabey Limited (30-Sep-1997)

Mabey Holdings Limited (31-Dec-1997)

Planned Maintenance Engineering Limited (31-Aug-1997)

Rea Brothers Group plc (18-Aug-1999)

The Hartstone Group Plc (29-Jul-1997)

Current directorships for Alan Charles Parker

Autumn Days Limited

Highcliff Hotel (Bournemouth) Limited

J Burton (Warwick) Limited

Company Number 29423

Company Name in full Whitbread PLC

Lambtons Ale Limited

Maintenance Buildings and Signage Limited

Manor Hotels Limited

Morrison Street Hotel Limited

Poles Limited

Respotel Limited

Sprowston Park Golf Club Limited

St Andrews Homes 1995 Limited

St Andrews Homes Limited

Swallow Hotels 1995 Limited

Swallow Hotels Limited

Swallow Hotels Management Limited

The Four Seasons Hotel Limited

Vaux Aviation Limited

Vaux Breweries 1995 Limited

Vaux Breweries Limited

Vaux Group Limited

Past directorships for Alan Charles Parker

Goodwood Park Hotel Limited (01-Apr-1997)

Current directorships for Alan Steven Perelman

Agnew Stores Limited

Britvic Holdings Limited

CGNU Limited

D&A Haddow Limited

First Quench Retailing Limited

Norwich Union plc



Company Number 29423

Company Name in full Whitbread PLC

Swallow Group PLC

The Victoria Wine Company Limited

Whitbread Pension Trustees Limited

Whitbread Share Ownership Trustees Limited

Past directorships for Alan Steven Perelman

Norwich Union Fire Insurance Society Limited (16-Jun-1997)

Norwich Union Holdings Public Limited Company (16-Jun-1997)

Norwich Union Insurance Limited (16-Jun-1997)

The Norwich Union Life Insurance Society (16-Jun-1997)

Current directorships for David Hedley Richardson

First Quench Retailing Limited

Swallow Group PLC

Past directorships for David Hedley Richardson

Bedfordshire Community Enterprise Agency Limited (29-Nov-1996)

Current directorships for William Mervyn Frew Carey Shannon

Aegon PLC

Past directorships for William Mervyn Frew Carey Shannon

Scottish Equitable Holdings Limited (01-Jan-1999)

Scottish Equitable plc (01-Jan-1999)

Current directorships for Miles Howard Templeman

Albert Fisher Group PLC

The Amsterdam Group

The Institute For Citizenship Studies

The Portman Group

Company Number 29423

Company Name in full Whitbread PLC

Past directorships for Miles Howard Templeman

Britannia Soft Drinks Limited (17-Apr-1997)

Britvic Holdings Limited (17-Apr-1997)

Current directorships for David Malcolm Thomas

Brewers' and Licensed Retailers Association

Food From Britain Council

Gifts In Kind U.K. Limited

London Tourist Board Limited

Past directorships for David Malcolm Thomas

Capitol Group plc (28-Oct-1998)

Pizza Hut (UK) Limited (08-Dec-1997)

W. H. Brakspear & Sons PLC (06-Dec-1996)

Current directorships for Samuel Charles Whitbread

Glenalla Forest Limited

Green Meadows Limited

Moggerhanger House Preservation Trust

S. C. Whitbread Farms

Second Trinity Shipping Corporation

Shuttleworth College Enterprises Limited

Southill Sawmills Limited

The Countryside Foundation For Education

The Shire Horse Society

The Shuttleworth Trust

Past directorships for Lord Williamson of Horton David Francis Williamson

Company Number 29423

Company Name in full Whitbread PLC

European Union Baroque Orchestra (01-Aug-1999)

**WHITBREAD PLC GROUP**  
as at 1 August 2000

**Companies 100% owned unless stated otherwise**

COMPANY	COUNTRY	% OWNED
Adventures in Wine Limited		
Ampleflow Limited		
Brewers Fayre Limited	Eire	
Brickwoods Limited		
BrightReasons Group Limited		
Bella Pasta Limited		
BrightReasons International Limited		
BrightReasons Restaurants Limited		
Associated Restaurants (Overseas) Limited	Jersey	
Bella Pasta Restaurants Limited		
Prima Pasta Limited		
Pizzaland Limited		
The Pizza Gallery Limited		
UB Restaurants (CI) Limited	Jersey	
Britannia Inns Limited		
Bunters Restaurants Limited		
Carpenters of Widnes Limited		
Costa Limited		
Costa Coffee Boutique Limited		
The Caterers Coffee Co. Limited		
The Colonial Tea Co. Limited		
The Victorian Tea Company Limited		
Cellar Selection Limited		
Cherwell Inns Limited		
Sun Taverns Limited		
Chiswell Overseas Limited		
RI-Invest B.V.	Netherlands	
Stoneshell Limited		
Chiswell Properties Limited		
Country Club Hotels Limited		
Breadsall Priory Limited		
Broughton Park Hotel Limited		
Forest of Arden Golf & Country Club Limited		
Goodwood Park Hotel Limited		70%
Meon Valley Golf and Country Club Limited		

Priory Leisure Limited		
St Pierre Golf and Country Club Limited		
Tewkesbury Park Golf and Country Club Limited		
Danesk Limited	Scotland	
David Lloyd Leisure Limited		
Castledene Leisure Limited		
David Lloyd Leisure Nurseries Limited		
David Lloyd Sports Centres Limited		
Design Collective Limited		
Farnridge Limited		
Gatehouse Nursery Holdings Limited		
Markson Tennis & Leisure Centres Limited		
Tennis Club Management International Limited		
Curzons Management Associates Limited		
Curzons (Berkeley Square House) Limited		
Curzons Embankment Limited		
Curzons Liverpool Street Limited		
Curzons Plantation House Limited		
Curzons America Square Limited		
David Williams (Builth) Limited		
Dealend Limited		
Delamont Freres Limited		
Delauney Freres Limited		
Dolmix Limited		
Dolphin Hotel (Swansea) Limited		
Dukes Head 1988 Limited		50%
Dunwilco 136 Limited	Scotland	
Dutton's Brewery Limited		
E B Holdings Limited		
E Lacon & Co., Limited		
Evan, Evans, Bevan Limited		
Fleet Wines & Spirits Limited		
Global Restaurants B.V.	Netherlands	
Golf Hotel Hof Treudelberg GmbH	Germany	
Goodhews (Holdings) Limited		
Cromwell Hotel (Stevenage) Limited		
Goodhews B&S Limited		
Harvey's Leisure Promotions Limited		
Goodhews (Castle)		
Goodhews Enterprises		
Goodhews (Inns)		
Goodhews Limited		

Goodhews (Restaurants)		
Uncle Sam's Limited		
Gough Brothers Limited		
Ellis & Co., (Richmond) Limited		
Gough Brothers (Leasing) Limited		
Gough Brothers (Wine Merchants) Limited		
Grosvenor Leisure Limited		
Maredove Limited		
Wheeler Gate Limited		
Hammock Limited		
Hungry Fisherman Limited		
Hunter & Oliver Limited		
J J Norman and Ellery Limited		
Jestbread Limited		
Virlat Limited		
Kaltenberg Brauerei GmbH	Germany	
Latewise Limited		
Lawnpark Limited		
Lloyds Avenue Catering Limited		
Mackeson & Co Limited		
Mackies Wine Company Limited		
Marine Hotel Porthcawl Limited		
Marlow Catering Limited		
Michael Stewart & Sons (Plymouth) Limited		
Morans of Bristol Limited		
Morrison Street Hotel Company Limited	Scotland	50%
Pacific Caledonian Properties Limited	Scotland	
Peter Dominic Limited		
Pilotsquare Management Company Limited		70%
Piquant Caterers Limited		
Pizza Hut (UK) Limited		50%
D H Gorman (Leicester) Limited		
West End Restaurants (Holdings) Limited		
West End Restaurants (Investments) Limited		
West End Restaurants Limited		
Poco-a-Poco Limited		
Porter Tun Limited		
Portsmouth and Brighton United Breweries Limited		
Punch Travel Inn Limited		50%
R C Gough & Co Limited		
Raybain (Leisure) Limited		
Raybain (Northern) Limited		

Raybain (Winebars) Limited			
Reamdale Limited			
Rebecca's Entertainments Limited			
Rhymney Breweries Limited			
Riverview Limited	Ireland		
Robert & Chambers Limited			
S & S Property Limited			
Salford Automatics Limited			
Sheffield Automatics Limited			
Shewell Limited			
Swallow Group PLC			
Alastair Campbell And Company Limited			
Autumn Days Limited			
Belstead Brook Manor Hotel Limited			
Churchgate Manor Hotel Limited			
Eagle Public House Co (Middlesbrough) Limited			
Finite Hotel Systems Limited			
Gable Care Limited			
Highcliff Hotel (Bournemouth) Limited			
J. Burton (Warwick) Limited			
James Bell & Company Limited			
Kingsmills Hotel Company Limited			
Lambtons Ale Limited			
Leisure and Retail Resources Ltd			
London International Hotel Ltd			
Lorimer & Clark Limited			
Lurchrise Limited			
Maintenance Building & Signage Ltd			
Manor Hotels Limited			
Morris's Wine Stores Limited			
Neptune Swallow Hotel Limited		50%	
Norseman Lager Limited			
Percheron Properties Limited			
Respotel Limited			
S.H. Ward & Company Limited			
The Scorpion Island Brewing Company Ltd			
Small & Co (Engineering) Limited			
Small & Co Limited			
Spring Soft Drinks Limited			

Sprowston Park Golf Club Limited Limited			
Sprowston Manor Hotel Limited			
St. Andrews Homes (1995) Limited			
St. Andrews Homes Limited			
Summerfields Care Limited			
Swallow Group PLC			
Swallow Hotels (1995) Limited			
Swallow Hotels (Management) Ltd			
Swallow Hotels Limited			
Swallow Inns and Restaurants Ltd			
Swallow Quest Limited			
The Four Seasons Hotel Investments Ltd			
The Four Seasons Hotel Investments Management Limited			
The Four Seasons Hotel Limited			
Vaux (Aviation) Limited			
Vaux Breweries (1995) Limited			
Vaux Breweries Limited			
Vaux Group Limited			
W.M. Darley Limited			
W.R. Wines Limited			
William Overy Crane Hire Limited			
Shires Insurance Limited	Bermuda		
Strong & Co of Romsey, Limited			
Sweetings (Chop House) Limited			
T F Ashe & Nephew Limited			
The Barcave Group Limited			
The Dominic Group Limited			
The Manor Leisure & Marketing Corporation Limited			
The Pelican Group PLC			
Lawnline Investments Limited	USA		
Pelican (USA) Inc	USA		
CTT1 Inc	USA	50%	
CTT1	USA		
CTT2 Inc	USA	50%	
CTT2	USA		
CTT Finance Inc	USA	50%	
CTT Finance	USA		
CTT 3 Inc	USA	50%	
CTT3			
Cafe Pelican Limited			

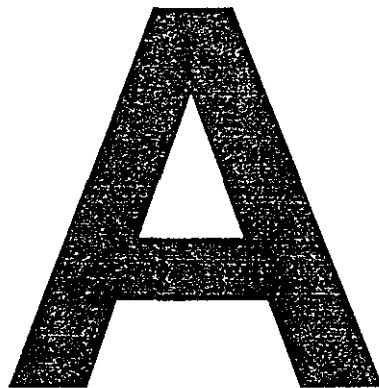


Heathgate Restaurants PLC		95%
Red Restaurants Limited		
Cafe Rouge Limited		
Finrange Limited		
Juneford Limited		
Leadenhall Wine Company Limited		
Pomeroy's Restaurants Limited		
The Market Place Restaurants (Leadenhall) Limited		
Yankee Noodle Restaurants Limited		
Jim Thompson's Spice Island Trading Co. Limited		
Dragon Inns & Restaurants Limited		
Sheila's Public Houses Limited		
Adamstar Limited		
Floatcity Limited		
Dome Restaurants Limited		
Zedlease Limited		
Eastacre Limited		
Chiefgem Limited		
Gillbrook Limited		
Handyminster Limited		95%
Insignia Restaurants One PLC		
Pelican Restaurants Limited		
Grenpark Limited		
Hopegood Limited		
Novaside Limited	Irish	
The Railway Tavern Limited		
Thomas Wethered and Sons Limited		
Threlfalls (Liverpool & Birkenhead) Limited		
Threlfalls (Salford) Limited		
Trentrise Limited		
Tusker Limited		50%
Vauxhall Taverns Limited		50%
West Country Breweries Limited		
Whitbread & Company Finance B.V.	Netherlands	
Whitbread (Channel Islands) Limited	Jersey	
Whitbread Belgium S.A.	Belgium	
Whitbread Developments Limited		
Whitbread Devon Limited		
Whitbread East Pennines Limited		
Whitbread Enterprise Centre Limited		
Whitbread Finance Limited		
Whitbread Fremlins Limited		

Whitbread Healthcare Trustees Limited		
Whitbread Holdings Limited		
Whitbread Hotels & Leisure B.V.	Netherlands	
Whitbread Hotels Limited		
Cymric Hotel Company Limited		
Whitbread (G.C.) Limited		
Whitbread Hotels (Management) Limited		
Whitbread International Limited		
Whitbread International Trading Limited		
Whitbread Investment Company, Limited		
Whitbread Investment Company Securities Limited		
Whitbread London Limited		
Hart & Co., (Boats) Limited		
Willhouse Limited		
Whitbread Nominees Limited		
Whitbread Properties Limited		
Whitbread Pub Partnership Limited		
Whitbread Pubs and Bars Limited		
Whitbread Quest Trustee Limited		
Whitbread Restaurants Holding GmbH	Germany	
Churrasco Steak-Restaurant GmbH	Germany	
Maredo Gastatten GmbH	Germany	
Denver Media Werbeagentur GmbH	Germany	
Maredo Gastatten GmbH	Germany	
Whitbread Restaurants GmbH	Austria	
Whitbread Restaurants (Australia) Limited		
Whitbread Scotland Limited	Scotland	
Archibald Campbell, Hope & King Limited	Scotland	
Whitbread Share Ownership Scheme Trustees Limited		
Whitbread Trafalgar Properties Limited		
Whitbread UK Limited		
Whitbread Wales Limited		
Whitbread Wessex Limited		
Whitbread West Pennines Limited		
White Cross Films Limited		
Wiggin Tree Limited		

Bulk List

FORM ML8



BULK LIST OF SHAREHOLDERS OR MEMBERS

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.

IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER.

COMPANY NUMBER 29423