

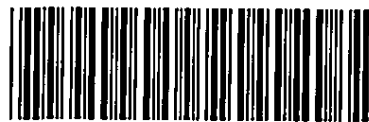
Registered Number: 00187347

Manor Hotels Limited

Directors' report and financial statements

for the period 1 January 2006 to 1 March 2007

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Manor Hotels Limited

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Directors' report

for the period 1 January 2006 to 1 March 2007

The directors present their annual report and the financial statements of the company for the period 1 January 2006 to 1 March 2007

The directors have taken advantage of exemption 247A(1A) of the Companies Act 1985 in preparing their annual report

Change of accounting reference date

During the period the accounting reference date was changed from 31 December to 1 March

Principal activities

During the period, the company has not traded

Review of business and future developments

The directors do not anticipate that the company will trade in the foreseeable future

During the period, Condor Overseas Holdings Limited, the company's former ultimate holding company, and its hotel trading subsidiaries were sold. Following this disposal, the company is now a subsidiary undertaking within the group of Whitbread PLC

Directors

The directors who held office during the period and up to the date of this report were as follows

S Barratt	
J Coughtrie	(resigned 8 May 2006)
R Fairhurst	(appointed 31 October 2006)
J Healy	(resigned 8 May 2006)
G Windle	(resigned 31 October 2006)

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Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 those financial statements the directors are required to

- Select suitable accounting policies and then apply them consistently,
- Make judgements and estimates that are reasonable and prudent,
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- Prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary,

The directors confirm that they have complied with the above requirements in preparing the financial statements

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

By order of the Board



Director

19 December 2007

Manor Hotels Limited

Profit and loss account for the period 1 January 2006 to 1 March 2007

		1 January 2006 to 1 March 2007	4 March 2005 to 31 December 2005
	Note	£	£
Other operating income		-	1,000
Profit on ordinary activities before taxation		-	1,000
Tax on profit on ordinary activities	1	-	-
Profit for the financial period	5	-	1,000

There are no material differences between the profit on ordinary activities before taxation and the profit for the period stated above and their historical cost equivalents

The group has no recognised gains and losses other than those above and therefore no separate statement of total recognised gains and losses has been presented

All activities relate to continuing operations

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Balance sheet at 1 March 2007

		1 March 2007	31 December 2005
	Note	£	£
Current assets			
Debtors	2	17,736,000	17,736,000
Creditors – amounts falling due after more than one year	3	(123,585)	(123,585)
Net assets		17,612,415	17,612,415
Capital and reserves			
Called up share capital	4	309,740	309,740
Share premium account	5	21,675	21,675
Profit and loss account	5	17,281,000	17,281,000
Shareholder's funds	6	17,612,415	17,612,415

For the period 1 January 2006 to 1 March 2007 the company was entitled to exemption from audit under Section 249AA(1) of the Companies Act 1985

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985

The directors acknowledge their responsibility for

- 1) ensuring the company keeps accounting records which comply with Section 221, and
- 2) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial period, and of its profit or loss for the financial period in accordance with the requirements of Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

The company was dormant throughout the financial period

The financial statements on pages 3 to 8 were approved by the board of directors on
19 December 2007 and were signed on its behalf by



Director

Manor Hotels Limited

Accounting policies

Basis of preparation

The financial statements have been prepared on the going concern basis and under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom

Taxation

The charge for taxation is based on the results for the period and takes into account deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not been reversed by the balance sheet date. Deferred tax is not recognised when an asset is sold if it is more likely than not that the taxable gain will be rolled over. Deferred tax assets are recognised to the extent that they are regarded as recoverable. Provisions for deferred tax are not discounted. Deferred tax assets and liabilities are calculated using tax rates that are expected to apply in periods in which the timing differences are expected to reverse, based on tax rates that have been enacted or substantively enacted by the balance sheet date.

Cash flow statement and related party disclosure

The company's results are included within the consolidated financial statements of Whitbread PLC, the company's ultimate parent undertaking. The consolidated financial statements of Whitbread PLC are publicly available, consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No 1 'Cash Flow Statements' (Revised 1996). The company is also exempt under Financial Reporting Standard No 8 'Related Party Transactions' from disclosing related party transactions with entities that are part of the Whitbread PLC group.

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Notes to the financial statements for the period 1 January 2006 to 1 March 2007

1 Tax on profit on ordinary activities

	1 January 2006 to 1 March 2007	4 March 2005 to 31 December 2005
	£	£
United Kingdom corporation tax at 30%		
- Current tax on income for the period	-	-
	-	-

Factors affecting the tax charge for the current period

The current tax assessed for the period is equal to (period ended 31 December 2005 lower than) the standard rate of corporation tax in the UK of 30%. The differences are explained below

	1 January 2006 to 1 March 2007	4 March 2005 to 31 December 2005
Current tax reconciliation	£	£
Profit on ordinary activities before tax	-	1,000
Profit on ordinary activities multiplied by standard rate in the UK of 30% (period ended 31 December 2005 30%)	-	300
Effects of		
Claim of group relief	-	(300)
Total current tax charge	-	-

2 Debtors

	1 March 2007	31 December 2005
	£	£
Amounts owed by parent undertaking	17,736,000	17,736,000

Amounts owed by parent undertaking are unsecured, interest free and have no fixed repayment date

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3 Creditors – amounts falling due after more than one year

Preference share capital	1 March 2007	31 December 2005
Authorised	£	£
125,000 5 25% cumulative preference shares of £1 each	125,000	125,000
Allotted, called up and fully paid		£
123,585 5 25% cumulative preference shares of £1 each	123,585	123,585

Cumulative preference shares

The holders of preference shares have no right to receive notice or vote at any general meeting unless the fixed preferential dividends are more than 12 months in arrears or a resolution is proposed which affects the rights of the holders. Shareholders are entitled to a fixed cumulative dividend of 5 25% per annum on the capital paid up on the preference shares, payable on 31 December each year.

In a winding up, the surplus assets of the company available for distribution amongst the members shall be applied, first, in repayment of the capital paid up of the preference shares together with a sum equal to any arrears or deficiency of the fixed dividend thereon.

4 Share capital

	1 March 2007	31 December 2005
Authorised	£	£
375,000 ordinary shares of £1 each	375,000	375,000
Allotted, called up and fully paid		
309,740 ordinary shares of £1 each	309,740	309,740

5 Reserves

	Share premium account	Profit and loss account
	£	£
At 1 January 2006 and 1 March 2007	21,675	17,281,000

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6 Reconciliation of movement in shareholder's funds

	1 January 2006 to 1 March 2007	4 March 2005 to 31 December 2005
	£	£
Profit for the period	-	1,000
Reclassification of preference shares to debt	-	(123,585)
Net decrease in shareholder's funds		(122,585)
Opening shareholder's funds	17,612,415	17,735,000
Closing shareholder's funds	17,612,415	17,612,415

7 Parent undertakings

At 1 March 2007 the immediate parent undertaking is Wentworth No 3 Limited, a company incorporated in the British Virgin Islands

At 1 March 2007 the ultimate parent undertaking is Whitbread PLC, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Whitbread PLC consolidated financial statements can be obtained from the Company Secretary at Whitbread PLC, Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE