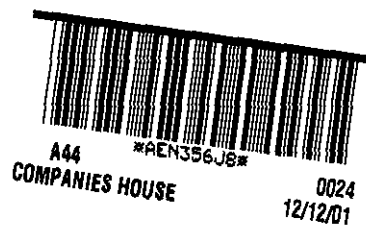


**POMEROYS
RESTAURANTS
LIMITED**

DORMANT COMPANY ACCOUNTS

3 March 2001



Registered number 1829152

DIRECTORS' REPORT

Directors:

S J Warner (resigned 10 August 2000)
M A Johnson (resigned 30 July 2001)
N P Barbour (appointed 10 August 2000)
M Mansigani (appointed 10 August 2000)
N Wright (appointed 30 July 2001)

Secretary:

M R Buxton-Smith

Registered office:

Whitbread House
Park Street West
Luton
LU1 3BG

Accounts

The Directors submit to the shareholders their report and accounts for the year ended 3 March 2001.

Principle activities

The company has not traded during the year. The directors do not recommend the payment of a dividend.

Directors

The Directors of the company during the year and up to the date of this report are 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 under the Whitbread PLC Share Ownership Scheme are as follows:

Ordinary shares	<u>3 March 2001</u>	<u>4 March 2000 or later appointment</u>
M A Johnson	2,363	221
N P Barbour	4,660	4,608
M Mansigani	1,611	182

DIRECTORS' REPORT

Directors' interests (cont.)

Options over ordinary shares

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

		<u>Options held at 05.03.00</u>	<u>Options granted</u>		<u>Options exercised/ (Options lapsed)</u>		<u>Options held at 03.03.01</u>
			<u>Number</u>	<u>Price</u>	<u>Number</u>	<u>Price</u>	
M A Johnson	a	48,700	24,000	542.4	-	-	72,700
	b	2,618	2,345	413.0	2,078	498.0	
	b				(540)	-	2,345
N P Barbour	a	16,900	-	542.4	-	-	16,900
	b	1,664	2,345	413.0	(1,664)	-	2,345
M Mansigani	a	12,500	12,000	542.4	-	-	24,500
	b	4,206	2,345	413.0	1,246	498.0	
	b				(2,960)		2,345

(a) the Executive Share Option Scheme

(b) the Savings Related Share Option Scheme

On behalf of the board



M BUXTON-SMITH

SECRETARY

30 November 2001

**POMEROYS RESTAURANTS
LIMITED**


BALANCE SHEET

3 March 2001

	<u>2001</u> £	<u>2000</u> £
CURRENT ASSETS		
Debtors - amounts due from group companies	<u>81,387</u>	<u>81,387</u>
TOTAL ASSETS LESS LIABILITIES	<u><u>81,387</u></u>	<u><u>81,387</u></u>
CAPITAL AND RESERVES		
Called up share capital	120,000	120,000
Profit and loss account	<u>(38,613)</u>	<u>(38,613)</u>
	<u><u>81,387</u></u>	<u><u>81,387</u></u>

The company has authorised share capital of 120,000 ordinary shares of £1 each.

During the period ended 3 March 2001, the company has been dormant within the meaning of Section 250 of the Companies Act 1985.


 Director *m. mansigani*
 30 - 11 - 2001

NOTES TO THE ACCOUNTS

The company has not traded during the year and therefore does not present a profit and loss account.

The ultimate parent undertaking is Whitbread PLC, registered in England and Wales.

The smallest and 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 House, Park Street West, Luton, LU1 3BG