

**SWEETINGS
(CHOP HOUSE)
LIMITED**

REPORT & ACCOUNTS

3 March 2005

Registered number 2180053



SWEETINGS (CHOP HOUSE) LIMITED

DIRECTORS: S C Barratt
R W Fairhurst
C J Wilkins (resigned 30/9/04)

SECRETARY: S W Weeks
D C Lowry

AUDITORS: Ernst & Young LLP
1 More London Place
London
SE1 2AF

REGISTERED OFFICE: Whitbread House
Park Street West
Luton
Bedfordshire
LU1 3BG

REGISTERED NUMBER: 2180053

SWEETINGS (CHOP HOUSE) LIMITED

DIRECTORS' REPORT

Accounts

The directors submit to the shareholders their report and accounts for the year ended 3 March 2005.

Principal activity and review of business development

The company has not traded during the year. The directors do not recommend the payment of a dividend (2003/04 - dividend proposed and paid of £67,931).

Directors

The directors of the company at the year end are listed on page 1. CJ Wilkins resigned as a director on 30 September 2004

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 2005</u>	<u>5 March 2004</u>
S C Barratt		3,022	3,547
R W Fairhurst		75	2,451
Deferred Shares	5 March 2004	Awarded During the Year	3 March 2005
S C Barratt	-	5,328	5,328
R W Fairhurst	-	3,613	3,613

Options over ordinary shares

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

	<u>Options held</u> <u>at 4.3.04</u>	<u>Options granted</u>		<u>Options exercised/ (Options lapsed)</u>		<u>Options held</u> <u>at 3.3.05</u>
		<u>Number</u>	<u>Price (p)</u>	<u>Number</u>	<u>Price (p)</u>	
S C Barratt	a 116,200	30,000	756.0			146,200
	b 920			920	549.7	0
R W Fairhurst	a 75,100	22,000	756.0			97,100
	b 1,510					1,510

(a) the Executive Share Option Scheme

(b) the Savings Related Share Option Scheme

Auditors

Ernst & Young LLP have expressed their willingness to continue in office as auditors of the company.

By order of the board


D C LOWRY
COMPANY SECRETARY

19th September 2005

SWEETINGS (CHOP HOUSE) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO FINANCIAL STATEMENTS

The following statement, which should be read in conjunction with the auditors' statement of their responsibilities set out on page 4, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for the financial year.

The directors consider that in preparing the financial statements on pages 5 to 7 the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all applicable Accounting Standards have been followed.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

SWEETINGS (CHOP HOUSE) LIMITED

INDEPENDENT AUDITORS' REPORT

to the members of Sweetings (Chop House) Limited

We have audited the company's financial statements for the year ended 3 March 2005 which comprise the Profit and Loss Account, Balance Sheet, Accounting Policies and the related notes 1 to 8. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

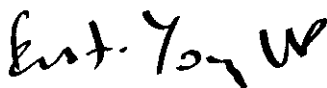
Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 3 March 2005 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
London

19th September

2005

SWEETINGS (CHOP HOUSE) LIMITED

PROFIT AND LOSS ACCOUNT

<u>Year ended 3 March 2005</u>	<u>Notes</u>	<u>2004/05</u>	<u>2003/04</u>
		£	£
PROFIT BEFORE AND AFTER TAXATION		-	-
Ordinary dividends	1	-	(67,931)
RETAINED LOSS FOR THE YEAR	5	-	(67,931)

There were no recognised gains or losses other than those recognised in the profit and loss account.

SWEETINGS (CHOP HOUSE) LIMITED

BALANCE SHEET

3 March 2005

	<u>Notes</u>	<u>3 March 2005</u>	<u>4 March 2004</u>
		£	£
CURRENT ASSETS			
Debtors	2	<u>125,000</u>	<u>125,000</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>125,000</u></u>	<u><u>125,000</u></u>
 CAPITAL AND RESERVES			
Called up share capital	3	<u>1,000</u>	<u>1,000</u>
Share premium account	4	<u>124,000</u>	<u>124,000</u>
Profit and loss account	5	<u>-</u>	<u>-</u>
EQUITY SHAREHOLDERS' FUNDS	6	<u><u>125,000</u></u>	<u><u>125,000</u></u>

Director

R.W. Fairhurst

19th September 2005

SWEETINGS (CHOP HOUSE) LIMITED

ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable Accounting Standards.

Cash flow

As permitted by Financial Reporting Standard No. 1 (revised) a cash flow has not been prepared as the company is a wholly owned subsidiary of a European Community parent.

NOTES TO THE ACCOUNTS

1. DIVIDEND

No dividends have been declared in the year, (2003/04 : £67,931 proposed and paid).

2. DEBTORS

	<u>3 March 2005</u>	<u>4 March 2004</u>
	£	£
Amounts due from group and parent undertakings	<u>125,000</u>	<u>125,000</u>

3. SHARE CAPITAL

	<u>Authorised</u>		<u>Allotted, called up and fully paid</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
	£	£	£	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

4. SHARE PREMIUM ACCOUNT

	<u>2005</u>	<u>2004</u>
	£	£
Share premium account	<u>124,000</u>	<u>124,000</u>

5. PROFIT AND LOSS ACCOUNT

	<u>2005</u>	<u>2004</u>
	£	£
4 March 2004	-	67,931
Profit for the year	-	-
Dividends	-	(67,931)
3 March 2005	<u>-</u>	<u>-</u>

6. SHAREHOLDERS FUNDS

	<u>2005</u>	<u>2004</u>
	£	£
4 March 2004	125,000	192,931
Profit for the year	-	-
Dividends	-	(67,931)
3 March 2005	<u>125,000</u>	<u>125,000</u>

7. RELATED PARTIES

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.

8. PARENT UNDERTAKING

The company's immediate parent undertaking is Whitbread Group PLC, registered in England and Wales. It has included the company in its group financial statements, copies of their accounts can be obtained from Whitbread House, Park Street West, Luton, Bedfordshire LU1 3BG.

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is Whitbread PLC, registered in England and Wales. Copies of their financial statements can be obtained from Whitbread House, Park Street West, Luton, Bedfordshire LU1 3BG.