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WHITBREAD PENSION TRUSTEES LIMITED

At the Annual General Meeting of the Company held at Brewery, Chiswell Street, London, E.C.1. on Monday 24th January 1977 at 11 a.m.

PRESENT:

Mr. R.E. Gillah (in the Chair)

Mr. E.P.T. Work

Mr. A.H. Hallen

and Mr. T.R. Clark (Secretary)

In accordance with the requirements of the Companies Act, on the Motion of the Chairman seconded by Mr. E.P.T. Work, IT WAS RESOLVED

"that the following be approved:

"BALANCE SHEET AS AT 31ST DECEMBER 1976

Whitbread Pension Trustees Limited is a company limited by guarantee which does not trade.

On 31st December 1976 it had no share capital, no assets and no liabilities.

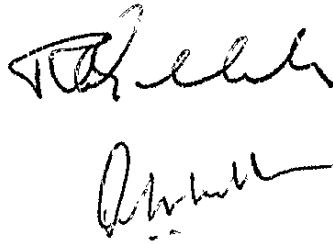
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21 FEB 1977

WHITBREAD PENSION TRUSTEES LIMITED

BALANCE SHEET
31 DECEMBER 1976

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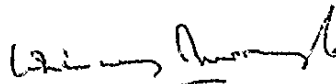


Directors

REPORT OF THE AUDITORS

We have examined the above Balance Sheet and report that in our opinion it has been properly prepared in accordance with the provisions of the Companies Acts 1948 and 1967 and gives a true and fair view of the state of the Company's affairs at 31 December 1976.

LONDON 1st January 1977


WHINNEY MURRAY & CO.
Chartered Accountants

III. RETURN CHANGES ONLY

list of Persons holding Shares or Stock in the Company on the fourteenth day after the Annual General Meeting of 1973, and of Persons who have held Shares or Stock therein at any time since the date of the last Return, or in the case of the first Return of the incorporation of the Company.

N.B. — If the names in this list are not arranged in alphabetical order, an index sufficient to enable the name of any person to be readily found must be annexed.

NAMES AND ADDRESSES

ACCOUNT OF SHARES

Folio, Names and Addresses.

*Number of Shares held by existing Members at date of Return.

Particulars of Shares Transferred since the date of the last Return, or in the case of the first Return, of the incorporation of the Company, by (a) persons who are said Members, and (b) persons who have ceased to be Members.

Remark

Number†

Date of Registration of Transfer

(a)

(b)

Brought Forward

Frederick Onslow Alexander Godwyn Bennett,
Grove House, Selling, Faversham, Kent.

Appointed
15.3.73

Martin Charles Findlay
Ledburn Manor, Leighton Buzzard, Beds

Appointed
20.9.76

Arthur Herbert Hallen
Woodview, Catts Hill, Mark Cross,
Crowborough, Sussex.

Appointed
26.3.73

Andrew McQuillan
Braeside, Park Drive, Harrow, Middx

Appointed
26.3.73

Charles Henderson Tidbury,
Flat 6, 30, Bramham Gardens,
London, S.W.5

Appointed
15.3.73

Henry Charles Whitbread,
Greenaway House, Wheathampstead, Herts.

Appointed
26.3.73

Ewen Pringle Taylor Work,
39, Park Avenue, Harpenden, Herts.

Appointed
26.3.73

Raymond Eric Gillah
11, Ox Lea, Langton Green,
Tunbridge Wells, Kent.

Appointed
20.9.76

FULL RETURN/CHANGES ONLY

List of Persons holding Shares or Stock in the Company on the fourteenth day after the Annual General Meeting for 19 , and of Persons who have held Shares or Stock therein at any time since the date of the last Return, or in the case of the first Return of the incorporation of the Company.

N.B.—If the names in this list are not arranged in alphabetical order, an index sufficient to enable the name of any person to be readily found must be annexed.

NAMES AND ADDRESSES

ACCOUNT OF SHARES

Folio, Names and Addresses.

*Number of Shares held by existing Members at date of Return.†

Particulars of Shares Transferred since the date of the last Return, or in the case of the First Return, of the incorporation of the Company, by (a) persons who are still Members, and (b) persons who have ceased to be Members.‡

Remarks

Number†

Date of Registration of Transfer

(a)

(b)

Brought Forward