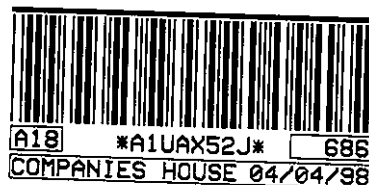


DIRECTORS' REPORT AND ACCOUNTS

UNCLE SAM'S LIMITED

REGISTERED NUMBER: 1081094

28 FEBRUARY 1998



UNCLE SAM'S LIMITED

REPORT OF THE DIRECTORS

Directors: Mr C J Wilkins
Mr S C Barratt

Secretary: Miss M R Buxton-Smith

Registered office: Chiswell Street
London. EC1Y 4SD

Accounts and dividends

The directors submit to the shareholders the report and accounts for the year ended 28 February 1998.

No dividend is proposed.

Principal activities

The directors report that the Company has not traded during the year.

Directors

The directors who served during the period were those 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 held under the Whitbread PLC Share Ownership Scheme are as follows:-

	2 March 1997	28 February 1998
S C Barratt	86	123
C J Wilkins	5,677	6,160

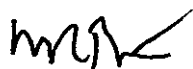
UNCLE SAM'S LIMITED

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

		Options held at 2.3.97	Options granted Number	Price(p)	Options exercised Number	Price(p)	Options held at 28.2.98
C J Wilkins	a	61,300	7,500	778.5	-		68,800
	b	4,446	1,080	638.6	817	366.9	3,033
					1,676	357.8	
S C Barratt	a	32,900	8,200	778.5	-		41,100
	b	-	540	638.6			540

- (a) the Executive Share Option Scheme
(b) the Savings Related Share Option Scheme

BY ORDER OF THE BOARD



SECRETARY

Date: 1.4.98

UNCLE SAM'S LIMITED**BALANCE SHEET AT 28 FEBRUARY 1998**

	<u>28 February 1998</u>	<u>1 March 1997</u>
	£	£
<u>Assets employed</u>		
Amount due to parent undertaking	<u>(105,555)</u>	<u>(105,555)</u>
<u>Capital and reserves</u>		
Called up share capital	100	100
Profit and loss account	<u>(105,655)</u>	<u>(105,655)</u>
	<u>(105,555)</u>	<u>(105,555)</u>

The Company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the accounting period ending at the date of this balance sheet.



S.C. BARRATT

Date: 1.4.98

Notes to the accounts

The parent undertaking of the 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 Whitbread PLC's accounts can be obtained from Chiswell Street, London EC1Y 4SD.

The Company has not traded during the period and therefore does not present a profit and loss account.