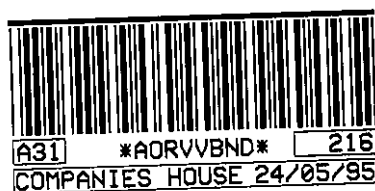


**DIRECTORS' REPORT AND ACCOUNTS**

**UNCLE SAM'S LIMITED**

**REGISTERED NUMBER: 1081094**

**25 FEBRUARY 1995**



**UNCLE SAM'S LIMITED**

**REPORT OF THE DIRECTORS**

Directors: Mr C J Wilkins  
Mr M D Hampson  
Mr N W Sprunt (resigned 29 April 1994)

Secretary: Miss N J Fenton

Registered office: Chiswell Street  
London  
EC1Y 4SD

**Accounts and dividends**

The directors submit to the shareholders the report and accounts for the year ended 25 February 1995.

No dividend is proposed.

**Principal activities**

The directors report that the Company has not traded during the year ended 25 February 1995.

**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:-

	25 February 1995	27 February 1994
C J Wilkins	6,950	4,964
M D Hampson	194	142

**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:-

		<u>Options held</u> <u>at 27/2/94</u>	<u>Options granted</u> <u>Number</u>	<u>Price</u>	<u>Options exercised</u> <u>Number</u>	<u>Price</u>	<u>Options held</u> <u>at 25/2/95</u>
C J Wilkins	a	61,700	2,200	537.6p	-	-	63,900
	b	4,370	1,363	440.0p	1,877	319.5p	3,856
M D Hampson	a	46,500	5,600	537.6p	-	-	52,100
	b	2,371	681	440.0p	-	-	3,052
S C Barratt	a	27,300	6,400	537.6p	-	-	33,700

(a) the Executive Share Option Scheme

(b) the Savings Related Share Option Scheme

BY ORDER OF THE BOARD


*Nicole J Fenton*  
SECRETARY

Date: 22nd May 1995

**UNCLE SAM'S LIMITED****BALANCE SHEET AT 25 FEBRUARY 1995**

	<b><u>25 February 1995</u></b>	<b><u>26 February 1994</u></b>
	£	£
<b><u>Assets employed</u></b>		
Amount due to parent undertaking	£(105,555) =====	£(105,555) =====
<b><u>Capital and reserves</u></b>		
Called up share capital	100	100
Profit and loss account	(105,655) =====	(105,655) =====
	£(105,555) =====	£(105,555) =====

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.

  
**M D HAMPSON**

Date: 22nd May 1995

**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.