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**MILTON 1 LIMITED**

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**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 27 FEBRUARY 2014**



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**MILTON 1 LIMITED**

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**COMPANY INFORMATION**

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|----------------------------|---|
| <b>DIRECTORS</b>           | SC Barratt<br>DC Lowry<br>AG Daley  |
| <b>COMPANY SECRETARY</b>   | DC Lowry  |
| <b>REGISTERED NUMBER</b>   | 6190477   |
| <b>REGISTERED OFFICE</b>   | Whitbread Court<br>Houghton Hall Business Park<br>Porz Avenue<br>Dunstable<br>Bedfordshire<br>LU5 5XE |
| <b>INDEPENDENT AUDITOR</b> | Ernst & Young LLP<br>1 Colmore Square<br>Birmingham<br>West Midlands<br>B4 6HQ                        |

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## **MILTON 1 LIMITED**

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### **DIRECTORS' REPORT FOR THE YEAR ENDED 27 FEBRUARY 2014**

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The directors present their report and the financial statements for the year ended 27 February 2014.

#### **PRINCIPAL ACTIVITIES**

The Company holds an investment in Moorgate Scottish Limited Partnership.

#### **DIRECTORS**

The directors who served during the year were:

SC Barratt  
DC Lowry  
AG Daley

All fees paid to the directors as remuneration are borne by Whitbread Group PLC and it is not practical to allocate the amount for services in respect of this Company.

#### **EMPLOYEE INVOLVEMENT**

All employee services are provided to the Company by Whitbread Group PLC. For further information on employee involvement please refer to the Annual Report and Accounts of Whitbread Group PLC for the year ended 27 February 2014.

#### **DISABLED EMPLOYEES**

All employee services are provided to the Company by Whitbread Group PLC. For further information on the Company's policy on the employment of disabled persons please refer to the Annual Report and Accounts of Whitbread Group PLC for the year ended 27 February 2014.

#### **QUALIFYING THIRD PARTY INDEMNITY PROVISIONS**

A qualifying indemnity provision (as defined in Section 236 (1) of the Companies Act 2006) is in force for the benefit of the directors.

#### **DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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**MILTON 1 LIMITED**

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 27 FEBRUARY 2014**

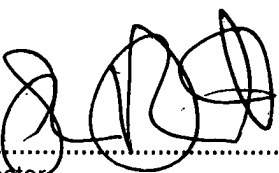
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**AUDITOR**

The auditor, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 4 AUGUST 2014 and signed on its behalf.

  
.....  
Director  
S BARRATT.

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**MILTON 1 LIMITED**

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**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 27 FEBRUARY 2014**

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The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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## MILTON 1 LIMITED

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### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MILTON 1 LIMITED

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We have audited the financial statements of Milton 1 Limited for the year ended 27 February 2014, which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 Auditor's 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 AUDITOR

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 27 February 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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MILTON 1 LIMITED

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MILTON 1 LIMITED

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**MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.

*Ernst & Young LLP*

Simon O'Neill (Senior Statutory Auditor)

for and on behalf of

**Ernst & Young LLP**

Statutory Auditor

Birmingham

Date:

*20/8/2014*

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MILTON 1 LIMITED

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**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 27 FEBRUARY 2014**

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|  |             | <b>Year ended<br/>27 February<br/>2014</b> | <b>Year ended<br/>28 February<br/>2013</b> |
|--|-------------|--|--|
|  | <b>Note</b> | <b>£</b>                                   | <b>£</b>                                   |
| Income from other fixed asset investments            |             | <u>5</u>                                   | <u>5</u>                                   |
| <b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b> |             | <b>5</b>                                   | <b>5</b>                                   |
| Tax on profit on ordinary activities                 | 4           | <u>(1)</u>                                 | <u>(1)</u>                                 |
| <b>PROFIT FOR THE FINANCIAL PERIOD</b>               | 8           | <u><b>4</b></u>                            | <u><b>4</b></u>                            |

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and Loss Account.

The notes on pages 8 to 11 form part of these financial statements.



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MILTON 1 LIMITED  
REGISTERED NUMBER: 6190477

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**BALANCE SHEET**  
**AS AT 27 FEBRUARY 2014**

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|   | Note | 27 February<br>2014<br>£ | 28 February<br>2013<br>£ |
|---|------|--------------------------|--------------------------|
| <b>FIXED ASSETS</b>                                       |      |                          |                          |
| Investments   | 5    | 100                      | 100                      |
| <b>CURRENT ASSETS</b>                                     |      |                          |                          |
| Cash at bank  |      | 20                       | 15                       |
| <b>CREDITORS: amounts falling due within<br/>one year</b> | 6    | (4)                      | (3)                      |
| <b>NET CURRENT ASSETS</b>                                 |      | <u>16</u>                | <u>12</u>                |
| <b>NET ASSETS</b>   |      | <u>116</u>               | <u>112</u>               |
| <b>CAPITAL AND RESERVES</b>                               |      |                          |                          |
| Called up share capital                                   | 7    | 102                      | 102                      |
| Profit and loss account                                   | 8    | <u>14</u>                | <u>10</u>                |
| <b>SHAREHOLDERS' FUNDS</b>                                | 9    | <u>116</u>               | <u>112</u>               |

The financial statements were approved and authorised for issue by the board and were signed on its behalf on  
4 AUGUST 2014

  
.....  
Director

S PARRATT

The notes on pages 8 to 11 form part of these financial statements.

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## MILTON 1 LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 27 FEBRUARY 2014

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#### 1. ACCOUNTING POLICIES

##### 1.1 Authorisation

The financial statements of Milton 1 Limited for the year ended 27 February 2014 were authorised for issue by the Board of Directors on 4 AUGUST 2014

##### 1.2 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

##### 1.3 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

##### 1.4 Going concern

The financial position of the Company is set out in these financial statements. The Company has sufficient financial resources and, as a consequence, the directors believe that the Company is well placed to manage its business risks.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

##### 1.5 Investment income

Investment income is recognised when the right to receive the payment is established.

##### 1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

#### 2. AUDITORS' REMUNERATION

Audit fees for the year were paid by the parent company, Whitbread Group PLC. Information about the total audit fees paid by the Group can be found in the Whitbread PLC Annual Report and Accounts for the year ended 27 February 2014.

#### 3. STAFF COSTS

The Company has no employees other than the directors, who did not receive any remuneration (2013 - £NIL). All fees paid to directors as remuneration are borne by the parent company Whitbread Group PLC and it is not practical to allocate the amount for services in respect of this Company.

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**MILTON 1 LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 27 FEBRUARY 2014**

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**4. TAXATION**

|  | <b>Year ended<br/>27 February<br/>2014</b> | <b>Year ended<br/>28 February<br/>2013</b> |
|--|--|--|
|  | <b>£</b>                                   | <b>£</b>                                   |
| UK corporation tax charge on profit for the year | <b>1</b>                                   | <b>1</b>                                   |

**Factors affecting tax charge for the year**

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 23.08% (2013 - 24.17%).

**Tax treatment of the Company**

The statutory accounts of Milton 1 Limited treat all income and expenses in the profit and loss account as income from fixed asset investments, arising from the Company's investment in Moorgate Scottish Limited Partnership. However, for tax purposes Moorgate Scottish Limited Partnership is treated as a transparent entity and as such the proportion of income and expenses attributable to Milton 1 Limited have been treated as though they arose directly in Milton 1 Limited.

**Factors that may affect future tax charges**

The Finance Act 2013 reduced the main rate of UK corporation tax to 21% from 1 April 2014 and to 20% from 1 April 2015.

The rate change will impact the amount of the future cash tax payment to be made by the Company.

**5. FIXED ASSET INVESTMENTS**

|                                      | <b>Investments<br/>in<br/>subsidiary<br/>companies<br/>£</b> |
|--------------------------------------|--|
| <b>Cost or valuation</b>             |  |
| At 1 March 2013 and 27 February 2014 | <b>100</b>   |
| <b>Net book value</b>                |  |
| At 27 February 2014                  | <b>100</b>   |
| At 28 February 2013                  | <b>100</b>   |

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**MILTON 1 LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 27 FEBRUARY 2014**

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**5. FIXED ASSET INVESTMENTS (continued)**

On 29 December 2009, the Company subscribed £100 of capital in Moorgate Scottish Limited Partnership (the SLP), as a limited partner. The principal activity of the SLP is to hold and manage its interest in Farringdon Scottish Partnership. The Company does not take part in the management or control of the SLP. The management and control of the SLP is with Milton (SC) Ltd which is a wholly owned subsidiary of Whitbread PLC.

This investment was made pursuant to the pension funding arrangement referred to in the consolidated accounts of Whitbread PLC for the year ended 27 February 2014.

**6. CREDITORS:  
Amounts falling due within one year**

|                                    | <b>27 February<br/>2014</b> | <b>28 February<br/>2013</b> |
|------------------------------------|-----------------------------|-----------------------------|
|                                    | <b>£</b>                    | <b>£</b>                    |
| Amounts owed to group undertakings | <b>3</b>                    | <b>2</b>                    |
| Corporation tax                    | <b>1</b>                    | <b>1</b>                    |
|                                    | <hr/>                       | <hr/>                       |
|                                    | <b>4</b>                    | <b>3</b>                    |
|                                    | <hr/>                       | <hr/>                       |

**7. SHARE CAPITAL**

|   | <b>27 February<br/>2014</b> | <b>28 February<br/>2013</b> |
|---|-----------------------------|-----------------------------|
|   | <b>£</b>                    | <b>£</b>                    |
| <b>Allotted, called up and fully paid</b> |                             |                             |
| 102 Ordinary shares of £1 each            | <b>102</b>                  | <b>102</b>                  |
|   | <hr/>                       | <hr/>                       |

**8. RESERVES**

|                     | <b>Profit and<br/>loss account</b> |
|---------------------|------------------------------------|
|                     | <b>£</b>                           |
| At 1 March 2013     | <b>10</b>                          |
| Profit for the year | <b>4</b>                           |
|                     | <hr/>                              |
| At 27 February 2014 | <b>14</b>                          |
|                     | <hr/>                              |

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MILTON 1 LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 27 FEBRUARY 2014

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9. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

|                               | 27 February<br>2014<br>£ | 28 February<br>2013<br>£ |
|-------------------------------|--------------------------|--------------------------|
| Opening shareholders' funds   | 112                      | 108                      |
| Profit for the financial year | 4                        | 4                        |
| Closing shareholders' funds   | <u>116</u>               | <u>112</u>               |

10. RELATED PARTY TRANSACTIONS

The Company is a wholly-owned subsidiary of Whitbread PLC, the ultimate controlling entity of the Group, and has taken advantage of the exemption given in Financial Reporting Standard No.8 not to disclose transactions with other group companies.

11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is Whitbread Group PLC. The ultimate parent undertaking is Whitbread PLC.

The parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which the Company is a member is Whitbread Group PLC, registered in England and Wales. Copies of their accounts can be obtained from Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.

The parent undertaking of the 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 Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.