
ORCHARD INCORPORATIONS (13S) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 3 MARCH 2011

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ORCHARD INCORPORATIONS (13S) LIMITED

COMPANY INFORMATION

DIRECTORS	A Pellington N Brown J Forrest (appointed 7 July 2011) J A M Orr P Findlay (Executor for AP Doolan) A D M MacDonald
COMPANY SECRETARY	Queensferry Secretaries Limited
COMPANY NUMBER	SC208806
REGISTERED OFFICE	Caledonian Exchange 19A Canning Street Edinburgh Scotland EH3 8HE
AUDITORS	Ernst & Young LLP Apex Plaza Forbury Road Reading Berkshire RG1 1YE

ORCHARD INCORPORATIONS (13S) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 3 MARCH 2011**

The Directors present their report and the financial statements for the year ended 3 March 2011.

PRINCIPAL ACTIVITIES

The company did not trade during the year and the directors do not recommend the payment of a dividend.

DIRECTORS

The Directors who served during the year and their interests in the Company's issued share capital were:

	B Ordinary shares of £1 each	
	3 March 2011	5 March 2010
A Pellington	-	-
N Brown	-	-
P C Flaum (resigned 7 July 2011)	-	-
J Forrest (appointed 7 July 2011)	-	-
J A M Orr	15	15
P Findlay (Executor for AP Doolan)	30	30
A D M MacDonald	15	15

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.

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.

PROVISION OF INFORMATION TO AUDITORS

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

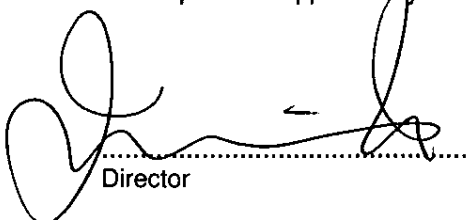
- so far as that Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

AUDITORS

The auditors, 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 and signed on its behalf.


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Director


J FORREST

Date: 11 NOVEMBER 2011

ORCHARD INCORPORATIONS (13S) LIMITED

**STATEMENT OF DIRECTORS' RESPONSIBILITIES
FOR THE YEAR ENDED 3 MARCH 2011**

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 of 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 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.

ORCHARD INCORPORATIONS (13S) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS, AS A BODY, OF ORCHARD INCORPORATIONS (13S) LIMITED

We have audited the financial statements of Orchard Incorporations (13S) Limited for the year ended 3 March 2011, which comprise 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 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 explained more fully in the Statement of Directors' Responsibilities, 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.

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 3 March 2011 and of its results 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.

ORCHARD INCORPORATIONS (13S) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS, AS A BODY, OF ORCHARD
INCORPORATIONS (13S) LIMITED**

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 in preparing the Directors' Report.

Ernst & Young LLP

Debbie O'Hanlon (Senior statutory auditor)

for and on behalf of

Ernst & Young LLP

Statutory Auditor

Reading

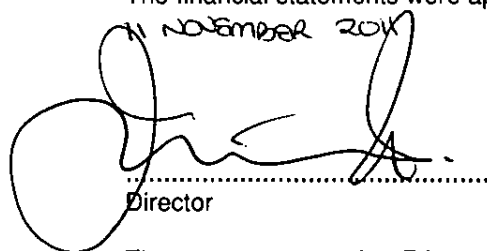
Date: *14 November 2011*

ORCHARD INCORPORATIONS (13S) LIMITED
REGISTERED NUMBER: SC208806

BALANCE SHEET
AS AT 3 MARCH 2011

	Note	3 March 2011 £	4 March 2010 £
FIXED ASSETS			
Investments	2	2,483,674	2,483,674
TOTAL ASSETS LESS CURRENT LIABILITIES		2,483,674	2,483,674
CREDITORS: amounts falling due after more than one year	3	(2,483,574)	(2,483,574)
NET ASSETS		100	100
CAPITAL AND RESERVES			
Called up share capital	4	100	100
SHAREHOLDERS' FUNDS	5	100	100

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

11 November 2011

 Director


 J FORREST

The notes on pages 6 to 7 form part of these financial statements.

ORCHARD INCORPORATIONS (13S) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 3 MARCH 2011**

1. ACCOUNTING POLICIES

1.1 Authorisation

The financial statements of Orchard Incorporations (13S) Limited for the year ended 3 March 2011 were authorised for issue by the Board of Directors on 11 NOVEMBER 2011.

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 Investments

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

1.4 Profit and Loss account

The Company did not trade during the year and therefore has not presented a Profit and Loss account.

2. FIXED ASSET INVESTMENTS

**Unlisted
investments
£**

Cost or valuation

At 5 March 2010 and 3 March 2011

2,483,674

The investment is 100% of the preference shares of Morrison Street Hotel Limited, a company registered in Scotland, which is also the main area of its operation.

3. CREDITORS:

Amounts falling due after more than one year

	3 March 2011 £	4 March 2010 £
Morrison Street Hotel Limited	2,483,574	2,483,574

ORCHARD INCORPORATIONS (13S) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 3 MARCH 2011**

4. SHARE CAPITAL

	3 March 2011 £	4 March 2010 £
Allotted, called up and fully paid		
40 A Ordinary shares of £1 each	40	40
60 B Ordinary shares of £1 each	60	60
	<hr/> 100 <hr/>	<hr/> 100 <hr/>

5. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	3 March 2011 £	4 March 2010 £
Shareholders' funds at 5 March 2010 and 3 March 2011	<hr/> 100 <hr/>	<hr/> 100 <hr/>

6. CONTROLLING PARTY

60% of the issued share capital of the the Company is held by its Directors as shown in the Directors' Report, the remaining 40% is owned by Whitbread Group PLC.