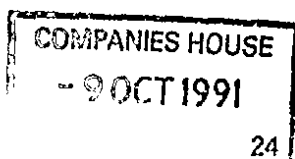


BURGERKING (HOLDINGS) LIMITED
(Registered Number: 376107)

FINANCIAL STATEMENTS

30 SEPTEMBER 1990



KPMG PEAT MARWICK McLINTOCK
1 Puddle Dock, Blackfriars, London EC4V 3PD

BURGERKING (HOLDINGS) LIMITEDDIRECTORS' REPORT

The directors have pleasure in submitting their annual report and financial statements for the year ended 30 September 1990.

Activities

The company acts as a holding company and did not trade during the period. The directors do not recommend the payment of a dividend (1989: nil).

Directors

The directors during the year (together with those subsequently appointed) are as follows:

CR Petty	(resigned 13 March 1990)
J Robinson	(resigned 31 October 1989)
J Rollo	
RT Snead	
SA Moffat	(appointed 2 October 1989; resigned 5 June 1990)
D Richards	(appointed 5 June 1990)
CJ Wyatt	(appointed 3 December 1990)

Mr Rollo retires by rotation in accordance with the Articles of Association and, being eligible, offers himself for re-election.

None of the directors who held office at the end of the financial year had any interests in the shares of the company or Grand Metropolitan PLC, except as noted below:

<u>Director</u>	<u>Options held</u>	<u>Exercisable</u>	<u>Number of options granted</u>	<u>Price</u>
D Richards	GMPLC, ordinary 50p	between 3/1/93 and 14/6/97	11,593	between 485p and 667p

Mr Richards held no options at the date of his appointment.

Post balance sheet events

Subsequent to the year end the authorised share capital of the company was increased to £85,770,000 by the creation of £35,770,000 new ordinary shares of £1, these shares ranking pari passu with the existing ordinary shares. Minneapolis (Holdings) Limited, the immediate holding company transferred its shareholding in Burgerking (Holdings) Limited to Grand Metropolitan plc, the ultimate holding company at the year end. The board of directors approved the purchase of the entire issued share capital of Pillsbury (UK) Limited and Haagen-Dazs UK Limited from Minneapolis (Holdings) Limited.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the reappointment of KPMG Peat Marwick McLintock as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board


Secretary

REPORT OF THE AUDITORS, KPMG PEAT MARWICK McLINTOCK,
TO THE MEMBERS OF BURGERKING (HOLDINGS) LIMITED

We have audited the financial statements on pages 3 to 5 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 September 1990 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Peat Marwick McLintock

Chartered Accountants

London

30 September 1991

BURGERKING (HOLDINGS) LIMITEDBALANCE SHEETAs at 30 September 1990

	<u>Notes</u>	<u>30 September 1990</u>	<u>30 September 1989</u>
FIXED ASSETS			
Investment in subsidiary	2	£ 34,153,882	£ 34,153,882
CURRENT ASSETS			
Debtors: Amount due from group companies	£ 1,246		1,246
CREDITORS: Amounts falling due within one year Amount owed to holding company	3	<u>(15,200,000)</u>	<u>(15,200,000)</u>
NET CURRENT (LIABILITIES)		<u>(15,198,754)</u>	<u>(15,198,754)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>£ 18,955,128</u>	<u>£ 18,955,128</u>
CAPITAL AND RESERVES			
Called up share capital	4	£ 18,973,882	£ 18,973,882
Reserves			
Capital		27,256	27,256
Profit and loss account		<u>(46,010)</u>	<u>(46,010)</u>
		<u>£ 18,995,128</u>	<u>£ 18,955,128</u>

Richard A. Street
Director
Christopher Lyall
Director

The notes on pages 4 and 5 form part of these financial statements.

BURGERKING (HOLDINGS) LIMITEDNOTES(forming part of the financial statements)

1 ACCOUNTING POLICIES

Accounting convention

The financial statements of the company are prepared under the historical cost convention. They have been drawn up to comply in all material respects with UK Statements of Standard Accounting Practice in force at the relevant time. The bases used are consistent with those used in the previous year. No profit and loss account has been prepared since the company did not trade during the period. Group accounts are not presented as the company is a wholly owned subsidiary of Grand Metropolitan PLC, a company incorporated in the United Kingdom.

Investments

Investments are stated at cost less provision for any permanent diminution in value. Net realisable value is estimated by the directors in the case of unlisted investments and is market value in the case of listed investments.

2 FIXED ASSETS - INVESTMENT IN SUBSIDIARY

The investment in subsidiary represents the whole of the issued share capital of Burgerking (UK) Limited, a company operating fast food restaurants which is incorporated in the United Kingdom. In the opinion of the directors the investment in subsidiary is worth at least the amount at which it is stated in the financial statements.

3 CREDITORS

The amount due to the holding company represents a non interest bearing loan with no fixed repayment term.

4 CALLED UP SHARE CAPITAL

	<u>Authorised</u> <u>1989 and 1990</u>		<u>Allotted, called up</u> <u>and fully paid</u> <u>1989 and 1990</u>
		No	
Ordinary shares of £1 each	£ 3,000,000	20,000	£ 20,000
Redeemable preferences shares of £1 each	<u>47,000,000</u>	<u>18,953,882</u>	<u>18,953,882</u>
	<u>£50,000,000</u>	<u>18,973,882</u>	<u>£18,973,882</u>
	*****	*****	*****

BURGERKING (HOLDINGS) LIMITEDNOTES

5 IMMEDIATE AND ULTIMATE HOLDING COMPANY

The immediate holding company is Minneapolis (Holdings) Limited. The ultimate holding company is Grand Metropolitan plc, a company incorporated in Great Britain.

6 POST BALANCE SHEET EVENTS

Subsequent to the year end the authorised share capital of the company was increased to £85,770,000 by the creation of £35,770,000 new ordinary shares of £1, these shares ranking pari passu with the existing ordinary shares. Minneapolis (Holdings) Limited, the immediate holding company transferred its shareholding in Burgerking (Holdings) Limited to Grand Metropolitan plc, the ultimate holding company at the year end. The board of directors approved the purchase of the entire issued share capital of Pillsbury (UK) Limited and Haagen-Dazs UK Limited from Minneapolis (Holdings) Limited.

7 APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved by the Board of Directors on 30 September 1991.