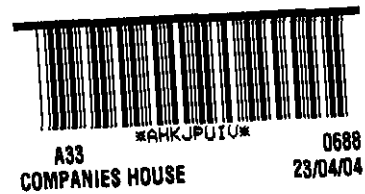


Huckleberry's Limited
No: 502269

HUCKLEBERRY'S LIMITED

FINANCIAL STATEMENTS

30 JUNE 2003



Huckleberry's Limited

Directors' report and financial statements

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Huckleberry's Limited

Directors' Report

The directors have pleasure in submitting their annual report and financial statements for the period ended 30 June 2003.

Activities

The company did not trade during the period.

Directors

The directors who served during the year were as follows:-

H. Nouss
R. Goldstein
S. Bailey (Company Secretary)

The directors, who held office at the end of the financial year, had the following options in the ordinary shares of Diageo plc, the ultimate parent company at 1 July 2002.

| Date of Grant | Balance at 01 July 2002 | Granted in year | Exercised in year | Lapsed in year | Balance at 30 June 2003 | Option Price |
|-----------------------|----------------------------|--------------------|----------------------|-------------------|----------------------------|-----------------|
| R. Goldstein | | | | | | |
| Executive Share | | | | | | |
| Option Scheme | | | | | | |
| 12 October 2002 | 4,153 | - | 4,153 | - | - | 653 |
| H. Nouss | | | | | | |
| Executive Share | | | | | | |
| Option Scheme | | | | | | |
| 12 June 1996 | 12,000 | - | 12,000 | - | - | 429 |
| 20 December 1999 | 12,590 | - | 12,590 | - | - | 518 |
| 13 October 2001 | 8,572 | - | 8,572 | - | - | 631 |
| 12 October 2001 | 8,499 | - | 8,499 | - | - | 653 |
| Ordinary Share | | | | | | |
| Save Scheme | | | | | | |
| 01 December 1999 | 792 | - | 792 | - | - | 489 |
| 01 December 2000 | 767 | - | 767 | - | - | 505 |
| 01 December 2001 | 363 | - | 363 | - | - | 523 |

Following the disposal of the Burger King Group by Diageo plc in December 2002, any director's outstanding share options lapsed in June 2003.

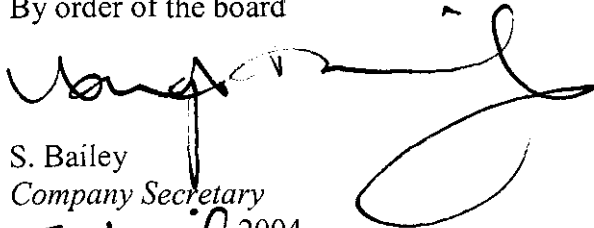
None of the directors who held office at the end of the financial year had any interests in the shares of the company or had any material interest during the year in any significant contract with the company or any subsidiary.

Auditors

For the period ended 30 June 2003 the company was entitled to exemption under Section 249aa(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the period in question in accordance with section 249b(2).

By order of the board



S. Bailey
Company Secretary
15 April 2004

Huckleberry's Limited

Balance Sheet

At 30 June 2003

| | <u>Note</u> | 2003 £ | 2002 £ |
|-----------------------------------|-------------|--------------------|--------------------|
| Current assets | | | |
| Debtors | | 4,982,017 | 4,982,017 |
| Amount due from group company | | (10,642,355) | (10,642,355) |
| Net liabilities | | <u>(5,660,338)</u> | <u>(5,660,338)</u> |
| Capital and reserves | | | |
| Called up share capital | 2 | 1,000 | 1,000 |
| Profit and loss account | | (5,661,338) | (5,661,338) |
| Equity shareholders' funds | | <u>(5,660,338)</u> | <u>(5,660,338)</u> |

For the year ended 30 June 2003 the company was entitled to exemption under Section 249aa(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249b(2).

The directors acknowledge their responsibility for (i) ensuring the company keeps accounting records which comply with section 221; and (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the Board of Directors on **15 APRIL** 2004 and were signed of its behalf by:-



H. Nouss
Director

Huckleberry's Limited

Notes

At 30 June 2003

1. Accounting Policies

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with applicable UK accounting standards.

2. Share Capital

| | 2003 £ | 2002 £ |
|---|--------------|--------------|
| Authorized, allotted, called up and fully paid shares of £1 each | | |
| Ordinary shares | 500 | 500 |
| 7% cumulative preference | 500 | 500 |
| | ----- | ----- |
| | <u>1,000</u> | <u>1,000</u> |

3. Ultimate parent company

On 12 December 2002, the ultimate ownership of the company changed when Diageo plc sold Burger King Corporation and all its subsidiaries to a private equity consortium comprising Texas Pacific Group, Bain Capital Partners and Goldman Sachs Capital Partners.

The consolidated financial statements of Diageo plc can be obtained from the Registered Office at 8 Henrietta Place, London W1G 0NB, United Kingdom.

At the year end the smallest and largest group to consolidate these financial statements was Burger King Corporation, a company incorporated and registered in the United States of America.

The consolidated financial statements of Burger King Corporation can be obtained from:

5505 Blue Lagoon Drive
Miami
Florida 33126

The immediate parent undertaking is BurgerKing Limited, a company incorporated and registered in Scotland.