

**BEDMINSTER (No.2 COMPANY) LIMITED**

*(formerly Oval (1701) Limited)*

**Directors' Report and Accounts**

**Period to 31 August 2002**

**Registered number : 4361321**



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**Report of the Directors**

PERIOD TO 31 AUGUST 2002

The financial statements for the period are set out on pages 5 to 11.

**REVIEW OF THE FINANCIAL PERIOD**

The company was incorporated as Oval (1701) Limited in England and Wales on 28 January 2002 and subsequently changed its name to Bedminster (No.2 Company) Limited on 26 February 2002.

The profit after taxation for the period ended 31 August 2002 was US \$43,000. The directors do not propose a final dividend.

**PRINCIPAL ACTIVITIES**

The principal activity of the company is that of an investment holding company.

**DIRECTORS**

The following served as directors during the period:

G C Hetherington	appointed	22 February 2002		
P J Lyster	appointed	22 February 2002		
Oval Nominees Limited	appointed	28 January 2002	resigned	22 February 2002
Ovalsec Limited	appointed	28 January 2002	resigned	22 February 2002
L A Quaranto	appointed	22 February 2002		

**Directors' Interests**

G C Hetherington is also a director of Allied Domecq PLC and has his interests disclosed within those accounts. The beneficial interests of the other directors in the ordinary share capital of Allied Domecq PLC as at 31 August 2002 were as follows:

	At 31 August 2002 Ordinary Shares	Date of appointment Ordinary Shares
P J Lyster	30,633	30,447
L A Quaranto	1,268	1,083
<b>Total of directors' beneficial interests</b>	<b>31,901</b>	<b>31,530</b>

During the period options in respect of ordinary shares in Allied Domecq PLC were granted to P J Lyster (47,842) and L A Quaranto (98,150). None of the other directors serving at the end of the period exercised any options in respect of ordinary shares in Allied Domecq PLC during the period. These figures include options under Allied Domecq PLC's savings-related share option schemes.

In addition to the shares above the following directors are entitled to receive shares under the deferred bonus plan of Allied Domecq PLC. P J Lyster is entitled to receive 15,702 shares on 1 September 2003 and 9,511 shares on 1 September 2004. L A Quaranto is entitled to receive 1,083 shares on 1 September 2004. Details of the plan are disclosed within the accounts of Allied Domecq PLC.

## **Report of the Directors**

PERIOD TO 31 AUGUST 2002

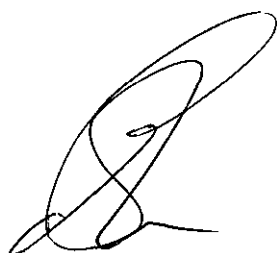
### **GOING CONCERN**

After making enquiries, the directors, at the time of approving the financial statements, have determined that there is reasonable expectation that the company has adequate resources to continue operating for the foreseeable future. For this reason, the directors have adopted the going concern basis in preparing the financial statements.

### **AUDITOR**

The auditors, KPMG Audit Plc, were appointed during the period. In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as the auditor to the company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

A handwritten signature in black ink, appearing to be 'C B Brown', with a large, stylized loop at the end.

C B Brown  
SECRETARY  
10 January 2003

## **Statement of Directors' Responsibilities**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that year. In preparing those financial statements the directors are required to:-

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

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## Report of the Auditor

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BEDMINSTER (NO.2) COMPANY LIMITED

We have audited the financial statements on pages 5 to 11.

#### Respective responsibilities of directors and auditor

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditor, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if the information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

#### Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 August 2002 and of its profit for the period then ended, and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit llc

**KPMG Audit Plc**

*Chartered accountants*

*Registered auditor*

*London*

*10 January 2003*

## **Accounting Policies**

PERIOD TO 31 AUGUST 2002

### **BASIS OF ACCOUNTING**

The accounts are prepared under the historical cost convention, and comply with applicable UK Accounting Standards. During the period the company has adopted Financial Reporting Standard 19, Deferred Tax. This has had no impact on the financial statements.

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Allied Domecq PLC, and its cash flows are included within the consolidated cash flow statement of the group.

The company is exempt under paragraph 3(c) of Financial Reporting Standard 8, Related Party Transactions, from disclosing transactions with entities that are part of the group.

### **FOREIGN CURRENCY TRANSACTIONS**

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at year end rates, any gains or losses are taken to the profit and loss account.

### **FIXED ASSET INVESTMENTS**

Fixed asset investments are stated at cost, less provision for any permanent diminution in value.

**Profit and Loss Account**

PERIOD TO 31 AUGUST 2002

	Note	Period to 31 August 2002 US \$'000
Finance charges	4	61
<b>Profit on ordinary activities before taxation</b>		<b>61</b>
Taxation on profit on ordinary activities	5	(18)
<b>Profit on ordinary activities after taxation</b>		<b>43</b>
Dividends		-
<b>Retained profit</b>	9	<b>43</b>

There are no recognised gains or losses other than the profit for the period.

There is no difference between the profit on ordinary activities for the period as disclosed in the profit and loss account and the results stated on an unmodified historical cost basis.

**Balance Sheet**

AS AT 31 AUGUST 2002

	Note	2002 US \$'000
<b>Fixed Assets</b>		
Investments	6	72,186
<b>Total fixed assets</b>		<b>72,186</b>
<b>Current Assets</b>		
Debtors		-
<b>Creditors (due within one year)</b>	7	<b>(18)</b>
<b>Net current assets</b>		<b>(18)</b>
<b>Net assets</b>		<b>72,168</b>
<b>Capital and reserves</b>		
Called up share capital	8	1
Share premium account	9	72,124
Profit and loss account	9	43
<b>Shareholders' funds</b>		<b>72,168</b>

Approved by the board on 10 January 2003 and signed on its behalf by:


P J Lyster  
DIRECTOR

## Reconciliation of Movements in Shareholders' Funds

PERIOD TO 31 AUGUST 2002

	Period to 31 August 2002 US \$'000
Shareholders' funds at the beginning of the period	-
Share capital issued	72,125
Profit for the financial period	43
<b>Shareholders' funds at the end of the period</b>	<b>72,168</b>

**Notes to the Accounts**

PERIOD TO 31 AUGUST 2002

**1 OPERATING COSTS**

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The auditor's remuneration for their services in the period is paid by another group company.

**2 STAFF COSTS**

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The company had no employees during the period.

**3 DIRECTORS' REMUNERATION**

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The directors received no remuneration in respect of their services to the company during the period.

The interest of directors in the ordinary share capital of Allied Domecq PLC and in options in respect of ordinary shares in Allied Domecq PLC are given on page 1.

	Period to 31 August 2002 US \$'000
<b>4 FINANCE CHARGES</b>	
Interest receivable from group companies	(61)
	(61)

	Period to 31 August 2002 US \$'000
<b>5 TAXATION</b>	
The charge for taxation on the profit for the period comprises:	
United Kingdom taxation	
Corporation tax at 30%	18
	18

There is no difference between the current tax charge at the UK corporation tax rate of 30% and the current tax on profit on ordinary activities.

**Notes to the Accounts**

PERIOD TO 31 AUGUST 2002

	2002 US \$'000
<b>6 INVESTMENTS</b>	
At the beginning of the period	-
Additions	72,186
At the end of the period	72,186

**SHARES IN SUBSIDIARY UNDERTAKINGS**

The principal subsidiaries at 31 August 2002 were:

	Country of incorporation or registration	Description of shares held	Proportion of nominal value of issued shares held
Bristol (Luxembourg) Sarl	Luxembourg	Ordinary \$30	100%

	2002 US \$'000
<b>7 CREDITORS</b>	
Amounts falling due within one year	
Taxation	18
	18

	Authorised 2002 £	Allotted, called up and fully paid 2002 US \$
<b>8 SHARE CAPITAL</b>		
1,000 Ordinary shares of £1 each	1,000	1,429
	1,000	1,429

**Notes to the Accounts**

PERIOD TO 31 AUGUST 2002

<b>9 CAPITAL AND RESERVES</b>	<b>Share Capital US \$'000</b>	<b>Share Premium US \$'000</b>	<b>Profit and loss account US \$'000</b>	<b>Total US \$'000</b>
At the beginning of the period	-	-	-	-
Shares issued	1	72,124	-	72,125
Retained profit for the period	-	-	43	43
<b>At the end of the period</b>	<b>1</b>	<b>72,124</b>	<b>43</b>	<b>72,168</b>

**10 ULTIMATE PARENT COMPANY**

The largest group in which the results of the company are consolidated is that headed by Allied Domecq PLC, a company incorporated in England and Wales. The consolidated accounts of this company are available to the public and may be obtained from:

The Company Secretary  
Allied Domecq PLC  
The Pavilions  
Bridgwater Road  
Bedminster Down  
BRISTOL  
BS13 8AR

No other group accounts include the results of the company.