

John Harvey & Sons (UK) Limited
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
for the year ended
31 December 2010



John Harvey & Sons (UK) Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

P McKay (appointed 1 January 2010)
A Baladi (appointed 16 March 2011)
M D P Bermudez De La Puente Sanchez-Aguilera (appointed 30 October 2010)
J Stordy (resigned 30 October 2010)
D Gaynor (resigned 16 March 2011)

SECRETARY

Lycidas Secretaries Limited

REGISTERED OFFICE

Prewetts Mill
Worthing Road
Horsham
West Sussex
RH12 1ST

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
141 Bothwell Street
Glasgow
G2 7EQ

SOLICITORS

McClure Naismith
292 St Vincent Street
Glasgow
G2 5TQ

John Harvey & Sons (UK) Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

The directors submit their report and audited financial statements of John Harvey & Sons (UK) Limited for the financial year ended 31 December 2010

PRINCIPAL ACTIVITIES

The company's only activity during the year related to the finalisation of the acquisition and sale of shares in a fellow subsidiary that took place in a previous accounting period

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The company is non-trading and will not undertake any further business, other than to recognise administration expenses and movements in intercompany balances caused by foreign exchange

The entire share capital of this company was sold on 23 September 2010 to another group company Beam Inc (UK) Holdings Limited (formerly Beam Global Spirits & Wine UK (Holdings) Limited) The consideration for the sale was £2

RESULTS AND DIVIDENDS

The company's loss for the financial year before tax is £6,000 (2009 £13,000) A dividend of £514,974 (2009 £nil) was paid to John Harvey B V during the year

DIRECTORS

The directors who served the company during the year were as follows

D Gaynor
P McKay
J Stordy
M D P Bermudez De La Puente
Sanchez-Aguilera

P McKay was appointed as a director 1 January 2010
J Stordy resigned as a director on 30 October 2010
M D P Bermudez De La Puente Sanchez-Aguilera was appointed as a director on 30 October 2010
D Gaynor resigned as a director on 16 March 2011
A Baladi was appointed as a director 16 March 2011

INDEMNITY OF OFFICERS

Subject to the provision of the Companies Act, the company may indemnify any Director or other officer against any liability incurred by him in the execution or discharge of his duties or the exercise of his powers and including but not limited to any liability for the cost of legal proceedings where judgement is given in favour

In addition, the company may purchase and maintain for any Director or other officer or auditor, insurance against any liability, and the company does maintain appropriate insurance cover against legal action brought against its Directors and officers of subsidiaries

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor

John Harvey & Sons (UK) Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

AUDITORS

PricewaterhouseCoopers LLP has indicated its willingness to continue in office

By order of the Board



Mª del Pino Bermúdez de la Puente

Director

1 December 2011

John Harvey & Sons (UK) Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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 those financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JOHN HARVEY & SONS (UK) LIMITED

We have audited the financial statements of John Harvey & Sons (UK) Limited for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Accounting Policies 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).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 31 December 2010 and of its loss 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.

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.

Kenneth Wilson (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Glasgow
1 December 2011

John Harvey & Sons (UK) Limited
PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2010

	Note	2010 £'000	2009 £'000
TURNOVER		—	—
Administrative expenses		—	1
Foreign exchange translation differences		(6)	(14)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	1	<u>(6)</u>	<u>(13)</u>
Tax on loss on ordinary activities	4	—	—
LOSS FOR THE FINANCIAL YEAR		<u>(6)</u>	<u>(13)</u>

The loss for the financial year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

John Harvey & Sons (UK) Limited**BALANCE SHEET****as at 31 December 2010**

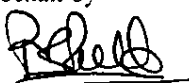
	Note	2010 £'000	2009 £'000
CURRENT ASSETS			
Debtors	5	—	830
CREDITORS			
Amounts falling due within one year	6	—	(309)
NET CURRENT ASSETS		—	521
TOTAL ASSETS LESS CURRENT LIABILITIES		—	521
CAPITAL AND RESERVES			
Share capital	8	—	—
Profit and loss account		—	521
TOTAL SHAREHOLDERS' FUNDS	9	—	521

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

The financial statements on pages 6 to 10 were approved by the Board of directors and authorised for issue on 21 November 2011 and are signed on their behalf by

M^a del Pino Bermúdez de la Puente
Director

1 December 2011



John Harvey & Sons (UK) Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared on the going concern basis, under historical cost convention, in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom. A Summary of the principal accounting policies, which have been applied consistently, is set out below.

CASH FLOW STATEMENT

The company is a wholly owned subsidiary of Beam Inc (formerly Fortune Brands Inc), and is included in their consolidated financial statements, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1.

FOREIGN CURRENCIES

Assets and liabilities expressed in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date or at the agreed contractual rate. Transactions in foreign currency are translated at the ruling rate at the date of the transaction. All differences on exchange are taken to the profit and loss account.

TAXATION

Current tax, including UK corporation tax and deferred tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

John Harvey & Sons (UK) Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

1 OPERATING LOSS

Operating loss is stated after charging

	2010	2009
	£'000	£'000
Net loss on foreign currency translation	<u>6</u>	<u>14</u>

In the current year, the audit fees were borne by another group company and no recharge was made. In 2009 the loss on ordinary activities before taxation was after charging audit fees of £4,686

2 EMPLOYEES

The company has no employees (2009 Nil)

3 DIRECTORS' EMOLUMENTS

The directors are remunerated by fellow group undertakings and no recharge of emoluments or retirement benefits was made in respect of their service to the company during the year

4 TAXATION ON ORDINARY ACTIVITIES

a) Analysis of charge in the year

	2010	2009
	£'000	£'000
UK Corporation tax charge on profit for the year	<u>-</u>	<u>-</u>

b) Factors affecting current tax charge

The tax charge on the loss (2009 loss) on ordinary activities is higher (2009 higher) than the standard rate of corporation tax in the UK of 28% (2009 28%)

	2010	2009
	£'000	£'000
Profit/(Loss) on ordinary activities before taxation	<u>(6)</u>	<u>(13)</u>
Profit on ordinary activities at standard rate of corporation tax in the UK of 28% (2009 28%)	<u>(2)</u>	<u>(4)</u>
Group losses surrendered	<u>2</u>	<u>4</u>
Total current tax	<u>-</u>	<u>-</u>

c) Factors affecting future tax charge

During the year, there was a change in the UK main corporation tax rate from 28% to 27%. The change was substantively enacted on 20 July 2010 and was effective from 1 April 2011.

Further reductions to the UK corporation tax rate were announced in the March 2011 budget, including a further reduction to the UK main corporation tax rate of 26% which became effective on 1 April 2011. Further changes, which are expected to be enacted separately each year, propose to reduce the rate by 1% per annum to 23% by 1 April 2014. These changes had not been substantively enacted at the balance sheet date and, therefore, are not recognised in these financial statements. Had these changes been substantively enacted at the balance sheet date they would not have had a material impact on the financial statements.

John Harvey & Sons (UK) Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2010

5 DEBTORS

	2010	2009
	£'000	£'000
Amounts owed by group undertakings	—	830
	<u>—</u>	<u>830</u>

The amount owed by the group undertaking is unsecured, interest free and repayable on demand

6 CREDITORS: Amounts falling due within one year

	2010	2009
	£'000	£'000
Amounts owed to group undertakings	—	309
	<u>—</u>	<u>309</u>

The amount owed to group undertaking is unsecured, interest free and repayable on demand

7 RELATED PARTY TRANSACTIONS

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8

8 SHARE CAPITAL

	2010	2009
	£'000	£'000
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	—	—
	<u>—</u>	<u>—</u>

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010	2009
	£'000	£'000
Loss for the financial year	(6)	(13)
Dividends	(515)	—
	<u>(521)</u>	<u>(13)</u>
Net reduction to shareholders' funds	(521)	(13)
Opening shareholders' funds	521	534
	<u>—</u>	<u>—</u>
Closing shareholders' funds	—	521
	<u>—</u>	<u>521</u>

10 ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Beam Inc UK (Holdings) Limited (formerly Beam Global Spirits & Wines UK (Holdings) Limited

The ultimate parent undertaking and controlling party is Beam Inc , which is the smallest and largest group to consolidate these financial statements Copies of the consolidated financial statements of Beam Inc can be obtained from their offices at 520 Lake Cook Road, Deerfield, IL 60015, USA