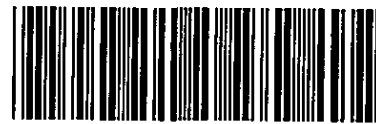


Carillon U.K. Limited

**Financial statements
30 June 2010**

Registered number: SC036037

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Profit and loss account

		Year ended 30 June 2010	Year ended 30 June 2009
	<i>Notes</i>	£	£
Net interest receivable	2	-	382,225
		<hr/>	<hr/>
Profit on ordinary activities before taxation		-	382,225
Taxation on profit on ordinary activities	3	-	-
		<hr/>	<hr/>
Profit for the financial year		-	382,225
		<hr/>	<hr/>

There are no recognised gains and losses other than the result for the year and consequently a statement of total recognised gains and losses has not been presented as part of the financial statements.

All results arise from continuing operations.

Balance sheet

	Notes	30 June 2010 £	30 June 2009 £
Current assets			
Debtors: due within one year			
Amounts owed by group undertaking - Diageo Finance plc		13,340,370	13,340,370
		<hr/>	<hr/>
Net assets		13,340,370	13,340,370
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	4	100	100
Profit and loss account		13,340,270	13,340,270
		<hr/>	<hr/>
Shareholders' funds	5	13,340,370	13,340,370
		<hr/>	<hr/>

The notes on pages 3 to 5 form part of the financial statements.

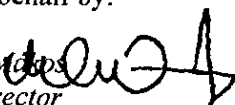
The company did not trade during the financial year. The directors do not expect the company to trade in the foreseeable future.

The directors:

- (a) confirm that the company was entitled to exemption under subsection (1) of section 480 of the Companies Act 2006 from the requirement to have its accounts audited for the financial year ended 30 June 2010;
- (b) confirm that members have not required the company to obtain an audit of its accounts for that financial year in accordance with section 476 of that Act;
- (c) acknowledge their responsibilities for:
 - (i) ensuring that the company keeps accounting records which comply with section 386 of the Companies Act 2006 and;
 - (ii) preparing accounts which give a true and fair view of the state of the affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of sections 394 and 396 of that Act, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the board of directors on 2 December 2010 and were signed on its behalf by:

N Madsen
Director



Accounting policies

The following accounting policies have been applied consistently in dealing with items that are considered material in relation to the company's financial statements.

Basis of preparation

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

The company is a wholly owned subsidiary of Diageo plc and is included in the consolidated financial statements of Diageo plc which are publicly available. Consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No. 1 (Revised 1996).

The company is exempt under the terms of Financial Reporting Standard No. 8 from disclosing related party transactions (but not balances) with entities that are wholly owned by a member of the Diageo plc group ("group undertakings") or investees of the Diageo plc group.

Taxation

Current tax, including UK corporation tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date. Except as otherwise required by FRS 19, deferred tax is provided in full on timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less tax, in the future. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Any interest or penalties on tax liabilities are provided in the tax charge.

Notes to the financial statements

1. Operating costs

The company did not employ any staff during either the current or prior year.

None of the directors received any remuneration during the financial year in respect of their services as directors of the company (2009 - £nil).

2. Net interest receivable

	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Interest receivable on loan to Diageo Finance plc	-	426,076
Less:		
Interest payable on loan from Diageo North America Inc.	-	(64,227)
	<u>-</u>	<u>382,225</u>

During the year ended 30 June 2009 the intercompany balance due to Diageo North America Inc was transferred to Diageo Finance plc and the intercompany balance became interest free from 1 July 2010.

3. Taxation

Factors affecting current tax charge for the year	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Profit on ordinary activities before taxation	-	382,225
Taxation on profit on ordinary activities at UK corporation tax rate of 28% (2009 - 28%)	-	(107,023)
Group relief received for nil consideration	-	107,023
Current ordinary tax charge for the year	<u>-</u>	<u>-</u>

Notes to the financial statements (continued)

4. Share capital

	30 June 2010 £	30 June 2009 £
<i>Allotted, called up and fully paid:</i>		
100 ordinary shares of £1 each	100	100

5. Reconciliation of movement in shareholders' funds

	30 June 2010 £	30 June 2009 £
Profit for the financial year	-	382,225
Net addition to shareholders' funds	-	382,225
Shareholders' funds at the beginning of the year	13,340,370	12,958,145
Shareholders' funds at the end of the year	13,340,370	13,340,370

6. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Diageo Americas Supply, Inc. a company incorporated and registered in the USA.

The ultimate parent undertaking of the company is Diageo plc, a company incorporated and registered in England. The consolidated financial statements of Diageo plc can be obtained from the registered office at Lakeside Drive, Park Royal, London, NW10 7HQ.