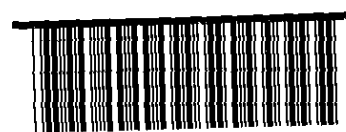
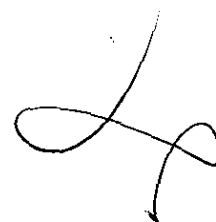


William Grant & Sons
Overseas Limited
Report and Accounts

30 December 2000

Registered Number 134251



SCT SQJ9A58X 1399
COMPANIES HOUSE 26/10/01

William Grant & Sons Overseas Limited

DIRECTORS' REPORT

The directors submit their report and accounts for the 53 weeks to 30 December 2000.

RESULTS AND DIVIDENDS

The profit for the period, after taxation, amounted to £7,695,000. The directors do not propose the payment of a dividend leaving retained profits of £7,695,000 to be taken to reserves.

PRINCIPAL ACTIVITIES

The company's principal activity continued to be the holding of investments of the group's interests located outside the UK.

REVIEW OF THE BUSINESS

The business has progressed well and has allowed the overseas operations to continue to develop by concentrating on the key issues in the respective markets.

DIRECTORS AND THEIR INTERESTS

The directors during the period were as follows:

C Conway
A L Hunt
M Lamont (resigned 4 October 2000)
P Thomas (appointed 15 June 2000)
P Wickman

None of the directors had any interest in the share capital of the company or its ultimate parent, William Grant & Sons Ltd, at 30 December 2000.

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 of the company for that period. In preparing those accounts, 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 accounts; and prepare the accounts on the 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 accounts comply with the Companies Act 1985. 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.

AUDITORS

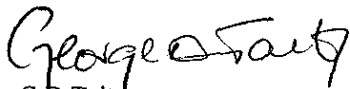
A resolution to consider the re-appointment of Ernst & Young as auditors will be put to the members at the annual general meeting. Ernst & Young has stated that, during 2001, it is intending to transfer its business to a limited liability partnership incorporated under the Limited Liability Partnership Act 2000, to be called Ernst & Young LLP. If this happens, it is the current intention of the directors to use their statutory powers to treat the appointment of Ernst & Young as extending to Ernst & Young LLP.

DIRECTORS' REPORT

FUTURE DEVELOPMENTS

Wherever possible, future growth opportunities will be identified and will be developed.

On behalf of the Board



G D Tait
Secretary

29 March 2001

**REPORT OF THE AUDITORS
to the members of William Grant & Sons Overseas Limited**

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 1 the company's directors are responsible for the preparation of accounts in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

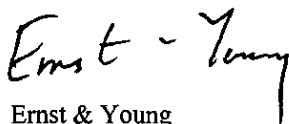
Basis of opinion

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts are free from material mis-statement, 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company at 30 December 2000 and of its profit for the financial period then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Registered Auditor
Glasgow

29 March 2001

William Grant & Sons Overseas Limited

PROFIT AND LOSS ACCOUNT

For the 53 weeks ended 30 December 2000

	<i>Notes</i>	<i>2000</i> <i>£000</i>	<i>1999</i> <i>£000</i>
Income from investments	1	8,973	4,360
OPERATING PROFIT	2	8,973	4,360
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		8,973	4,360
Tax on profit on ordinary activities	3	(1,278)	2,057
PROFIT FOR THE PERIOD AFTER TAXATION		7,695	6,417

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses other than the retained profit of £7,695,000 (1999 - £6,417,000) in the period ended 30 December 2000.

William Grant & Sons Overseas Limited

BALANCE SHEET

At 30 December 2000

	Notes	2000 £000	1999 £000
INVESTMENTS	4		
Subsidiary undertakings at cost		9,790	9,790
Others		697	697
		<u>10,487</u>	<u>10,487</u>
CURRENT ASSETS			
Cash at bank and in hand		41,862	33,089
		<u>41,862</u>	<u>33,089</u>
CREDITORS: amounts falling due within one year	5	3,606	2,528
		<u>38,256</u>	<u>30,561</u>
NET CURRENT ASSETS			
		<u>48,743</u>	<u>41,048</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u><u>48,743</u></u>	<u><u>41,048</u></u>
CAPITAL AND RESERVES			
Called up share capital	6	7,000	7,000
Profit and loss account	7	41,743	34,048
		<u>48,743</u>	<u>41,048</u>
EQUITY SHAREHOLDERS' FUNDS		<u><u>48,743</u></u>	<u><u>41,048</u></u>



A L Hunt
Director

29 March 2001

William Grant & Sons Overseas Limited

ACCOUNTING POLICIES

BASIS OF PREPARATION

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

DEFERRED TAXATION

Deferred taxation is provided on all timing differences which are expected to reverse in the future calculated at the rate at which it is estimated that tax will be payable.

FOREIGN CURRENCY

Transactions in foreign currencies are translated at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All exchange gains and losses are taken to the profit and loss account.

RELATED PARTY TRANSACTIONS

Related party transactions with group companies have not been disclosed in accordance with the exemption for subsidiary undertakings contained in Financial Reporting Standard 8 "Related Party Disclosures".

William Grant & Sons Overseas Limited

NOTES TO THE ACCOUNTS

At 30 December 2000

1. INCOME FROM INVESTMENTS

	2000	1999
	£000	£000
Unlisted	8,973	4,360

2. PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION

The aggregate remuneration of all UK directors, excluding pension contributions, was £52,795 (1999 - £52,151). The number of directors to whom retirement benefits are accruing in respect of qualifying services under defined benefit schemes is 2 (1999 - 3).

Fees paid to the auditors for audit services amounted to £1,500 (1999 - £2,000).

3. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2000	1999
	£000	£000
Based on the profit for the year:		
UK corporation tax at 30%	1,367	608
Corporation tax overprovided in previous years	(89)	-
Deferred tax	-	(2,665)
	1,278	(2,057)

4. INVESTMENTS

(a) Subsidiaries:

	£000
At 30 December 2000 and 25 December 1999	9,790

The principal subsidiaries are:

	Incorporated/ registered	Shares held	Proportion of voting rights and shares held	Activity
William Grant & Sons Inc.*	USA	Common stock	100%	Distributor
Quality Spirits International Limited *	Guernsey	Ordinary	100%	Spirit sales
William Grant & Sons Exports Limited *	Guernsey	Ordinary	100%	Distributor

* Held by a subsidiary.

(b) Others:

	Unlisted £000
At cost, less amounts written off	
At 30 December 2000 and 25 December 1999	697

William Grant & Sons Overseas Limited

NOTES TO THE ACCOUNTS

At 30 December 2000

5. CREDITORS: amounts falling due within one year

	2000	1999
	£000	£000
Current taxation	3,606	2,441
Amounts owed to parent company and fellow subsidiaries	-	84
Accruals	-	3
	<u>3,606</u>	<u>2,528</u>

6. SHARE CAPITAL

	2000	Authorised	Allotted, called up and fully paid
	No.	1999	2000
		No.	£000
Ordinary shares of £1 each	10,000,000	10,000,000	7,000
	<u>10,000,000</u>	<u>10,000,000</u>	<u>7,000</u>

7. SHARE CAPITAL, MOVEMENT ON RESERVES AND RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	Called up share capital	Profit and loss account	Total equity shareholders' funds
	£000	£000	£000
At 26 December 1998	7,000	27,631	34,631
Profit for the period after taxation	-	6,417	6,417
At 25 December 1999	7,000	34,048	41,048
Profit for the period after taxation	-	7,695	7,695
At 30 December 2000	<u>7,000</u>	<u>41,743</u>	<u>48,743</u>

8. PENSION ARRANGEMENTS

The company is a member of a group pension scheme, details of which are given in the accounts of William Grant & Sons Limited, the company's ultimate parent company.

9. ULTIMATE PARENT COMPANY

The directors regard William Grant & Sons Limited, a company registered in Scotland, as the company's ultimate parent company. This is the only parent undertaking for which group accounts are drawn up and of which the company is a member. The address from which copies of these group accounts are available to the public is: The Registrar of Companies, Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB.