



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

May 8, 2002

Theodore Edelman
Sullivan & Cromwell
St. Olave's House
9a Ironmonger Lane
London EC2V 8EY, England

Re: In the Matter of Diageo plc
Docket No. C-4032.

Dear Mr. Edelman:

This letter responds to the March 11, 2002, Divestiture Application ("Application") of Diageo plc ("Diageo") requesting that the Commission approve Diageo's sale of Malibu Rum Assets ("Malibu Rum") to Allied Domecq plc ("Allied Domecq"), pursuant to the order in this matter. The application was placed on the public record for comments for thirty days, until April 15, 2002, and no comments were received.

After consideration of the proposed transaction as set forth in the Application and supplemental documents, as well as other available information, the Commission has determined to approve the divestiture of Malibu Rum to Allied Domecq. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Diageo's Application, and has assumed them to be accurate and complete.

By direction of the Commission.

A handwritten signature in black ink that reads "Donald S. Clark".

Donald S. Clark
Secretary

cc: William C. Pelster
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036-6522