

FINAL INVESTOR REPORT

MITCHELLS & BUTLERS RETAIL LIMITED

For the Final Period ended 26 September 2009

**This Final Investor Report covers the results for Mitchells & Butlers Retail Limited
from 28 September 2008 to 26 September 2009**

To: HSBC Trustee (C.I.) Limited (as Borrower Security Trustee and Trustee)
HSBC Global Investor Services (Ireland) Limited (as Irish Paying Agent)
HSBC Bank plc (as Principal Paying Agent)
Ambac Assurance UK Limited
Standard & Poor's Rating Services
Fitch Ratings Limited
Moody's Investors Service Limited

Terms defined in Schedule 1 (*Master Definitions Schedule*) of a master framework agreement (the "**Master Framework Agreement**") dated 13 November 2003, restated and amended on 15 September 2006 and made between, *inter alios*, the Issuer and the Borrower Security Trustee shall bear the same meaning herein.

Definitions :

Q4 means the results for the Financial Quarter from 5 July 2009 to 26 September 2009 (12 weeks);
Relevant Period means the last two Financial Quarters (24 weeks) and
Relevant Year means the last four Financial Quarters (52 weeks)

Principal Debt Movements

Q4 Principal Debt Movements on the Notes	Balance as at 4 July 2009 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 26 September 2009 £m
Aggregate principal amount outstanding at the Financial Quarter Date	2,341.5	(11.2)		2,330.3
Class A1N Notes	200.0			200.0
Class A2 Notes	408.0	(7.2)		400.8
Class A3N Notes	\$418.8			\$418.8
Class A4 Notes	170.0			170.0
Class AB Notes	325.0			325.0
Class B1 Notes	278.5	(4.0)		274.5
Class B2 Notes	350.0			350.0
Class C1 Notes	200.0			200.0
Class C2 Notes	50.0			50.0
Class D1 Notes	110.0			110.0

Q4 Principal Debt Movements on the Term Advance	Balance as at 4 July 2009 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 26 September 2009 £m
Aggregate Principal Debt Outstanding at the Financial Quarter Date	2,341.5	(11.2)		2,330.3
A1N Term Advance	200.0			200.0
A2 Term Advance	408.0	(7.2)		400.8
A3N Term Advance	250.0			250.0
A4 Term Advance	170.0			170.0
AB Term Advance	325.0			325.0
B1 Term Advance	278.5	(4.0)		274.5
B2 Term Advance	350.0			350.0
C1 Term Advance	200.0			200.0
C2 Term Advance	50.0			50.0
D1 Term Advance	110.0			110.0

Specific Trading Details

Turnover for the 12 weeks comprising Q4 was £382.2m giving a total of £1,632.1m for the Relevant Year (comprising 52 weeks). EBITDA for the quarter was £93.3m giving a total for the Relevant Year of £357.8m. Year on year profitability has been adversely impacted by higher market rates for supply of food and energy as well as continued increases in regulatory costs. As a result of tax losses surrendered by other parts of the MAB Group, no tax was payable for the financial year.

	Q4 (12 weeks) £m	Relevant Period (24 weeks) £m	Relevant Year (52 weeks) £m
Turnover	382.2	770.1	1,632.1
Operating expenses*	(312.6)*	(633.7)*	(1,377.9)*
Operating Profit*	69.6*	136.4*	254.2*
EBITDA	93.3	183.3	357.8
Free Cash Flow	77.3	165.6	309.0
Debt Service	(42.4)	(82.7)	(175.6)

*Excludes £114m exceptional impairment charges.

Coverages and Covenants

Free Cashflow DSCR was 1.8 times and the EBITDA to Debt Service ratio was 2.0 times for the Relevant Year and 2.0 times and 2.2 times respectively for the Relevant Period. The Debt Service Covenant and Restricted Payment Condition were satisfied. Net Worth as at 26 September 2009 was £1,592m and the Net Worth Covenant is therefore satisfied.

	Q4 (12 weeks)	Relevant Period (24 weeks)	Relevant Year (52 weeks)
Free Cash Flow : Debt Service	1.8 times	2.0 times	1.8 times
EBITDA : Debt Service	2.2 times	2.2 times	2.0 times
Debt Service covenant satisfied		Yes	Yes
Restricted Payment Condition satisfied		Yes	Yes

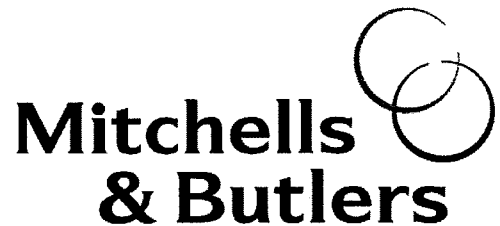
Restricted Payments of £25.0m were made in Q4 and £119.5m during the Relevant Year. The Restricted Payment Maximum at 26 September 2009 was £57.0m and no calculation of the Further Restricted Payment Maximum was required.

Maintenance and Capital Enhancement

The cumulative Maintenance Expenditure* in the Relevant Year was £108.3m and the Relevant Period was £54.0m. The Required Maintenance Amount* for the Financial Year is £91.6m.

Capital Enhancement Expenditure Investments of £0.6m were made in Q4, £31.2m in the Relevant Year and £1.9m in the Relevant Period.

* Maintenance includes both capital items and items expensed through the Profit & Loss account.



Cash Balances

Balances on the following accounts at 26 September 2009 were as follows:

	£m
Borrower Transaction Account	0.0
Disposals Proceeds Account	15.4
Maintenance Reserve Account	0.0
All other Obligor Accounts*	69.7

*includes £17.9m held in the Issuer Transaction Account as cash collateral following the downgrade of a swap counterparty.

The amount available under the Liquidity Facility was £295m, no amount was drawn at any point during the period.

Estate

	Number
Outlets at the beginning of Q4	1,685
Acquisitions and substitutions	0
Disposals	(10)
Outlets at the end of Q4	1,675

The aggregate proceeds from disposals were £11.8m

Accounting Policies

Mitchells & Butlers Retail Limited certifies that these financials comply with Mitchells & Butlers Retail Limited accounting policies as detailed in its financial statements which comply with Generally Accepted Accounting Principles applied in the United Kingdom.

Defaults

Mitchells & Butlers Retail Limited certifies that no Loan Event of Default or Potential Loan Event of Default has occurred.

For further information please contact:

www.mbplc.com/debtir

Erik Castenskiold – Investor Relations

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QUARTERLY FINANCIAL INFORMATION

MITCHELLS & BUTLERS RETAIL LIMITED

This Quarterly Financial Information covers the results for Mitchells & Butlers Retail Limited for the Financial Quarter from 12 April 2009 to 4 July 2009

To: HSBC Trustee (C.I.) Limited (as Borrower Security Trustee and Trustee)
 HSBC Global Investor Services (Ireland) Limited (as Irish Paying Agent)
 HSBC Bank plc (as Principal Paying Agent)
 Ambac Assurance UK Limited
 Standard & Poor's Rating Services
 Fitch Ratings Limited
 Moody's Investors Service Limited

Terms defined in Schedule 1 (*Master Definitions Schedule*) of a master framework agreement (the "**Master Framework Agreement**") dated 13 November 2003 and made between, *inter alios*, the Issuer and the Borrower Security Trustee shall bear the same meaning herein.

Definitions :

Q3 means the results for the Financial Quarter from 12 April 2009 to 4 July 2009 (12 weeks);

Relevant Period means the last two Financial Quarters (24 weeks) and

Relevant Year means the last four Financial Quarters (52 weeks).

Principal Debt Movements

Q3 Principal Debt Movements on the Notes	Balance as at 11 April 2009 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 4 July 2009 £m
Aggregate principal amount outstanding at the Financial Quarter Date	2,352.5	(11.0)		2,341.5
Class A1N Notes	200.0			200.0
Class A2 Notes	415.1	(7.1)		408.0
Class A3N Notes	\$418.8			\$418.8
Class A4 Notes	170.0			170.0
Class AB Notes	325.0			325.0
Class B1 Notes	282.4	(3.9)		278.5
Class B2 Notes	350.0			350.0
Class C1 Notes	200.0			200.0
Class C2 Notes	50.0			50.0
Class D1 Notes	110.0			110.0

Q3 Principal Debt Movements on the Term Advance	Balance as at 11 April 2009 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 4 July 2009 £m
Aggregate Principal Debt Outstanding at the Financial Quarter Date	2,352.5	(11.0)		2,341.5
A1N Term Advance	200.0			200.0
A2 Term Advance	415.1	(7.1)		408.0
A3N Term Advance	250.0			250.0
A4 Term Advance	170.0			170.0
AB Term Advance	325.0			325.0
B1 Term Advance	282.4	(3.9)		278.5
B2 Term Advance	350.0			350.0
C1 Term Advance	200.0			200.0
C2 Term Advance	50.0			50.0
D1 Term Advance	110.0			110.0

Specific Trading Details

Turnover for the 12 weeks comprising Q3 was £387.9 giving a total of £1,622.7m for the Relevant Year (comprising 52 weeks). EBITDA for the quarter was £90.0m giving a total for the Relevant Year of £358.7m. Year on year profitability has been adversely impacted by higher market rates for supply of food and energy as well as continued increases in regulatory costs.

	Q3 (12 weeks) £m	Relevant Period (28 weeks) £m	Relevant Year (52 weeks) £m
Turnover	387.9	764.0	1,622.7
Operating expenses	(321.1)	(639.5)*	(1,373.6)*
Operating Profit	66.8	124.5*	249.1*
EBITDA	90.0	172.2	358.7
Free Cash Flow	83.3	151.8	309.3
Debt Service	(42.3)	(80.2)	(174.4)

*Excludes exceptional impairment charges of £4m for Q2 and the Relevant Period and £192m for the Relevant Year.

Coverages and Covenants

Free Cashflow DSCR was 1.8 times and the EBITDA to Debt Service ratio was 2.1 times for the Relevant Year and 1.9 times and 2.1 times respectively for the Relevant Period. The Debt Service Covenant and Restricted Payment Condition were satisfied. Net Worth (at the last Financial Year end) was £1,605m and the Net Worth Covenant is therefore satisfied.

	Q3 (12 weeks)	Relevant Period (24 weeks)	Relevant Year (52 weeks)
Free Cash Flow : Debt Service	2.1 times	1.9 times	1.8 times
EBITDA : Debt Service	2.1 times	2.1 times	2.1 times
Debt Service covenant satisfied		Yes	Yes
Restricted Payment Condition satisfied		Yes	Yes

Restricted Payments of £34.7m were made during Q3 and the Restricted Payment Maximum at 4 July 2009 was £50.8m. No calculation of the Further Restricted Payment Maximum was required.

Maintenance and Capital Enhancement

The cumulative Maintenance Expenditure* at the end of Q3 was £82.3m. The Required Maintenance Amount* for the Financial Year is £91.6m.

Capital Enhancement Expenditure Investments of £1.3m were made in Q3, £36.1m in the Relevant Year and £15.3m in the Relevant Period.

* Maintenance includes both capital items and items expensed through the Profit & Loss account.

Cash Balances

Balances on the following accounts at 4 July 2009 were as follows:

	£m
Borrower Transaction Account	0.0
Disposals Proceeds Account	6.9
Maintenance Reserve Account	0.0
All other Obligor Accounts*	30.9

*includes £13.9m held in the Issuer Transaction Account as cash collateral following the downgrade of a swap counterparty.

The amount available under the Liquidity Facility was £295m, no amount was drawn at any point during the period.

Estate

	Number
Outlets at the beginning of Q3	1,692
Acquisitions and substitutions	0
Disposals	(7)
Outlets at the end of Q2	1,685

The aggregate proceeds from disposals were £7.2m

Accounting Policies

Mitchells & Butlers Retail Limited certifies that these financials comply with Mitchells & Butlers Retail Limited accounting policies as detailed in its financial statements which comply with Generally Accepted Accounting Principles applied in the United Kingdom.

Defaults

Mitchells & Butlers Retail Limited certifies that no Loan Event of Default or Potential Loan Event of Default has occurred.

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