



May 1995

**Allocation of Tax Basis between the Common Stocks
of
General Mills, Inc. and Darden Restaurants, Inc.
following the
Distribution of Shares of Common Stock of Darden Restaurants, Inc.**

The distribution by General Mills, Inc. of shares of Darden Restaurants, Inc. to General Mills stockholders will not be taxable for federal income tax purposes, except for cash paid in lieu of a fractional share, as discussed below. However, stockholders must allocate their tax basis of General Mills, Inc. Common Stock between the shares of General Mills, Inc. and Darden Restaurants, Inc. in proportion to the fair market value of each stock.

General Mills has determined that the following percentages are appropriate for allocating each shareholder's tax basis in General Mills stock between the shares of the two corporations, based on the fair market value of each stock on the Record Date. The percentages should be applied to the tax basis of each separate lot of General Mills shares owned by you. If you acquired General Mills stock at different times you probably have several different per share tax bases, and a separate computation is necessary for each lot of shares that has a different tax basis. Different tax bases cannot be averaged. The period of ownership of your Darden Restaurants, Inc. Common Stock is deemed to be the same as your related General Mills Common Stock. If you have questions about how to compute the tax basis of your General Mills Common Stock prior to the Distribution, you should consult your personal tax advisor.

Allocation

General Mills, Inc. shares	82.65%
Darden Restaurants, Inc. shares	<u>17.35%</u>
Total	<u>100.00%</u>

<over>

Sample Calculation

You held 100 shares of General Mills, Inc. at a total cost (tax basis) of \$5,000.

You received 100 shares of Darden Restaurants, Inc.

The allocation of tax basis is as follows:

				<u>New Tax Basis</u>
General Mills, Inc. shares	82.65%	X \$5,000	=	\$4,132.50
Darden Restaurants, Inc. shares	17.35%	X \$5,000	=	<u>\$867.50</u>
Total				<u>\$5,000.00</u>

Your new tax basis per share, after adjusting for the Distribution, is as follows:

				<u>New Tax Basis</u> <u>Per Share</u>
General Mills, Inc.		\$4,132.50 divided by 100	=	\$41.33
Darden Restaurants, Inc.		\$867.50 divided by 100	=	\$8.67

The receipt of cash in lieu of a fractional share will cause a taxable gain or loss for federal income tax purposes. The determination of the tax basis of the fractional share is made by multiplying (i) the share fraction received by (ii) the tax basis per share of your Darden stock. To determine the taxable gain or loss, you then determine the difference between this amount and the cash you received in payment of the fractional share interest. The gain or loss to be reported will be a short-term capital gain or loss, assuming that the General Mills stock is a capital asset in your portfolio of investments.

This memorandum should be retained with your financial records for future reference.

The attached statement is required to be filed with your federal tax return for the 1995 tax year.

GENERAL MILLS, INC.