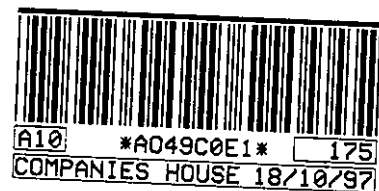


Registered Number : 1318783

R.D. LILLIS & SONS LIMITED

ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 1997



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DIRECTORS' REPORT

The Directors submit their report and the audited accounts for the year ended 31st March 1997.

Activities and Results

Under an agency agreement, the Company has entered into transactions as agent for group undertakings, the records and results thereof being incorporated in the accounting records and accounts of those undertakings.

Dividend

The Directors do not recommend the payment of a dividend.

Directors

The Directors of the Company during the year ended 31st March 1997 were:

J. D. Paget
E.N. Wingfield

Mrs A E Griffiths was appointed as a director on 5th August 1997.

Directors' Interests

According to the register, kept under Section 325 of the Companies Act 1985, no Director holding office at 31st March 1997 had any interest in the shares of the Company, its parent company or its fellow subsidiaries, either at the beginning or end of the year.

Auditors

An elective resolution has been passed in accordance with Section 379A and 386 of the Companies Act 1985 (as amended) to dispense with the obligation under Section 384 of the Act to appoint auditors annually.

General Meetings

Elective resolutions have been passed in accordance with Section 379A of the Companies Act 1985 (as amended) to dispense with the laying of accounts before the Company in General Meeting (pursuant to Section 252 of the Act) and to dispense with the holding of Annual General Meetings (pursuant to Section 366A of the Act).

DIRECTORS' REPORT

Registered No: 1318783

Registered Office:

Oxford Road
Aylesbury
Bucks
HP21 8SZ

On Behalf of the Board



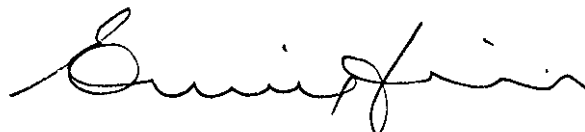
For and on behalf of
Risecretaries Limited
Secretary

14th August 1997

BALANCE SHEET AS AT 31ST MARCH 1997

	Notes	1997 £	1996 £
CURRENT ASSETS			
Amounts owed by group undertakings	6	14,677	14,677
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	8	200	200
Share premium account		12,840	12,840
Profit and loss account		1,637	1,637
		<hr/>	<hr/>
		14,677	14,677
		<hr/>	<hr/>
Equity Shareholders' Funds		14,577	14,577
Non-Equity Shareholders' Funds		100	100
		<hr/>	<hr/>
TOTAL SHAREHOLDERS' FUNDS		14,677	14,677
		<hr/>	<hr/>

The accounts were approved by the Board on 14th August 1997



Director

The notes on page 5 form an integral part of these accounts.

The Report of the Auditors is set out on page 7.

NOTES TO THE ACCOUNTS 31ST MARCH 1997

1. The accounts have been prepared on historical cost accounting principles and in accordance with applicable Accounting Standards in the United Kingdom.
2. The Directors regard Compagnie Financière Richemont AG, a listed company incorporated in Switzerland, to be the ultimate parent company; shares representing 50% of the voting rights of that company are held by Compagnie Financière Rupert which, for the purposes of Financial Reporting Standard 8, is regarded by the directors as the ultimate controlling party. At 31st March 1997 the Company's immediate parent company for which group accounts were drawn up was Rothmans International Tobacco (UK) Ltd, a company registered in England and Wales.

Copies of the group accounts of Compagnie Financière Richemont AG are available from The Secretary, Rigistrasse 2, CH-6300 Zug, Switzerland.

3. The Company did not employ anyone during the year or during the preceding year.
4. The Directors did not receive any emoluments during the year or during the preceding year.
5. The remuneration of the auditors was borne by the immediate parent undertaking.
6. The amounts owed by group undertakings are receivable from the Company's immediate parent undertaking.
7. Under an agency agreement, the Company has entered into transactions as agent for group undertakings, the records and results thereof being incorporated in the accounting records and accounts of those undertakings.
8. Called up share capital of the Company is as follows:

	1997 £	1996 £
Authorised - 200 Ordinary shares of 50p each.	100	100
- 100 5% non-cumulative Preference shares of £1 each	100	100
	—	—
	200	200
	—	—
Allotted, called up and fully paid - 200 Ordinary shares of 50p each	100	100
- 100 5% non-cumulative Preference shares of £1 each.	100	100
	—	—
	200	200
	—	—

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The following statement, which should be read in conjunction with the auditors' statement of auditors' responsibilities set out on the next page, is made with a view to distinguishing for shareholders the respective responsibilities of the Directors and of the auditors in relation to the financial statements.

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year.

The Directors consider that in preparing the financial statements on pages 4 and 5 the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates and that all accounting standards which they consider to be applicable have been followed. The Directors are required to use a going concern basis in preparing the financial statements unless this is inappropriate.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

AUDITORS REPORT TO THE MEMBERS OF

R.D. LILLIS & SONS LIMITED

We have audited the financial statements on pages 4 and 5.

Respective Responsibilities of Directors and Auditors

As described on page 6 the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

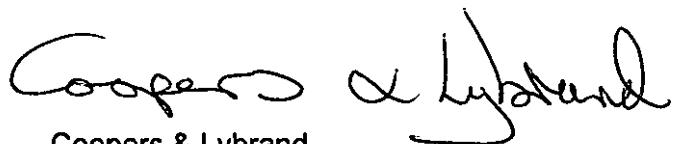
Basis of opinion

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 financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, 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 financial statements are free from material misstatement, 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 financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company at 31st March 1997 and have been properly prepared in accordance with the Companies Act 1985.


Coopers & Lybrand
Chartered Accountants and Registered Auditors
London
14 August 1997