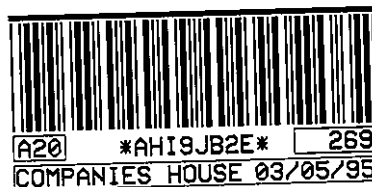


B.A.T. (WESTMINSTER HOUSE) LIMITED

REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 1994

Registered no. 2432316



B.A.T. (Westminster House) Limited**Report of the directors
for the year ended 31 December 1994**

The directors present their report and the audited financial statements for the year ended 31 December 1994.

Principal activities

The Company did not undertake any business in 1994.

Results for the year and dividends

The directors do not recommend the payment of a dividend. The result for the financial year was £nil.

Directors

P L Clarke (Chairman)
R V Cooper
J S Mossman
D E Salt

Directors' interests in the shares of the company

The interests of those persons, who were directors at 31 December 1994 in the share capital and share option schemes of B.A.T Industries p.l.c. and its subsidiaries are shown in the table below.

B.A.T Industries p.l.c.

	<u>Ordinary 25p Shares</u>		<u>Opening</u>	<u>Share Options</u>		<u>Closing</u>
	<u>Opening</u>	<u>Closing</u>		<u>Acquired</u>	<u>Exercised</u>	
P L Clarke	575	1,375	31,823	3,410	Nil	35,233
R V Cooper	457	916	Nil	5,103	Nil	5,103
J S Mossman	21,962	22,317	8,040	Nil	Nil	8,040
D E Salt	46,513	46,627	8,040	4,040	Nil	12,080

Details of the share option schemes are included in the Report and Accounts of B.A.T Industries p.l.c.

B.A.T. (Westminster House) Limited**Report of the directors
for the year ended 31 December 1994****Directors' responsibilities**

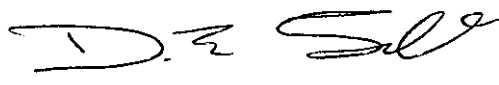
Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

- select appropriate accounting policies and then apply them consistently, subject to any material departures being disclosed and explained;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on the going concern basis unless they consider that to be inappropriate.

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 financial statements 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.

By order of the board

Director:


D.E. SALT

Dated:

30 MAR 1995

Auditors' Report to the Shareholders of B.A.T. (Westminster House) Limited

We have audited the financial statements on pages 5 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 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 affairs of the Company as at 31 December 1994 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

30 March 1995

Price Waterhouse
Chartered Accountants
and Registered Auditors
Southwark Towers
32 London Bridge Street
London SE1 9SY.

**Profit and loss account
for the year ended 31 December 1994**

	<u>Notes</u>	<u>1994</u> <u>£000</u>	<u>1993</u> <u>£000</u>
Statement of retained losses			
Retained losses at 1 January		(1,914)	(1,914)
Retained result for the year	2	-	-
Retained losses at 31 December		<u>(1,914)</u>	<u>(1,914)</u>

During the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently during those years the Company made neither a profit nor a loss.

There are no recognised gains and losses other than the result for the financial year.

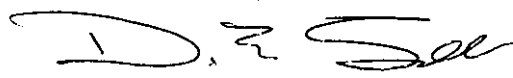
The notes on pages 7 to 8 form part of these financial statements.

Balance Sheet - 31 December 1994

	<u>Notes</u>	<u>1994</u> <u>£000</u>	<u>1994</u> <u>£000</u>	<u>1993</u> <u>£000</u>	<u>1993</u> <u>£000</u>
Creditors: amounts falling due within one year	3	38		38	
Net current liabilities			(38)		(38)
Total assets less current liabilities			(38)		(38)
Capital and reserves					
Called up share capital	4		1,876		1,876
Profit and loss account			(1,914)		(1,914)
Total shareholders' funds (Equity interests)	5		(38)		(38)

The financial statements on pages 5 to 8 were approved by the Directors on 30 MAR 1995 and are signed on their behalf by:

Director:


D.E. SALT

The notes on pages 7 to 8 form part of these financial statements.

**Notes to the financial statements
for the year ended 31 December 1994**

1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the current and the previous year, is set out below. A cash flow statement is not submitted, as the Company, being a wholly owned subsidiary undertaking of a parent undertaking established under UK law, includes cash flow information in the financial statements of the parent undertaking.

1.1 Basis of accounting

The financial statements are prepared in accordance with Accounting Standards applicable in the United Kingdom and under the historical cost convention.

1.2 Accounting for income

Income is accounted for on a receivable basis. Where delays are anticipated in the receipt of monies from overseas companies, provision is made in accordance with the concept of prudence.

2 Retained result for the year

None of the directors received any remuneration in respect of their services to the Company during the period (1993 - Nil).

There were no employees, and no staff costs during the period (1993 - Nil).

Audit fees are paid by the parent undertaking.

3 Creditors: amounts falling due within one year

	<u>1994</u> <u>£000</u>	<u>1993</u> <u>£000</u>
Amounts owed to parent undertaking	38	38
	==	==

4 Share capital

	Ordinary Shares of £1 each	
	<u>1994</u>	<u>1993</u>
Authorised - value	<u>£2,000,000</u>	<u>£2,000,000</u>
number	<u>2,000,000</u>	<u>2,000,000</u>
Allotted, called up and fully paid value	<u>£1,876,000</u>	<u>£1,876,000</u>
number	<u>1,876,000</u>	<u>1,876,000</u>

Notes to the financial statements
for the year ended 31 December 1994

5 Reconciliation of movements in shareholders' funds	<u>1994</u> <u>£000</u>	<u>1993</u> <u>£000</u>
Opening shareholders' funds	(38)	(38)
Result attributable to shareholders for the year	-	-
Closing shareholders' funds	<u>(38)</u>	<u>(38)</u>

6 Parent company support

The parent company has indicated its willingness to continue to provide support.

7 Parent undertaking

The company's parent undertaking is British-American Tobacco Company Limited and its ultimate parent undertaking is B.A.T Industries p.l.c., both being incorporated in the United Kingdom and registered in England and Wales. These are respectively the smallest and largest groups for which group accounts are prepared and of which this Company is a member.

8 Copies of the report and accounts

Copies of the report and accounts of B.A.T Industries p.l.c. may be obtained from:

The Company Secretary
Windsor House
50, Victoria Street
London SW1H 0NL

Copies of the report and accounts of British-American Tobacco Company Limited may be obtained from:

The Company Secretary
Millbank
Knowle Green
Staines TW18 1DY