Courtleigh of London Limited Registered Number: 2650830

Directors' Report and Accounts

For the year ended 31 December 2000

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Directors' report

Board of Directors

The names of the persons who served as Directors of the Company during the period 1 January 2000 to the date of this report are as follows:

A E Griffiths
P M Cook
M L Hendershot
D N F Salter

Resigned 30 November 2000

Directors' Interests

The interests of those persons who were Directors at 31 December 2000 in the share capital and share option and award schemes of British American Tobacco p.l.c., according to the register maintained under section 325 of the Companies Act 1985, are shown below.

British American Tobacco p.l.c. Ordinary 25p shares

	1 January 2000*	31 December 2000
M L Hendershot	983	1,420
D N F Salter	904	4,819
A E Griffiths	-	169
* On data of annulation and if lates		

^{*} Or date of appointment, if later.

In addition to the shares shown above, during the year the directors were granted the following interests in the ordinary shares of British American Tobacco p.l.c. which are held in trust pursuant to the British American Tobacco Deferred Share Bonus Scheme as at 31 December 2000:

Ordinary shares of 25p

M L Hendershot 26,272

Details of the Deferred Share Bonus Scheme are included in the Report and Accounts of British American Tobacco p.l.c.

British American Tobacco p.l.c. Share options

	1 January 2000*	Granted	Exercised	31 December 2000
M L Hendershot	31,786	49,261	-	81,047
D N F Salter * Or date of appointment, if later.	6,333	1,374	2,402	5,305

Directors' report

Directors' Interests (continued)

In addition, on 31 December 2000, the British American Tobacco Group Employee Trust and the B.A.T Industries Employee Share Ownership Plan held a total of 30,647,059 ordinary shares in British American Tobacco p.l.c. (1 January 2000: 15,581,616 ordinary shares). All employees, including the directors of the Company, are deemed to have a beneficial interest in the shares that are held by the trusts for the purpose of satisfying options granted between 1994 and 1998 under the B.A.T Industries Employee Share "E" Option Scheme and from 1998 onwards for options granted under the British American Tobacco Share Option Scheme or awards of ordinary shares made under the British American Tobacco Long Term Incentive Plan and the British American Tobacco Deferred Share Bonus Plan.

Details of the trusts and the share option and award schemes are included in the Report and Accounts of British American Tobacco p.l.c.

Dividends

The directors do not recommend the payment of a dividend.

Review of the year to 31 December 2000

During the year ended 31 December 2000, the Company did not trade and received no income and incurred no expenditure. Consequently, the Company made neither a profit or loss.

Principal activities

The Company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the year ended 31 December 2000.

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 the Annual General Meeting (pursuant to Section 366A of the Act).

On behalf of the Board

For and on behalf of Ann Griffiths Secretary

Registered Office:

Globe House 4 Temple Place London WC2R 2PG 7th August 2001

Balance Sheet as at 31 December 2000

		2000	1999
Current assets	Note	£	£
Debtors: amounts owed by group undertakings		2	2
		2	2
Capital and reserves			
Called up share capital	3	2	2
Profit and loss account		-	-
Total equity shareholders' funds		2	2

For the year ended 31 December 2000 the company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The Company was dormant throughout the year.

The financial statements on pages 4 and 5 were approved by the Directors on The August 2001 and signed on behalf of the Board by:

N. Sallo

DNF SALTER

Director

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

Notes to the Accounts - 31 December 2000

1 Accounting policies

A summary of the principal accounting policies is set out below.

(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.

2 Directors' emoluments and employee information

The directors did not receive any emoluments during the year or during the preceding period. No staff were employed by the Company during the year, or during the preceding period.

3 Share capital

Called up share capital of the Company is as follows:

Ordinary shares of £1 each	2000	1999
Authorised - value	£100	£100
- number	100	100
Allotted, called up and fully paid		
- value	£2	£2
- number	22	2_

4 Parent undertakings

The Company's ultimate parent undertaking is British American Tobacco p.l.c. being incorporated in the United Kingdom and registered in England and Wales. Group accounts are prepared only at the British American Tobacco p.l.c. level.

5 Copies of the report and accounts

Copies of the report and accounts of British American Tobacco p.l.c. may be obtained from:

The Company Secretary Globe House 4 Temple Place London WC2R 2PG