

Courtleigh of London Limited
Registered Number: 2650830

Directors' Report and Accounts

For the 9 months ended 31 December 1999



Courtleigh of London Limited

Directors' Report

Board of Directors

The directors of the Company during the period ended 31 December 1999 were:

Mrs A E Griffiths	
Mr P M Cook	(appointed 9 December 1999)
Mr M L Hendershot	(appointed 9 December 1999)
Mr D N F Salter	(appointed 9 December 1999)
Mr M A Hopwood	(resigned 10 December 1999)

Directors' Interests

The interests of the Directors at 31 December 1999 in the share capital and share option schemes of British American Tobacco p.l.c., are as shown below.

British American Tobacco p.l.c.

	Ordinary 25p shares	
	1 April 1999*	31 December 1999
P M Cook	1,380	1,380
M L Hendershot	983	983
D N F Salter	904	904

*or date of appointment, if later.

	1 April 1999*	Share options		31 December 1999
		Granted	Exercised	
P M Cook	32,601	-	-	32,601
M L Hendershot	31,786	-	-	31,786
D N F Salter	6,333	-	-	6,333

* or date of appointment, if later.

In addition, on 31 December 1999, the British American Tobacco Group Employee Trust and the B.A.T Industries Employee Share Ownership Trust held a total of 15,581,616 shares in British American Tobacco p.l.c.. All employees, including the Directors of the Company are deemed to have a beneficial interest in the shares which 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 under the British American Tobacco Long Term Incentive Plan.

Dividends

The directors do not recommend the payment of a dividend.

Courtleigh of London Limited

Directors' Report

Review of the 9 months to 31 December 1999

During the period ended 31 December 1999, the Company did not trade and received no income and incurred no expenditure. Consequently, the Company made neither a profit or loss. The accounting reference date was changed from 31 March to 31 December during the period to reflect the year end of the Company's new ultimate parent undertaking.

Principal Activities

The Company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the period ended 31 December 1999.

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).

Directors' Responsibilities

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

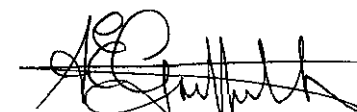
- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable accounting standards have been followed, subject to any material departures being disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and 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.

Registered Office:

Globe House
4 Temple Place
London
WC2R 2PG

By Order of the Board



Ann E Griffiths - Secretary

18th May 2000

Courtleigh of London Limited

Balance Sheet as at 31 December 1999

	Notes	31 December 1999 £	31 March 1999 £
Current assets			
Debtors – amounts falling due within one year			
Amounts due from fellow subsidiary 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

The Company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the period ended 31 December 1999 and it is anticipated that it will remain so in the future.

During the period, and the preceding financial year, the Company did not trade and received no income and incurred no expenditure. Consequently, the Company made neither a profit or a loss.

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


DNF SALTER
Director

18th May 2000

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

Courtleigh of London Limited

Notes to the Accounts – 31 December 1999

1 Accounting convention

The financial statements have been prepared on historical cost accounting principles and in accordance with applicable Accounting Standards in the United Kingdom.

2 Directors' emoluments and employee information

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

3 Share capital

Called up share capital of the Company is as follows:

	31 December 1999 £	31 March 1999 £
Authorised – 100 Ordinary shares of £1 each	100	100
	<hr/>	<hr/>
Allotted, called up and fully paid - 2 Ordinary shares of £1 each	2	2
	<hr/>	<hr/>

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