(Registered in England No. 2650830)

ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 1996

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REPORT OF THE DIRECTORS

The directors submit their report and accounts for the year ended 31st March 1996.

Parent Company

As a result of the merger of the Rembrandt Group Limited's Tobacco interests and Compagnie Financière Richemont AG's Tobacco interests held by the Rothmans International B.V. group of companies during the year, the Company now regards its ultimate parent company to be Compagnie Financière Richemont AG, a company incorporated in Switzerland.

Principal Activities and Results

The company owns certain trade marks but has not traded since its incorporation on 2nd October 1991 and has made neither profit nor loss during the year under review.

From 1st April 1995 to 31st March 1996 the Company was dormant and is expected to remain so for the foreseeable future.

Dividends

The directors do not recommend the payment of a dividend.

Directors

The directors of the Company during the year were:

Mrs A.E. Griffiths - Appointed 29th September 1995
E.N. Wingfield - Appointed 29th September 1995
C J Buchan - Resigned 29th September 1995
J A Radburn - Resigned 2nd October 1995

No other persons held office as a director during the year.

Directors' interests

The directors and their family had no notifiable interests required to be recorded in the Register of Directors' Shareholdings which is required to be kept under Section 325 of the Companies Act 1985.

Annual General Meetings

On 25th January 1996 an elective resolution was passed, in accordance with Section 379A of the Companies Act 1985 to dispense with the laying of accounts and reports 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).

REPORT OF THE DIRECTORS continued

Auditors

On 19th August 1993 a Special Resolution of the Company was passed in accordance with Section 250 of the Companies Act 1985 for the purpose of dispensing with the appointment of Auditors.

BY ORDER OF THE BOARD

Registered office: 15 Hill Street, LONDON W1X 7FB

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BALANCE SHEET AS AT 31ST MARCH 1996

AMOUNT OWED BY HOLDING COMPANY	<u>1996</u> 2	<u>1995</u> 2
SHARE CAPITAL		
Authorised - 100 shares of £1 each	100	100
Issued and fully paid - 2 shares of £1 each	2	2

The company has been dormant during the period since its incorporation and it is anticipated that it will remain so during the current year and in the future..

These accounts were approved by the Board on 1944, April 1996.

E.N. Wingfield

Director

Notes

The directors regard the Company's ultimate parent company to be Compagnie Financière Richemont AG, a company incorporated in Switzerland. Copies of the group accounts of Compagnie Financière Richemont AG are available from its registered office at Rigistrasse 2, CH-6300 Zug, Switzerland.

The directors did not receive any emoluments during the period under review.