SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1996 COMMISSION FILE NUMBER 1-4858

INTERNATIONAL FLAVORS & FRAGRANCES INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEW YORK	13-1432060
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(IRS EMPLOYER IDENTIFICATION NO.)
521 WEST 57TH STREET, NEW YORK, N.Y.	10019
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (212) 765-5500

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, par value 12 1/2(cent) per share	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

NONE
(TITLE OF CLASS)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K. [ ]

The Registrant denies that any of its common stock is held by an "affiliate" of the Registrant within the meaning of Rule 405 of the Securities and Exchange Commission. See "Stock Ownership" in proxy statement incorporated by reference herein. The aggregate market value of all of the outstanding voting stock of Registrant as of March 21, 1997 was $4,898,697,609.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of March 21, 1997.

109,468,103 SHARES OF COMMON STOCK, PAR VALUE 12 1/2(CENT) PER SHARE

DOCUMENTS INCORPORATED BY REFERENCE

The information called for by Part III [Items 10, 11, 12 and 13] is hereby incorporated by reference from the Registrant's definitive proxy statement for the 1997 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A.

PART I

ITEM 1. BUSINESS.

International Flavors & Fragrances Inc., incorporated in New York in 1909, is a leading creator and manufacturer of flavor and fragrance products used by other manufacturers to impart or improve flavor or fragrance in a wide variety of consumer products. Fragrance products are sold principally to manufacturers of perfumes, cosmetics, soaps and detergents, and flavor products to manufacturers of prepared foods, beverages, dairy foods, pharmaceuticals and confectionery products.

The present world-wide scope of the Company's business is in part the result of the combination in December 1958 of the business theretofore conducted primarily in the United States by the Company under the name van Ameringen-Haebler, Inc. ("VAH") with the business conducted primarily in Europe by N. V. Polak & Schwarz's Essencefabrieken, a Dutch corporation ("P & S"). The P & S enterprise, founded in Holland in 1889, was also engaged in the manufacture and sale of flavor and fragrance products, with operations in a number of countries where VAH was not an important factor.

The major manufacturing facilities of the Company are located in the United States, Holland, France, Germany, Great Britain, Ireland, Spain, Switzerland, Argentina, Brazil, Mexico, Australia, China, Hong Kong, Indonesia and Japan. Manufacturing facilities are also located in seven other countries. The Company maintains its own sales and distribution facilities in 33 countries and is represented by sales agents in additional countries. The Company's principal executive offices are located at 521 West 57th Street, New York, New York 10019 (Tel. No. 212-765-5500). Except as the context otherwise indicates, the term "the Company" as used herein refers to the Registrant and its subsidiaries.

MARKETS

Fragrance products are used by customers in the manufacture of such consumer products as soaps, detergents, cosmetic creams, lotions and powders, lipsticks, after-shave lotions, deodorants, hair preparations and air fresheners, as well as in other consumer products designed solely to appeal to the sense of smell, such as perfumes and colognes. The cosmetics industry, including perfumes and toiletries, is one of the Company's two largest customer groups. Most of the major United States companies in this industry are customers of the Company, and five of the largest United States cosmetics companies are among its principal customers. The household products industry, including soaps and detergents, is the other important customer group. Four of the largest United States household product manufacturers are major customers of the Company. In the five years ended December 31, 1996, sales of fragrance products accounted for approximately 60%, 59%, 59%, 57% and 57%, respectively, of the Company's total sales.

Flavor products are sold principally to the food and beverage industries for use in such consumer products as soft drinks, candies, baked goods, desserts, prepared foods, dietary foods, dairy products, drink powders, pharmaceuticals and alcoholic beverages. Two of the Company's largest customers for flavor products are major producers of prepared foods and beverages in the United States. In the five years ended December 31, 1996, sales of flavor products accounted for approximately 40%, 41%, 41%, 43% and 43%, respectively, of the Company's total sales.

PRODUCTS

The Company's principal fragrance and flavor products consist of compounds of large numbers of ingredients blended by it under formulas created by its perfumers and flavorists. Most of these compounds contribute the total fragrance or flavor to the consumer products in which they are used. This fragrance or flavor characteristic is often a major factor in the public selection and acceptance of the consumer end product. A smaller amount of compounds is sold to manufacturers who further blend them to achieve the finished fragrance or flavor in their consumer products. Thousands of compounds are produced by the Company, and new compounds are constantly being created in order to meet the many and changing characteristics of its customers' end products. Most of the fragrance compounds and many of the flavor compounds are created and produced for the exclusive use of particular customers. The Company's flavor products also include extractives, concentrated juices and concentrates derived from various fruits, vegetables, nuts, herbs and spices as well as microbiologically derived ingredients. The Company's products are sold in solid and liquid forms and in amounts ranging from a few pounds to many tons, depending upon the nature of the product.

The ingredients used by the Company in its compounds are both synthetic and natural. Most of the synthetic ingredients are manufactured by the Company. While the major part of the Company's production of synthetic ingredients is used by it in its compounds, a substantial portion is sold to others. The natural ingredients are derived from flowers, fruits and other botanical products as well as from animal products. They contain varying numbers of organic chemicals, which are responsible for the fragrance or flavor of the natural product. The natural products are purchased for the larger part in processed or semi-processed form. Some are used in compounds in the state in which they are purchased and others after further processing. Natural products, together with various chemicals, are also used as raw materials for the manufacture of synthetic ingredients by chemical processes.

MARKET DEVELOPMENTS

The demand for consumer products utilizing flavors and fragrances has been stimulated and broadened by changing social habits resulting from such factors as increases in personal income, employment of women, teen-age population, leisure time, health concerns and urbanization and by the continued growth in world population. In the fragrance field, these developments have expanded the market for colognes, toilet waters, deodorants, soaps with finer fragrance quality, men's toiletries and other products beyond traditional luxury items such as perfumes. In the flavor field, similar market characteristics have stimulated the demand for such products as convenience foods, soft drinks and low-cholesterol and low-fat food products that must conform to expected tastes. New and improved methods of packaging, application and dispensing have been developed for many consumer products which utilize some of the Company's flavor or fragrance products. These developments have called for the creation by the Company of many new compounds and ingredients compatible with the newly introduced materials and methods of application used in consumer end products.

PRODUCT DEVELOPMENT AND RESEARCH

The development of new fragrance and flavor compounds is a complex artistic and technical process calling upon the combined knowledge and talents of the Company's creative perfumers and flavorists and its application chemists and research chemists. Through long experience the perfumers and flavorists develop and refine their skill for creating fragrances or flavors best suited to the market requirements of the customers' products.

An important contribution to the creation of new fragrance and flavor products is the development in the Company's research laboratories of new ingredients having fragrance or flavor value. The principal functions of the fragrance research program are to isolate and synthesize fragrance components found in natural substances and through chemical synthesis to develop new materials and better techniques for utilization of such materials. The principal functions of the flavor research program are to isolate and produce natural flavor ingredients utilizing improved processes.

The work of the perfumers and flavorists is conducted in 30 fragrance and flavor laboratories in 24 countries. The Company maintains a research center at Union Beach, New Jersey. The Company spent $93,545,000 in 1996, $90,846,000 in 1995 and $81,369,000 in 1994 on its research and development activities, all of which were financed by the Company. These expenditures are expected to increase in 1997 to approximately $100,000,000. Of the amount expended in 1996 on such activities, 57% was for fragrances and the balance was for flavors. The Company employed 778 persons in 1996 and 765 persons in 1995 in such activities.

The business of the Company is not materially dependent upon any patents, trademarks or licenses.

DISTRIBUTION

Most of the Company's sales are made through its own sales force, operating from eight sales offices in the United States and 42 sales offices in 32 foreign countries. Sales in other countries are made through sales agencies. For the year ended December 31, 1996, 30% of the Company's sales were to customers in North America, 35% in Western Europe and 35% in the rest of the world. See Note 10 of the Notes to the Consolidated Financial Statements for other information with respect to the Company's international operations.

The Company estimates that during 1996 its 30 largest customers accounted for about 54% of its sales, its four largest customers and their affiliates accounted for about 12%, 6%, 5% and 3%, respectively, of its sales, and no other single customer accounted for more than 3% of sales.

GOVERNMENTAL REGULATION

Manufacture and sale of the Company's products are subject to regulation in the United States by the Food and Drug Administration, the Agriculture Department, the Alcohol, Tobacco and Firearms Bureau of the Treasury

Department, the Environmental Protection Agency, the Occupational Safety and Health Administration and state authorities. The foreign subsidiaries are subject to similar regulation in a number of countries. Compliance with existing governmental requirements regulating the discharge of materials into the environment has not materially affected the Company's operations, earnings or competitive position. The Company expects to spend in 1997 approximately $4,500,000 in capital projects and $14,100,000 in operating expenses and governmental charges for the purpose of complying with such requirements. The Company expects that in 1998 capital expenditures, operating expenses and governmental charges for such purpose will not be materially different.

RAW MATERIAL PURCHASES

Some 5,000 different raw materials are purchased from many sources all over the world. The principal natural raw material purchases consist of essential oils, extracts and concentrates derived from fruits, vegetables, flowers, woods and other botanicals, animal products and raw fruits. The principal synthetic raw material purchases consist of organic chemicals. The Company believes that alternate sources of materials are available to enable it to maintain its competitive position in the event of any interruption in the supply of raw materials from present sources.

COMPETITION

The Company has more than 50 competitors in the United States and world markets. While no single factor is responsible, the Company's competitive position is based principally on the creative skills of its perfumers and flavorists, the technological advances resulting from its research and development and the customer service and support provided by its marketing and application groups. Although statistics are not available, the Company believes that it is one of the four largest companies producing and marketing on an international basis a wide range of fragrance and flavor products of the types manufactured by it for sale to manufacturers of consumer products. In particular countries and localities, the Company faces the competition of numerous companies specializing in certain product lines, among which are some larger than the Company and some more important in a particular product line or lines. Most of the Company's customers do not buy all their fragrance or flavor products from the same supplier, and some customers make their own fragrance or flavor compounds with ingredients supplied by the Company or others.

EMPLOYEE RELATIONS

The Company at December 31, 1996 employed approximately 4,630 persons, of whom about 1,510 were employed in the United States, 510 in Holland, 270 in England, 260 in France and 2,080 elsewhere. The Company has never experienced a work stoppage or strike and it considers that its employee relations are satisfactory.

ITEM 2. PROPERTIES.

The principal manufacturing and research properties of the Company are as follows:

LOCATION	OPERATION
UNITED STATES	
New York, NY	Fragrance laboratories.
Augusta, GA	Production of fragrance chemical ingredients.
Union Beach, NJ	Production of fragrance chemical ingredients (through December 1997); research and development center.
Hazlet, NJ	Production of fragrance compounds; fragrance laboratories.
South Brunswick, NJ	Production of flavor ingredients and compounds and fruit preparations; flavor laboratories.
Salem, OR	Production of fruit and vegetable concentrates, fruit and vegetable preparations and flavor ingredients.
Menomonee Falls, WI	Production of flavor compounds, flavor ingredients, bacterial cultures and fruit preparations.
HOLLAND	
Hilversum	Flavor and fragrance laboratories.
Tilburg	Production of flavor and fragrance compounds and flavor ingredients.
FRANCE	
Bois-Colombes	Fragrance laboratories; flavor laboratories.
Dijon	Production of fragrance compounds, flavor ingredients and compounds and fruit preparations.
GERMANY	
Emmerich/Rhein	Production of fruit preparations and flavor ingredients and compounds; flavor laboratories.
GREAT BRITAIN	
Haverhill	Production of flavor compounds and ingredients, fruit preparations and fragrance chemical ingredients; flavor laboratories.
IRELAND	
Drogheda	Production of fragrance compounds.
SPAIN	
Benicarlo	Production of fragrance chemical ingredients.
SWITZERLAND	
Reinach-Aargau	Production of fruit preparations and flavor ingredients and compounds; flavor laboratories.
ARGENTINA	
Garin	Production of fruit preparations and flavor ingredients and compounds; production of fragrance compounds; flavor laboratories.
BRAZIL	
Rio de Janeiro	Production of flavor ingredients and compounds, fruit preparations and fragrance compounds, flavor laboratories.
Sao Paulo	Fragrance laboratory.
Taubate	Production of flavor compounds.
MEXICO	
Tlalnepantla	Production of flavor compounds, fruit preparations and fragrance compounds; flavor and fragrance laboratories.
AUSTRALIA	
Dee Why	Production of flavor compounds; flavor and fragrance laboratories.

LOCATION	OPERATION
CHINA	
Guangzhou	Production of flavor and fragrance compounds; flavor laboratories.
Xin'anjiang	Production of fragrance chemical ingredients.
HONG KONG	Production of fragrance compounds; fragrance laboratories.
INDONESIA	
Jakarta	Production of flavor and fragrance compounds and ingredients; flavor and fragrance laboratories.
JAPAN	
Tokyo	Flavor and fragrance laboratories.
Gotemba	Production of flavor and fragrance compounds.

The principal executive offices of the Company and its New York laboratory facilities are located at 521 West 57th Street, New York City. Such offices and all of the above facilities of the Company are owned in fee, except those in Wisconsin, China, Hong Kong, and the Indonesian landsite, which are leased. The Company believes that the remaining facilities meet its present needs, but that additional facilities will be required to meet anticipated growth in sales.

ITEM 3. LEGAL PROCEEDINGS.

Various Federal and State authorities and private parties claim that the Company is a potentially responsible party as a generator of waste materials for alleged pollution at a total of 11 waste sites operated by third parties located principally in New Jersey and Pennsylvania. The governmental authorities seek to recover costs incurred and to be incurred to clean up the sites. The private suits generally seek damages for alleged injuries and, in one case, a waste site's owners/operators seek contribution and indemnification for their share of remedial action costs incurred and to be incurred at the site.

The waste site claims and suits usually involve million dollar amounts, and most of them are asserted against many potentially responsible parties. Remedial activities typically consist of several phases carried out over a period of years. Most site remedies begin with investigation and feasibility studies, followed by physical removal, destruction, treatment or containment of contaminated soil and debris, and sometimes by groundwater monitoring and treatment.

The Company believes that the amounts it probably will have to pay for clean-up costs and damages at all sites will not be material to the Company's financial condition, results of operations or liquidity, because of the involvement of other large potentially responsible parties at most sites, because payment will be made over an extended time period and because, pursuant to an agreement reached in July 1994 with three of the Company's liability insurers, defense costs and indemnity amounts payable by the Company in respect of the sites will be shared by the insurers up to an agreed amount.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not applicable.

EXECUTIVE OFFICERS OF REGISTRANT:

NAME	OFFICE AND OTHER BUSINESS EXPERIENCE(2)	AGE	YEAR FIRST BECAME OFFICER
Eugene P. Grisanti(1) ..	President; Chairman of the Board	67	1964
Brian D. Chadbourne	Senior Vice-President and Director since January 1997; Vice-President September-December 1996; President and Chief Executive Officer, Keebler Company, a baked goods manufacturer, a subsidiary of United Biscuits plc 1993-1996; Managing Director, United Biscuits plc prior thereto	44	1996
Hendrik C. van Baaren ..	Senior Vice-President; Director	57	1983
Stephen A. Block	Vice-President and Secretary since 1993; Senior Vice President, General Counsel, Secretary and Director, International Specialty Products Inc. from 1991 to 1992 and GAF Corporation from 1990 to 1992	52	1993
Eric Campbell	Vice-President; Director, Human Resources, Avon Products, Inc. from 1991 to 1995	50	1996
Ronald S. Fenn	Vice-President	59	1986
Thomas H. Hoppel	Vice-President and Chief Financial Officer; Director	66	1976
Ira Katz	Vice-President	63	1987
Carlos A. Lobbosco	Vice-President	57	1993
Lewis G. Lynch, Jr.	Vice-President	61	1975
Stuart R. Maconochie ...	Vice-President	57	1989
Rudolf Merz	Vice-President	57	1982
Michael D. Sweeney	Vice-President	53	1994
Douglas J. Wetmore	Controller	39	1992
James P. Huether	Treasurer	40	1996

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(1) Chairman of Executive Committee of the Board of Directors.

(2) Employed by the Company or an affiliated company for the last five years, except as otherwise indicated.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED SECURITY HOLDER MATTERS.

(a) Market Information.

The Company's common stock is traded principally on the New York Stock Exchange. The high and low stock prices for each quarter during the last two years were:

QUARTER	1996 HIGH	1996 LOW	1995 HIGH	1995 LOW
First	$51.88	$47.13	$53.13	$45.13
Second	50.75	44.63	53.63	45.63
Third	47.88	41.00	53.38	46.38
Fourth	47.13	40.75	55.88	45.88

(b) Approximate Number of Equity Security Holders.

(A) TITLE OF CLASS	(B) NUMBER OF RECORD HOLDERS AS OF DECEMBER 31, 1996
Common stock, par value 12 1/2(cent)per share	5,611

(c) Dividends.

Cash dividends declared per share for each quarter since January 1995 were as follows:

	1997	1996	1995
First	$.36	$.34	$.31
Second		.34	.31
Third		.34	.31
Fourth		.36	.34

ITEM 6. SELECTED FINANCIAL DATA.

(DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

	1996	1995	1994	1993	1992
Net sales	$1,436,053	$1,439,487	$1,315,237	$1,188,645	$1,126,446
Income before accounting changes(a)(b)	$ 189,894	$ 248,817	$ 226,022	$ 202,471	$ 176,683
Accounting changes, net of tax(c)	--	--	--	--	(6,089)
Net income	$ 189,894	$ 248,817	$ 226,022	$ 202,471	$ 170,594
Earnings per share(d):					
Income before accounting changes(a)(b)	$1.71	$2.24	$2.03	$1.78	$1.53
Accounting changes(c)	--	--	--	--	(0.05)
Net income	$1.71	$2.24	$2.03	$1.78	$1.48
Total assets	$1,506,913	$1,534,269	$1,399,725	$1,225,257	$1,267,594
Long-term debt	$ 8,289	$ 11,616	$ 14,342	--	--
Cash dividends declared per share(d)	$1.38	$1.27	$1.12	$1.02	$0.93

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(a) Reflects nonrecurring charge ($31,315 after tax) in 1996 resulting from the Registrant's plan to expand and streamline its worldwide aroma chemical production facilities.

(b) Reflects nonrecurring charge ($13,021 after tax) in 1992 resulting from the Registrant's plan to consolidate European aroma chemical production.

(c) The accounting changes, net of tax, in 1992 represent the effects of adopting required accounting standards for income taxes and postretirement benefits other than pensions.

(d) Per share amounts reflect three-for-one stock split distributed on January 19, 1994 to shareholders of record on December 28, 1993.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

Operations

In 1996, worldwide net sales were $1,436,053,000 compared to $1,439,487,000 and $1,315,237,000 in 1995 and 1994, respectively. Sales of fragrance products were $813,918,000, $819,263,000 and $772,786,000 in 1996, 1995 and 1994, respectively. Fragrance sales decreased 1% in 1996 in comparison to 1995, following an increase of 6% in 1995 over 1994. Flavor sales were $622,135,000, $620,224,000 and $542,451,000 in 1996, 1995 and 1994, respectively. Flavor sales were essentially flat in 1996 in comparison to 1995; in 1995, flavor sales increased 14% over 1994.

Sales outside the United States represented approximately 70% of total sales in 1996, 1995 and 1994. The following table shows net sales on a geographic basis:

SALES BY DESTINATION (DOLLARS IN THOUSANDS)	1996	PERCENT CHANGE	1995	PERCENT CHANGE	1994
North America	$ 427,219	-2%	$ 437,227	4%	$ 418,565
Western Europe	501,166	-4%	520,382	11%	470,281
Other Areas	507,668	5%	481,878	13%	426,391
Total net sales	$1,436,053	0%	$1,439,487	9%	$1,315,237

In 1996, fragrance sales were affected by slow customer reordering patterns in Europe and the United States, as well as a temporary slowdown in new product introductions. Flavor sales were affected by the downsizing and restructuring of some of the Company's major U.S. food customers, as well as the unusually cool and wet summer in Europe and the United States which resulted in lower flavor sales to the beverage, ice cream and yogurt industries. The Company believes these circumstances to be temporary. Both fragrance and flavor sales were strongest in the Far East and Latin America. Sales were unfavorably impacted by translation of European currencies into a stronger U.S. dollar; if the dollar exchange rate remained the same during 1996 and 1995, sales would have increased approximately 1% worldwide.

In 1995, the Company achieved solid growth in sales with increases in all geographic areas. Fragrance sales were strongest in Europe and the Far East. Flavor sales were strong in all areas of the world, with exceptional gains achieved in Latin America. Sales were favorably affected by translating stronger foreign currencies into the U.S. dollar; if the dollar exchange rate remained the same during 1995 and 1994, sales would have increased approximately 5% worldwide.

Although the Company's reported sales and earnings are affected by the weakening or strengthening of the U.S. dollar, this has no long-term effect on the underlying strength of our business.

The percentage relationship of cost of goods sold and other operating expenses to sales were as follows:

	1996	1995	1994
Cost of goods sold	54.2%	51.9%	51.5%
Research and development expenses	6.5%	6.3%	6.2%
Selling and administrative expenses	15.6%	15.1%	15.8%

Cost of goods sold includes the cost of materials purchased and internal manufacturing expenses. In 1996, margins on sales and cost of goods sold were unfavorably affected by moderated sales of higher margin fine fragrances. In addition, highly competitive conditions for aroma chemicals caused the Company to reduce selling prices for certain aroma chemicals in order to maintain its markets. As noted below, the Company incurred certain duplicate manufacturing costs in 1996 in connection with the phasing out of its Union Beach production facility.

Research and development expenses have consistently been between 6% and 7% of sales. These activities contribute in a significant way to the Company's business. The expenses are for the development of new and improved products, technical product support, compliance with governmental regulations and help in maintaining our relationships with our customers who are often dependent on technical advances.

Selling and administrative expenses are necessary to support the Company's sales and operating levels and have remained relatively constant as a percentage of net sales.

Operating profit, as shown in Note 10 of the Notes to the Consolidated Financial Statements, was $296,456,000 in 1996, $390,702,000 in 1995 and $354,425,000 in 1994. In 1996, operating profit included a nonrecurring charge of $49,707,000. Operating profit was also unfavorably affected by the lower margins on sales. In 1995, the profit growth was primarily the result of the sales growth for the period.

Interest expense amounted to $2,740,000, $3,160,000 and $13,470,000 in 1996, 1995 and 1994, respectively. This expense relates primarily to bank loans taken out by some of the Company's subsidiaries and may be significantly affected by very high interest rates in hyperinflationary countries where local bank borrowing is used as a hedge against devaluations. Interest expense decreased in 1996 due to lower average interest rates on borrowings, partially offset by somewhat higher average bank loans outstanding during the year. Interest expense decreased in 1995 primarily due to lower average interest rates, mainly in Brazil. The borrowings in Brazil were intended to serve as hedges against the devaluations which occurred in that country, particularly during the first half of 1994. In 1994, substantial offsetting exchange gains, included in other income, were generated in Brazil. More details on bank loans and long-term debt are contained in Note 6 of the Notes to the Consolidated Financial Statements.

Other income was $11,405,000 in 1996, compared to $12,871,000 in 1995 and $25,213,000 in 1994. In 1996, other income decreased primarily as a result of lower interest income, due to lower average interest rates, partially offset by lower exchange losses. The decrease in other income in 1995 was primarily due to lower exchange gains attributable to the hedging activities in Brazil mentioned above.

Net income in 1996, including the nonrecurring charge, totaled $189,894,000. Excluding the nonrecurring charge, net income was $221,209,000, a decrease of $27,608,000 or 11% from the prior year. Net income in 1995 was $248,817,000, an increase of $22,795,000 or 10% over 1994. Net income in 1994 was $226,022,000.

During 1996, the Company undertook a program to expand and streamline its worldwide aroma chemical production facilities. This program includes the phase-out of production at the Company's Union Beach, New Jersey plant by December 31, 1997, and the closure of smaller capacity facilities in Mexico City, Mexico and Rio de Janeiro, Brazil during 1996. Most of the volume currently produced at Union Beach will be transferred to the Company's state-of-the-art facility in Augusta, Georgia. In addition, production capacity in Benicarlo, Spain will be expanded.

These steps are intended to improve the Company's production capabilities, to achieve cost efficiencies in the United States as well as internationally, and to maintain and extend the Company's leadership position in the aroma chemical market. These steps will also assure that the Company will have sufficient aroma chemical supply to meet its own and its customers' needs for the foreseeable future.

The closures will affect approximately 220 employees associated with aroma chemical manufacturing at these locations. At December 31, 1996, 50 employees had been terminated in connection with this program.

The aroma chemical streamlining resulted in a nonrecurring pretax charge to second quarter 1996 earnings of $49,707,000 ($31,315,000 after tax or $.29 per share). Of the charge, approximately $33,000,000 represents asset writedowns and other non-cash related costs. Cost savings from this program have been specifically identified and are expected to increase annual pretax earnings by $20,000,000, on completion of the phase-out of Union Beach operations.

The reserve established as a result of the nonrecurring charge, and movements therein during 1996, are as follows:

(DOLLARS IN THOUSANDS)	ORIGINAL RESERVE	UTILIZED IN 1996	BALANCE AT END OF YEAR
Employee related	$10,629	$ 560	$10,069
Closing manufacturing plants	39,078	6,446	32,632
Total	$49,707	$7,006	$42,701

Until the closure of Union Beach, the phased transfer of production to Augusta will result in some duplication of operating expenses which will affect both operating margins and earnings.

Effective January 1, 1996, the Company adopted Statement of Financial

Accounting Standards No. 121 (FAS 121), Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of.

Under FAS 121, long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or circumstances indicate that their carrying value may not be recoverable. The effect of adopting this standard was not material to the Company.

Under Statement of Financial Accounting Standards No. 123 (FAS 123), Accounting for Stock-Based Compensation, companies can elect, but are not required, to recognize compensation expense for all stock-based awards using a fair-value methodology. The Company adopted the disclosure-only provisions of this standard in 1996. More details on the Company's stock-based compensation are contained in Note 9 of the Notes to the Consolidated Financial Statements.

In October 1996, the American Institute of Certified Public Accountants issued the Statement of Position 96-1 (SOP 96-1), Accounting for Environmental Remediation Liabilities. SOP 96-1 establishes guidance for when environmental remediation liabilities should be recorded and the factors to be considered in determining amounts recognized. This standard is effective for years beginning after December 15, 1996. The Company is studying the implications of SOP 96-1 but does not believe the impact on operating results or financial condition will be material.

Compliance with existing governmental requirements regulating the discharge of materials into the environment has not materially affected the Company's operations, earnings or competitive position. In 1996, the Company spent approximately $3,800,000 on capital projects and about $15,300,000 in operating expenses and governmental charges for the purpose of complying with such regulations. Expenditures for these purposes will continue for the foreseeable future. In addition, the Company is party to a number of proceedings brought under the Comprehensive Environmental Response, Compensation and Liability Act or similar state statutes. It is expected that the impact of any judgments in or voluntary settlements of such proceedings will not be material to the Company's financial condition, results of operations or liquidity.

Financial Condition

The financial condition of the Company continued to be strong during 1996. Cash, cash equivalents and short-term investments totaled $317,983,000 at December 31, 1996, compared to $296,933,000 and $301,808,000 at December 31, 1995 and 1994, respectively. Short-term investments held by the Company are high-quality, readily marketable instruments. Working capital totaled $725,892,000 at year-end 1996, compared to $759,576,000 and $704,763,000 at December 31, 1995 and 1994, respectively. Gross additions to property, plant and equipment were $80,782,000, $96,196,000 and $103,019,000 in 1996, 1995 and 1994, respectively, and are expected to approximate $85,000,000 in 1997.

In September 1992, the Board of Directors authorized the repurchase of up to 7.5 million shares of the Company's common stock on the open market or through private transactions, as market and business conditions warrant. In September 1996, the Board of Directors authorized the repurchase of an additional 7.5 million shares. The reacquired shares will be available for use under the Company's employee benefit plans and for general corporate purposes. At December 31, 1996, the 1992 repurchase program was virtually complete.

The Company has almost no long-term debt and anticipates that its growth and capital expenditure programs, and the above share repurchase plans will continue to be funded from internal sources.

During 1996, the Company paid dividends to shareholders totaling $150,864,000, while $138,048,000 was paid in 1995, and $120,520,000 in 1994. In January 1997, the cash dividend was increased 5.9% to an annual rate of $1.44 per share. This increase follows an increase of 9.7% in January 1996 and 14.8% in January 1995. The Company believes these increases in dividends to its shareholders can be made without limiting future growth and expansion.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

INDEX TO FINANCIAL STATEMENTS:

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

QUARTERLY FINANCIAL DATA (UNAUDITED)

(DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

	NET SALES		GROSS PROFIT		NET INCOME		NET INCOME PER SHARE	
QUARTER	1996	1995	1996	1995	1996	1995	1996	1995
First	$ 382,767	$ 373,594	$178,696	$182,810	$ 66,164	$ 69,956	$0.60	$0.63
Second	374,397	394,306	172,590	196,395	29,703	75,702	0.26	0.68
Third	354,865	360,083	161,097	173,378	53,115	63,326	0.48	0.57
Fourth	324,024	311,504	144,854	139,933	40,912	39,833	0.37	0.36
	$1,436,053	$1,439,487	$657,237	$692,516	$189,894	$248,817	$1.71	$2.24

The second quarter of 1996 reflects a nonrecurring charge to expand and streamline the Company's worldwide aroma chemical production facilities, as discussed in Note 2 of the Notes to the Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS

	YEAR ENDED DECEMBER 31,		
	1996	1995	1994
	(DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS)		
CONSOLIDATED STATEMENT OF INCOME			
Net sales	$ 1,436,053	$ 1,439,487	$ 1,315,237
Cost of goods sold	778,816	746,971	677,826
Research and development expenses	93,545	90,846	81,369
Selling and administrative expenses	223,547	217,658	207,429
Nonrecurring charge	49,707	--	--
Interest expense	2,740	3,160	13,470
Other (income) expense, net	(11,405)	(12,871)	(25,213)
	1,136,950	1,045,764	954,881
Income before taxes on income	299,103	393,723	360,356
Taxes on income	109,209	144,906	134,334
NET INCOME	$ 189,894	$ 248,817	$ 226,022
NET INCOME PER SHARE	$ 1.71	$ 2.24	$ 2.03
CONSOLIDATED STATEMENT OF RETAINED EARNINGS			
At beginning of year	$ 1,069,421	$ 961,847	$ 860,640
Net income	189,894	248,817	226,022
	1,259,315	1,210,664	1,086,662
Cash dividends declared	152,743	141,243	124,815
At end of year	$ 1,106,572	$ 1,069,421	$ 961,847

See Notes to Consolidated Financial Statements

CONSOLIDATED BALANCE SHEET

ASSETS

	DECEMBER 31, 1996	DECEMBER 31, 1995
	(DOLLARS IN THOUSANDS)	
CURRENT ASSETS:		
Cash and cash equivalents	$ 261,370	$ 251,430
Short-term investments	56,613	45,503
Receivables:		
Trade	253,484	253,913
Allowance for doubtful accounts	(8,733)	(8,602)
Other	24,557	28,881
Inventories	369,078	414,547
Prepaid and deferred charges	49,987	50,305
Total Current Assets	1,006,356	1,035,977
PROPERTY, PLANT AND EQUIPMENT	467,797	468,585
OTHER ASSETS	32,760	29,707
Total Assets	$1,506,913	$1,534,269

LIABILITIES AND SHAREHOLDERS' EQUITY

	1996	1995
CURRENT LIABILITIES:		
Bank loans	$ 18,929	$ 12,185
Accounts payable	57,681	63,282
Accrued payrolls and bonuses	19,565	17,571
Dividends payable	39,628	37,749
Income taxes	56,832	70,471
Other current liabilities	87,829	75,143
Total Current Liabilities	280,464	276,401
OTHER LIABILITIES:		
Long-term debt	8,289	11,616
Deferred income taxes	16,941	13,420
Retirement and other liabilities	124,682	116,272
Total Other Liabilities	149,912	141,308
SHAREHOLDERS' EQUITY:		
Common stock 12 1/2(cent) par value; authorized 500,000,000 shares; issued 115,761,840 shares	14,470	14,470
Capital in excess of par value	138,480	142,476
Retained earnings	1,106,572	1,069,421
Cumulative translation adjustment	47,555	75,049
	1,307,077	1,301,416
Treasury stock, at cost -- 5,790,323 shares in 1996 and 4,808,005 shares in 1995	(230,540)	(184,856)
Total Shareholders' Equity	1,076,537	1,116,560
Total Liabilities and Shareholders' Equity	$1,506,913	$1,534,269

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENT OF CASH FLOWS

	YEAR ENDED DECEMBER 31, 1996	1995	1994
	(DOLLARS IN THOUSANDS)		
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$189,894	$248,817	$226,022
Adjustments to reconcile to net cash provided by operations:			
Nonrecurring charge	49,707	--	--
Depreciation	47,764	40,702	36,358
Deferred income taxes	(2,271)	6,444	(3,809)
Changes in assets and liabilities:			
Current receivables	(2,433)	(16,475)	(14,040)
Inventories	30,179	(43,505)	(45,950)
Current payables	(14,530)	6,121	47,669
Other, net	9,689	2,234	(6,719)
Net cash provided by operations	307,999	244,338	239,531
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sales/maturities of short-term investments	44,646	160,128	165,387
Purchases of short-term investments	(57,289)	(130,780)	(111,763)
Additions to property, plant and equipment, net of minor disposals	(79,425)	(94,483)	(101,135)
Net cash used in investing activities	(92,068)	(65,135)	(47,511)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Cash dividends paid to shareholders	(150,864)	(138,048)	(120,520)
Increase (decrease) in bank loans	7,144	2,246	(24,791)
(Decrease) increase in long-term debt	(2,230)	(2,571)	13,392
Proceeds from issuance of stock under stock option plans	9,622	8,581	5,622
Purchase of treasury stock	(59,763)	(41,386)	(32,433)
Net cash used in financing activities	(196,091)	(171,178)	(158,730)
Effect of exchange rate changes on cash and cash equivalents	(9,900)	12,824	10,086
NET CHANGE IN CASH AND CASH EQUIVALENTS	9,940	20,849	43,376
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	251,430	230,581	187,205
CASH AND CASH EQUIVALENTS AT END OF YEAR	$261,370	$251,430	$230,581

See Notes to Consolidated Financial Statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS

The Company is the leading creator and manufacturer of flavors and fragrances used by others to impart or improve flavor or fragrance in a wide variety of consumer products. Fragrance products are sold principally to makers of perfumes and cosmetics, hair and other personal care products, soaps and detergents, household and other cleaning products and area fresheners. Flavors are sold primarily to makers of dairy, meat and other processed foods, beverages, snacks and savory foods, confectionery, sweet and baked goods, pharmaceutical and oral care products and animal foods.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company and all subsidiaries.

CURRENCY TRANSLATION

The assets and liabilities of non-U.S. subsidiaries which operate in a local currency environment are translated into U.S. dollars at year-end exchange rates. Income and expense items are translated at average exchange rates during the year. Accumulated translation adjustments are shown as a separate component of shareholders' equity.

For those subsidiaries which operate in U.S. dollars, or which operate in a highly inflationary environment, inventory and property, plant and equipment are translated using the approximate exchange rates at the time of acquisition. All other assets and liabilities are translated at year-end exchange rates. Except for inventories charged to cost of goods sold and depreciation, which are remeasured for historical rates of exchange, all income and expense items are translated at average exchange rates during the year. Gains and losses as a result of remeasurements are included in income.

CASH EQUIVALENTS

Highly liquid investments with maturities of three months or less at date of purchase are considered to be cash equivalents.

INVENTORIES

Inventories are stated at the lower of cost (generally on an average basis) or market.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are recorded at cost. Depreciation is calculated on a straight-line basis, principally over the following estimated lives: buildings and improvements, 10 to 30 years; machinery and equipment, 3 to 10 years; and leasehold improvements, the shorter of 10 years or the remaining life of the lease.

When properties are retired or otherwise disposed of, the asset and related accumulated depreciation are removed from the accounts and the resultant gain or loss is included in income.

Effective January 1, 1996, the Company adopted Statement of Financial Accounting Standards No. 121 (FAS 121), Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of. Under FAS 121, long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or circumstances indicate that their carrying value may not be recoverable. The effect of adopting this standard was not material to the Company.

INCOME TAXES

Deferred income taxes reflect the impact of temporary differences between the amount of assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes, based on tax laws as currently enacted. Additional taxes which would result from dividend distributions by subsidiary companies to the parent company are provided to the extent such dividends are anticipated. No provision is made for additional taxes on undistributed earnings of subsidiary companies which are intended to be permanently invested in such subsidiaries.

RETIREMENT BENEFITS

Current service costs of retirement plans and post-retirement health care and life insurance benefits are accrued currently. Prior service costs resulting from improvements in these plans are amortized over periods ranging from 10 to 20 years.

FINANCIAL INSTRUMENTS

The fair value of financial instruments is determined by reference to various market data and other valuation techniques, as appropriate. Unless otherwise disclosed, the fair values of financial instruments approximate their recorded values.

RISKS AND UNCERTAINTIES

The diversity of the Company's products, customers and geographic operations significantly reduces the risk that a severe impact will occur in the near term as a result of changes in its customer base, competition, sources of supply or markets. It is unlikely that any one event would have a severe impact on the Company's operating results.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Actual results could differ from those estimates.

NEW ACCOUNTING PRONOUNCEMENTS

In October 1996, the American Institute of Certified Public Accountants issued the Statement of Position 96-1 (SOP 96-1), Accounting for Environmental Remediation Liabilities. SOP 96-1 establishes guidance for when environmental remediation liabilities should be recorded and the factors to be considered in determining amounts recognized. This standard is effective for years beginning after December 15, 1996. The Company is studying the implications of SOP 96-1 but does not believe the impact on operating results or financial condition will be material.

NET INCOME PER SHARE

Net income per share is based on the weighted average number of shares outstanding. The number of shares used in the computations were 110,773,000, 111,262,000 and 111,527,000 in 1996, 1995 and 1994, respectively.

NOTE 2. NONRECURRING CHARGE

During 1996, the Company undertook a program to expand and streamline its worldwide aroma chemical production facilities. This program includes the phase-out of production at the Company's Union Beach, New Jersey plant by December 31, 1997, and the closure of smaller capacity facilities in Mexico City, Mexico and Rio de Janeiro, Brazil during 1996. Most of the volume currently produced at Union Beach will be transferred to the Company's state-of-the-art facility in Augusta, Georgia. In addition, production capacity in Benicarlo, Spain will be expanded.

The closures will affect approximately 220 employees associated with aroma chemical manufacturing at these locations. At December 31, 1996, 50 employees had been terminated in connection with this program.

The aroma chemical streamlining resulted in a nonrecurring pretax charge to second quarter 1996 earnings of $49,707,000 ($31,315,000 after tax or $.29 per share). Of the charge, approximately $33,000,000 represents asset writedowns and other non-cash related costs.

The reserve established as a result of the nonrecurring charge, and movements therein during 1996, are as follows:

(DOLLARS IN THOUSANDS)	ORIGINAL RESERVE	UTILIZED IN 1996	BALANCE AT END OF YEAR
Employee related	$10,629	$ 560	$10,069
Closing manufacturing plants	39,078	6,446	32,632
Total	$49,707	$ 7,006	$42,701

NOTE 3. MARKETABLE SECURITIES

Marketable securities are included in cash equivalents and short-term investments, as appropriate.

At December 31, 1996 and 1995, marketable securities totaling $177,868,000 and $120,230,000, respectively, were available for sale and recorded at fair value which approximated cost. Realized gains and losses on the sale of marketable securities were not material.

NOTE 4. INVENTORIES

	DECEMBER 31, 1996	DECEMBER 31, 1995
	(DOLLARS IN THOUSANDS)	
Raw materials	$211,124	$233,759
Work in process	24,644	27,739
Finished goods	133,310	153,049
	$369,078	$414,547

NOTE 5. PROPERTY, PLANT AND EQUIPMENT

	DECEMBER 31, 1996	DECEMBER 31, 1995
	(DOLLARS IN THOUSANDS)	
Land	$ 34,965	$ 36,219
Buildings and improvements	283,016	264,462
Machinery and equipment	511,271	470,680
Construction in progress	48,972	67,845
	878,224	839,206
Accumulated depreciation	410,427	370,621
	$467,797	$468,585

NOTE 6. BORROWINGS

Bank loans (all foreign) averaged $15,007,000 in 1996, $12,124,000 in 1995 and $15,937,000 in 1994. The highest levels were $18,925,000 in 1996, $17,131,000 in 1995 and $28,677,000 in 1994. The 1996 weighted average annual interest rate on these loans (based on balances outstanding at the end of each month) was approximately 9% and the average rate on loans outstanding at December 31, 1996 was 7%. These rates compare to 13% and 8%, respectively, in 1995, and 92% and 16%, respectively, in 1994. In 1994, the interest rates were substantially affected by very high rates in hyperinflationary countries, principally Brazil, where local borrowing was used as a hedge against devaluations. Excluding these countries, the weighted average annual interest rate and the average rate on loans outstanding at December 31, 1994 would have been 6% and 7%, respectively.

Long-term debt (all foreign) consists of various loans from financial institutions, with interest rates ranging between 2.1% to 3.5%, and with terms of between five and fifteen years. Aggregate payments for the next five years of long-term debt outstanding at December 31, 1996 are $2,072,000 annually in 1997 through 1998, $1,295,000 in 1999, $518,000 in 2000, and $489,000 in 2001. At December 31, 1996 and 1995, the estimated fair value of long-term debt, based on borrowing rates currently available to the Company with similar terms and maturities, approximated the recorded amount.

Cash payments for interest were $2,688,000 in 1996, $3,326,000 in 1995 and $13,743,000 in 1994.

At December 31, 1996, the Company and its subsidiaries had available unused lines of bank credit aggregating approximately $77,200,000.

NOTE 7. INCOME TAXES

	1996	1995	1994
	(DOLLARS IN THOUSANDS)		
U.S. income before taxes	$ 19,860	$101,764	$ 98,122
Foreign income before taxes	279,243	291,959	262,234
Total income before taxes	$299,103	$393,723	$360,356

The following table shows the components of current and deferred income tax expense by taxing jurisdiction, both domestic and foreign:

	1996	1995	1994
	(DOLLARS IN THOUSANDS)		
Current			
Federal	$ 15,138	$ 26,806	$ 40,737
State and local	2,835	5,600	7,155
Foreign	93,507	106,056	90,251
	111,480	138,462	138,143
Deferred			
Federal	(10,640)	1,418	(4,063)
State and local	(2,356)	(339)	(304)
Foreign	10,725	5,365	558
	(2,271)	6,444	(3,809)
Total income taxes	$109,209	$144,906	$134,334

At December 31, 1996 and 1995, gross deferred tax assets were $67,100,000 and $52,300,000, respectively; gross deferred tax liabilities were $55,200,000 and $43,200,000, respectively. No valuation allowance was required for deferred tax assets. The principal components of deferred tax assets (liabilities) were:

	1996	1995
	(DOLLARS IN THOUSANDS)	
Employee and retiree benefits	$ 33,000	$ 30,000
Inventory	10,700	9,500
Property, plant and equipment	(24,100)	(24,400)
Other, net	(7,700)	(6,000)
	$ 11,900	$ 9,100

A reconciliation between the U.S. federal income tax rate and the effective tax rate is:

	1996	1995	1994
Statutory tax rate	35.0%	35.0%	35.0%
Difference in effective tax rate on foreign earnings and remittances	1.8	2.1	1.4
State and local taxes	0.1	0.9	1.2
Other, net	(0.4)	(1.2)	(0.3)
Effective tax rate	36.5%	36.8%	37.3%

Income taxes paid were $124,435,000 in 1996, $139,523,000 in 1995 and $107,347,000 in 1994.

Undistributed earnings of foreign subsidiaries for which no deferred taxes have been provided approximated $438,000,000 at December 31, 1996. Any additional U.S. taxes payable on these foreign earnings, if remitted, would be substantially offset by credits for foreign taxes already paid.

NOTE 8. SHAREHOLDERS' EQUITY

The following table shows treasury shares acquired and, as appropriate, the use of treasury shares for stock plans:

	NUMBER OF SHARES	AMOUNT (IN THOUSANDS)
Balance January 1, 1994	3,701,259	$ 133,803
Acquisitions	888,583	32,920
Used for stock plans	(292,302)	(10,665)
Balance December 31, 1994	4,297,540	156,058
Acquisitions	877,738	42,251
Used for stock plans	(367,273)	(13,453)
Balance December 31, 1995	4,808,005	184,856
Acquisitions	1,407,667	62,815
Used for stock plans	(425,349)	(17,131)
Balance December 31, 1996	5,790,323	$ 230,540

Transactions in treasury shares resulted in net charges to Capital in excess of par value of $4,092,000, $3,546,000 and $3,996,000 in 1994, 1995 and 1996, respectively.

Changes in the cumulative translation adjustment were (in thousands):

Balance January 1, 1994	$ 448
Translation adjustments	41,350
Balance December 31, 1994	41,798
Translation adjustments	33,251
Balance December 31, 1995	75,049
Translation adjustments	(27,494)
Balance December 31, 1996	$ 47,555

On February 13, 1990, the Company adopted a shareholder protection rights agreement (the "Rights Agreement") and declared a dividend of one right on each share of common stock outstanding on February 28, 1990 or issued thereafter.

Until a person or group acquires 20% or more of the Company's common stock or commences a tender offer that will result in such person or group owning 20% or more, the rights will be evidenced by the common stock certificates, will automatically trade with the common stock and will not be exercisable. Thereafter, separate rights certificates will be distributed and each right will entitle its holder to purchase one share of common stock for an exercise price of $66.67.

If any person or group acquires 20% or more of the Company's common stock, then 10 business days thereafter (the "Flip-in Date") each right (other than rights beneficially owned by holders of 20% or more of the common stock or transferees thereof, which rights become void) will entitle its holder to purchase, for the exercise price, a number of shares of common stock having a market value of twice the exercise price.

If the Company is involved in a merger or sells more than 50% of its assets or earning power, each right will entitle its holder to purchase, for the exercise price, a number of shares of common stock of the acquiring company having a market value of twice the exercise price. If any person or group acquires between 20% and 50% of common stock, the Company's Board of Directors may, at its option, exchange one share of common stock for each right. The rights may be redeemed by the Board of Directors for $0.0033 per right prior to the Flip-in Date. The rights will expire on February 28, 2000, unless previously redeemed by the Board in accordance with the terms of the Rights Agreement.

Dividends paid per share were $1.36, $1.24 and $1.08 in 1996, 1995 and 1994, respectively.

NOTE 9. STOCK OPTIONS

The Company has various stock option plans under which the Company's officers, directors and key employees may be granted options to purchase the Company's common stock at 100% of the market price on the day the option is granted.

Stock option transactions were:

	SHARES OF COMMON STOCK		WEIGHTED AVERAGE OF EXERCISE PRICE
	AVAILABLE FOR OPTION	UNDER OPTION	OF SHARES UNDER PLAN
Balance January 1, 1994	2,367,339	2,459,655	$29.64
Granted	(790,500)	790,500	36.12
Exercised	--	(292,302)	20.84
Terminated	51,149	(51,149)	27.89
Lapsed	(18,621)	--	--
Balance December 31, 1994	1,609,367	2,906,704	32.24
Granted	(804,500)	804,500	49.88
Exercised	--	(367,273)	27.08
Terminated	58,299	(58,299)	34.40
Balance December 31, 1995	863,166	3,285,632	37.09
Granted	(639,500)	639,500	48.06
Exercised	--	(425,349)	29.78
Terminated	13,428	(13,428)	38.21
Balance December 31, 1996	237,094	3,486,355	$39.98

The following table summarizes information concerning currently outstanding and exercisable options:

	RANGE OF EXERCISE PRICES	
	$10-$30	$30-$50
Number outstanding	370,688	3,115,667
Weighted average remaining contractual life, in years	3.6	7.6
Weighted average exercise price	$23.73	$41.92
Number exercisable	370,688	1,038,295
Weighted average exercise price	$23.73	$36.37

During 1996, options to purchase common stock were granted at exercise prices ranging from $43.38 to $48.13 per share. At December 31, 1996, the price range for shares under option was $13.67 to $49.88; options for 1,408,983 shares were exercisable at that date. During 1996, 425,349 shares of common stock under option were exercised at prices ranging from $13.67 to $38.17.

Except for certain options granted to foreign employees which can be exercised immediately, options generally become exercisable no earlier than two years from the date of grant. All options expire ten years after date of grant.

The Company applies Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations in accounting for its plans. Had compensation cost for the Company's stock option plans been determined based upon the fair value at the grant date, consistent with the methodology prescribed under Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation, the Company's net income and earnings per share would have been reduced by approximately $2,700,000, or $.02 per share in 1996, and $1,200,000, or $.01 per share, in 1995. These pro forma amounts may not be representative of future disclosures because the estimated fair value of stock options is amortized to expense over the vesting period, and additional options may be granted in future years.

Using the Black-Scholes option valuation model, the estimated fair values of options granted during 1996 and 1995 were $9.98 and $10.89, respectively. The Black-Scholes model was developed for use in estimating the fair value of traded options which have no vesting restrictions. In addition, such models require the use of subjective assumptions, including expected stock price volatility. In management's opinion, such valuation models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

Principal assumptions used in applying the Black-Scholes model were as follows:

	1996	1995
Risk-free interest rate	6.6%	6.4%
Expected life, in years	5	5
Expected volatility	16.8%	17.6%
Expected dividend yield	2.8%	2.5%

NOTE 10. INTERNATIONAL OPERATIONS

	1996 (DOLLARS IN THOUSANDS)				
	UNITED STATES	WESTERN EUROPE	OTHER FOREIGN	ELIMINATIONS	CONSOLIDATED
Sales to unaffiliated customers	$439,695	$589,279	$407,079	$ --	$1,436,053
Transfers between areas	65,020	101,122	12,745	(178,887)	--
Total sales	$504,715	$690,401	$419,824	$(178,887)	$1,436,053
Operating profit	$ 29,984	$189,263	$ 78,616	$ (1,407)	$ 296,456
Unallocated expenses					(6,018)
Interest expense					(2,740)
Other income (expense), net					11,405
Income before taxes on income					$ 299,103
Identifiable assets	$449,124	$463,892	$351,628	$ (63,086)	$1,201,558
Unallocated assets					305,355
Total assets					$1,506,913

	1995 (DOLLARS IN THOUSANDS)				
	UNITED STATES	WESTERN EUROPE	OTHER FOREIGN	ELIMINATIONS	CONSOLIDATED
Sales to unaffiliated customers ...	$450,644	$604,036	$384,807	$ --	$1,439,487
Transfers between areas	72,959	96,642	15,143	(184,744)	--
Total sales	$523,603	$700,678	$399,950	$(184,744)	$1,439,487
Operating profit	$106,739	$203,131	$ 84,269	$ (3,437)	$ 390,702
Unallocated expenses					(6,690)
Interest expense					(3,160)
Other income (expense), net					12,871
Income before taxes on income ...					$ 393,723
Identifiable assets	$492,751	$437,589	$378,209	$ (58,753)	$1,249,796
Unallocated assets					284,473
Total assets					$1,534,269

	1994 (DOLLARS IN THOUSANDS)				
	UNITED STATES	WESTERN EUROPE	OTHER FOREIGN	ELIMINATIONS	CONSOLIDATED
Sales to unaffiliated customers ...	$428,156	$537,258	$349,823	$ --	$1,315,237
Transfers between areas	69,969	76,442	10,488	(156,899)	--
Total sales	$498,125	$613,700	$360,311	$(156,899)	$1,315,237
Operating profit	$105,903	$167,483	$ 83,554	$ (2,515)	$ 354,425
Unallocated expenses					(5,812)
Interest expense					(13,470)
Other income (expense), net					25,213
Income before taxes on income ...					$ 360,356
Identifiable assets	$428,539	$423,807	$286,724	$ (31,984)	$1,107,086
Unallocated assets					292,639
Total assets					$1,399,725

In 1996, operating profit (United States, Other Foreign and Consolidated) reflects the nonrecurring charge of $49,707,000 for expanding and streamlining the Company's aroma chemical production facilities.

Transfers between geographic areas are accounted for at prices which approximate arm's length market prices. Unallocated assets are principally cash and short-term investments. Net foreign exchange losses of $668,000 in 1996, $2,535,000 in 1995, and net gains of $13,543,000 in 1994 are included in other income.

Worldwide sales to the Company's largest customer amounted to 12%, 11% and 13% of worldwide net sales in 1996, 1995 and 1994, respectively.

NOTE 11. RETIREMENT BENEFITS

The Company and most of its subsidiaries have pension and/or other retirement benefit plans covering substantially all employees. Pension benefits are generally based on years of service and on compensation during the final years of employment. Plan assets consist primarily of equity securities and corporate and government fixed income securities. Substantially all pension benefit costs are funded as accrued; however, such funding is limited, where applicable, to amounts deductible for income tax purposes. Certain other retirement benefits are provided by balance sheet accruals. Contributions to defined contribution plans are mainly determined as a percentage of profits.

Pension expense included the following components:

	U.S. PLANS			NON-U.S. PLANS		
	1996	1995	1994	1996	1995	1994
	(DOLLARS IN THOUSANDS)					
Service cost for benefits earned	$ 4,516	$ 4,449	$ 4,784	$ 5,379	$ 4,993	$ 4,078
Interest cost on projected benefit obligation	10,180	8,954	8,210	10,572	10,333	8,658
Actual return on plan assets	(22,871)	(24,674)	676	(11,128)	(9,769)	(8,576)
Net amortization and deferrals	11,916	14,700	(9,982)	312	348	261
Defined benefit plans	3,741	3,429	3,688	5,135	5,905	4,421
Defined contribution and other retirement plans	2,297	2,288	2,165	3,447	2,332	2,761
Total pension expense	$ 6,038	$ 5,717	$ 5,853	$ 8,582	$ 8,237	$ 7,182

The funded status of pension plans at December 31 was:

	U.S. PLANS		NON-U.S. PLANS	
	1996	1995	1996	1995
	(DOLLARS IN THOUSANDS)			
Actuarial present value of benefit obligation:				
Vested benefit obligation	$ 105,921	$ 98,059	$ 113,370	$ 101,764
Non-vested benefit obligation	6,604	5,227	4,587	7,003
Accumulated benefit obligation	$ 112,525	$ 103,286	$ 117,957	$ 108,767
Projected benefit obligation	$ 133,968	$ 126,330	$ 156,827	$ 148,324
Plan assets at fair value	164,334	145,785	148,094	137,239
Plan assets in excess of (less than) projected benefit obligation	30,366	19,455	(8,733)	(11,085)
Unrecognized net (gain) loss	(23,232)	(5,677)	4,999	4,461
Remaining balance of unrecognized net (asset) liability established at adoption of FAS 87	(3,897)	(4,461)	2,042	2,658
Net pension asset (liability)	$ 3,237	$ 9,317	$ (1,692)	$ (3,966)

Principal actuarial assumptions used to determine the above data were:

	U.S. PLANS		NON-U.S. PLANS	
	1996	1995	1996	1995
	(DOLLARS IN THOUSANDS)			
Discount rate	8.0%	7.5%	4.5%-8.0%	5.0%-8.5%
Weighted average rate of compensation increase	4.5%	4.5%	3.0%-6.0%	3.0%-6.0%
Long-term rate of return on plan assets	8.0%	8.0%	3.5%-8.0%	4.5%-8.0%

In addition to pension benefits, certain health care and life insurance benefits are provided to all United States employees upon retirement from the Company. Such coverage is provided through insurance plans with premiums based on benefits paid. The Company does not generally provide health care and life insurance coverage for retired employees of foreign subsidiaries; however, such benefits are provided in most foreign countries by government-sponsored plans, and the cost of these programs is not significant to the Company.

Expense recognized for postretirement benefits other than pensions included the following components:

	1996	1995	1994
	(DOLLARS IN THOUSANDS)		
Service cost for benefits earned	$1,368	$1,176	$1,189
Interest on benefit obligation	3,377	3,079	3,110
Net amortization and deferrals	138	--	--
Total benefit expense	$4,883	$4,255	$4,299

The components of the benefit obligation of the U.S. plan, included in Retirement and other liabilities, at December 31 were:

	1996	1995
	(DOLLARS IN THOUSANDS)	
Retirees	$18,204	$18,685
Active employees eligible to retire	9,948	8,519
Other active employees	17,787	18,130
Accumulated benefit obligation	45,939	45,334
Unrecognized net loss	(2,858)	(7,344)
Net benefit liability	$43,081	$37,990

Principal actuarial assumptions used to determine the above data were:

	1996	1995
Discount rate	8.0%	7.5%
Initial medical cost trend rate	8.8%	9.5%
Ultimate medical cost trend rate	5.0%	5.0%
Medical cost trend rate decreases to ultimate rate in year....	2001	2001

The effect of a one percent increase in the assumed medical rate of inflation would increase the accumulated postretirement benefit obligation by approximately $7,000,000; the annual service and interest cost would not be materially affected.

NOTE 12. FINANCIAL INSTRUMENTS AND CONCENTRATIONS OF CREDIT RISK

The Company sometimes uses forward exchange contracts to reduce its exposure to fluctuations in foreign currency exchange rates. These contracts, the counterparties to which are major international financial institutions, generally involve the exchange of one currency for a second currency at a future date, and have maturities which do not exceed six months. Gains and losses on such contracts are recognized in income as incurred, effectively offsetting the losses and gains on the foreign currency transactions that are hedged. At December 31, 1996 and 1995, the value of outstanding foreign currency exchange contracts was not material.

The Company has no significant concentrations of risk in financial instruments. Temporary cash investments are made in a well-diversified portfolio of high-quality, liquid obligations of government, corporate and financial institutions. There are also limited concentrations of credit risk with respect to trade receivables because of the large number of customers spread across many industries and geographic areas.

NOTE 13. CONTINGENT LIABILITIES

There are various lawsuits and claims pending against the Company. Management believes that any liability resulting from those actions or claims will not have a material adverse effect on the Company's financial condition, results of operations or liquidity.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of INTERNATIONAL FLAVORS & FRAGRANCES INC.

In our opinion, the consolidated financial statements listed in the index appearing under Item 8 on page 11 present fairly, in all material respects, the financial position of International Flavors & Fragrances Inc. and its subsidiaries at December 31, 1996 and 1995, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1996, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

PRICE WATERHOUSE LLP
1177 Avenue of the Americas
New York, New York 10036
January 30, 1997

ITEM 9. DISAGREEMENTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

(a) See Item 8 on page 11.

(b) No reports on Form 8-K were filed during the last quarter of the year ended December 31, 1996.

(c) Exhibits.

(d) Not applicable.

NUMBER	
3	Restated Certificate of Incorporation of Registrant, incorporated by reference to Exhibit 3 to Registrant's Report on Form 10-K for fiscal year ended December 31, 1993 (File No. 1-4858).
3(b)	By-laws of Registrant, incorporated by reference to Exhibit 3(b) to Registrant's Report on Form 10-K for fiscal year ended December 31, 1993 (File No. 1-4858).
3(c)	Amendment to By-laws adopted December 12, 1996.
4(a)	Shareholder Protection Rights Agreement dated as of February 20, 1990 between Registrant and The Bank of New York, as Rights Agent, incorporated by reference to Exhibit 4 to Registrant's Report on Form 8-K dated February 13, 1990 (File No. 1-4858).
4(b)	Amendment No. 1 dated as of April 6, 1990 to Shareholder Protection Rights Agreement, incorporated by reference to Exhibit 4 to Registrant's Report on Form 10-Q dated May 14, 1990 (File No. 1-4858).
4(c)	Amendment No. 2 dated as of March 8, 1994 to Shareholder Protection Rights Agreement, incorporated by reference to Exhibit 4(c) to Registrant's Report on Form 10-K for fiscal year ended December 31, 1993 (File No. 1-4858).
4(d)	Specimen certificates of Registrant's Common Stock bearing legend notifying of Shareholder Protection Rights Agreement, incorporated by reference to Exhibit 4(b) to Registrant's Report on Form 10-K for fiscal year ended December 31, 1989 (File No. 1-4858).
9	Not applicable.
10(a)	Agreement dated as of January 1, 1992 between Registrant and Eugene P. Grisanti, Chairman and President of Registrant, incorporated by reference to Exhibit 10(a) to Registrant's Report on Form 10-K for fiscal year ended December 31, 1991 (File No. 1-4858).
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10(e)	Supplemental Retirement Plan adopted by Board of Directors on October 29, 1986, incorporated by reference to Exhibit 10(b) to Registrant's Report on Form 10-K for fiscal year ended December 31, 1986 (File No. 1-4858).
10(f)	Restated Management Incentive Compensation Plan of Registrant, incorporated by reference to Exhibit A to the Registrant's Proxy Statement dated March 28, 1995 (File No. 1-4858).
10(h)	Stock Option Plan for Non-Employee Directors, incorporated by reference to Exhibit A to the Proxy Statement of Registrant dated April 3, 1990 (File No. 1-4858).
10(i)	Registrant's Directors' Deferred Compensation Plan adopted by Registrant's Board of Directors on September 15, 1981, incorporated by reference to Exhibit 10-A to Registrant's Report on Form 10-Q dated November 12, 1981 (File No. 1-4858).

NUMBER	
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10(k)	Agreement dated as of July 22, 1996 between Registrant and Hugh R. Kirkpatrick, former Senior Vice-President and Director of Registrant.
11	Not applicable.
12	Not applicable.
13	Not applicable.
16	Not applicable.
18	Not applicable.
21	List of Principal Subsidiaries. See page E-1 of this Form 10-K.
22	Not applicable.
23	Consent of Price Waterhouse LLP. See page 29 of this Form 10-K.
24	Powers of Attorney authorizing George Rowe, Jr. and Stephen A. Block to sign this report and amendments thereto on behalf of certain directors and officers of the Registrant.
27	Financial Data Schedule (EDGAR version only).
28	Not applicable.
99	None.

PURSUANT TO THE REQUIREMENTS OF SECTION 13 OF THE SECURITIES EXCHANGE ACT OF 1934, THE REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED HEREUNTO DULY AUTHORIZED.

INTERNATIONAL FLAVORS & FRAGRANCES INC.
(REGISTRANT)

By /s/ THOMAS H. HOPPEL

THOMAS H. HOPPEL
VICE-PRESIDENT AND CHIEF FINANCIAL OFFICER

Dated: March 27, 1997

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT AND IN THE CAPACITIES AND ON THE DATE INDICATED:

PRINCIPAL EXECUTIVE OFFICER:

EUGENE P. GRISANTI
President and Chairman of the Board

PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER:

THOMAS H. HOPPEL
Vice-President and Chief Financial Officer and Director

By /s/ GEORGE ROWE, JR.

GEORGE ROWE, JR.
ATTORNEY-IN-FACT

DIRECTORS:

MARGARET HAYES ADAME
BRIAN D. CHADBOURNE
ROBIN CHANDLER DUKE
RICHARD M. FURLAUD
HERBERT G. REID
GEORGE ROWE, JR.
STANLEY M. RUMBOUGH, JR.
HENRY P. VAN AMERINGEN
HENDRIK C. VAN BAAREN
WILLIAM D. VAN DYKE, III

March 27, 1997

ORIGINAL POWERS OF ATTORNEY AUTHORIZING GEORGE ROWE, JR. AND STEPHEN A. BLOCK, AND EACH OF THEM, TO SIGN THIS REPORT ON BEHALF OF CERTAIN DIRECTORS AND OFFICERS OF THE REGISTRANT HAVE BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectuses constituting part of the Registration Statements on Form S-3 (No. 33-66756 and No. 33-47856) and the Registration Statement on Form S-8 (No. 33-54423) of International Flavors & Fragrances Inc. of our report dated January 30, 1997 appearing on page 25 of this Form 10-K.

PRICE WATERHOUSE LLP
1177 Avenue of the Americas
New York, New York 10036

March 27, 1997

INTERNATIONAL FLAVORS & FRAGRANCES INC. AND SUBSIDIARIES

SCHEDULE VIII--VALUATION AND QUALIFYING ACCOUNTS AND RESERVES
(IN THOUSANDS OF DOLLARS)

FOR THE YEAR ENDED DECEMBER 31, 1996

	BALANCE AT BEGINNING OF PERIOD	ADDITIONS CHARGED TO COSTS AND EXPENSES	ACCOUNTS WRITTEN OFF	TRANSLATION ADJUSTMENTS	BALANCE AT END OF PERIOD
Allowance for doubtful accounts	$8,602	$1,564	$1,290	($143)	$8,733

FOR THE YEAR ENDED DECEMBER 31, 1995

	BALANCE AT BEGINNING OF PERIOD	ADDITIONS CHARGED TO COSTS AND EXPENSES	ACCOUNTS WRITTEN OFF	TRANSLATION ADJUSTMENTS	BALANCE AT END OF PERIOD
Allowance for doubtful accounts	$7,448	$1,632	$ 700	$ 222	$8,602

FOR THE YEAR ENDED DECEMBER 31, 1994

	BALANCE AT BEGINNING OF PERIOD	ADDITIONS CHARGED TO COSTS AND EXPENSES	ACCOUNTS WRITTEN OFF	TRANSLATION ADJUSTMENTS	BALANCE AT END OF PERIOD
Allowance for doubtful accounts	$6,314	$1,599	$ 724	$ 259	$7,448

EXHIBIT 21

LIST OF REGISTRANT'S PRINCIPAL SUBSIDIARIES

There is furnished below a list of the principal subsidiaries of Registrant. All the voting stock of each subsidiary, other than directors' qualifying shares, if any, is wholly owned by Registrant or a subsidiary of Registrant, except that International Flavors & Fragrances I.F.F. (France) S.a.r.l. is owned 70% by International Flavors & Fragrances I.F.F. (Nederland) B.V. and 30% by Registrant, I.F.F. Essencias e Fragrancias Ltda. is owned 63% by Registrant and 37% by International Flavors & Fragrances I.F.F. (Nederland) B.V., and International Flavours & Fragrances I.F.F. (Great Britain) Ltd. is owned 49% by International Flavors & Fragrances I.F.F. (Nederland) B.V. and 51% by Aromatics Holdings Limited.

NAME OF COMPANY	ORGANIZED UNDER LAWS OF
International Flavors & Fragrances Inc.	New York
International Flavors & Fragrances I.F.F. (Nederland) B.V.	The Netherlands
Aromatics Holdings Limited	Ireland
IFF-Benicarlo, S.A.	Spain
Irish Flavours and Fragrances Limited	Ireland
International Flavours & Fragrances I.F.F. (Great Britain) Ltd.	England
International Flavors & Fragrances I.F.F. (Italia) S.r.l.	Italy
International Flavors & Fragrances I.F.F. (Deutschland) G.m.b.H.	Germany
International Flavors & Fragrances I.F.F. (Switzerland) A.G.	Switzerland
International Flavors & Fragrances I.F.F. (France) S.a.r.l.	France
International Flavors & Fragrances (Hong Kong) Ltd.	Hong Kong
International Flavors & Fragrances (Japan) Ltd.	Japan
International Flavors & Fragrances S.A.C.I.	Argentina
I.F.F. Essencias e Fragrancias Ltda.	Brazil
International Flavours & Fragrances (Australia) Pty. Ltd.	Australia
International Flavours & Fragrances (China) Ltd.	China
P.T. Essence Indonesia	Indonesia
International Flavors & Fragrances (Mexico) S.A. de C.V.	Mexico
International Flavors & Fragrances I.F.F. (Espana) S.A.	Spain
ALVA Insurance Limited	Bermuda
IFF Concentrates Inc.	Oregon
Auro Tech, Inc.	Wisconsin
IFF Fruit Specialties Inc.	Wisconsin

EXHIBIT INDEX

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23	Consent of Price Waterhouse LLP. See page 29 of this Form 10-K.
24	Powers of Attorney authorizing George Rowe, Jr. and Stephen A. Block to sign this report and amendments thereto on behalf of certain directors and officers of the Registrant.
27	Financial Data Schedule (EDGAR version only).
28	Not applicable.
99	None.

AMENDMENT TO REGISTRANTS BY-LAWS ADOPTED
December 10, 1996

RESOLVED that Section 3 of Article 2 of the By-laws of the Corporation, as amended, is hereby amended effective immediately by adding the following provision after the first sentence thereof:

"A person serving as a director of the Corporation on December 31, 1996 shall not stand for reelection at, and shall be ineligible to serve as a director after the date of, the annual meeting in the year following the year in which his or her 78th birthday occurs. Any person whose first date of service as a director of the Corporation is on or after January 1, 1997 shall not stand for reelection at, and shall be ineligible to serve as a director after the date of, the annual meeting in the year following the year in which the date of his or her 72nd birthday occurs."

INTERNATIONAL FLAVORS & FRAGRANCES INC. 521 WEST 57TH STREET,
NEW YORK N.Y. 10019

Office of the Chairman and President

As of July 22, 1996

Mr. Hugh R. Kirkpatrick
Grandview Farm
Bailey's Mill Road
New Vernon, New Jersey 07976

Dear Hugh:

In accordance with our discussions, you are electing to take early retirement from International Flavors & Fragrances Inc. ("IFF"). This letter will outline the arrangements on which we have agreed, and the terms and conditions of (1) your employment for the period (the "Pre-Retirement Period") from July 22, 1996 through the "Retirement Date", as hereafter defined; (2) the "Interim Period", as hereafter defined; and (3) your retirement.

1. From July 22, 1996 until January 1, 1998 (the "Retirement Date"), you will continue to be employed by IFF at a monthly compensation rate of $39,583.33 (your current "Monthly Salary"). From the Retirement Date through December 31, 1998 (the "Interim Period"), in lieu of your pension under the IFF Pension Plan and the IFF Supplemental Retirement Plan (collectively, the "Retirement Plans"), you agree to accept amounts ("Salary Continuation Payments") equal to your Monthly Salary, payable semi-monthly at the same times as compensation is paid to active exempt employees of IFF.

2. You will continue as Senior Vice-President and President, Fragrance Division, and as a Director of IFF until December 31, 1996. On that date you will execute the resignations in substantially the forms attached to this letter as Exhibits A and B.

3. (a) At all times during the Pre-Retirement Period you will retain the right to use the IFF-provided automobile now in your possession (the "Company Car") ; your compensation which has been deferred under the terms of the Management Incentive Compensation Plan (the "MICP") and Special Executive Bonus Plan will continue to be deferred and to change in value in accordance with the measurement vehicle(s) that you have selected; and you will retain coverage under the IFF medical, dental, retirement, 401(k), life insurance and long-term disability plans (including applicable supplemental plans) in accordance with their terms. In no case will the treatment of your deferred compensation or your coverage under such plans be different and/or the amounts be less after December 31, 1996 than they were prior thereto.

   (b) During the Interim Period, although you will participate in the IFF medical plan for retirees, IFF will reimburse you for any amounts which you must pay under that plan which are greater than the amounts which you would have had to pay had you remained as an active IFF employee during such period, and IFF will also reimburse you for dental expenses equivalent to those provided to active employees under the IFF Dental Plan; and you will continue to retain the right to use the Company Car.

(c) In no event will the terms of your use of the Company Car be different during the Pre-Retirement Period or the Interim Period than they were prior thereto. Notwithstanding the preceding sentence, however, you agree and acknowledge that, irrespective of any IFF policy or program, at no time during the Pre-Retirement Period or the Interim Period will IFF have any obligation to purchase for you or provide to you a new automobile.

(d) You agree and acknowledge that, as of December 31, 1996, the Executive Severance Agreement dated February 16, 1989 between you and IFF will terminate.

4. During the Pre-Retirement Period after December 31, 1996, IFF will employ you, and you will make yourself available, as a precondition to the payments to be made during such period, to provide such services, consistent with your knowledge and experience with IFF, as I may request.

5. In the event of your death during the Pre-Retirement Period or the Interim Period, your Monthly Salary or Salary

Continuation Payments, as the case may be, will be pro-rated to the date of death and paid to your legal representative, and IFF will have no further obligation to your estate, heirs or assigns for either your Monthly Salary or your Salary Continuation Payments.

6. Your actual incentive compensation in respect of 1996 under the MICP will be based on the performance of the IFF Fragrance Division for such year and will be determined and awarded in early 1997 together with the awards to all other 1996 MICP participants; however, your MICP award for 1996 will be no less than $118,750. You will be listed as a participant in the MICP for 1997, but you understand and acknowledge that no award will be made to you under the MICP in respect of such year.

7. On the Retirement Date, you will retire from IFF employment and you will become eligible for the benefits of a retired employee under those IFF benefit plans applicable to a retiree who was both a corporate officer of IFF and a participant in the MICP at the time of retirement, including, but not limited to, continued full participation in the Executive Death Benefit Plan. Notwithstanding the foregoing, until the expiration of the Interim Period, (a) as set forth in paragraph 1 above, you will receive Salary Continuation Payments in lieu of any pension due to you under the Retirement Plans; (b) your medical and

dental coverage will be as set forth in paragraph 3(b) above; and (c) commencing January 1, 1999, together with and in addition to the pension payable under the IFF will pay you, as a benefit (which will continue for the remainder of your life and which will be taken into account in determining the amount which your spouse will be entitled to receive for her lifetime should you predecease her), an amount, calculated by IFF's actuary, equal to the difference between what your pension under the Retirement Plans would have been had the Retirement Date been January 1, 1999, and the pension to which you will be actuarially entitled as of the Retirement Date under the Retirement Plans.

8. You may exercise until three (3) months after the Retirement Date any IFF stock options which are exercisable on the Retirement Date, in accordance with the provisions of your various Stock Option Agreements. If you should die during the Pre-Retirement Period, your legal representative's right to exercise stock options will be governed by the provisions of such Stock Option Agreements.

9. As of January 1, 1999, ownership of the Company Car will be transferred to you. The compensation resulting from this transfer will be included in your Form W-2 (or comparable form provided to retirees) for 1999.

10. Attached to this letter as Exhibit C is a copy of the Security Agreement which you signed on July 25, 1962, the provisions of which will continue to apply during the Pre-Retirement Period and thereafter.

11. Please sign and return the Release attached to this letter as Exhibit D. This letter agreement will take effect only upon your execution of the Release. IFF will have the right to request that you execute another Release, in the form of Exhibit D but dated the Retirement Date. If IFF so requests, you agree promptly to execute and return such additional release. Such additional release will be deemed part of the consideration for the benefits accruing to you under this letter agreement, and your failure for any reason to execute such additional release will be a breach of this letter agreement.

12. As part of the consideration for the benefits accruing to you under this letter agreement, you agree that until January 1, 2001 you will not, directly or indirectly, be employed as an officer, director, employee, partner or principal of, or act as an advisor or consultant to, any person, firm, partnership, corporation or other business, domestic or foreign, who or which competes, directly or indirectly, with any of the flavor, fragrance or aroma chemical business of IFF; provided, however, that nothing in this paragraph 12 will

preclude your owning up to one percent (1%) of the outstanding publicly traded equity or debt securities of any corporation. You hereby consent to IFF's obtaining injunctive relief should you breach this paragraph 12.

13. This letter agreement will be governed by and interpreted in accordance with New York law.

Please sign and date both copies of this letter in the space provided below and return one fully executed copy. The other is for your records.

Hugh, all IFFers, and I especially, appreciate your many contributions to the Company over your long and very successful career. You have all of our very best wishes for the future.

Sincerely,

/s/ EUGENE P. GRISANTI

Eugene P. Grisanti

AGREED AND ACCEPTED:

/s/ HUGH R. KIRKPATRICK
- ----------------------------------
Hugh R. Kirkpatrick
September 16, 1996
(As of July 22, 1996)

EXHIBIT A

December 31, 1996

Stephen A. Block, Esq.
Vice-President and Secretary
International Flavors & Fragrances Inc.
521 West 57th Street
New York, New York 10019

Dear Mr. Block:

I hereby resign as Senior Vice-President and President, Fragrance Division, of International Flavors & Fragrances Inc.

Hugh R. Kirkpatrick

EXHIBIT B

December 31, 1996

Stephen A. Block, Esq.
Vice-President and Secretary
International Flavors & Fragrances Inc.
521 West 57th Street
New York, New York 10019

Dear Mr. Block:

I hereby resign as a Director of International Flavors & Fragrances Inc.

Hugh R. Kirkpatrick

EXHIBIT C

EMPLOYEE AGREEMENT

International Flavors & Fragrances Inc.
521 West 57th St., New York 19, N.Y.

(IFF)

In consideration of my employment by IFF or any of its subsidiaries (herein together called IFF), I hereby agree as follows:

1. I acknowledge that in the course of my employment by IFF, I may have access to, acquire or gain confidential knowledge or information (i) with respect to formulae, secret processes, plans, devices, products, know-how and other data belonging or relating to IFF, or (ii) with respect to the identity of customers of IFF, and the identity of products and the quantity and prices of the same ordered by such customers. I acknowledge that all such information is the sole property of IFF and I shall treat it as set forth below.

2. I shall keep confidential all such knowledge or information described above and shall not divulge it to others nor use it for my own private purposes or personal gain, without the express written consent of IFF. This obligation on my part shall continue during and after the period of my employment by IFF.

3. Upon termination of my employment, or at any time IFF may request, I shall deliver to IFF all notes, memoranda, records, files or other papers, and copies thereof, in my custody relating to any such knowledge or information described above to which I have had access or which I may have developed during the term of my employment.

4. I shall not, without the prior written permission of IFF, after leaving the employ of IFF for any reason, work for others, or for my own account, on any of the secret processes or formulae on which I have worked or to which I have had access while in the employ of IFF.

5. Any invention, formula, process, product, idea, discovery and improvement conceived or developed by me within the period of my employment, relating to any activity engaged in by IFF, shall be the sole and exclusive property of IFF and I shall promptly communicate to IFF full information with respect to any of the foregoing conceived or developed by me. I shall execute and deliver all documents and do all other things as shall be deemed by IFF to be necessary and proper to effect the assignment to IFF of the sole and exclusive right, title and interest in and to all such inventions, formulae, processes, products, ideas, discoveries and improvements, and patent applications and patents thereon.

July 25, 1962	HUGH R. KIRKPATRICK
(date)	(signature)

EXHIBIT D

RELEASE

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned, Hugh R. Kirkpatrick, now or formerly residing at Grandview Farm, Bailey's Mill Road, New Vernon, New Jersey 07976 (hereinafter referred to as "Employee"), for and in consideration of certain benefits heretofore paid or to be paid or provided to him by International Flavors & Fragrances Inc., a New York corporation with a place of business located at 521 West 57th Street, New York, New York 10019 (hereinafter referred to as "IFF Inc."), as such benefits are set forth in a letter dated as of July 22, 1996, a copy of which is annexed hereto as Annex A, DOES HEREBY AGREE TO RELEASE and DOES HEREBY RELEASE IFF Inc. and all of its subsidiaries and affiliates and their respective directors, officers and employees (hereinafter referred to as "Releasees") from all "Claims", as hereinafter defined, and Employee agrees never to file any lawsuit or any claim with any Federal, state or local administrative agency asserting or in respect of any of such Claims.

As used in this Release, the term "Claims" means and includes all charges, complaints, claims, liabilities, obligations, promises, agreements, damages, actions, causes of action, rights, costs, losses and expenses (including attorneys' fees and costs actually incurred) of any nature whatsoever, known or unknown, suspected or unsuspected, which Employee now has, or claims to have, or which Employee at any earlier time had, or claimed to have had, or which Employee at any future time may have, or claim to have, against each or any of the Releasees as to any matters occurring or arising on or before the date this Release is executed by Employee. The Claims Employee is releasing under this Release include, but are not limited to, rights arising out of alleged violations of any contracts, express or implied, written or oral, and any Claims for wrongful discharge, fraud, misrepresentation, infliction of emotional distress, or any other tort, and any other Claims relating to or arising out of Employee's employment with IFF Inc. or the termination thereof, and any Claim for violation of any Federal, state or other governmental statute, regulation or ordinance including, but not limited to, the following, each as amended to date: (1) Title VII of the Civil Rights Act of 1964, 42 U.S.C. s.s.2000e et seq. (race, color, religion, sex and national origin discrimination) ; (2) Section 1981 of the Civil Rights Act of 1866, 42 U.S.C. s.1981 (race discrimination; (3) the Age Discrimination in Employment Act, 29 U.S.C. s.s.621-634 (age discrimination); (4) the Equal Pay Act of 1963, 29 U.S.C. s.206 (equal pay); (5) Executive Order 11246 (race, color, religion, sex and national origin discrimination); (6) Executive Order 11141 (age discrimination); (7) Section 503 of the Rehabilitation Act of 1973, 29 U.S.C. s.s.701 et seq. (handicap discrimination); (8) the Employee Retirement Income Security Act of 1974, 29 U.S.C. s.s.1001 et seq. (retirement matters); and (9) any applicable New York or New Jersey state or local law relating to employment termination that may be discriminatory or otherwise in contravention of public policy.

Employee hereby represents that he has not filed any complaints, charges, or lawsuits against any Releasee with any governmental agency or any court; that he will not file or pursue any at any time hereafter; and that if any such agency or court assumes jurisdiction of any complaint, charge or lawsuit against any Releasee on behalf of Employee, he will request such agency or court to withdraw from the matter. Neither this Release nor the undertaking in this paragraph shall limit Employee from pursuing Claims for the sole purpose of enforcing his rights under Annex A or under any employment benefit plan or program of IFF Inc.

Employee hereby represents that he has been given a period of twenty-one (21) days to review and consider this Release before signing it. Employee further understands that he may use none or as much of this 21-day period as he wishes prior to signing.

Employee is advised that he has the right to consult with an attorney before signing this Release. Employee understands that whether or not to do so is Employee's decision. Employee has exercised his right to consult with an attorney to the extent, if any, that he desired.

Employee may revoke this Release within seven (7) days after he signs it. Revocation can be made by delivering a written notice of revocation to Eric Campbell, Vice-President, Human Resources, IFF Inc., 521 West 57th Street, New York, New York 10019. For such revocation to be effective, written notice must be received by Mr. Campbell not later than the close of business on the seventh day after the day on which Employee executes this Release. If Employee revokes this Release, it shall not be effective and the letter agreement described in Annex A shall be null and void.

Employee understands and acknowledges that IFF Inc. has not made any promises or representations to Employee other than those in Annex A.

EMPLOYEE ACKNOWLEDGES THAT HE HAS READ THIS RELEASE, UNDERSTANDS IT AND IS VOLUNTARILY EXECUTING IT.

[PLEASE READ THIS RELEASE CAREFULLY. IT COVERS ALL KNOWN AND UNKNOWN CLAIMS.]

Executed at New York on September 16, 1996, as of the 22nd day of July, 1996.

Hugh R. Kirkpatrick

STATE OF NEW YORK)
COUNTY OF NEW YORK)SS:

Subscribed and sworn to before
me this 16th day of September, 1996
by the said Hugh R. Kirkpatrick
known to me.

MARA DUMSKI

Notary Public

MARA DUMSKI
Notary Public, State of New York
No. 31~4944307
Qualifed in New York County
Commisslon Exprires November 21, 1996

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ MARGARET HAYES ADAME (L.S.)

Margaret Hayes Adame

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ BRIAN D. CHADBOURNE (L.S.)

Brian D. Chadbourne

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ ROBIN CHANDLER DUKE (L.S.)

Robin Chandler Duke

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ RICHARD M. FURLAUD (L. S.)

Richard M. Furlaud

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ EUGENE P. GRISANTI (L.S.)

Eugene P. Grisanti

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ THOMAS H. HOPPEL (L.S.)

Thomas H. Hoppel

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ HERBERT G. REID (L.S.)

Herbert G. Reid

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ GEORGE ROWE, JR. (L.S.)

George Rowe, Jr.

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ STANLEY M. RUMBOUGH, JR. (L.S.)

Stanley M. Rumbough, Jr.

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ HENRY P. VAN AMERINGEN. (L.S.)

Henry P. van Ameringen

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, an Annual Report on Form 10-K, hereby constitutes and appoints George Rowe, Jr. and Stephen A. Block his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such Annual Report, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto said attorneys, and each of them, full power and authority to do so and to perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of his (her) said attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ HENDRICK C. VAN BAAREN (L.S.)

Hendrik C. van Baaren

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 11th day of February 1997.

/s/ WILLIAM D. VAN DYKE, III (L.S.)

William D. Van Dyke, III

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The schedule contains summary financial information extracted from the Consolidated Balance Sheet & Consolidated Statement of Income and is qualified in its entirety by reference to such financial statements. Amounts in thousands of dollars, except per share amounts.

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12-MOS
DEC-31-1996
DEC-31-1996
261,370
56,613
253,484
(8,733)
369,078
1,006,356
878,224
(410,427)
1,506,913
280,464
8,289
0
0
14,470
1,062,067
1,506,913
1,436,053
1,436,053
778,816
1,094,344
38,302
1,564
2,740
299,103
109,209
189,894
0
0
0
189,894
1.71
1.71