

INTERNATIONAL FLAVORS & FRAGRANCES INC
Form 11-K
June 20, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15 (D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

COMMISSION FILE NUMBER 1-4858

INTERNATIONAL FLAVORS & FRAGRANCES INC.
RETIREMENT INVESTMENT FUND PLAN

PLAN ADDRESS: 521 WEST 57TH STREET
NEW YORK, NEW YORK 10019

ISSUER OF REGISTERED SECURITIES: INTERNATIONAL FLAVORS & FRAGRANCES INC.
521 WEST 57TH STREET
NEW YORK, NEW YORK 10019

INTERNATIONAL FLAVORS & FRAGRANCES INC.
RETIREMENT INVESTMENT FUND PLAN

FINANCIAL STATEMENTS

AND

SUPPLEMENTARY INFORMATION

* * * * *

DECEMBER 31, 2002 AND 2001

INTERNATIONAL FLAVORS & FRAGRANCES INC.
RETIREMENT INVESTMENT FUND PLAN

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Administrator of the
International Flavors & Fragrances Inc. Retirement
Investment Fund Plan

In our opinion, the accompanying statement of net assets available for plan benefits and the related statement of changes in net assets available for plan benefits present fairly, in all material respects, the net assets available for plan benefits of the International Flavors & Fragrances Inc. Retirement Investment Fund Plan (the "Plan") at December 31, 2002 and 2001, and the changes in net assets available for plan benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan'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 auditing standards generally accepted in the United States of America, 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 our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of Assets (Held

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at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

New York, New York
June 13, 2003

INTERNATIONAL FLAVORS & FRAGRANCES INC.
RETIREMENT INVESTMENT FUND PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

Assets	December 31,	
-----	2002	2001
-----	-----	-----
Investments at Fair Value:		
International Flavors & Fragrances Inc.		
Common Stock	\$ 13,195,915	\$ 11,920,454
Vanguard Long-Term Corporate Fund	5,999,168	3,830,185
Vanguard Prime Money Market Fund	49,961,618	37,815,145
Vanguard 500 Index Fund	33,484,332	36,451,133
Vanguard U.S. Growth Fund	8,499,248	12,945,812
Vanguard International Growth Fund	5,332,089	6,102,720
Vanguard Total Bond Market Index Fund	6,652,855	4,814,479
Vanguard Explorer Fund	2,134,345	908,583
Vanguard PRIMECAP Fund	2,163,616	1,829,853
Vanguard Asset Allocation Fund	1,248,452	693,149
Vanguard Mid-Cap Index Fund	2,177,519	1,505,596
Participant Loans	4,015,718	4,407,007
	-----	-----
	134,864,875	123,224,116
Employer Contributions Receivable	10,853	10,467
Employee Contributions Receivable	36,842	34,214
Accrued Dividends and Interest Receivable	85,245	86,860
	-----	-----
Net Assets Available for Plan Benefits	\$134,997,815	\$123,355,657
	=====	=====

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See notes to financial statements

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INTERNATIONAL FLAVORS & FRAGRANCES INC.
 RETIREMENT INVESTMENT FUND PLAN
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year Ended December 31,	
	2002	2001
	-----	-----
Contributions:		
Company contributions	\$ 2,468,610	\$ 2,248,099
Participant contributions	8,932,589	7,472,563
	-----	-----
TOTAL CONTRIBUTIONS	11,401,199	9,720,662
	-----	-----
Investment Income (Loss):		
Dividends and Interest	2,759,815	3,428,127
Net Depreciation of Investments	(15,982,763)	(10,219,024)
	-----	-----
TOTAL INVESTMENT LOSS	(13,222,948)	(6,790,897)
	-----	-----
Transfer of plan assets from BBA Plan	22,825,525	--
Other asset transfers	526,370	--
	-----	-----
TOTAL ADDITIONS	21,530,146	2,929,765
	-----	-----
Benefits Distributed	(9,882,858)	(15,290,856)
Administrative Fees	(5,130)	(6,250)
	-----	-----
TOTAL DISBURSEMENTS	(9,887,988)	(15,297,106)
	-----	-----
Net Change in Participants' Balances During Year	11,642,158	(12,367,341)
Net Assets at Beginning of Year	123,355,657	135,722,998
	-----	-----
NET ASSETS AT END OF YEAR	\$ 134,997,815	\$ 123,355,657
	=====	=====

See notes to financial statements

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INTERNATIONAL FLAVORS & FRAGRANCES INC.
RETIREMENT INVESTMENT FUND PLAN
NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2002 AND 2001

NOTE 1 - DESCRIPTION OF THE PLAN:

The following description of the International Flavors & Fragrances Inc. Retirement Investment Fund Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for complete information.

A. GENERAL:

The Plan is a defined contribution plan covering all employees of International Flavors & Fragrances Inc. and its domestic subsidiaries, (the "Company") as well as certain U.S. citizens temporarily assigned to subsidiaries abroad. Effective January 1, 2002, employees of Bush Boake Allen Inc. (BBA), which was acquired by the Company effective November 3, 2000, became eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Employees become eligible to participate in the Plan after 30 days from the first date of employment.

B. ADMINISTRATION OF THE PLAN:

The Vanguard Fiduciary Trust Co. is the Trustee of the Plan. The Administrative Committee, appointed by the Company's Board of Directors, is responsible for administration of the Plan, but it has appointed the Vanguard Group ("Vanguard") to carry out most of the day-to-day activities of administration.

C. INVESTMENTS:

The Plan offers participants eleven investment funds:

IFF Stock Fund: This fund consists principally of common stock of the Company and cash or cash equivalents which are deemed necessary for orderly investment in such stock and for anticipated cash requirements.

Vanguard Long-Term Corporate Fund: This fund seeks a high and sustainable level of current income consistent with the maintenance of principal and liquidity by investing in a diversified portfolio of long-term investment-grade bonds.

Vanguard Prime Money Market Fund: This fund seeks maximum current income, preservation of capital and liquidity by investing in a portfolio of money market instruments. The portfolio is designed to maintain a constant \$1.00 share value. An investment in a money market fund is neither insured nor guaranteed by the U.S. Government, and there is no assurance that the fund will be able to maintain a stable net asset value of \$1.00 per share.

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Vanguard 500 Index Fund: This fund seeks investment results that parallel the performance of the Standard & Poor's 500 Composite Stock Price Index. The fund is expected to provide investors with long-term growth of capital as well as a reasonable level of current income.

Vanguard U.S. Growth Fund: This fund seeks long-term capital appreciation by investing in common stocks of companies with above-average growth potential. Current income is incidental.

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Vanguard International Growth Fund: This fund seeks long-term capital growth by investing in common stocks of companies based outside the United States that have above-average growth potential.

Vanguard Total Bond Market Index Fund: This fund seeks investment results that parallel the performance of the Lehman Aggregate Bond Index.

Vanguard Explorer Fund: This fund seeks to provide long-term capital growth by investing in a diversified portfolio of small-company stocks with prospects for above-average growth.

Vanguard PRIMECAP Fund: This fund seeks to provide long-term capital growth by investing in stocks of companies with above-average prospects for continued earnings growth, strong industry positions and skilled management teams. This fund also may invest in companies with below-average earnings but bright prospects for earnings growth.

Vanguard Asset Allocation Fund: This fund seeks long-term growth of capital and income by investing in common stocks, long-term U.S. Treasury bonds and money market instruments. The mix, or allocation, of the three types of assets changes from time to time depending on which mix appears to offer the best combination of expected returns and risk.

Vanguard Mid-Cap Index Fund: This fund seeks to parallel the performance of the Standard & Poor's MidCap 400 index, which comprises a market-weighted group of medium-sized U.S. companies.

D. CASH OR DEFERRED WAGE AND SALARY CONVERSION AGREEMENTS:

Each participant enters into a Cash or Deferred Wage and Salary Conversion Agreement ("CODA") with the Company, pursuant to which his or her Plan contributions are made. Such agreement specifies the portion of the participant's compensation, as defined in the Plan, during each Plan year that the participant elects to forego and have contributed by the Company to the participant's account with the Plan. Any such election remains in effect until changed by the participant. The Administrative Committee may limit the amounts specified in such agreements to ensure compliance with the antidiscrimination standards of Section 401(k) of the Internal Revenue Code (the "Code"). Subject to these limitations, participants may contribute up to 30% of their annual base wages, before bonuses and overtime, up to the maximum amount permitted under the Code. Amounts in excess of Code limits may, at the election of the participant, either be contributed to the Plan on an after-tax basis or treated as contributions to the Company's Deferred Compensation Plan ("DCP").

E. COMPANY CONTRIBUTIONS:

The Company matches 50% of the first 6% of the participant's

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compensation, as defined, that a participant contributes to the Plan, whether on a deferred or after-tax basis, or that is treated as a contribution to the DCP, as described in Section D above.

F. VESTED BENEFITS:

All participants who were employed by the Company on December 31, 2000 continue to vest immediately in their contributions and the Company's matching contributions, plus earnings on all contributions. A participant whose employment with the Company commences on or after January 1, 2001 vests immediately in his or her contributions to the Plan plus earnings thereon. He or she vests in the Company's matching contributions and the earnings thereon after three years of continuous credited service. At December 31, 2002 and 2001, forfeited nonvested amounts approximated \$154,000 and \$18,000, respectively. These amounts will be used to reduce future employer contributions.

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G. INDIVIDUAL ACCOUNTS:

A separate account is established and maintained for each active and former participant. Former participants are those who have terminated employment and have not yet received final payment of their account. Effective January 1, 2001, both the participant's contributions and the Company's matching contribution are credited to the specific participant's account. The participant's contributions and the Company's matching contributions are invested in one or more of the Plan's funds as directed by the participant.

Participants' accounts are maintained on a unit basis for the IFF Stock Fund, and on a share basis for all other funds.

Interest earned and dividends paid are credited to each participant's account based on accumulated daily account balances and reinvested in the respective fund.

H. TRANSFERS BETWEEN FUNDS:

Participants may transfer all or a portion of their balance in any fund of the Plan to an alternative fund of the Plan. Participants may make these transfers as frequently as on a daily basis by contacting Vanguard.

I. LOANS AND IN-SERVICE WITHDRAWALS:

Participants may borrow from the Plan as described in Note 4. A participant may withdraw all or a portion of his or her balances if bona fide financial necessity can be demonstrated to the Plan's Administrative Committee. A participant who makes a hardship withdrawal is limited by the Internal Revenue Code as to the amount of CODA contribution he or she may make for the taxable year following the year of the withdrawal. The amounts of in-service withdrawals are limited by government regulation to amounts contributed under CODA agreements and earnings on such contributions.

J. ROLLOVER CONTRIBUTIONS:

Participants who receive eligible rollover distributions from another qualified plan may roll that distribution over into the Plan. Eligible rollover distributions are those that come directly from either another qualified retirement plan or an Individual Retirement Account ("IRA") which was set up to hold a distribution from another qualified retirement plan on a temporary basis. Rollover amounts can only include pretax contributions, plus any untaxed earnings thereon. All rollovers from the IRA must be made within one year of original distribution from the qualified retirement plan.

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K. BENEFIT PAYMENTS:

A participant's benefit may be in the form of:

- o A lump-sum payment;
- o Periodic payments;
- o A 50% joint and survivor annuity to a married participant; or
- o A single life annuity.

Lump sum or installment payments may be made in cash or securities at the direction of the Plan's Trustee. When periodic payments are elected, a participant's interest remains in the Plan and continues to receive allocations of earnings and losses until distribution.

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L. TERMINATION OF PLAN:

The Company may terminate the Plan at any time. In such event, the total amounts in participants' accounts shall continue in the trust for their benefit and shall be paid to them or their designated beneficiaries, as described in Section K above, upon retirement, death, disability or termination of employment. At the present time, the Company has no intention to terminate the Plan.

M. PLAN AMENDMENTS:

Effective January 1, 2002, the Company amended the Plan to take advantage of certain changes permitted under the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRAA), and to increase the maximum percentage of compensation that a participant is permitted to defer under the Plan.

The Plan was amended as follows:

- o The portion of the participants' compensation that may be contributed to the Plan was increased from 20% to 30%; however, the amount that the participant and the Company may contribute in the aggregate may not exceed \$40,000 or 100% of the participant's compensation, an increase from a previous aggregate maximum amount of \$25,000;
- o The limit on eligible compensation was increased to \$200,000 and is indexed thereafter;
- o The limit on elective deferrals was increased to the maximum allowable under EGTRAA including catch-up contributions by employees eligible to make such deferrals under the Plan and who will have reached age 50 before close of the Plan year;
- o The suspension period after a hardship withdrawal was reduced from 12 months to 6 months; and
- o The Plan accepts rollover contributions from Internal Revenue Code Section 403(b) and governmental 457(b) plans.

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NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:

The following is a summary of the significant accounting policies followed by the Plan:

A. METHOD OF ACCOUNTING:

The Plan's financial statements are prepared on the accrual basis of accounting.

B. VALUATION OF INVESTMENTS:

Investments, other than money market funds and participants' loans, are stated at fair value based on published quotations. Money market funds and participants' loans are stated at cost, which approximates fair value.

C. SECURITY TRANSACTIONS AND RELATED INVESTMENT INCOME:

Security transactions are recorded on the trade date; interest income is recorded on the accrual basis; dividend income is recorded on the ex-dividend date.

D. ADMINISTRATIVE EXPENSES:

All expenses that arise in connection with the administration of the Plan are paid by the Company except for loan administration fees (see Note 4), brokerage fees and advisory fees. Brokerage fees are included in the cost of investments when purchased and are deducted from proceeds received in determining realized gains and losses on investments sold. Investment advisory fees for the management of the Vanguard funds are paid directly from fund earnings.

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E. CONTRIBUTION INCOME:

Company contributions are recognized during the same period in which the Company makes payroll deductions from the participants' earnings for the participant contributions. Contributions made in accordance with participants' CODA agreements (see Note 1-D) are recognized during the period in which the Company makes payroll deductions from the participants' earnings.

F. BENEFIT OBLIGATIONS:

Benefits are recorded when paid.

G. RISKS AND UNCERTAINTIES:

The Plan provides for various investment options in any combination of investment funds described in Note 1-C. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in market value could materially affect participants' account balances and the amounts reported in the financial statements.

H. USE OF ESTIMATES:

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and

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assumptions that affect the amounts reported in the financial statements and accompanying disclosures. Actual results could differ from those estimates.

NOTE 3 - TAX STATUS:

The Internal Revenue Service has determined and informed the Company by a letter dated August 22, 2001 that the Plan is designed in accordance with applicable sections of the Code. The Company believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 4 - PARTICIPANT LOANS:

Upon application, the Trustees may make a loan to a participant in an amount not exceeding 50% of the balance in the participant's account, or \$50,000, with a minimum loan of \$1,000. Such loan is allocated, as applicable, among the eleven funds in proportion to the participant's balance in each. The loans are collateralized by the balance in the participants' accounts and bear interest at a rate equal to the Citibank, N.A. prime rate, plus 1/2 percent, but in no case in excess of the legal rate of interest. Loans are subject to a loan origination fee of \$30, which is deducted from the loan proceeds. In addition, participants with outstanding loans are subject to an annual administrative fee of \$10, which is deducted from their respective accounts each July, except for the first year of the loan. Participant loans in the statement of Net Assets Available for Plan Benefits are reflected at cost.

Interest rates on outstanding participant loans at December 31, 2002 and 2001 ranged from approximately 5.25% to approximately 10.0%.

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NOTE 5 - RELATED PARTY TRANSACTIONS:

Certain Plan investments consist of units in investment funds managed by Vanguard. Vanguard owns these investments, and is a party-in-interest as defined by ERISA.

The IFF Stock Fund invests in shares of the Company's stock. The fund is designed as a means for employees to participate in the potential long-term growth of the Company.

NOTE 6 - TRANSFER OF ASSETS FROM THE BUSH BOAKE ALLEN INC. EMPLOYEES SAVINGS AND INVESTMENT PLAN:

Effective January 1, 2002, salaried employees of The Bush Boake Allen Employees Savings and Investment Plan ("BBA Plan") became eligible to participate in the Plan. Service with BBA counts towards vesting service in the Plan. Accordingly, on January 2, 2002 total assets of \$22,825,525 were transferred from the BBA Plan and invested in the Plan. Subsequently, an additional \$526,370 was transferred from the BBA Plan and invested in the Plan.

NOTE 7 - NET APPRECIATION/(DEPRECIATION) ON INVESTMENTS:

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The net appreciation/(depreciation) in the fair value of investments
(including gains and losses on investments sold during the year) was as follows:

YEAR ENDED DECEMBER 31, 2002

	International Flavors & Fragrances Inc. Common Stock	Mutual Funds	N Apprec (Deprec
IFF Stock Fund	\$ 2,197,295		\$ 2
Vanguard Long-Term Corporate Fund		\$ 331,753	
Vanguard 500 Index Fund		(10,696,118)	(10,
Vanguard U.S. Growth Fund		(4,683,451)	(4,
Vanguard International Growth Fund		(1,263,129)	(1,
Vanguard Total Bond Market Index Fund		147,470	
Vanguard Explorer Fund		(705,814)	(
Vanguard PRIMECAP Fund		(624,496)	(
Vanguard Asset Allocation Fund		(166,121)	(
Vanguard Mid-Cap Index Fund		(520,152)	(
Total	\$ 2,197,295	\$ (18,180,058)	\$ (15,

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YEAR ENDED DECEMBER 31, 2001

	International Flavors & Fragrances Inc. Common Stock	Mutual Funds	Appr (Depr
IFF Stock Fund	\$ 3,892,793		\$
Vanguard Long-Term Corporate Fund		\$ 96,965	
Vanguard 500 Index Fund		(5,778,151)	(
Vanguard U.S. Growth Fund		(6,588,548)	(
Vanguard International Growth Fund		(1,741,477)	(

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Vanguard Total Bond Market Index Fund	54,107
Vanguard Explorer Fund	30,997
Vanguard PRIMECAP Fund	(143,864)
Vanguard Asset Allocation Fund	(32,303)
Vanguard Mid-Cap Index Fund	(9,543)

Total	\$ 3,892,793	\$ (14,111,817)	\$ (1
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NOTE 8 - PLAN INVESTMENTS REPRESENTING 5% OR MORE OF THE PLAN'S NET ASSETS:

Investments at fair value that represent 5% or more of the Plan's net assets at December 31, 2002 and 2001 were as follows:

	2002 ----	2001 ----
Common Stock:		
International Flavors & Fragrances Inc.	\$ 13,195,915	\$ 11,920,454
Mutual Funds:		
Vanguard Prime Money Market Fund	49,961,618	37,815,145
Vanguard 500 Index Fund	33,484,332	36,451,133
Vanguard U.S. Growth Fund	8,499,248	12,945,812

SUPPLEMENTARY INFORMATION

INTERNATIONAL FLAVORS & FRAGRANCES INC.

RETIREMENT INVESTMENT FUND PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2002

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ISSUE	DESCRIPTION	Cost
International Flavors & Fragrances Inc. *	Common stock	\$ 11,187
Vanguard Long-Term Corporate Fund *	Mutual Fund	5,684
Vanguard Prime Money Market Fund *	Mutual Fund	49,961
Vanguard 500 Index Fund *	Mutual Fund	37,703
Vanguard U.S. Growth Fund *	Mutual Fund	17,810
Vanguard International Growth Fund *	Mutual Fund	7,365
Vanguard Total Bond Market Index Fund *	Mutual Fund	6,438
Vanguard Explorer Fund *	Mutual Fund	2,698
Vanguard PRIMECAP Fund *	Mutual Fund	2,782
Vanguard Asset Allocation Fund *	Mutual Fund	1,368
Vanguard Mid-Cap Index Fund *	Mutual Fund	2,529
Participant Loans	Varying maturity dates through 1/12/2013, interest ranging from 5.25% to 10%, per annum	
TOTAL INVESTMENTS		\$ 145,530

* denotes party-in-interest

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SIGNATURES

THE PLAN. PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THE TRUSTEES (OR OTHER PERSONS WHO ADMINISTER THE EMPLOYEE BENEFIT PLAN) HAVE DULY CAUSED THIS ANNUAL REPORT TO BE SIGNED BY THE UNDERSIGNED HEREUNTO DULY AUTHORIZED.

INTERNATIONAL FLAVORS & FRAGRANCES INC.
RETIREMENT INVESTMENT FUND PLAN

DATE: JUNE 20, 2003

BY /S/ STEPHEN A. BLOCK

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STEPHEN A. BLOCK
MEMBER, ADMINISTRATIVE COMMITTEE

BY /S/ DOUGLAS J. WETMORE

DOUGLAS J. WETMORE
MEMBER, ADMINISTRATIVE COMMITTEE

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EXHIBIT INDEX

Exhibit No.	Description
23.1	Consent of PricewaterhouseCoopers LLP
99	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Richard A. Goldstein, Chairman of the Board and Chief Executive Officer of the Company, and Douglas J. Wetmore, Senior Vice President and Chief Financial Officer of the Company