



LICENSED TO KILL, INC.

**NOTICE OF
ANNUAL MEETING OF STOCKHOLDERS
WEDNESDAY, APRIL 28, 2004
AND PROXY STATEMENT**



LICENSED TO KILL, INC

RICH FROMDETH
CHAIRMAN OF THE BOARD

P.O. BOX 19405
WASHINGTON, DC 20036

March 15, 2004

Dear Fellow Stockholder:

It is my pleasure to invite you to join us at the 2004 Annual Meeting of Stockholders of Licensed to Kill, Inc. to be held Wednesday, April 28, 2004 at 12 noon at the Ramada Inn on Route 10 in East Hanover, New Jersey.

At this year's meeting, we will vote on the election of thirteen directors, ratification of Arthur Anderson's selection as the Company's independent auditors and , if properly presented, six proposals from stockholders. There will also be a report on the Company's business, and stockholders will have an opportunity to ask questions.

We anticipate that a large number of stockholders will attend the meeting. Because seating is limited, you may bring only one immediate family member as a guest. To attend the meeting, you must present proof of stock ownership (e.g. stock certificate) and a government-issued photographic identification.

The meeting facilities will open at 12 noon at the entrance to the Garden Ballroom. **Because we want our shareholders to spread the word about our company's deadly expansion around the world, we will allow you to bring digital phones, audio tape recorders, laptops, video and still cameras into the meeting.**

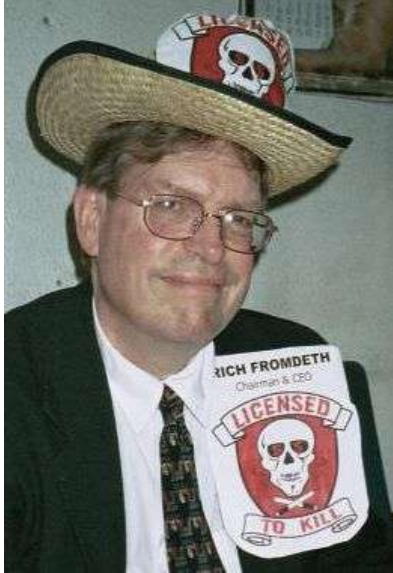
We are pleased to announce that this year, instead of distributing gift bags containing products to stockholders who attend the meeting, the Company has made a donation to a New Jersey-based not-for-profit orphanage that provides a home to children without parents (many who have been killed by our products).

Attached you will find a proxy statement that contains additional information about the directors up for re-election and election and a list of the stockholder proposals that will be voted on.

Your vote is important. Please vote in favor of the company's recommendations.

Sincerely,

DIRECTORS UP FOR RE-ELECTION



RICH FROMDETH

- Chairman and CEO of Licensed to Kill



CORRIE "CORE" PRUTSPIN

- Secretary and Senior Vice President of Licensed to Kill



JAMES LOVES MUNNEE

- Registered Agent of Licensed to Kill

NEW DIRECTORS UP FOR ELECTION

(see attachment)

STOCKHOLDER PROPOSALS

At the meeting stockholders will have the opportunity to vote on the following stockholder proposals. More information on each proposal will be presented during the meeting.

1. Stockholder Proposal 1 – Ways of more adequately warning pregnant women
2. Stockholder Proposal 2 – Hire a third party agent to get more of our product being used in Hollywood films
3. Stockholder Proposal 3 – Political disclosure resolution
4. Stockholder Proposal 4 – Commission a study on which countries in Africa, Asia, Latin America, and Eastern/Central Europe would be friendliest to our overseas expansion and offer best access to the next generation of smokers
5. Stockholder Proposal 5 – Cease promoting light and ultralight brands
6. Stockholder Proposal 6 – Hire a lobbyist to look into tax breaks from the Commonwealth of Virginia, similar to those granted Altria.