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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION ANNUAL REPORT 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Matham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P14515 (1)**

1. Corporation Name
BROWN & WILLIAMSON TOBACCO CORPORATION

Principal Place of Business Mailing Address

1500 BROWN & WILLIAMSON TOWER
P O BOX 35090
LOUISVILLE KY 40232

1500 BROWN & WILLIAMSON TOWER
P O BOX 35090
LOUISVILLE KY 40232

2. Principal Place of Business 2a. Mailing Address

21 26

Suite, Apt. #, etc. Suite, Apt. #, etc.

22 27

City & State City & State

23 28

Zip Country Zip Country

24 25 29 30

3. Date Incorporated or Qualified 3a. Date of Last Report

05/19/1987 05/01/1994

4. FEI Number Applied For

61-0144470 Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

7. This corporation has liability for intangible tax under S. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when registering) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	TVP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANCESCONI, C.D.	1.2 NAME	
STREET ADDRESS	1500 BROWN & WILLIAMSON	1.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	1.4 CITY - ST - ZIP	
TITLE	P	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANDEFUR, THOMAS E JR.	2.2 NAME	
STREET ADDRESS	1500 BROWN & WILLIAMSON	2.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	2.4 CITY - ST - ZIP	
TITLE	CEO	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANDEFUR, T.E. JR.	3.2 NAME	
STREET ADDRESS	1500 BROWN & WILLIAMSON	3.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	3.4 CITY - ST - ZIP	
TITLE	SVP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEPPLES, E.	4.2 NAME	
STREET ADDRESS	1500 BROWN & WILLIAMSON	4.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	4.4 CITY - ST - ZIP	
TITLE	SVP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHITEHAIR, T.E. JR.	5.2 NAME	
STREET ADDRESS	1500 BROWN & WILLIAMSON	5.3 STREET ADDRESS	
CITY - ST - ZIP	LOUISVILLE KY	5.4 CITY - ST - ZIP	
TITLE	AS	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, C.D.	6.2 NAME	AS
STREET ADDRESS	805 LINDEN DR	6.3 STREET ADDRESS	Shadburne, G.G.
CITY - ST - ZIP	LOUISVILLE KY	6.4 CITY - ST - ZIP	5515 Killdeer Dr. Prospect, KY 40059

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, as appropriate, or on an attachment hereto, as indicated.

SIGNATURE: *G.G. Shadburne*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: G.G. Shadburne

4/13/95

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**BROWN & WILLIAMSON TOBACCO CORPORATION
DIRECTORS & OFFICERS**

<u>TITLE</u>	<u>NAME</u>	<u>HOME ADDRESS</u>	<u>BUSINESS ADDRESS</u>
President & CEO	Thomas E. Sandefur, Jr. 253-62-3643	1400 Willow Avenue, #1004 Louisville, KY 40204 (502) 459-4042	A
Executive VP and COO	Earl E. Kohnhorst 404-62-2284	2418 Newburg Road Louisville, KY 40205 (502) 451-3655	A
Senior VP	Michael J. McGraw 404-62-1396	7700 Cedar Ridge Court Prospect, KY 40059 (502) 228-2962	A
Senior VP	Ernest C. Pepples 403-46-6517	2432 Ransdell Avenue Louisville, KY 40204 (502) 458-6045	A
Senior VP	Carl L. Schoenbachler 400-64-5995	615 Lake Forest Parkway Louisville, KY 40223 (502) 244-8846	A
Senior VP	Thomas E. Whitehair, Jr. 181-38-7429	2607 Evergreen Wynde Louisville, KY 40223 (502) 245-4314	A
VP and Secretary	F. Anthony Burke 403-60-2597	4440 Signal Hill Rd. Louisville, KY 40207 (502) 897-9385	A
VP	Jeffrey A. Eckmann 399-58-8209	1508 Arnold Palmer Boulevard Louisville, KY 40245 (502) 244-1792	A
VP	Henry C. Frick 403-64-2479	203 Dorchester Road Louisville, KY 40223 (502) 426-1907	A
VP	Charles R. Green, Jr. 436-68-1306	2813 Avenue of the Woods Louisville, KY 40241 (502) 327-9564	A

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VP & Asst. Secretary	Randy F. Harrison 223-68-5136	3008 Wolf Trap Drive Wilson, NC 27893 (919) 291-9922	C
VP	Joseph S. Helewicz 215-44-0817	3512 Trail Ridge Road Louisville, KY 40222 (502) 423-8900	A
VP	John N. Jewell 406-72-0233	100 Brandy Court Macon, GA 31210 (912) 474-6940	D
VP	Glenn A. Korfhage 404-60-7358	14307 Glensford Place Louisville, KY 40223 (502) 244-2586	A
VP	Ian D. Macdonald 403-25-2655	Langwisch 6 D-2000 Hamburg 65 Germany	F
VP	Jeff R. Myhand 307-46-7815	Route 1, Box 127D Macon, GA 31210 (912) 994-4817	D
VP	Tilford F. Richl 405-56-2362	119 Woof Creek Dr. Macon, GA 31210 (912) 474-2586	D
VP	John T. Winbrenner 167-34-2076	10 Woodhill Road Louisville, KY 40207 (502) 899-5663	A
Asst. Controller	William P. Dougherty 306-54-1499	3613 Sundance Drive New Albany, IN 45150	A
Asst. Controller	Michael J. Walter 403-92-2512	4520 Dannywood Rd. Louisville, KY 40220 (502) 456-9365	A
Treasurer	Gary M. Riley 407-82-3287	6915 Timber Springs Circle Louisville, KY 40241	A
Asst. Secretary	Peggy C. Duvall 403-58-2986	(502) 339-6405 6705 New Cut Road Fairdale, KY 40018 (502) 367-09565	A
Asst. Secretary	Charles D. Brown 400-68-0443	605 Linden Drive Louisville, KY 40223 (502) 245-0850	A

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Asst. Secretary	Gary L. Destree 405-76-4572	111 Waterford Place Macon, GA 31210 (912) 477-9359	D
Asst. Secretary	Patsy T. Schladand 406-54-2299	202 East Park Place Jeffersonville, IN 47130 (812) 282-7667	A
Asst. Secretary	Glenn Shadburne 404-74-2627	5515 Killinur Dr. Prospect, KY 40059 (502) 339-9040	A
Asst. Secretary	Charles I. Sherman 046-30-0726	9203 Springbrooke Circle Louisville, KY 40241 (502) 425-3220	A
Asst. Secretary	Denise Harvey 259-25-3962	P.O. Box 5556 Macon, GA 31208	D
Asst. Secretary	Georgia R. Sprinkle 401-42-7166	1042 Franelm Road Louisville, KY 40214	A

Business Addresses:

- A - 1500 Brown & Williamson Tower, Louisville, KY 40202
- B - 600 N. Chestnut Street, Winston-Salem, NC 27102
- C - Old Stantonsburg Road, Wilson, NC 27893
- D - 2600 Weaver Road, Macon, GA 31298
- E - 15th Floor, One Pacific Place, 88 Queensway, Hong Kong
- F - P.O. Box 300660/Alsterufer 4, D-2000 Hamburg 36, Germany