

COMMONWEALTH OF KENTUCKY
 JOHN Y. BROWN III, SECRETARY OF STATE
 ANNUAL REPORT
 (See Reverse Side for Filing Instructions)

Visit
<http://www.kysos.com/aronline>
 for instructions on filing this annual
 report over the Internet

RECORD #

0171518

DUE JUNE 30,

2002

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

R. J. REYNOLDS TOBACCO COMPANY
 TAX DEPT. (GCP) - 20601
 P.O. BOX 2959
 WINSTON SALEM, NC 271022959

(5) STATE OR COUNTRY OF INCORPORATION

NJ

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

2002

(6) DATE OF INCORPORATION OR DATE
 AUTHORIZED TO TRANSACT BUSINESS

05/31/1940

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form.
 Complete (7) to request a form to be mailed or download form from web site.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 421 W. MAIN ST.
 FRANKFORT, KY 40601

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

[Empty box for mailing statement of change of agent or office to]

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

President	Andrew J Schindler	Address	"SEE ATTACHMENT"
Vice President	Robert R Gordon Jr Charles A. Blixt	Address	
Secretary	Guy M Blynn	Address	
Treasurer	Kenneth J Lajoie Lynn L. Lane	Address	
		Address	

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

Name	Andrew J Schindler	Address	"SEE ATTACHMENT"
Name	Andrew J Schindler Lynn J. Beasley	Address	
Name	Robert R Gordon Jr James V. McGuire	Address	
Name	Guy M Blynn James H. Wilson	Address	
Name		Address	

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Anthony N. Cipicchio
 ANTHONY N. CIPICCHIO
Signature of Officer or Chairman of the Board

TITLE ASST. SECRETARY

DATED 6/28/02

OFFICERS OF
R.J. REYNOLDS TOBACCO COMPANY

<u>Name</u>	<u>Title</u>
* Andrew J. Schindler	Chairman of the Board, President and Chief Executive Officer
* Lynn J. Beasley	President and Chief Operating Officer
Charles A. Blixt	Executive Vice President and General Counsel
Ann A. Johnston	Executive Vice President - Human Resources
Kenneth J. Lapiejko	Executive Vice President and Chief Financial Officer
* James V. Maguire	Executive Vice President - Sales
Tommy J. Payne	Executive Vice President - External Relations
David E. Townsend	Executive Vice President - Research & Development
* James H. Wilson	Executive Vice President - Operations
Thomas R. Adams	Senior Vice President and Controller
W. E. Ainsworth, Jr.	Senior Vice President - Government Relations
Frances V. Creighton	Senior Vice President of Marketing
Daniel W. Donahue	Senior Vice President and Deputy General Counsel
David N. Iauco	Senior Vice President - Marketing
Lynn L. Lane	Senior Vice President and Treasurer
Edmund C. Leary	Senior Vice President of Marketing (President - Sports Marketing Enterprises)
Guy M. Blynn	Vice President and Deputy General Counsel and Secretary
Lisa J. Caldwell	Vice President - Human Resources
David J. Doolittle	Vice President - Product Evaluation
Stephen D. Katzman	Vice President - Tax, Audit and Research
John H. Fish	Vice President - Federal Government Affairs
Harvey W. Freeman, Jr.	Vice President - Distribution
Dr. Jeffery S. Gentry	Vice President - Product and Process Development
Ulrich W. Engels	Vice President (President and General Manager, RJR Packaging)
Tommy L. Hickman	Vice President - Operations Planning & Quality Assurance
L. Joe Inman	Vice President - Manufacturing
Michael O. Johnson	Vice President and Deputy General Counsel and Assist. Secretary
R. Scott Keith	Vice President - Business Strategy and Planning
H. R. Kornegay, Jr.	Vice President - Leaf Operations
Donald I. Lamonds	Vice President - Engineering
Marvin R. Martin	Vice President - Information Resources
Joseph J. Michalek	Vice President of Marketing - Winston
Arnold T. Mosberg	Vice President - Regulatory Toxicology
Roger L. Mozingo	Vice President - State Government Relations
Mary-Anne T. Payne	Vice President - Communications
Ronda T. Plummer	Vice President - Marketing - Salem
Janet B. Quintal	Vice President and Assistant Treasurer
Jacqueline B. Renegar	Vice President - Purchasing
Eugene S. Rhodes, Jr.	Vice President of Marketing - Camel
Douglas W. Shouse	Vice President - Marketing - Savings Brands
John A. Scarritt	Vice President - International Business
Melinda A. Simmons	Vice President - Marketing - Sales and Marketing Operations Groups
Bryan K. Stockdale	Vice President - Trade Marketing
Stephen R. Strawsburg	Vice President - Public Issues
C. E. Tinsley, III	Vice President - Brands Development Consumer Understanding
J. Sam Thomasson	Vice President - R&D Engineering/Agribusiness/AVOCA
Janet P. Wheeler	Vice President - Product Chemistry and Information Sciences
Wayne F. Tucker	Area Vice President - Southern Sales Area
Peter E. Schmidt	Area Vice President - Mid-West Sales Area
David B. Riser	Area Vice President - Western Sales Area
Dave L. Wilmesher	Area Vice President - Eastern Sales Area
Anthony N. Cipicchio	Assistant Secretary
McDara P. Folan, III	Assistant Secretary
Shirley S. Grimmitt	Assistant Secretary
John L. Millar	Assistant Secretary
George C. Petree, Jr.	Assistant Secretary
Frank H. Skinner	Assistant Secretary
David K. Tate	Assistant Secretary

MAILING ADDRESS

401 N MAIN STREET
WINSTON-SALEM, NC 27102

* Also serves as Director.