

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

RECORD # 0005925

DUE JUNE 30, 1998

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

BROUGHTON FOOD SERVICE, INC.

210 N. SEVENTH STREET
MARIETTA OH 45750

(5) STATE OR COUNTRY OF INCORPORATION

KY

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

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

04/28/1967

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made in #3.
Complete #7 to request a form if information in #3 has changed.

C. T. CORPORATION SYSTEM
KY. HOME LIFE BLDG., RM. 1102
LOUISVILLE KY 40202

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

[Empty lines for statement of change of agent or office]

(8) PRINCIPAL OFFICERS Please type or print the names and business addresses of the corporation's principal officers. (See reverse side for instructions)

IF SOLE OFFICER, PLEASE CHECK

PRESIDENT See Attached Address _____
VICE PRESIDENT _____ Address _____
SECRETARY _____ Address _____
TREASURER _____ Address _____

(9) DIRECTORS Please type or print the names and business addresses of the corporation's directors. (See reverse side for filing instructions)

IF PROFIT CORPORATION THAT HAS DISPENSED WITH ITS BOARD, PLEASE CHECK

See Attached
Name _____ Address _____
Name _____ Address _____
Name _____ Address _____
Name _____ Address _____

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

AUTHORIZED SIGNATURE [Signature] TITLE CFO DATE 7/1/98



Executive Officers

Marshall T. Reynolds
1130 13th Avenue
Huntington, WV 25729
(304) 525-8402

Chairman of the Board

Board of Directors

Marshall T. Reynolds
1130 13th Avenue
Huntington, WV 25729
(304) 525-8402

Thomas W. Wright
1517 Diederick Boulevard
Russell, KY 41169

Philip E. Cline
11 Parkway Drive
Huntington, WV 25706
(304) 525-8339

President
Chief Executive Officer

Philip E. Cline
11 Parkway Drive
Huntington, WV 25706
(304) 525-8339

Kirby J. Taylor
201 Princess Drive
Ashland, KY 41105

Todd R. Fry
320 Oakwood Avenue
Marietta, OH 45750
(740) 374-2364

Treasurer
Chief Financial Officer

Martin P. Shearer
225 Pogue Drive
Somerset, KY 42503
(606) 679-3696

Paul T. Theisen
1320 Cisler Drive
Marietta, OH 45750
(740) 373-4423

George W. Broughton
Route 3, Box 29-C
Marietta, OH 45750
(740) 374-2298

Executive Vice President
Director of Sales & Marketing

George W. Broughton
Route 3, Box 29-C
Marietta, OH 45750
(740) 374-2298

Robert E. Evans
1208 Glendale Road
Marietta, OH 45750

Ronald V. Arthur II
#5 Evans Grove
Evans, WV 25241
(304) 372-5621

Vice President, Foods Division

Ronald V. Arthur II
#5 Evans Grove
Evans, WV 25241
(304) 372-5621

Neal W. Scaggs
302 Central Avenue
Logan, WV 25601

Martin P. Shearer
225 Pogue Drive
Somerset, KY 42503
(606) 679-3696

Vice President, Southern Belle Division

Charles R. Hooten, Jr.
1570 Summit Drive
Charleston, WV 25302

Philip Todd Shell
Route 10
Phico, WV 25508