

CONSENT, WAIVER AND PROXY

The undersigned, a voting member of the Cigarette Advertising Code, Inc., does hereby

(1) consent that the Annual Meeting of the Cigarette Advertising Code, Inc., for the year 1980 shall be held at 2:00 p.m. on February 15, 1980, at Suite 2500, Gateway I, Newark, New Jersey;

(2) waive notice of said meeting; and

(3) constitute and appoint Robert B. Meyner and Daniel B. Goldberg as proxy with power of substitution to vote on all matters which may be considered at such meeting.



Associate General Counsel
Philip Morris Incorporated

Dated: February 15, 1980



USTC-00123238

MINUTES OF ANNUAL MEETING OF MEMBERS

OF

CIGARETTE ADVERTISING CODE, INC.

Pursuant to Consent, Waiver of Notice and Proxy annexed hereto, the Annual Meeting of Members was held on February 15, 1980, at 2:00 p.m. at Suite 2500, Gateway I, Newark, New Jersey. The actions taken at the meeting have been adopted by all members by their signature of these minutes.

All members were present, represented by Robert B. Meyner, President and Treasurer, and Daniel B. Goldberg, Vice President and Secretary, their proxies.

The meeting was called to order. The President and Administrator, Robert B. Meyner, presided.

Annual Report

The President submitted to the meeting the Annual Report required by Section 8, Article VI, of the By-Laws. It is annexed to these Minutes.

Election of Directors

The meeting proceeded to the annual election of Directors pursuant to Article V, Section 1, of the By-Laws. Nominations were made and seconded of Thomas F. Ahrensfield, James W. Chapin, Robert B. Meyner and Henry C. Roemer.

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Election of Officers

The meeting thereupon proceeded to the election of Officers pursuant to Article VII of the By-Laws. The following persons were thereupon nominated and, there being no other nominations, were elected to the office set forth opposite their respective names to serve until the 1981 Annual Meeting and until the election and qualification of their successors:

Robert B. Meyner - President and Treasurer

Daniel B. Goldberg - Vice President and Secretary

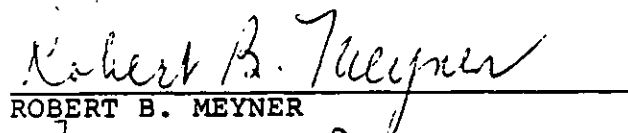
There being no other further business to come before the meeting, it was duly adjourned.

DANIEL B. GOLDBERG

Approved:


THOMAS F. AHRENSFELD


JAMES W. CHAPIN


ROBERT B. MEYNER


HENRY C. ROEMER

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