



BURLEY TOBACCO GROWERS COOPERATIVE ASSOCIATION

Why should I vote against the Billings client group plan?

The Billings client group plan is a hurried attempt at immediately disabling the Association and distributing checks – with a hand-picked committee of three in charge. They say the liquidation would be done in two years. That’s irresponsible and unrealistic. To publicly state such a deadline for the liquidation of approximately \$30 million in total assets – including investments, real estate and 4.1 million pounds of tobacco – puts buyers in the driver’s seat. That’s bad business. Their lack of detail is alarming.

The Association board has already adopted a responsible, measured plan at liquidating most of the assets over a reasonable time, while keeping a reserve of \$3.5 million. That reserve will fund the Association moving forward to advocate for and assist tobacco farmers.

If we vote against the Billings client group plan, will we still receive money?

Yes. If you vote **against** their plan, the Association will continue its more responsible downsizing and distribution process. And, at the end of 2020 farmers, will receive a payment of about the same amount as the Billings client group plan projects to be paying at the end of the year. Then as the Association sells its tobacco and real estate, additional money will become available.

Since the Billings client group plan liquidates all assets, would that plan’s total payout be more than the Association’s?

After the Billings lawyers get their payment, the difference in what the farmers receive under the two plans would be nominal when you consider the value of having an active advocacy group for tobacco farmers.

I already completed a proxy, but I want to change my vote. Can I do that?

Yes. To cancel a previous proxy, you may fill out a new proxy (include your signature and date) and either mail it to the Independent Teller for the special meeting, or give it to the person you appointed as your proxy agent. Please be sure to sign and date your new proxy.

I already signed a proxy but I want to attend the special meeting and vote in person. Can I do that?

Yes. When you arrive at the meeting to register, tell the registration attendant you previously voted by proxy, but you now want to vote in-person. The attendant will confirm your proxy was received, then cancel that proxy. You will then be given a new ballot. But you must do this prior the closing of registration before the meeting.

Does a vote against the Billings client group plan prevent lawyers from taking a big cut of the members’ money?

Yes. Somewhat hidden in their plan is a clause stating it will be paid the *greater* of \$1 million or 7.5 percent of all net assets as they are liquidated. The existing Association distribution plan will not pay any lawyer a percentage of net assets.

The Association is not as useful to growers as it used to be. Should I still vote against the Billings client group plan?

Yes, because the Association and many of its members also share your belief. That is why, as the Association executes its distribution plan, it also is drafting a strategy for shifting its mission to meet the current needs of growers.

So, a vote against the Billings client group plan is a vote to make the Association better for burley growers.

I hear people say “vote against the Billings client group plan.” Who is the Billings client group and the law firm?

A minority group of members want to shut down the Association. They hired the Billings law firm. They do not represent the Association.

By voting against the Billings client group plan, you will be able to continue to elect experienced tobacco farmers to direct the Association new strategies to advocate for you to tobacco companies and the government and to provide or fund useful services, research and education to meet our challenges.

And a vote against the Billings client group plan is a vote against a law firm taking \$2 million or more of the Association’s assets away from members.

When and how do I vote?

You can vote in person by attending the special meeting. Monitor the Association’s website (www.burleytobacco.com) for updates on the rescheduled date, time and location of the special meeting, when restrictions on public meetings change.

... **OR** you can **vote now** and avoid the crowd by completing and mailing the proxy ballot that came with the Official Notice of Special Meeting. Please mail your proxy ballot to:

**ATTENTION: David Richard
Dean Dorton Allen Ford, PLLC, CPAs (Independent Tellers for the Special Meeting),
250 West Main Street, #1400
Lexington, KY 40507**

How do I vote against the Billings client group plan?

Check the box to the right of “**AGAINST**” on the proxy ballot.

How can I get more information about this important vote?

You can call the Burley Tobacco Growers Cooperative Association at (859) 252-3561. Also, you can read about the Association’s more responsible executive committee initiative that includes a plan for liquidating most of the assets over a reasonable period of time, while also enabling the Association to shift its mission to meet the current needs of growers moving forward. It’s on the Association’s website - www.burleytobacco.com/