

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

RECORD # 0066523

DUE JUNE 30, 1998

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

SCOTTS BRANCH CO.

ATTN TAX DEPT
1000 S BALTIMORE AVE
TULSA OK 74119-5210

(5) STATE OR COUNTRY OF INCORPORATION

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MAY 5

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

Attn: Tax Department
PO Box 22027
Tulsa, OK 74121-2027

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

10/31/1974

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made if § 2
Complete § 2 to request a form if information in § 3 has changed.

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

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

(8) PRINCIPAL OFFICERS Please list in full the names and business addresses of the corporation's principal officers. (See reverse side for instructions.)

IF SOLE OFFICER, PLEASE CHECK

PRESIDENT Please See Attached

Address _____

VICE PRESIDENT _____

Address _____

SECRETARY _____

Address _____

TREASURER _____

Address _____

(9) DIRECTORS Please list in full the names and business addresses of the corporation's directors. (See reverse side for filing instructions.)

IF PRIVATE CORPORATION THAT HAS OPERATED WITH ITS BOARD, PLEASE CHECK

NAME Please See Attached

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 V.P. & Controller DATE 7/30/98

**Scotts Branch Company
Officers and Directors**

| Title | Officers |
|--|----------------------------------|
| President and Chief Executive Officer | Joseph W. Craft, III |
| Senior Vice President - Law and Administration, and Secretary | Thomas L. Pearson |
| Senior Vice President and Treasurer | Michael L. Greenwood |
| Senior Vice President - Operations | Charles R. Wesley, III |
| Senior Vice President - Marketing | Gary J. Rathburn |
| Vice President - Controller and Assistant Secretary | Dale G. Wilkerson |
| Vice President - Land Management | Kendall S. Barret |
| General Counsel and Assistant Secretary | Thomas J. Dostart |
| Director - Corporate Finance and Assistant Treasurer | Cary P. Marshall |
| Assistant Secretary | A. Wellford Tabor |
| | Directors: |
| | John P. Neafsey, Chairman |
| | Joseph W. Craft, III |
| | John J. MacWilliams |
| | Preston R. Miller, Jr. |

The address of the above officers and directors is as follows:

Physical Address:

1717 S. Boulder Ave., 6th Floor
Tulsa, OK 74118

Mailing Address:

PO Box 22027
Tulsa, OK 74121-2027

Phone Number:

(918) 586-4380