

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III, SECRETARY OF STATE  
ANNUAL REPORT

(See Reverse Side for Filing Instructions)

RECORD # 0066523

DUE JUNE 30, 1999

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

SCOTTS BRANCH CO.

ATTN TAX DEPT  
PO BOX 22027  
TULSA OK 741212027

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MAY 20 1999

SECRETARY OF STATE  
COMMONWEALTH OF KY

(5) STATE OR COUNTRY OF INCORPORATION

DE

(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

10/31/1974

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

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

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

[Empty lines 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	Joseph W Craft iii	Address	
Vice President	Michael L Greenwood	Address	Please See Attached
Secretary	Thomas L Pearson	Address	
Treasurer	Michael L Greenwood	Address	
		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	Please See Attached	Address	Please See Attached
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 *John Y. Brown III*

TITLE *V.P. & Controller* DATED *5/10/99*

**Scotts Branch Company  
Officers and Directors**

<u>Title</u>	<u>Officers</u>
President and Chief Executive Officer	Joseph W. Craft, III
Senior Vice President - Law and Administration, and Secretary	Thomas L. Pearson
Senior Vice President CFO 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 74119

**Mailing Address:**

PO Box 22027  
Tulsa, OK 74121-2027

**Phone Number:**

(918) 586-4380

(918) 295-7600

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DEPARTMENT OF HEALTH OF KY