

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 - (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY -- Make check payable to Kentucky State Treasurer -- Mail both annual report form and check to **BOB BABBAGE**, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2848).

RECORD #: **74781**

DUE: June 30, **1992**

FILING FEE: **15.00**

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

**GSD, INC.
ATTN: TAX DEPT.
P. O. BOX ~~1438~~ 740026
LOUISVILLE, KY. ~~40201-1438~~
7426**

(3) STATE OF INCORPORATION:

KENTUCKY

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

**PO BOX 740026
LOUISVILLE KY 40201-7426**

(4) DATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY:

09-26-77

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

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

A corporation may change its registered office or registered agent by filing a statement of change form per KRS 271B.5-020 (profit) and KRS 273.184 (non-profit). Forms are available by checking the request block below or writing to the Secretary of State's office.

YES, PLEASE SEND FORMS!

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

List below names and business addresses of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

PRESIDENT _____
VICE PRESIDENT _____
SECRETARY _____
TREASURER _____
OTHER _____

SEE SCHEDULE ATTACHED

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE). **JUN 26 1992**

AUTHORIZED SIGNATURE *George B. Babbage* TITLE VP-TAXES PHONE (502) 580-1000

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers.

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE _____

May 14, 1992

**OFFICERS AND DIRECTORS
OF
GSD, INC.**

David A. Jones	Chairman of the Board and Chief Executive Officer	The Humana Building 500 West Main Street P.O. Box 1438 Louisville, KY 40201-1438
*Carl F. Follard	President and Chief Operating Officer	"
*Wayne T. Smith	Executive Vice President	"
Thomas J. Flynn¹	Executive Vice President and General Counsel	"
W. Roger Drury	Senior Vice President	"
Michael A. Hendricks	Senior Vice President	"
Arthur P. Hipwell	Senior Vice President	"
David G. Laird	Senior Vice President	"
Kathryn M. Mershon	Senior Vice President	"
David G. Anderson	Vice President and Treasurer	"
George G. Bauernfeind	Vice President	"
*Glenn D. Bossmeyer	Vice President and Assistant Secretary	"
James W. Doucette	Vice President	"
Phillip B. Douglas	Vice President	"
William D. Heisler	Vice President	"
James D. Hinton	Vice President	"
Walter E. Neely	Vice President and Assistant Secretary	"
James C. Olson	Vice President	"
Kathleen Paliegriano	Vice President	"
Paul Shoemaker	Vice President	"
Jean O. Kroger	Secretary	"

***Directors**

(Kentucky)

¹Will retire effective June 30, 1992.