

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

RECORD # **0248603**

DUE JUNE 30, 1999

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

**CSC-LAWYERS INCORPORATING SERVICE
COMPANY (C-R)**

**1013 CENTRE RD.
WILMINGTON DE 19805**

(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

09/19/1988

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (7) to request a form to be mailed or download form from web site.

**MARK OVERSTREET, ESQ.
421 W. MAIN STREET
FRANKFORT KY 40601**

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

RECEIVED

APR 27 1999

SECRETARY OF STATE
COMMONWEALTH OF KY

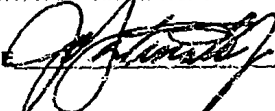
(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the addresses for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

| | | | |
|-----------------------|---------------------------|---------|-------------------------------------|
| President | Bruce R Winn | Address | 1013 Centre Rd Wilmington, DE 19805 |
| Vice President | William H Freeborn | Address | 1013 Centre Rd Wilmington, DE 19805 |
| Secretary | William G Popeo | Address | 1013 Centre Rd Wilmington, DE 19805 |
| Treasurer | William G Popeo | Address | 1013 Centre Rd Wilmington, DE 19805 |
| See Attached | | 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 | Lalor Burdick | Address | 1013 Centre Rd Wilmington, DE 19805 |
| Name | E. Michael Donohue, Jr. | Address | 1013 Centre Rd Wilmington, DE 19805 |
| Name | James M. Barnett | Address | 1013 Centre Rd Wilmington, DE 19805 |
| Name | Hunter M. Marvel | Address | 1013 Centre Rd Wilmington, DE 19805 |
| See Attached | | Address | |

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

AUTHORIZED SIGNATURE  TITLE **AVP** DATED **4/4/99**

OFFICERS

| | | |
|--------------------------|--------------------|---|
| PRESIDENT | Bruce R. Winn | 1013 Centre Rd. Wilmington, DE 19805 |
| VICE PRESIDENT | William H Freeborn | 1013 Centre Rd. Wilmington, DE 19805 |
| VICE PRESIDENT | Peter Malkin | 1013 Centre Rd. Wilmington, DE 19805 |
| VICE PRESIDENT | William G. Popeo | 1013 Centre Rd. Wilmington, DE 19805 |
| VICE PRESIDENT | Mark A Rosser | 1013 Centre Rd. Wilmington, DE 19805 |
| VICE PRESIDENT | Kent Jordan | 1013 Centre Rd. Wilmington, DE 19805 |
| ASSISTANT VICE PRESIDENT | John Fortunato | 1013 Centre Rd. Wilmington, DE 19805 |
| SECRETARY | William G. Popeo | 1013 Centre Rd. Wilmington, DE 19805 |
| TREASURER | William G. Popeo | 1013 Centre Rd. Wilmington, DE 19805 |
| CHAIRPERSON & CEO | Daniel R. Butler | 1013 Centre Rd. Wilmington, DE 19805 |

DIRECTORS

| | | |
|-----------------------------|-----------------|----------------------|
| Mr. Lalor Burdick | 1013 Centre Rd. | Wilmington, DE 19805 |
| Mr. F. Michael Donohue, Jr. | 1013 Centre Rd. | Wilmington, DE 19805 |
| Mr James M. Garnett | 1013 Centre Rd. | Wilmington, DE 19805 |
| Mr. Hunter M. Marvel | 1013 Centre Rd. | Wilmington, DE 19805 |
| Mr. Phillip A. Turberg | 1013 Centre Rd. | Wilmington, DE 19805 |
| Rodman Ward, Jr., Esquire | 1013 Centre Rd. | Wilmington, DE 19805 |
| Mr. Rodman Ward III | 1013 Centre Rd. | Wilmington, DE 19805 |
| Mr. Daniel R. Butler | 1013 Centre Rd. | Wilmington, DE 19805 |
| Lisa Butler | 1013 Centre Rd. | Wilmington, DE 19805 |