

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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**Apr 24 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 018348 (3)
1. Corporation Name
VALDOSTA SOUTHERN RAILROAD COMPANY

Principal Place of Business 1803 ORRINGTON AVE EVANSTON IL 60201-3853	Mailing Address P.O. BOX 4100 ATTN: TAX DEPT THE WOODLANDS TX 77387-4100
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1900 West Field Court Suite, Apt. #, etc		2a. Mailing Address 26		3. Date Incorporated or Qualified 08/30/1951	
22 City & State 23 Lake Forest, IL		27 City & State		4. FEI Number 34-6407910 Applied For Not Applicable	
24 Zip 60045		25 Country USA		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
29 Zip		30 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
81 Name					
82 Street Address (P.O. Box Number is Not Acceptable)					
83					
84 City		FL		85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input checked="" type="checkbox"/> DELETE	1.1 TITLE	P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	STECKO, PAUL T	1.2 NAME	Sweeney, William J.
STREET ADDRESS	23 SANDPIPER LANE	1.3 STREET ADDRESS	3719 Maple Avenue
CITY-ST-ZIP	LAKE FOREST IL 60045	1.4 CITY-ST-ZIP	Terre Haute, IN 47804
TITLE	VTC <input checked="" type="checkbox"/> DELETE	2.1 TITLE	VT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LEFEVRE, SUZANNE M	2.2 NAME	Osar, Karen R.
STREET ADDRESS	1019 DOBSON STREET	2.3 STREET ADDRESS	70 Aviemore Drive
CITY-ST-ZIP	EVANSTON IL 60202	2.4 CITY-ST-ZIP	New Rochelle, NY 10804
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAGE, ROBERT A	3.2 NAME	
STREET ADDRESS	1124 LOYOLA	3.3 STREET ADDRESS	
CITY-ST-ZIP	LIBERTYVILLE IL 60048	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STUART, KARL A.	4.2 NAME	Stewart, Karl A.
STREET ADDRESS	107 PERKINS RD	4.3 STREET ADDRESS	107 Perkins Road
CITY-ST-ZIP	GREENWICH CT 06830	4.4 CITY-ST-ZIP	Greenwich, CT 06830
TITLE	VAS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMPSON, ROBERT G	5.2 NAME	
STREET ADDRESS	5627 PALISADE FALLS	5.3 STREET ADDRESS	
CITY-ST-ZIP	KINGWOOD TX 77345	5.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEECE, BERT F	6.2 NAME	
STREET ADDRESS	5907 ROCKY BROOK	6.3 STREET ADDRESS	
CITY-ST-ZIP	KINGWOOD TX 77345	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Bert F Neece* **4/14-98** 281/539-6961

CR2E034 (10/97)

VALDOSTA SOUTHERN RAILROAD COMPANY
 Corporate Street Address: 1900 West Field Court, Lake Forest, IL 60045
 Corporate Mailing Address: P. O. Box 4100, The Woodlands, TX 77387-4100

All Directors' & Officers' business addresses are the same as corporate street and mailing addresses

DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Social Security #</u>
Jerry Lowe	P. O. Box 557, Lake Bluff, IL 60044	416-58-7035
William J. Sweeney	3719 Maple Avenue, Terre Haute, IN 47804	089-32-7900
M. C. Wooley, Jr.	5352 Moss Oak Trail W, Lake Parks, GA 31636	266-58-1679

OFFICERS

<u>Name</u>	<u>Position</u>	<u>Address</u>	<u>Social Security #</u>
William J. Sweeney	President	3719 Maple Avenue, Terre Haute, IN 47804	089-32-7900
James V. Faulkner, Jr.	Vice President and Assistant Secretary	208 Kensington Court, Houston, TX 77024	113-34-0054
Jerry Lowe	Vice President	P. O. Box 557, Lake Bluff, IL 60044	416-58-7035
Karen R. Osar	Vice President and Treasurer	70 Aviemore Drive, New Rochelle, NY 10804	018-44-3922
Robert A. Page	Vice President	1124 Loyola, Libertyville, IL 60048	456-94-5027
Robert G. Simpson	Vice President and Assistant Secretary	5627 Palisade Falls, Kingwood, TX 77345	359-44-0711
M. C. Wooley, Jr.	Vice President	5352 Moss Oak Trail W, Lake Parks, GA 31636	266-58-1679
Karl A. Stewart	Secretary	107 Perkins Road, Greenwich, CT 06830	450-68-4329
Donald Carpenter	Assistant Secretary	23946 English Oaks, Spring, TX 77373	449-31-8636
Victor Franck	Assistant Secretary	82 Drift oak Circle, The Woodlands, TX 77381	259-98-6031
James D. Gaughan	Assistant Secretary	143 Old Stamford Road, New Canaan, CT 06840	460-92-7783
Bert F. Neece	Assistant Secretary	5907 Rocky Brook, Kingwood, TX 77345	327-40-9245
John R. Olsen	Assistant Secretary	5637 No Mango, Chicago, IL 60646	519-62-1536
Paul D. Novas	Assistant Treasurer	53 Canoe Hill Road, New Canaan, CT 06840	001-58-2742
Richard B. West	Assistant Treasurer	1136 Crestwood, Northbrook, IL 60062	417-78-5078