

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

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

FILED Mar 17, 1999 8:00 am Secretary of State

03-17-1999 90109 002 ***150.00

DOCUMENT # F94000002817

1. Corporation Name JHK & ASSOCIATES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 2000 POWELL ST. SUITE 1090 EMERYVILLE CA 94608 US
Mailing Address: 10260 CAMPUS POINT DR ATTN: TAX DEPT SAN DIEGO CA 92121 US

3. Date Incorporated or Qualified: 05/27/1994
4. FEI Number: 94-3198006
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: Suite, Apt. #, etc. City & State Zip Country
2a. Mailing Address: Suite, Apt. #, etc. City & State Zip Country

9. Name and Address of Current Registered Agent: C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	RUSSELL S LEWIS	
STREET ADDRESS	7611 DERRY STREET	
CITY-ST-ZIP	HARRISBURG PA 17111	
TITLE	S	<input type="checkbox"/> DELETE
NAME	CLARK, GRANT L.	
STREET ADDRESS	10260 CAMPUS POINT DR	
CITY-ST-ZIP	SAN DIEGO CA 92121	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GOLDSTEIN, JACK	
STREET ADDRESS	1710 GOODRIDGE DR	
CITY-ST-ZIP	MCLEAN VA 22102	
TITLE	TV	<input type="checkbox"/> DELETE
NAME	JOHN M WORTHINGTON	
STREET ADDRESS	7611 DERRY ST	
CITY-ST-ZIP	HARRISBURG PA 17111	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	PETER PAVLICS	
STREET ADDRESS	10260 CAMPUS POINT DR	
CITY-ST-ZIP	SAN DIEGO CA 92121	
TITLE	V	<input type="checkbox"/> DELETE
NAME	JERE L BUFFINGTON	
STREET ADDRESS	10260 CAMPUS POINT DR	
CITY-ST-ZIP	SAN DIEGO CA 92121	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: *Peter Pavlics*

CR2E034 (11/98)

JH & ASSOCIATES, INC. (dba TransCore)

241625-90109-2
F94000002817

Date of Incorporation

January 21, 1994

Place of Incorporation

Delaware

Ownership

100% SAIC

Foreign Qualifications

AK, AZ, CA, CO, CT, DC, FL, GA, HI, IL, IN, KS, KY, MD, MA, MI, MN, MO, NE, NV, NJ, NM, NY, NC, OH, OR, PA, SC, TN, TX, UT, VT, VA, WA, WV & WI.

Last Board Meeting: 5/29/96

Last Board Action: 12/15/97

Last Shareholder Action: 12/15/97

Engineering Qualifications

NJ & NY

Officers

Russell S. Lewis	President and Chief Executive Officer
John M. Worthington	Chief Operating Officer, Executive Vice President, Treasurer and Assistant Secretary
John H. Foote	Executive Vice President
John A. Simler	Senior Vice President and Assistant Secretary
Louis G. Neudorff	Senior Vice President
David G. Sparks	Senior Vice President
Kelly P. Gravelle	Vice President
Kay L. Johnson	Vice President
Jere L. Buffington	Corporate Vice President and Risk Manager
Grant L. Clark	Secretary
Andrea K. Cohen	Assistant Secretary
Susan M. Frank	Assistant Secretary
Lita M. Heckler	Assistant Secretary
Nancy C. Martin	Assistant Secretary
Peter N. Pavlics	Assistant Secretary
Cindy S. Pittman	Assistant Secretary
Ward Reed	Assistant Secretary

Directors

Jack Goldstein
Russell S. Lewis

Authorized Stock

1,000 shares Common Stock
Par Value \$.01 per share

Issued Stock

100 shares Common Stock
Par Value \$.01 per share

Registered Agent

CT Corporation System
1209 Orange Street
Wilmington, DE 19801

Federal Identification Number

94-3198006