

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

FILED
Jan 28 1998 8:00am
Secretary of State

| | | |
|---|---|---|
| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|---|---|---|

DOCUMENT # P23896 (4)
 1. Corporation Name
CUMMINS ENGINE COMPANY, INC.



| | |
|--|--|
| Principal Place of Business 500 JACKSON STREET M/C 60113 COLUMBUS IN 47201-6258 | Mailing Address 500 JACKSON STREET M/C 60113 COLUMBUS IN 47201-6258 |
|--|--|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|---|---------|---------------------|---------|--|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 | | 26 | | 04/14/1989 | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 4. FEI Number | |
| 22 | | 27 | | 35-0257090 | |
| City & State | | City & State | | Applied For | |
| 23 | | 28 | | Not Applicable | |
| Zip | Country | Zip | Country | 5. Certificate of Status Desired <input type="checkbox"/> | |
| 24 | 25 | 29 | 30 | \$8.75 Additional Fee Required | |
| 9. Name and Address of Current Registered Agent | | | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | |
| C T CORPORATION SYSTEM | | | | 8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 8751 WEST BROWARD BLVD. | | | | | |
| PLANTATION FL 33324 | | | | | |

| | | | | | | | |
|---|--|--|--|---|--|--|--|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| C T CORPORATION SYSTEM | | | | 81 Name | | | |
| 8751 WEST BROWARD BLVD. | | | | 82 Street Address (P.O. Box Number is Not Acceptable) | | | |
| PLANTATION FL 33324 | | | | 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 | | | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | SCHACHT, H.B. | | | 1.2 NAME | SEE ATTACHED LIST | | |
| STREET ADDRESS | 500 JACKSON ST | | | 1.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | COLUMBUS IN | | | 1.4 CITY-ST-ZIP | | | |
| TITLE | CEO | <input type="checkbox"/> DELETE | | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | HENDERSON, JAMES A | | | 2.2 NAME | | | |
| STREET ADDRESS | 500 JACKSON ST | | | 2.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | COLUMBUS IN | | | 2.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | BROWN, HAROLD | | | 3.2 NAME | | | |
| STREET ADDRESS | 500 JACKSON ST | | | 3.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | COLUMBUS IN | | | 3.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | DARNALL, ROBERT J. | | | 4.2 NAME | | | |
| STREET ADDRESS | 500 JACKSON ST. | | | 4.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | COLUMBUS IN | | | 4.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | GRAY, HANNA H. | | | 5.2 NAME | | | |
| STREET ADDRESS | 500 JACKSON ST | | | 5.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | COLUMBUS IN | | | 5.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | WALTER, Y. ELISHA | | | 6.2 NAME | | | |
| STREET ADDRESS | 500 JACKSON STREET | | | 6.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | COLUMBUS IN | | | 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)(f), 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: SIGNATURE REQUIRED D.W. TRAPP 1/15/98 812 377-1438

CF2E034 (10/97)

☛ **CUMMINS ENGINE COMPANY, INC.**
OFFICERS & DIRECTORS

DIRECTORS:

| | |
|------------------------|------------------------------------|
| Henry B. Schacht | 500 Jackson St., Columbus IN 47201 |
| Harold Brown | 500 Jackson St., Columbus IN 47201 |
| Kenneth R. Dabrowski | 500 Jackson St., Columbus IN 47201 |
| Robert J. Darnall | 500 Jackson St., Columbus IN 47201 |
| John Deutch | 500 Jackson St., Columbus IN 47201 |
| Walter Y. Elisha | 500 Jackson St., Columbus IN 47201 |
| Hanna H. Gray | 500 Jackson St., Columbus IN 47201 |
| William I. Miller | 500 Jackson St., Columbus IN 47201 |
| Donald S. Perkins | 500 Jackson St., Columbus IN 47201 |
| William D. Ruckelshaus | 500 Jackson St., Columbus IN 47201 |
| Franklin A. Thomas | 500 Jackson St., Columbus IN 47201 |

OFFICERS:

| <i>Name</i> | <i>Title</i> | <i>Address</i> |
|------------------------|---|------------------------------------|
| James A. Henderson | Chairman & Chief Executive Officer | 500 Jackson St., Columbus IN 47201 |
| Theodore M. Solso | President & Chief Operating Officer | 500 Jackson St., Columbus IN 47201 |
| Mark E. Chesnut | V.P.--Corporate Responsibility and Public Affairs | 500 Jackson St., Columbus IN 47201 |
| C. Roberto Cordaro | Group V.P.--Marketing | 500 Jackson St., Columbus IN 47201 |
| John K. Edwards | V.P.--International | 500 Jackson St., Columbus IN 47201 |
| Donald W. Trapp | V.P.--Business Strategy and Treasurer | 500 Jackson St., Columbus IN 47201 |
| Mark R. Gerstle | V.P.--Secretary | 500 Jackson St., Columbus IN 47201 |
| M. David Jones | V.P.--Aftermarket Group | 500 Jackson St., Columbus IN 47201 |
| F. Joseph Loughery | Group V.P.--Worldwide Operations and Technology | 500 Jackson St., Columbus IN 47201 |
| Kiran M. Patel | V.P. & Chief Financial Officer | 500 Jackson St., Columbus IN 47201 |
| Brenda S. Pitts | V.P.--Human Resources | 500 Jackson St., Columbus IN 47201 |
| Richard B. Stoner, Jr. | V.P.--Technology Businesses | 500 Jackson St., Columbus IN 47201 |
| John A. Swaim | V.P. -- Quality | 500 Jackson St., Columbus IN 47201 |
| R. Siisi Adu-Gyamfi | V.P. -- Marketing Power Generation | 500 Jackson St., Columbus IN 47201 |
| Iain M. Barrowman | President--Cummins Wartsila Engine Company | 500 Jackson St., Columbus IN 47201 |
| Jean Blackwell | V.P. -- General Counsel | 500 Jackson St., Columbus IN 47201 |
| Martha Brooks | V.P. -- Worldwide Marketing Heavy and Medium Duty Trucks | 500 Jackson St., Columbus IN 47201 |
| Charles J. Bumb | V.P.--National Accounts | 500 Jackson St., Columbus IN 47201 |
| Russell J. Bunio | V.P.-- Worldwide Manufacturing Support & Chief Procurement Officer | 500 Jackson St., Columbus IN 47201 |
| Keith E. Chambers | V.P. -- Heavy Duty Engine Program | 500 Jackson St., Columbus IN 47201 |
| Steven M. Chapman | V.P. -- China/Southeast Asia | 500 Jackson St., Columbus IN 47201 |
| J. Thompson Dewing | V.P. - India and Chairman, Kirloskar Cummins Limited | 500 Jackson St., Columbus IN 47201 |
| Alan R. Dohner | V.P. - Smart Power | 500 Jackson St., Columbus IN 47201 |
| George Fauerbach | V.P.--Business Development | 500 Jackson St., Columbus IN 47201 |
| Patrick F. Flynn | V.P.--Research | 500 Jackson St., Columbus IN 47201 |
| Dale F. Good | V.P.--Automotive Business | 500 Jackson St., Columbus IN 47201 |
| Wynne W. Gulden, Jr. | V.P.-- Information Processes and | 500 Jackson St., Columbus IN 47201 |

• CUMMINS ENGINE COMPANY, INC.

| | | |
|-----------------------|---|------------------------------------|
| | Technology | 500 Jackson St., Columbus IN 47201 |
| Samuel D. Hires | V.P. -- High-Horsepower Engine Development | 500 Jackson St., Columbus IN 47201 |
| Jeffrey D. Jones | V.P.--Automotive Fleet Sales and Service | 500 Jackson St., Columbus IN 47201 |
| James D. Kelly | V.P. -- Industrial Marketing | 500 Jackson St., Columbus IN 47201 |
| Stephen P. Knaebel | V.P. -- Cummins Mexico Operations | 500 Jackson St., Columbus IN 47201 |
| H. Karl Kuehner | V.P.--Fuel Systems | 500 Jackson St., Columbus IN 47201 |
| Mark A. Levett | V.P.--International Markets | 500 Jackson St., Columbus IN 47201 |
| Frank J. McDonald | V.P.--Worldwide MidRange Manufacturing Operations | 500 Jackson St., Columbus IN 47201 |
| Peter V. McDowell | V.P. -- High-Horsepower Engine Program | 500 Jackson St., Columbus IN 47201 |
| Rick J. Mills | V.P.--Corporate Controller | 500 Jackson St., Columbus IN 47201 |
| Michael F. Mitchell | V.P. -- Power Generation Group Operations | 500 Jackson St., Columbus IN 47201 |
| Larry O.. Moore | V.P. -- Heavy Duty/High-Horsepower Manufacturing | 500 Jackson St., Columbus IN 47201 |
| Gottfried Muench | V.P. -- Distribution and Customer Support | 500 Jackson St., Columbus IN 47201 |
| Michael J. Percy | V.P.--Cummins Technical Center Operations | 500 Jackson St., Columbus IN 47201 |
| Kenneth G. Sanford | V.P. and Managing Director --Central Area Business Organization | 500 Jackson St., Columbus IN 47201 |
| John H. Stang | V.P.--Automotive Engineering | 500 Jackson St., Columbus IN 47201 |
| Richard M. Sturgeon | V.P. -- Information Technology | 500 Jackson St., Columbus IN 47201 |
| Bryan W. Swank | V.P. -- Advanced Midrange Engine Program | 500 Jackson St., Columbus IN 47201 |
| James E. Sweetnam | V.P. and Group Managing Director -- Holset Engineering Co., Ltd. | 500 Jackson St., Columbus IN 47201 |
| Ronald H. Temple | V.P.--Control Systems | 500 Jackson St., Columbus IN 47201 |
| Bharat S. Vedak | V.P.-Industrial Customer Engineering | 500 Jackson St., Columbus IN 47201 |
| Christine M. Vujovich | V.P.--Bus, Light Commercial Automotive and Environmental Management | 500 Jackson St., Columbus IN 47201 |
| John C. Wall | V.P. -- Research and Development | 500 Jackson St., Columbus IN 47201 |
| Robert J. Weimer | V.P. -- Customer Support | 500 Jackson St., Columbus IN 47201 |
| Steven L. Zeller | V.P. and Managine Director - Newage International Ltd. | 500 Jackson St., Columbus IN 47201 |