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May 09 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 018348 (3)
1. Corporation Name
VALDOSTA SOUTHERN RAILROAD COMPANY

Principal Place of Business Mailing Address
1603 ORRINGTON AVE. EVANSTON, IL 60204
P. O. BOX 4100 THE WOODLANDS, TX 77387

2. Principal Place of Business 2a. Mailing Address
21 1603 ORRINGTON AVE. 26 P. O. BOX 4100
Suite, Apt. #, etc. 27 Suite, Apt. #, etc.
22 City & State 27 ATTN: TAX DEPT.,
City & State 28 THE WOODLANDS, TX
23 EVANSTON, IL 28 THE WOODLANDS, TX
Zip Country Zip Country
24 60204 25 USA 29 77387-4100 30 USA

3. Date Incorporated or Qualified 3a. Date of Last Report
08/30/1951
4. FEI Number Applied For
34-6407910 Not Applicable
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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

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

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	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAUL T. STECKO	1.2 NAME	
STREET ADDRESS	23 SANDPIPER LANE	1.3 STREET ADDRESS	
CITY-ST-ZIP	LAKE FOREST, IL 60045	1.4 CITY-ST-ZIP	
TITLE	V/T/C <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SUZANNE M. LEFEVRE	2.2 NAME	
STREET ADDRESS	1019 DOBSON STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	EVANSTON, IL 60202	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBERT A. PAGE	3.2 NAME	
STREET ADDRESS	1124 LOYOLA	3.3 STREET ADDRESS	
CITY-ST-ZIP	LIBERTYVILLE, IL 60048	3.4 CITY-ST-ZIP	
TITLE	V/AS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBERT G. SIMPSON	4.2 NAME	
STREET ADDRESS	5627 PALISADE FALLS	4.3 STREET ADDRESS	
CITY-ST-ZIP	KINGWOOD, TX 77345	4.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KARL A. STEWART	5.2 NAME	
STREET ADDRESS	107 PERKINS ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	GREENWICH, CT 06830	5.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERT F. NEECE	6.2 NAME	
STREET ADDRESS	5907 ROCKY BROOK	6.3 STREET ADDRESS	
CITY-ST-ZIP	KINGWOOD, TX 77345	6.4 CITY-ST-ZIP	

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14. I do 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 of this filing, or in an attachment with an address.

SIGNATURE: *Robert G. Simpson*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Robert G. Simpson Vice President
APR 28 1997 Date
281/539-6961 Daytime Phone #

CR2E034 (9/96)

VALDOSTA SOUTHERN RAILROAD COMPANY
 Corporate Street Address: 1603 Orrington Ave., Evanston, IL 60204
 Corporate Mailing Address: 1603 Orrington Ave., Evanston, IL 60204

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>
Robert D. Harlow	1511 White Oak Rd., Lake Forest, IL 60045	485-40-8547
Paul T. Stecko	23 Sandpiper Lane, Lake Forest, IL 60045	209-34-9365
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>
Paul T. Stecko	President	23 Sandpiper Lane, Lake Forest, IL 60045	209-34-9365
Robert D. Harlow	Senior Vice President	1511 White Oak Rd., Lake Forest, IL 60045	485-40-8547
James V. Faulkner, Jr.	Vice President and Assistant Secretary	208 Kensington Court, Houston, TX 77024	113-34-0054
Suzanne M. Lefevre	Vice President, Treasurer and Controller	1019 Dobson Street, Evanston, IL 60202	569-08-9885
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
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

CTD
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