

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

**FILED**  
**Apr 29, 1999 8:00 am**  
**Secretary of State**

04-29-1999 90173 050 \*\*\*150.00

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PROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 018348**

1. Corporation Name  
**VALDOSTA SOUTHERN RAILROAD COMPANY**

Principal Place of Business 1900 W FIELD COURT LAKE FOREST IL 60045 US	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	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified <b>08/30/1951</b>	Applied For Not Applicable
4. FEI Number <b>34-6407910</b>	
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b>

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	<b>P</b>	<input type="checkbox"/> DELETE
NAME	<b>SWEENEY, WILLIAM J</b>	
STREET ADDRESS	<b>3719 MAPLE AVE</b>	
CITY-ST-ZIP	<b>TERRE HAUTE IN 47804</b>	
TITLE	<b>VT</b>	<input type="checkbox"/> DELETE
NAME	<b>OSAR, KAREN R</b>	
STREET ADDRESS	<b>70 AVIEMORE DR</b>	
CITY-ST-ZIP	<b>NEW ROCHELLE NY 10804</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>PAGE, ROBERT A</b>	
STREET ADDRESS	<b>1124 LOYOLA</b>	
CITY-ST-ZIP	<b>LIBERTYVILLE IL 60048</b>	
TITLE	<b>S</b>	<input type="checkbox"/> DELETE
NAME	<b>STEWART, KARL A</b>	
STREET ADDRESS	<b>107 PERKINS RD</b>	
CITY-ST-ZIP	<b>GREENWICH CT 06830</b>	
TITLE	<b>VAS</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>SIMPSON, ROBERT G</b>	
STREET ADDRESS	<b>5627 PALISADE FALLS</b>	
CITY-ST-ZIP	<b>KINGWOOD TX 77345</b>	
TITLE	<b>AS</b>	<input type="checkbox"/> DELETE
NAME	<b>NEECE, BERT F</b>	
STREET ADDRESS	<b>5907 ROCKY BROOK</b>	
CITY-ST-ZIP	<b>KINGWOOD TX 77345</b>	

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 checked="" type="checkbox"/> Addition
5.2 NAME	<b>VAS</b>
5.3 STREET ADDRESS	<b>DON P. CARPENTER</b>
5.4 CITY-ST-ZIP	<b>23946 ENGLISH OAKS SPRING, TX 77373</b>
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: *Bert F. Neece* (BERT F. NEECE) APR 1 2 1999 281/539-6961  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

018348  
447037-90173  
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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>
Mark W. Kowlzan	255 Shiloh Falls Court, Counce, TN 38326	018-46-1723
William J. Sweeney	3719 Maple Avenue, Terre Haute, IN 47804	089-32-7900
M. C. Woolley, 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
Don P. Carpenter	Vice President and Assistant Secretary	23946 English Oaks, Spring, TX 77373	449-31-8636
James V. Faulkner, Jr.	Vice President and Assistant Secretary	110 Abingdon Avenue, Kenilworth IL 60043	113-34-0054
Mark W. Kowlzan	Vice President	255 Shiloh Falls Court, Counce, TN 38326	018-46-1723
Karen R. Osar	Vice President and Treasurer	70 Avemore Drive, New Rochelle, NY 10804	018-44-3922
Robert A. Page	Vice President	1124 Loyola, Libertyville, IL 60048	456-94-5027
M. C. Woolley, Jr.	Secretary	5352 Moss Oak Trail W, Lake Parks, GA 31636	266-58-1679
Karl A. Stewart	Assistant Secretary	107 Perkins Road, Greenwich, CT 06830	450-68-4329
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