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Jun 16 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 # F93000002097 (4)

1. Corporation Name

KEYSTONE RAILWAY EQUIPMENT COMPANY

Principal Place of Business

3420 SIMPSON FERRY ROAD
P.O. BOX 456
CAMP HILL PA 17001

Mailing Address

55 SHUMAN BLVD.
P.O. BOX 3089
NAPERVILLE IL 60566-7089



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21		26		05/05/1993		05/01/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number		Applied For	
22		27		36-2933976		Not Applicable	
City & State		City & State		5. Certificate of Status Desired		8.75 Additional Fee Required	
23		28		<input type="checkbox"/>		5.00 May Be Added to Fees	
Zip		Country		6. Election Campaign Financing		Trust Fund Contribution	
24		25		29		30	
Zip		Country		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input type="checkbox"/> 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

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	PD	1.1 TITLE	
NAME	HOFFMAN, GEORGE	1.2 NAME	
STREET ADDRESS	4720 OLD GETTYSBURG ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	MECHANICSBURG PA 17055-8419	1.4 CITY-ST-ZIP	
TITLE	ST	2.1 TITLE	
NAME	WHITCOMB, STEVEN M	2.2 NAME	
STREET ADDRESS	3420 SIMPSON FERRY ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	CAMP HILL PA 17011	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	
NAME	SCOTT, MARK P	3.2 NAME	
STREET ADDRESS	4720 OLD GETTYSBURG ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	MECHANICSBURG PA 17055-8419	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	O'DONNELL, WILLIAM P	4.2 NAME	
STREET ADDRESS	4720 OLD GETTYSBURG ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	MECHANICSBURG PA 17055-8419	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 if changed, or on an attachment with an address.

SIGNATURE

[Signature]

[Signature]

[Signature]

CR2E034 (9/96)