

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

FILED
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
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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
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 05/05/1993	3a. Date of Last Report 05/01/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 36-2933976	Applied For Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 Country	30 Country	8. 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		10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		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 <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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)(j), 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 _____

CR2E034 (9/96)