

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

**FILED**  
**May 18 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F94000002817 (4)**  
 1. Corporation Name  
**JHK & Associates, Inc.**

Principal Place of Business <b>200 Powell St.                  Suite 1090                  Emeryville, CA. 94608                  US</b>	Mailing Address <b>10260 CAMPUS POINT DRIVE - TAX DEPT.                  SAN DIEGO CA 92121</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30
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3. Date Incorporated or Qualified <b>05/27/1994</b>	4. FEI Number <b>94-3198006</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
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		

9. Name and Address of Current Registered Agent  
**CT CORPORATION SYSTEM  
 1200 S. 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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	Russell S. Lewis	
STREET ADDRESS	7611 Derry Street	
CITY-ST-ZIP	Harrisburg, PA. 17111	
TITLE	S	<input type="checkbox"/> DELETE
NAME	Grant L. Clark	
STREET ADDRESS	10260 Campus Point Drive	
CITY-ST-ZIP	San Diego, CA. 92121	
TITLE	D	<input type="checkbox"/> DELETE
NAME	Jack Goldstein	
STREET ADDRESS	1710 Goodridge Drive	
CITY-ST-ZIP	McLean, VA. 22102	
TITLE	TV	<input type="checkbox"/> DELETE
NAME	John M. Worthington	
STREET ADDRESS	7611 Derry Street	
CITY-ST-ZIP	Harrisburg, PA. 17111	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	Peter Pavlics	
STREET ADDRESS	10260 Campus Point Drive	
CITY-ST-ZIP	San Diego, CA 92121	
TITLE	V.	<input type="checkbox"/> DELETE
NAME	Jere L. Buffington	
STREET ADDRESS	10260 Campus Point Drive	
CITY-ST-ZIP	San Diego, CA. 92121	

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 type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

**700002528397**  
**-05/19/98--01019--018**  
**\*\*\*150.00**

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.

JHIN & ASSOCIATES, INC. (dba TransCore)

*PJ 2/2/94*

**Date of Incorporation**

January 21, 1994

**Place of Incorporation**

Delaware

**Ownership**

100% SAIC

**Foreign Qualifications**

AK, AZ, CA, CO, CT, DC, FL, GA, HI, IL, IN, KS, KY, MD, MA, MI, MN, MO, NE, NV, NJ, NM, NY, NC, OH, OR, PA, SC, TN, TX, UT, VT, VA, WA, WV & WI

Last Board Meeting: 5/29/96

Last Board Action: 12/15/97

Last Shareholder Action: 12/15/97

**Engineering Qualifications**

NJ & NY

**Officers**

Russell S. Lewis	President and Chief Executive Officer
John M. Worthington	Chief Operating Officer, Executive Vice President, Treasurer and Assistant Secretary
John H. Foote	Executive Vice President
John A. Simler	Senior Vice President and Assistant Secretary
Louis G. Neudorff	Senior Vice President
David G. Sparks	Senior Vice President
Kelly P. Gravelle	Vice President
Kay L. Johnson	Vice President
Jere L. Buffington	Corporate Vice President and Risk Manager
Grant L. Clark	Secretary
Andrea K. Cohen	Assistant Secretary
Susan M. Frank	Assistant Secretary
Lita M. Heckler	Assistant Secretary
Nancy C. Martin	Assistant Secretary
Peter N. Pavlics	Assistant Secretary
Cindy S. Pittman	Assistant Secretary
Ward Reed	Assistant Secretary

**Directors**

Jack Goldstein  
Russell S. Lewis

**Authorized Stock**

1,000 shares Common Stock  
Par Value \$.01 per share

**Issued Stock**

100 shares Common Stock  
Par Value \$.01 per share

**Registered Agent**

CT Corporation System  
1209 Orange Street  
Wilmington, DE 19801

**Federal Identification Number**

94-3198006

of 3 of 4

## **JHK & ASSOCIATES, INC** **OFFICERS LISTING**

<b><u>Russell S. Lewis</u></b>	President and Chief Executive Officer	7611 Derry Street Harrisburg, PA. 17111
<b><u>John M. Worthington</u></b>	Chief Operating Officer, Executive VP, Treasurer, & Assistant Secretary	7611 Derry Street Harrisburg, PA. 17111
<b><u>John H. Foote</u></b>	Executive VP	7611 Derry Street Harrisburg, PA. 17111
<b><u>John A. Simler</u></b>	Senior VP, and Assistant Secretary	7611 Derry Street Harrisburg, PA. 17111
<b><u>Louis G. Neudorff</u></b>	Senior VP	7611 Derry Street Harrisburg, PA. 17111
<b><u>David G. Sparks</u></b>	Senior VP	7611 Derry Street Harrisburg, PA. 17111
<b><u>Kelly P. Gravelle</u></b>	VP	7611 Derry Street Harrisburg, PA. 17111
<b><u>Kay L. Johnson</u></b>	VP	7611 Derry Street Harrisburg, PA. 17111
<b><u>Jere L. Buffington</u></b>	Corporate VP, & Risk Manager Secretary	10260 Campus Point Drive San Diego, CA. 92121
<b><u>Grant L. Clark</u></b>	Secretary	10260 Campus Point Drive San Diego, CA. 92121
<b><u>Andrea K. Cohen</u></b>	Assistant Secretary	7611 Derry Street Harrisburg, PA. 17111
<b><u>Susan M. Frank</u></b>	Assistant Secretary	1710 Goodridge Drive McLean, VA. 22102
<b><u>Lita M. Heckler</u></b>	Assistant Secretary	7611 Derry Street Harrisburg, PA. 17111
<b><u>Nancy C. Martin</u></b>	Assistant Secretary	7611 Derry Street Harrisburg, PA. 17111
<b><u>Peter Pavlics</u></b>	Assistant Secretary	10260 Campus Point Drive San Diego, CA. 92121
<b><u>Cindy S. Pittman</u></b>	Assistant Secretary	10260 Campus Point Drive San Diego, CA. 92121
<b><u>Ward Reed</u></b>	Assistant Secretary	10260 Campus Point Drive San Diego, CA. 92121

*ps 4/8/4*

**JHK & ASSOCIATES, INC**  
**DIRECTORS LISTING**

**Russell S. Lewis**

7611 Derry Street  
Harrisburg, PA. 17111

**Jack Goldstein**

1710 Goodridge Drive  
McLean, VA. 22102