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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000004800

1. Corporation Name
BEATRICE CHEESE TRUCKING, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
**ONE CONAGRA DR. CC 360
 OMAHA NE 68102-5001
 US**

Mailing Address
**ONE CONAGRA DR. CC 360
 OMAHA NE 68102-5001
 US**

3. Date Incorporated or Qualified
10/05/1995

4. FEI Number
36-3643599

5. Certificate of Status Desired Applied For
 No Applicable **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25 29 30

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NO "E" Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	RUDA, KEVIN	
STREET ADDRESS	2605 BUCKINGHAM PLACE	
CITY-ST-ZIP	BROOKFIELD WI	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KEITH, DEBRA L	
STREET ADDRESS	2918 BLACKHAWK CIR	
CITY-ST-ZIP	OMAHA NE 68123	
TITLE	S	<input type="checkbox"/> DELETE
NAME	O'DONNELL, JAMES P	
STREET ADDRESS	15724 LEAVENWORTH ST	
CITY-ST-ZIP	OMAHA NE 68118	
TITLE	AG	<input checked="" type="checkbox"/> DELETE
NAME	BADBERG, SUE	
STREET ADDRESS	4629 CAPITOL AVE.	
CITY-ST-ZIP	OMAHA NE	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PETERS, DAVID T	
STREET ADDRESS	206 S. 121ST ST.	
CITY-ST-ZIP	OMAHA NE 68154	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	PETERS, D.T.	
STREET ADDRESS	206 S 121 ST	
CITY-ST-ZIP	OMAHA NE	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	RUSSELL BRAGG	
1.3 STREET ADDRESS	770 N SPRINGDALE ROAD	
1.4 CITY-ST-ZIP	WAUKESHA WI 53186	
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	ASST. SEC. - C.F.O.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	PAUL PEITZSCH	
4.3 STREET ADDRESS	770 N SPRINGDALE ROAD	
4.4 CITY-ST-ZIP	WAUKESHA WI 53186	
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	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	KEN W. DIFONZO	
6.3 STREET ADDRESS	ONE CONAGRA DRIVE	
6.4 CITY-ST-ZIP	OMAHA NE 68105	

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 change, or on an attachment with an address, with all other like empowered

SIGNATURE: *X [Signature]* DATE: **4-21-99** DAYTIME PHONE #: **414 782 2750**

CR2E034 (11/98)