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Apr 17 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000003316 (4)

1. Corporation Name
WESTERN STAR FINANCE, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 111 MONUMENT CIR STE 300 INDIANAPOLIS IN 46204-5187 US		Mailing Address 111 MONUMENT CIR STE 300 INDIANAPOLIS IN 46204-5187 US	
2. Principal Place of Business 21 111 MONUMENT CIRCLE Suite, Apt. #, etc. 22 STE 2700 City & State 23 INDIANAPOLIS IN Zip Country 24 46204 25		2a. Mailing Address 26 111 MONUMENT CIRCLE Suite, Apt. #, etc. 27 STE 2700 City & State 28 INDIANAPOLIS IN Zip Country 29 46204 30	
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			
TITLE	NAME	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
NAME	STREET ADDRESS	1.1 TITLE	Change Addition
CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5J -2T3	1.2 NAME	
		1.3 STREET ADDRESS	
		1.4 CITY-ST-ZIP	
TITLE	NAME	2.1 TITLE	Change Addition
NAME	STREET ADDRESS	2.2 NAME	
CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5J -2T3	2.3 STREET ADDRESS	
		2.4 CITY-ST-ZIP	
TITLE	NAME	3.1 TITLE	Change Addition
NAME	STREET ADDRESS	3.2 NAME	
CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5J -2T3	3.3 STREET ADDRESS	
		3.4 CITY-ST-ZIP	
TITLE	NAME	4.1 TITLE	Change Addition
NAME	STREET ADDRESS	4.2 NAME	
CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5J -2T3	4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
TITLE	NAME	5.1 TITLE	Change Addition
NAME	STREET ADDRESS	5.2 NAME	
CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5J -2T3	5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
TITLE	NAME	6.1 TITLE	Change Addition
NAME	STREET ADDRESS	6.2 NAME	
CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5J -2T3	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 registered agent 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 addendum with an address.

CR2E034 (10/97)

WSFI

WESTERN STAR FINANCE, INC.

LIST OF OFFICERS AND DIRECTORS

Bank One Tower #2700
111 Monument Circle
Indianapolis, IN 46204-5122
EIN: 35-1979785

Name	Title(s)	SSN	Home Address	Business Address
Bradley D. Nullmeyer	Exec. Vice President, Director	Canadian National SIN# 462-731-076	54 Lascelles Boulevard Toronto, Ontario Canada M5P 2E1	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
James A. Misener	Senior Vice President			Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
Daniel A. Jauernig	Treasurer	Canadian National SIN# 472-938-562	48 Lawrence Crescent Toronto, Ontario Canada M4N 1N2	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Michel Beland	Vice President & Chief Financial Officer	303-19-1446	10813 Turne Grove Fishers, IN 46038-9006	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
William M. Imrie	Vice President	Canadian National SIN# 450-143-672	20 Foxmeadow Road Etobicoke, Ontario Canada N0B 2K0	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Jeff Fallowfield	Vice President	Canadian National SIN#		181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Geoff Ichii	Vice President & Assistant Treasurer	Canadian National SIN#		181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Scott J. Moore	Vice President & Secretary		915 Elm Street Western Springs, IL 60558	303 East Wacker Drive Suite 900 Chicago, IL 60601-5212
Robert J. Hicks	Vice President	187-38-7963	10677 Crown Court Carmel, IN 46032	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
Scott E. Herbst	Asst. Vice President, Asst. Secretary	312-86-0867	10976 East Mallard Way Indianapolis, IN 46278	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
John P. Stevenson	Assistant Secretary	Canadian National SIN# 426-095-949	57 Spruce Street Toronto, Ontario Canada M5A 2H8	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Dennis Kemmer	Assistant Secretary & Director	362-48-3285	1708 West 161st Street Westfield, IN 46074	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
Christopher D. Murphy	General Manager	Canadian		2076 Enterprise Way Kelowna, B.C. Canada V1Y 1H8
John A. Nelligan	Director	Canadian National SIN# 407-501-055	595 Yates Road, #304 Kelowna, B.C. Canada V1Y 7P9	2076 Enterprise Way Kelowna, B.C. Canada V1Y 1H8
David L. Burke	General Manager			