

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

**PROFIT CORPORATION ANNUAL REPORT 1999**



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

**FILED**

99 MAR -4 PM 12:00

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**DOCUMENT # P27825**

1. Corporation Name

**CANADIAN AIRLINES INTERNATIONAL LTD.**

Principal Place of Business

**2800, 700 - 2nd St. S.W.  
 Calgary, Alberta  
 Canada T2P 2W2**

Mailing Address

**2800, 700 - 2nd St. S.W.  
 Calgary, Alberta  
 Canada T2P 2W2**

2. Principal Place of Business

21 Suite, Apt. #, etc  
 22 City & State  
 23 Zip Country  
 24

2a. Mailing Address

26 Suite, Apt. #, etc  
 27 City & State  
 28 Zip Country  
 29

9. Name and Address of Current Registered Agent

**A.G.C. Co.  
 200 South Orange Avenue, Suite 2300  
 Orlando, Florida 32801**

81 Name  
 82 Street Address (P.O. Box Number is Not Acceptable)  
 83  
 84 City  
 FL 85 Zip Code

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Organized

**01/24/1990**

4. FFL Number

**98-0086791**

Applied For Not Applicable

5. Certificate of Status Desired

**\$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

**N/A**

10. Name and Address of New Registered Agent

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits the 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)

(Not Registered Agent Signature Required)

DATE

12. OFFICERS AND DIRECTORS

TITLE	[ ] DELETE
NAME	<b>See attached Schedules "A" and "B"</b>
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
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STREET ADDRESS	
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TITLE	[ ] DELETE
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TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	[ ] Change [ ] Add
12 NAME	<b>700002798937-8</b>
13 STREET ADDRESS	
14 CITY-ST-ZIP	
15 TITLE	[ ] Change [ ] Add
16 NAME	
17 STREET ADDRESS	
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51 TITLE	[ ] Change [ ] Add
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
55 TITLE	[ ] Change [ ] Add
56 NAME	
57 STREET ADDRESS	
58 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)(D), 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, with all other like empowered.

SIGNATURE: *[Signature]*

**James H. Courtright,  
 Corporate Secretary**

**March 1, 1999 (403) 294-6809**

CR2E034 (1-198)

*B 3/8/99 99AR*

**SCHEDULE "A"**

**DIRECTORS**

2

**OF**

**CANADIAN AIRLINES INTERNATIONAL LTD./  
LIGNES AERIENNES CANADIEN INTERNATIONAL LTEE.**

**THERE ARE NO DIRECTORS AT THIS TIME. THE CORPORATION IS BEING GOVERNED  
BY AN UNANIMOUS SHAREHOLDERS AGREEMENT.**

**SCHEDULE "B"**

**OFFICERS**

**OF**

**3**

**CANADIAN AIRLINES INTERNATIONAL LTD.  
LIGNES AERIENNES CANADIEN INTERNATIONAL LTEE.**

<u>Title</u>	<u>Name</u>	<u>Address</u>
President & Chief Executive Officer	Kevin Edgar Benson	13 Ridge Pointe Drive, R.R. #1 De Winton, Alberta T0L 0X0
Senior Vice-President, Marketing & Sales	Barbara Reba Amster	1089 Pacific Drive Delta, B.C. V4M 2K5
Senior Vice-President & Chief Financial Officer	Douglas Alan Carty	3044 - 6th Street S.W. Calgary, Alberta T2S 0P6
Senior Vice-President, Planning	Donald Blair Casey	319 Edgemont Bay N.W. Calgary, Alberta T3A 2K5
Senior Vice-President, Customer Service & Operations	Mary Beth Jordan	721 - 666 Leg-In-Boot Square Vancouver, B.C. V5Z 4B3
Senior Vice-President, Corporate & Government Affairs	Stephen P. J. Markey	251 Thorold Road Rockliffs Park, ON K1M 0J8
Senior Vice-President, General Counsel	Stephen Paul Sibold	4540 Varsity Green N.W. Calgary, Alberta T3B 3A6
Vice-President, Marketing	Michael Jay Beckerman	3030 1st Street S.W. Calgary, Alberta T2S 1P8
Vice-President & Treasurer	David Gordon Bell	236 Hawkstone Close N.W. Calgary, Alberta T3G 3P2
Vice-President, Airports, North America	Roderick Dundas Dewar	12543 24A Avenue Surrey, B.C. V4A 8H8
Vice-President, Strategic Planning	Robert Malcolm Emrich	10273 Hamptons Blvd. N.W. Calgary, Alberta T3A 5E8
Vice-President, Vancouver	Barbara Frances Feeser	Suite 700 - 1675 Hornby Street Vancouver, B.C. V6Z 2M3

Officers of  
**Canadian Airlines International Ltd./**  
**Lignes aeriennes Canadien International Ltée.**

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<u>Title</u>	<u>Name</u>	<u>Address</u>
Vice-President, Human Resources	Ellen Frances Fiorillo	3981 West 37th Avenue Vancouver, B. C. V6N 2W4
Vice-President, Alliances	Brock F. J. Friesen	2828 West 28th Avenue Vancouver, B.C. V6L 1W9
Vice-President, Maintenance & Engineering	Kenneth John Goosen	5000 Linden Drive Ladner, B.C. V4K 4R2
Vice-President, Labour Relations	Kevin Campbell Howlett	4862 - 54A Street Delta, B. C. V4K 4G3
Vice-President, Customer Technology	Gordon M.S. Kukec	1324 Arbutus Street Vancouver, B.C. V6J 3W8
Vice-President, Financial Planning & Analysis	Brian Joseph McMenamy	71 McKenzie Lake Point S.E. Calgary, Alberta T2Z 1L7
Vice-President, International	Keith Frederic Pope	112 Garden Crescent S.W. Calgary, Alberta T2S 2H9
Vice-President, Cargo & Canadian North	Barry Wayne Rempel	848 Shawnee Drive S.W. Calgary, Alberta T2Y 1X4
Vice-President, Marketing Services	Robert Price Thye, Jr.	904 - 200 LaCaille Place Calgary, Alberta T2P 5E2
Vice-President, Flight Operations	Robert Birse Weatherly	1086 Pacific Court Delta, B. C. V4M 3S3
Vice-President & Controller	Mark Adrian Williams	224 Sunset Place S.E. Calgary, Alberta T2X 3C1
Vice-President, Inflight Service	Marshall Frederick Wilmot	12619 - 19A Avenue Surrey, B.C. V4A 7M1
Assistant General Counsel & Corporate Secretary	James Homer Courtright	123 Edgevalley Close N.W. Calgary, Alberta T3A 5E9