



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-133
401.222.304

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005
Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 25837		2. Name of Corporation American Premier Underwriters, Inc.		
3. Street Address Principal Business Office One East Fourth Street, 8th Floor		City Cincinnati	State OH	Zip 45202
4. Business Phone No. 513-579-2171		5. State of Incorporation PENNSYLVANIA		6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island HOLDING COMPANY				

8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

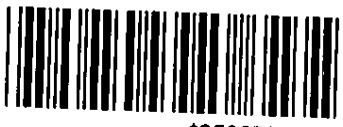
President Name Carl H. Lindner III			Vice President Name James E. Evans		
Street Address One East Fourth Street			Street Address One East Fourth Street		
City Cincinnati	State OH	Zip 45202	City Cincinnati	State OH	Zip 45202
Secretary Name James C. Kennedy			Treasurer Name Fred J. Runk		
Street Address One East Fourth Street			Street Address One East Fourth Street		
City Cincinnati	State OH	Zip 45202	City Cincinnati	State OH	Zip 45202

9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Theodore H. Emmerich			Director Name James E. Evans		
Street Address 1201 Edgecliff Place #1502			Street Address One East Fourth Street		
City Cincinnati	State OH	Zip 45202	City Cincinnati	State OH	Zip 45202
Director Name William W. Verity			Director Name Carl H. Lindner		
Street Address 1103 Bay Street			Street Address One East Fourth Street		
City Beaufort	State SC	Zip 29902	City Cincinnati	State OH	Zip 45202

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
200,000,000 COMM \$1.00 PAR VALUE, 23,090,274 PREF NO PAR VALUE			47,000,000	Common	\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



25837

File Date 2-17-05
Check No. 10381
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report including any accompanying schedules and statements, and that all statements contained herein are true and correct.
[Signature] 2/17/2005
Signature of Officer Date
Thomas E. Mitchell
Print or Type Name of Officer
Senior Vice President-Taxes

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Carl H. Lindner	Director	One East Fourth Street Cincinnati, OH 45202
Carl H. Lindner III	Director	One East Fourth Street Cincinnati, OH 45202
S. Craig Lindner	Director	One East Fourth Street Cincinnati, OH 45202
Theodore H. Emmerich	Director	Retired
James E. Evans	Director	One East Fourth Street Cincinnati, OH 45202
Terry S. Jacobs	Director	100 E. RiverCenter Blvd, 9 th Fl Covington, KY 41011
William A. Shutzer	Director	399 Park Avenue New York, NY 10022
William W. Verity	Director	1103 Bay Street Beaufort, SC 29902
William R. Martin	Director	Retired
Carl H. Lindner	Chairman and Chief Executive Officer	One East Fourth Street Cincinnati, OH 45202
Carl H. Lindner III	Co-President	One East Fourth Street Cincinnati, OH 45202
S. Craig Lindner	Co-President	One East Fourth Street Cincinnati, OH 45202
James E. Evans	Senior Vice President and General Counsel	One East Fourth Street Cincinnati, OH 45202
Keith A. Jensen	Senior Vice President	250 East Fifth Street Cincinnati, OH 45202
Thomas E. Mischell	Senior Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Fred J. Runk	Senior Vice President and Treasurer	One East Fourth Street Cincinnati, OH 45202

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Kathleen J. Brown	Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
James C. Kennedy	Vice President, Deputy General Counsel and Secretary	One East Fourth Street Cincinnati, OH 45202
Julie J. Murphy	Vice President & Chief Information Officer	580 Walnut Street Cincinnati, OH 45202
Vito C. Peraino	Vice President	49 East Fourth Street Cincinnati, OH 45202
Robert H. Ruffing	Vice President and Controller	One East Fourth Street Cincinnati, OH 45202
Anne N. Watson	Vice President	580 Walnut Street Cincinnati, OH 45202
H. Kim Baird	Assistant Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Joseph D. Stelzer	Vice President	One East Fourth Street Cincinnati, OH 45202
Karl J. Grafe	Vice President, Asst. General Counsel & Asst. Secretary	One East Fourth Street Cincinnati, OH 45202
Jenifer L. Enslin	Assistant Controller	One East Fourth Street Cincinnati, OH 45202



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Office of the Secretary of State

Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-13
401.222.30

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

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4. Business Phone No. 513-579-2171		5. State of Incorporation PENNSYLVANIA		6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island HOLDING COMPANY				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Carl H. Lindner III		Vice President Name James E. Evans		
Street Address One East Fourth Street		Street Address One East Fourth Street		
City Cincinnati	State OH	Zip 45202	City Cincinnati	State OH
Secretary Name James C. Kennedy		Treasurer Name Fred J. Runk		
Street Address One East Fourth Street		Street Address One East Fourth Street		
City Cincinnati	State OH	Zip 45202	City Cincinnati	State OH
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Theodore H. Emmerich		Director Name James E. Evans		
Street Address 1201 Edgecliff Place #1502		Street Address One East Fourth Street		
City Cincinnati	State OH	Zip 45202	City Cincinnati	State OH
Director Name William W. Verity		Director Name Carl H. Lindner		
Street Address 1103 Bay Street		Street Address One East Fourth Street		
City Beaufort	State SC	Zip 29902	City Cincinnati	State OH
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES		ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
200,000,000	COMM \$1.00 PAR VALUE, 23,090,274 PEF NO PAR VALUE		47,000,000	Common
				\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 5 8 3 7 *

File Date 2/20/04

Check No. 09531

By: ls

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Thomas E. Mischell 2/13/2004
Signature of Officer Date

Thomas E. Mischell
Print or Type Name of Officer
Senior Vice President-Taxes

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Carl H. Lindner	Director	One East Fourth Street Cincinnati, OH 45202
Carl H. Lindner III	Director	One East Fourth Street Cincinnati, OH 45202
S. Craig Lindner	Director	One East Fourth Street Cincinnati, OH 45202
Theodore H. Emmerich	Director	Retired
James E. Evans	Director	One East Fourth Street Cincinnati, OH 45202
Terry S. Jacobs	Director	100 E. RiverCenter Blvd, 9 th Fl Covington, KY 41011
William A. Shutzer	Director	399 Park Avenue New York, NY 10022
William W. Verity	Director	1103 Bay Street Beaufort, SC 29902
William R. Martin	Director	Retired
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Carl H. Lindner III	Co-President	One East Fourth Street Cincinnati, OH 45202
S. Craig Lindner	Co-President	One East Fourth Street Cincinnati, OH 45202
James E. Evans	Senior Vice President and General Counsel	One East Fourth Street Cincinnati, OH 45202
Keith A. Jensen	Senior Vice President	250 East Fifth Street Cincinnati, OH 45202
Thomas E. Mischell	Senior Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Fred J. Runk	Senior Vice President and Treasurer	One East Fourth Street Cincinnati, OH 45202

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Kathleen J. Brown	Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
James C. Kennedy	Vice President, Deputy General Counsel and Secretary	One East Fourth Street Cincinnati, OH 45202
Julie J. Murphy	Vice President & Chief Information Officer	580 Walnut Street Cincinnati, OH 45202
Vito C. Peraino	Vice President	49 East Fourth Street Cincinnati, OH 45202
Robert H. Ruffing	Vice President and Controller	One East Fourth Street Cincinnati, OH 45202
Anne N. Watson	Vice President	580 Walnut Street Cincinnati, OH 45202
H. Kim Baird	Assistant Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Joseph D. Stelzer	Asst. Vice President-Corporate Audit	One East Fourth Street Cincinnati, OH 45202
Karl J. Grafe	Asst. General Counsel and Asst. Secretary	One East Fourth Street Cincinnati, OH 45202
Jenifer L. Enslin	Assistant Controller	One East Fourth Street Cincinnati, OH 45202



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

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(FORM MUST BE TYPED OR PRINTED IN BLACK)

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City Cincinnati State OH Zip 45202

4. Business Phone No. 513-579-2171
5. State of Incorporation PENNSYLVANIA
6. SIC Code 8888

7. Brief Description of the Character of Business Conducted in Rhode Island
Holding Company.

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Carl H. Lindner III Street Address One East Fourth Street City Cincinnati State OH Zip 45202	Vice President Name James E. Evans Street Address One East Fourth Street City Cincinnati State OH Zip 45202
Secretary Name James C. Kennedy Street Address One East Fourth Street City Cincinnati State OH Zip 45202	Treasurer Name Fred J. Runk Street Address One East Fourth Street City Cincinnati State OH Zip 45202

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Director Name Theodore H. Emmerich Street Address 1201 Edgecliff Place #1502 City Cincinnati State OH Zip 45202	Director Name James E. Evans Street Address One East Fourth Street City Cincinnati State OH Zip 45202
Director Name William W. Verity Street Address 1103 Bay Street City Beaufort State SC Zip 29902	Director Name Carl H. Lindner Street Address One East Fourth Street City Cincinnati State OH Zip 45202

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
200,000,000 COMM \$1.00 PAR VALUE, 23,090,274 PREF NO PAR VALUE

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
47,000,000 Common \$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 5 8 3 7 *

File Date: 2/13/03

Check No.: 08739

By:

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Date 2/3/2003

Thomas E. Mischell

Print or Type Name of Officer

Senior Vice President-Taxes

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Carl H. Lindner	Director	One East Fourth Street Cincinnati, OH 45202
Carl H. Lindner III	Director	One East Fourth Street Cincinnati, OH 45202
Keith E. Lindner	Director	250 East Fifth Street Cincinnati, OH 45202
S. Craig Lindner	Director	One East Fourth Street Cincinnati, OH 45202
Theodore H. Emmerich	Director	Retired
James E. Evans	Director	One East Fourth Street Cincinnati, OH 45202
William W. Verity	Director	1103 Bay Street Beaufort, SC 29902
William R. Martin	Director	Retired
Carl H. Lindner	Chairman and Chief Executive Officer	One East Fourth Street Cincinnati, OH 45202
Carl H. Lindner III	Co-President	One East Fourth Street Cincinnati, OH 45202
Keith E. Lindner	Co-President	250 East Fifth Street Cincinnati, OH 45202
S. Craig Lindner	Co-President	One East Fourth Street Cincinnati, OH 45202
James E. Evans	Senior Vice President and General Counsel	One East Fourth Street Cincinnati, OH 45202
Keith A. Jensen	Senior Vice President	250 East Fifth Street Cincinnati, OH 45202
Thomas E. Mischell	Senior Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Fred J. Runk	Senior Vice President and Treasurer	One East Fourth Street Cincinnati, OH 45202

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
John A. Anderson	Vice President	580 Walnut Street Cincinnati, OH 45202
Kathleen J. Brown	Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
James C. Kennedy	Vice President, Deputy General Counsel and Secretary	One East Fourth Street Cincinnati, OH 45202
Julie J. Murphy	Vice President & Chief Information Officer	580 Walnut Street Cincinnati, OH 45202
Vito C. Peraino	Vice President	49 East Fourth Street Cincinnati, OH 45202
Robert H. Ruffing	Vice President and Controller	One East Fourth Street Cincinnati, OH 45202
Anne N. Watson	Vice President	580 Walnut Street Cincinnati, OH 45202
H. Kim Baird	Assistant Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Joseph D. Stelzer	Asst. Vice President-Corporate Audit	One East Fourth Street Cincinnati, OH 45202
Karl J. Grafe	Asst. General Counsel and Asst. Secretary	One East Fourth Street Cincinnati, OH 45202
Samuel J. Simon	Asst. General Counsel and Asst. Secretary	One East Fourth Street Cincinnati, OH 45202
Jenifer L. Enslin	Assistant Controller	One East Fourth Street Cincinnati, OH 45202

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **25837** 2. Name of Corporation **American Premier Underwriters, Inc.**

3. Street Address Principal Business Office **One East Fourth Street, 8th Floor** City **Cincinnati** State **OH** Zip **45202**

4. Business Phone No. **513-579-2171** 5. State of Incorporation **PENNSYLVANIA** 6. SIC Code **8888**

7. Brief Description of the Character of Business Conducted in Rhode Island
Holdings Company.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Carl H. Lindner III	Vice President Name James E. Evans
Street Address One East Fourth Street	Street Address One East Fourth Street
City State Zip Cincinnati OH 45202	City State Zip Cincinnati OH 45202

Secretary Name James C. Kennedy	Treasurer Name Fred J. Runk
Street Address One East Fourth Street	Street Address One East Fourth Street
City State Zip Cincinnati OH 45202	City State Zip Cincinnati OH 45202

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Theodore H. Emmerich	Director Name James E. Evans
Street Address 1201 Edgecliff Place #1502	Street Address One East Fourth Street
City State Zip Cincinnati OH 45202	City State Zip Cincinnati OH 45202

Director Name Thomas M. Hunt	Director Name Carl H. Lindner
Street Address 5000 Thanksgiving Tower	Street Address One East Fourth Street
City State Zip Dallas TX 75201	City State Zip Cincinnati OH 45202

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
200,000,000	COMM	\$1.00
23,090,274	PREF	NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
47,000,000	Common	\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 5 8 3 7 *

File Date: 2-19-02

Check No.: 7911

By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/11/2002
Signature of Officer Date

Thomas E. Miscell

Print or Type Name of Officer
Senior Vice President-Taxes

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Carl H. Lindner	Director	One East Fourth Street Cincinnati, OH 45202
Carl H. Lindner III	Director	One East Fourth Street Cincinnati, OH 45202
Keith E. Lindner	Director	250 East Fifth Street Cincinnati, OH 45202
S. Craig Lindner	Director	One East Fourth Street Cincinnati, OH 45202
Theodore H. Emmerich	Director	Retired
James E. Evans	Director	One East Fourth Street Cincinnati, OH 45202
Thomas M. Hunt	Director	Hunt Petroleum Corp. 5000 Thanksgiving Tower Dallas, TX 75201
William R. Martin	Director	Retired
Carl H. Lindner	Chairman and Chief Executive Officer	One East Fourth Street Cincinnati, OH 45202
Carl H. Lindner III	Co-President	One East Fourth Street Cincinnati, OH 45202
Keith E. Lindner	Co-President	250 East Fifth Street Cincinnati, OH 45202
S. Craig Lindner	Co-President	One East Fourth Street Cincinnati, OH 45202
James E. Evans	Senior Vice President and General Counsel	One East Fourth Street Cincinnati, OH 45202
Keith A. Jensen	Senior Vice President	250 East Fifth Street Cincinnati, OH 45202
Thomas E. Mischell	Senior Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Fred J. Runk	Senior Vice President and Treasurer	One East Fourth Street Cincinnati, OH 45202

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
John A. Anderson	Vice President	580 Walnut Street Cincinnati, OH 45202
Kathleen J. Brown	Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
James C. Kennedy	Vice President, Deputy General Counsel and Secretary	One East Fourth Street Cincinnati, OH 45202
Julie J. Murphy	Vice President & Chief Information Officer	580 Walnut Street Cincinnati, OH 45202
Vito C. Peraino	Vice President	49 East Fourth Street Cincinnati, OH 45202
Robert H. Ruffing	Vice President and Controller	One East Fourth Street Cincinnati, OH 45202
Anne N. Watson	Vice President	580 Walnut Street Cincinnati, OH 45202
H. Kim Baird	Assistant Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Karl J. Grafe	Asst. General Counsel and Asst. Secretary	One East Fourth Street Cincinnati, OH 45202
Samuel J. Simon	Asst. General Counsel and Asst. Secretary	One East Fourth Street Cincinnati, OH 45202
Jenifer L. Enslin	Assistant Controller	One East Fourth Street Cincinnati, OH 45202



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



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4. Business Phone No. 513-579-2171 5. State of Incorporation PENNSYLVANIA 6. ~~8888~~

7. Brief Description of the Character of Business Conducted in Rhode Island
Holding Company.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Carl H. Lindner III
Street Address One East Fourth Street
City Cincinnati State OH Zip 45202

Vice President Name James E. Evans
Street Address One East Fourth Street
City Cincinnati State OH Zip 45202

Secretary Name James C. Kennedy
Street Address One East Fourth Street
City Cincinnati State OH Zip 45202

Treasurer Name Fred J. Runk
Street Address One East Fourth Street
City Cincinnati State OH Zip 45202

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Theodore H. Emmerich
Street Address 1201 Edgecliff Place #1502
City Cincinnati State OH Zip 45202

Director Name James E. Evans
Street Address One East Fourth Street
City Cincinnati State OH Zip 45202

Director Name Thomas M. Hunt
Street Address 5000 Thanksgiving Tower
City Dallas State TX Zip 75201

Director Name Carl H. Lindner
Street Address One East Fourth Street
City Cincinnati State OH Zip 45202

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	200,000,000	Common	\$1

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	47,000,000	Common	\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2/5/2001
Check No.: 6417
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert E. Gill 1/24/2001
Signature of Officer Date
Robert E. Gill
Print or Type Name of Officer
Vice President-Taxes

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Theodore H. Emmerich	Director	Retired
James E. Evans	Director	One East Fourth Street Cincinnati, OH 45202
Thomas M. Hunt	Director	Hunt Petroleum Corp. 5000 Thanksgiving Tower Dallas, TX 75201
Carl H. Lindner	Director	One East Fourth Street Cincinnati, OH 45202
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S. Craig Lindner	Co-President	One East Fourth Street Cincinnati, OH 45202
James E. Evans	Senior Vice President and General Counsel	One East Fourth Street Cincinnati, OH 45202
Philip Fasano	Senior Vice President and Chief Information Officer	580 Walnut Street Cincinnati, OH 45202
Keith A. Jensen	Senior Vice President	250 East Fifth Street Cincinnati, OH 45202
Thomas E. Mischell	Senior Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Fred J. Runk	Senior Vice President and Treasurer	One East Fourth Street Cincinnati, OH 45202
Robert F. Amory	Vice President and Controller	580 Walnut Street Cincinnati, OH 45202
John A. Anderson	Vice President	580 Walnut Street Cincinnati, OH 45202
Kathleen J. Brown	Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
Michael L. Cioffi	Vice President and Assistant General Counsel	One East Fourth Street Cincinnati, OH 45202
Robert E. Gill	Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202
James C. Kennedy	Vice President, Deputy General Counsel and Secretary	One East Fourth Street Cincinnati, OH 45202
Robert H. Ruffing	Vice President and Controller	One East Fourth Street Cincinnati, OH 45202
Anne N. Watson	Vice President	580 Walnut Street Cincinnati, OH 45202
Karl J. Grafe	Asst. General Counsel and Asst. Secretary	One East Fourth Street Cincinnati, OH 45202
C. James Clemens	Assistant Treasurer	One East Fourth Street Cincinnati, OH 45202

g:\...state\admin\apuo&d1
1/15/2001



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

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Secretary Name James C. Kennedy Street Address One East Fourth Street City State Zip Cincinnati OH 45202	Treasurer Name Fred J. Runk Street Address One East Fourth Street City State Zip Cincinnati OH 45202

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Director Name Theodore H. Emmerich Street Address 1201 Edgcliff Place #1502 City State Zip Cincinnati OH 45206	Director Name James E. Evans Street Address One East Fourth Street City State Zip Cincinnati OH 45202
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AUTHORIZED SHARES	Class/Series	Par Value
200,000,000	Common	\$1

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
47,000,000	Common	\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 5 8 3 7 *

File Date: 2/10/00
Check No.: 4457
By: cc

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert E. Gill 1/31/2000
Signature of Officer Date
Robert E. Gill
Print or Type Name of Officer

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
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Keith E. Lindner	Co-President	250 East Fifth Street Cincinnati, OH 45202
S. Craig Lindner	Co-President	One East Fourth Street Cincinnati, OH 45202
James E. Evans	Senior Vice President and General Counsel	One East Fourth Street Cincinnati, OH 45202
Philip Fasano	Senior Vice President and Chief Information Officer	580 Walnut Street Cincinnati, OH 45202
Keith A. Jensen	Senior Vice President	250 East Fifth Street Cincinnati, OH 45202
Thomas E. Mischell	Senior Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>
Fred J. Runk	Senior Vice President and Treasurer	One East Fourth Street Cincinnati, OH 45202
Robert F. Amory	Vice President and Controller	580 Walnut Street Cincinnati, OH 45202
John A. Anderson	Vice President	580 Walnut Street Cincinnati, OH 45202
Kathleen J. Brown	Vice President- Taxes	One East Fourth Street Cincinnati, OH 45202
Michael L. Cioffi	Vice President and Assistant General Counsel	One East Fourth Street Cincinnati, OH 45202
Robert E. Gill	Vice President- Taxes	One East Fourth Street Cincinnati, OH 45202
James C. Kennedy	Vice President, Deputy General Counsel and Secretary	One East Fourth Street Cincinnati, OH 45202
Robert H. Ruffing	Vice President and Controller	One East Fourth Street Cincinnati, OH 45202
Anne N. Watson	Vice President	580 Walnut Street Cincinnati, OH 45202
Karl J. Grafe	Asst. General Counsel and Asst. Secretary	One East Fourth Street Cincinnati, OH 45202
C. James Clemens	Assistant Treasurer	One East Fourth Street Cincinnati, OH 45202

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1/25/2000

**INSTRUCTIONS FOR FILING
CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH**

1. Prior to submitting the statement for filing, it is recommended that you call the Corporations Division at (401) 222-3040 to verify that the information required in items 2 and 4 of the preceding form currently appears in the corporate records of the Secretary of State. If the information is inconsistent with the records of this office, the statement will be returned.
2. It is required by law to provide a street address in item 3 of the preceding form in order to provide the public with notice of a physical location at which process, notice or demand required or permitted by law may be served on the registered agent. A statement submitted with a post office box address only will not be accepted for filing.
3. The effective date of the statement shall be the date of filing with the Secretary of State or upon such later date not more than thirty (30) days after such filing, as may be set forth in item 6 of the statement.
4. The statement must be signed on behalf of the corporation by its president or vice president. The president's or vice president's signature must be notarized.
5. The fee for filing the Statement of Change of Registered Office or Registered Agent is \$20.00, and payment should be made payable to the Rhode Island Secretary of State.

NOTE: If a registered agent changes the agent's business address to another place within the state, the agent may change the address and the address of the registered office of any corporation of which the agent is a registered agent by completing the statement below instead of the preceding form, and submitting same for filing with the \$20.00 filing fee made payable to the Rhode Island Secretary of State. Again, it is recommended that you call the Corporations Division prior to submitting the statement to verify that the information required in item 2 below currently appears in the corporate records of the Secretary of State. As required by law, you must provide a street address in item 3 below.

Filing Fee: \$20.00

ID Number: 25837

**STATEMENT OF CHANGE OF REGISTERED OFFICE
BY THE REGISTERED AGENT**

Pursuant to the provisions of Sections 7-1.1-12(d) or 7-1.1-107(d) of the General Laws, 1956, as amended, the undersigned registered agent submits the following statement for the purpose of changing the agent's business address and the address of the registered office of the corporation named herein to another place within the state:

1. The name of the corporation is AMERICAN PREMIER UNDERWRITERS, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
c/o C T Corporation System, 123 Dyer Street, Providence, RI 02903
3. The address of the NEW registered office is:
c/o C T Corporation System, 10 Weybosset Street, Providence, RI 02903
4. The change of address of the registered office shall become effective upon the filing of this statement, or on

(a date not prior to, nor more than 30 days after, filing this statement)

5. A copy of this Statement has been mailed to the corporation.

RECEIVED AND FILED

Date: 10/11/99

C T CORPORATION SYSTEM

Print Name of Registered Agent

OCT 13 1999

Kenneth J. Hus

Signature of Registered Agent

BY MEAS9

Receipt No. 231122

Form No. 600A1303B

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 2. Name of Corporation

25837

American Premier Underwriters, Inc.

3. Street Address Principal Business Office City State Zip
One East Fourth Street, 8th Floor Cincinnati OH 45202

4. Business Phone No. 5. State of Incorporation 6. SIC Code
(513) 579-2171 PENNSYLVANIA 8888

7. Brief Description of the Character of Business Conducted in Rhode Island

Holding Company

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Carl H. Lindner III Street Address One East Fourth Street City State Zip Cincinnati OH 45202	Vice President Name James E. Evans Street Address One East Fourth Street City State Zip Cincinnati OH 45202
--	--

Secretary Name James C. Kennedy Street Address One East Fourth Street City State Zip Cincinnati OH 45202	Treasurer Name Fred J. Runk Street Address One East Fourth Street City State Zip Cincinnati OH 45202
---	---

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Theodore H. Emmerich Street Address 1201 Edgecliff Place #1502 City State Zip Cincinnati OH 45206	Director Name James E. Evans Street Address One East Fourth Street City State Zip Cincinnati OH 45202
Director Name Thomas M. Hunt Street Address 5000 Thanksgiving Tower City State Zip Dallas TX 75201	Director Name Carl H. Lindner Street Address One East Fourth Street City State Zip Cincinnati OH 45202

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
200,000,000	Common	\$1

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
47,000,000	Common	\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trust



* 2 5 8 3 7 *

File Date: Feb 18, 1999

Check No.: 2371

By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert E. Gill 2/12/99
Signature of Officer Date

Robert E. Gill
Print or Type Name of Officer

Vice President-Taxes

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>	<u>Home Address</u>
Theodore H. Emmerich	Director	Retired	1201 Edgecliff Place #1502 Cincinnati, OH 45206
James E. Evans	Director	One East Fourth Street Cincinnati, OH 45202	1707 East McMillan Avenue Cincinnati, OH 45206
Thomas M. Hunt	Director	Hunt Petroleum Corp. 5000 Thanksgiving Tower Dallas, TX 75201	3408 Lovers Lane Dallas, TX 75225
Carl H. Lindner	Director	One East Fourth Street Cincinnati, OH 45202	8555 Shawnee Run Road Cincinnati, OH 45243
Carl H. Lindner III	Director	One East Fourth Street Cincinnati, OH 45202	9450 Whitegate Lane Cincinnati, OH 45243
Keith E. Lindner	Director	250 East Fifth Street Cincinnati, OH 45201	250 East Fifth Street Cincinnati, OH 45201
S. Craig Lindner	Director	One East Fourth Street Cincinnati, OH 45202	7725 Buckingham Road Cincinnati, OH 45243
William R. Martin	Director	Retired	245 46th Avenue St. Petersburg Beach, FL 33706
Carl H. Lindner	Chairman of the Board and Chief Executive Officer	One East Fourth Street Cincinnati, OH 45202	8555 Shawnee Run Road Cincinnati, OH 45243
Carl H. Lindner III	Co-President	One East Fourth Street Cincinnati, OH 45202	9450 Whitegate Lane Cincinnati, OH 45243
Keith E. Lindner	Co-President	250 East Fifth Street Cincinnati, OH 45201	250 East Fifth Street Cincinnati, OH 45201
S. Craig Lindner	Co-President	One East Fourth Street Cincinnati, OH 45202	7725 Buckingham Road Cincinnati, OH 45243
James E. Evans	Senior Vice President and General Counsel	One East Fourth Street Cincinnati, OH 45202	1707 East McMillan Avenue Cincinnati, OH 45206
Thomas E. Mischell	Senior Vice President-Taxes	One East Fourth Street Cincinnati, OH 45202	1551 Moon Valley Lane Cincinnati, OH 45230
Fred J. Runk	Senior Vice President and Treasurer	One East Fourth Street Cincinnati, OH 45202	8175 Given Road Cincinnati, OH 45243

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>	<u>Home Address</u>
Robert F. Amory	Vice President and Controller	580 Walnut Street Cincinnati, OH 45202	8500 Deep Run Lane Cincinnati, OH 45243
John A. Anderson	Vice President	580 Walnut Street Cincinnati, OH 45202	369 Sunny Acres Drive Cincinnati, OH 45255
Kathleen J. Brown	Vice President- Taxes	One East Fourth Street Cincinnati, OH 45202	5791 Beech Grove Lane Cincinnati, OH 45233
Michael L. Cloffi	Vice President and Assistant General Counsel	One East Fourth Street Cincinnati, OH 45202	6555 Adams Lane Cincinnati, OH 45243
Robert E. Gill	Vice President- Taxes	One East Fourth Street Cincinnati, OH 45202	8555 Camargo Road Cincinnati, OH 45243
James C. Kennedy	Vice President, Deputy General Counsel and Secretary	One East Fourth Street Cincinnati, OH 45202	18 Locust Hill Road Cincinnati, OH 45245
Robert H. Ruffing	Vice President and Controller	One East Fourth Street Cincinnati, OH 45202	6174 West Fork Road Cincinnati, OH 45247
Anne N. Watson	Vice President	One East Fourth Street Cincinnati, OH 45202	7355 Avenel Court West Chester, OH 45069
Karl J. Grafe	Asst. General Counsel and Asst. Secretary	One East Fourth Street Cincinnati, OH 45202	1001 Chestnut Lane Cincinnati, OH 45230
C. James Clemens	Assistant Treasurer	One East Fourth Street Cincinnati, OH 45202	7625 Cayuga Drive Cincinnati, OH 45243

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2/3/99



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-13
401-277-30



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1998**
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **25837** 2. Name of Corporation **American Premier Underwriters, Inc.**
3. Street Address Principal Business Office
One East Fourth Street, 8th Floor City **Cincinnati** State **OH** Zip **45202**
4. Business Phone No. **(513) 579-2171** 5. State of Incorporation **PENNSYLVANIA** 6. SIC Code **8888**
7. Brief Description of the Character of Business Conducted in Rhode Island
Holding Company.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **X**

President Name Carl H. Lindner III	Vice President Name James E. Evans
Street Address One East Fourth Street	Street Address One East Fourth Street
City Cincinnati State OH Zip 45202	City Cincinnati State OH Zip 45202
Secretary Name James C. Kennedy	Treasurer Name Fred J. Runk
Street Address One East Fourth Street	Street Address One East Fourth Street
City Cincinnati State OH Zip 45202	City Cincinnati State OH Zip 45202

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **X**

Director Name Theodore H. Emmerich	Director Name James E. Evans
Street Address 1201 Edgecliff Place #1502	Street Address One East Fourth Street
City Cincinnati State OH Zip 45206	City Cincinnati State OH Zip 45202
Director Name Thomas M. Hunt	Director Name Carl H. Lindner
Street Address 5000 Thanksgiving Tower	Street Address One East Fourth Street
City Dallas State TX Zip 75201	City Cincinnati State OH Zip 45202

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
200,000,000	Common	\$1

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES		
Number of Shares	Class/Series	Par Value
47,000,000	Common	\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trust



* 2 5 8 3 7 *

File Date: **2-20-98**
Check No.: **264**
By: **ICP**

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert E. Gill 2/13/98
Signature of Officer Date

Robert E. Gill
Print or Type Name of Officer
Vice President - Taxes

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>	<u>Home Address</u>
Theodore H. Emmerich	Director	Retired	1201 Edgecliff Place #1502 Cincinnati, OH 45206
James E. Evans	Director	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1707 East McMillan Avenue Cincinnati, OH 45206
Thomas M. Hunt	Director	Hunt Petroleum Corp. 5000 Thanksgiving Tower Dallas, TX 75201	3408 Lovers Lane Dallas, TX 75225
Carl H. Lindner	Director	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8555 Shawnee Run Road Cincinnati, OH 45243
Carl H. Lindner III	Director	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	9450 Whitegate Lane Cincinnati, OH 45243
Keith E. Lindner	Director	Chiquita Brands International 250 East Fifth Street Cincinnati, OH 45201	250 East Fifth Street Cincinnati, OH 45201
S. Craig Lindner	Director	American Money Mgmt. Corp. One East Fourth Street Cincinnati, OH 45202	7725 Buckingham Road Cincinnati, OH 45243
William R. Martin	Director	Retired	245 46th Avenue St. Petersburg Beach, FL 33706
Carl H. Lindner	Chairman of the Board and Chief Executive Officer	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8555 Shawnee Run Road Cincinnati, OH 45243
Carl H. Lindner III	Co-President	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	9450 Whitegate Lane Cincinnati, OH 45243
Keith E. Lindner	Co-President	Chiquita Brands International 250 East Fifth Street Cincinnati, OH 45201	250 East Fifth Street Cincinnati, OH 45201
S. Craig Lindner	Co-President	American Money Mgmt. Corp. One East Fourth Street Cincinnati, OH 45202	7725 Buckingham Road Cincinnati, OH 45243

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>	<u>Home Address</u>
James E. Evans	Senior Vice President and General Counsel	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1707 East McMillan Avenue Cincinnati, OH 45206
Thomas E. Mischell	Senior Vice President-Taxes	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1551 Moon Valley Lane Cincinnati, OH 45230
Fred J. Runk	Senior Vice President and Treasurer	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8175 Given Road Cincinnati, OH 45243
Robert F. Amory	Vice President and Controller	Great American Ins. Co. 580 Walnut Street Cincinnati, OH 45202	8500 Deep Run Lane Cincinnati, OH 45243
Michael L. Cioffi	Vice President and Assistant General Counsel	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	6555 Adams Lane Cincinnati, OH 45243
Robert E. Gill	Vice President- Taxes	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	8555 Camargo Road Cincinnati, OH 45243
James C. Kennedy	Deputy General Counsel and Secretary	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	18 Locust Hill Road Cincinnati, OH 45245
Robert H. Ruffing	Controller	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	6174 West Fork Road Cincinnati, OH 45247
Karl J. Grafe	Asst. General Counsel and Asst. Secretary	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1001 Chestnut Lane Cincinnati, OH 45230
C. James Clemens	Assistant Treasurer	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	7625 Cayuga Drive Cincinnati, OH 45243



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3046



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **25837** 2. Name of Corporation **American Premier Underwriters, Inc.**

3. Street Address Principal Business Office **One East Fourth Street, 8th Floor** City **Cincinnati** State **Ohio** Zip **45202**

4. Business Phone No. **(513) 579-2171** 5. State of Incorporation **PENNSYLVANIA** 6. SIC Code **8888**

7. Brief Description of the Character of Business Conducted in Rhode Island

Holding Company.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **X**

President Name Carl H. Lindner III	Vice President Name James E. Evans
Street Address One East Fourth Street	Street Address One East Fourth Street
City State Zip Cincinnati OH 45202	City State Zip Cincinnati OH 45202

Secretary Name James C. Kennedy	Treasurer Name Fred J. Runk
Street Address One East Fourth Street	Street Address One East Fourth Street
City State Zip Cincinnati OH 45202	City State Zip Cincinnati OH 45202

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **X**

Director Name Theodore H. Emmerich	Director Name James E. Evans
Street Address 1201 Edgecliff Place #1502	Street Address One East Fourth Street
City State Zip Cincinnati OH 45202	City State Zip Cincinnati OH 45202

Director Name Thomas M. Hunt	Director Name Carl H. Lindner
Street Address 5000 Thanksgiving Tower	Street Address One East Fourth Street
City State Zip Dallas TX 75201	City State Zip Cincinnati OH 45202

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
200,000,000	Common	\$1	47,000,000	Common	\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 5 8 3 7 *

File Date: 2/24/97

Check No.: 4792

By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Robert E. Gill Date: 2/17/97

Print or Type Name of Officer: Robert E. Gill

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>	<u>Home Address</u>
Theodore H. Emmerich	Director	Retired	1201 Edgecliff Place #1502 Cincinnati, OH 45206
James E. Evans	Director	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1707 East McMillan Avenue Cincinnati, OH 45206
Thomas M. Hunt	Director	Hunt Petroleum Corp. 5000 Thanksgiving Tower Dallas, TX 75201	3408 Lovers Lane Dallas, TX 75225
Carl H. Lindner	Director	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8555 Shawnee Run Road Cincinnati, OH 45243
Carl H. Lindner III	Director	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	9450 Whitegate Lane Cincinnati, OH 45243
Keith E. Lindner	Director	Chiquita Brands International 250 East Fifth Street Cincinnati, OH 45201	250 East Fifth Street Cincinnati, OH 45201
S. Craig Lindner	Director	American Money Mgmt. Corp. One East Fourth Street Cincinnati, OH 45202	7725 Buckingham Road Cincinnati, OH 45243
William R. Martin	Director	Retired	245 46th Avenue St. Petersburg Beach, FL 33706
Carl H. Lindner	Chairman of the Board and Chief Executive Officer	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8555 Shawnee Run Road Cincinnati, OH 45243
Carl H. Lindner III	Co-President	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	9450 Whitegate Lane Cincinnati, OH 45243
Keith E. Lindner	Co-President	Chiquita Brands International 250 East Fifth Street Cincinnati, OH 45201	250 East Fifth Street Cincinnati, OH 45201
S. Craig Lindner	Co-President	American Money Mgmt. Corp. One East Fourth Street Cincinnati, OH 45202	7725 Buckingham Road Cincinnati, OH 45243

AMERICAN PREMIER UNDERWRITERS, INC.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>	<u>Home Address</u>
James E. Evans	Senior Vice President and General Counsel	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1707 East McMillan Avenue Cincinnati, OH 45206
Thomas E. Mischell	Senior Vice President-Taxes	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1551 Moon Valley Lane Cincinnati, OH 45230
Fred J. Runk	Senior Vice President and Treasurer	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8175 Given Road Cincinnati, OH 45243
Robert F. Amory	Vice President and Controller	Great American Ins. Co. 580 Walnut Street Cincinnati, OH 45202	8500 Deep Run Lane Cincinnati, OH 45243
Michael L. Cioffi	Vice President and Assistant General Counsel	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	6555 Adams Lane Cincinnati, OH 45243
Robert E. Gill	Vice President- Taxes	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	8555 Camargo Road Cincinnati, OH 45243
James C. Kennedy	Deputy General Counsel and Secretary	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	18 Locust Hill Road Cincinnati, OH 45245
Robert H. Ruffing	Controller	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	6174 West Fork Road Cincinnati, OH 45247
Karl J. Grafe	Asst. General Counsel and Asst. Secretary	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1001 Chestnut Lane Cincinnati, OH 45230
C. James Clemens	Assistant Treasurer	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	7625 Cayuga Drive Cincinnati, OH 45243

**PROFIT CORPORATION
ANNUAL REPORT**

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-30

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 25837		2. NAME OF CORPORATION American Premier Underwriters, Inc.	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE One East Fourth Street, 8th Floor		CITY Cincinnati	STATE Ohio
4. BUSINESS PHONE NO. (513) 579-2171		5. STATE OF INCORPORATION PENNSYLVANIA	
6. SIC CODE 8888			

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND
Holding Company.

8. NAMES AND ADDRESSES OF THE OFFICERS					
PRESIDENT NAME Carl H. Lindner III			VICE PRESIDENT NAME Neil M. Hahl		
STREET ADDRESS One East Fourth Street			STREET ADDRESS One East Fourth Street		
CITY Cincinnati	STATE OH	ZIP CODE 45202	CITY Cincinnati	STATE OH	ZIP CODE 45202
SECRETARY NAME James C. Kennedy			TREASURER NAME Fred J. Runk		
STREET ADDRESS One East Fourth Street			STREET ADDRESS One East Fourth Street		
CITY Cincinnati	STATE OH	ZIP CODE 45202	CITY Cincinnati	STATE OH	ZIP CODE 45202

9. NAMES AND ADDRESSES OF THE DIRECTORS					
DIRECTOR NAME Theodore H. Emmerich			DIRECTOR NAME James E. Evans		
STREET ADDRESS 1201 Edgecliff Place #1502			STREET ADDRESS One East Fourth Street		
CITY Cincinnati	STATE OH	ZIP CODE 45206	CITY Cincinnati	STATE OH	ZIP CODE 45202
DIRECTOR NAME Thomas M. Hunt			DIRECTOR NAME Carl H. Lindner		
STREET ADDRESS 5000 Thanksgiving Tower			STREET ADDRESS One East Fourth Street		
CITY Dallas	STATE TX	ZIP CODE 75201	CITY Cincinnati	STATE OH	ZIP CODE 45202

10. SHARES AUTHORIZED AND ISSUED					
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
200,000,000	Common	\$1	47,000,000	Common	\$1

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert E. Gill

Signature of Officer

Robert E. Gill
Print or Type Name of Officer

File Date: *2/26/96*
Check No: *1545*
RCW

A=M=E=R-I=C=A=N P=R=E=M-I=E=R U=N=D=E=R=W=R-I=T=E=R=S, I=N=C.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>	<u>Home Address</u>
Theodore H. Emmerich	Director	Retired	1201 Edgecliff Place #1502 Cincinnati, OH 45206
James E. Evans	Director	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1707 East McMillan Avenue Cincinnati, OH 45206
Thomas M. Hunt	Director	Hunt Petroleum Corp. 5000 Thanksgiving Tower Dallas, TX 75201	3408 Lovers Lane Dallas, TX 75225
Carl H. Lindner	Director	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8555 Shawnee Run Road Cincinnati, OH 45243
Carl H. Lindner III	Director	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	9450 Whitegate Lane Cincinnati, OH 45243
Keith E. Lindner	Director	Chiquita Brands International 250 East Fifth Street Cincinnati, OH 45201	250 East Fifth Street Cincinnati, OH 45201
S. Craig Lindner	Director	American Money Mgmt. Corp. One East Fourth Street Cincinnati, OH 45202	7725 Buckingham Road Cincinnati, OH 45243
William R. Martin	Director	Retired	245 46th Avenue St. Petersburg Beach, FL 33706
Alfred W. Martinelli	Director	PC Energy Mgmt. Company 100 Matsonford Road Radnor, PA 19087	269 Glenmoor Road Gladwyne, PA 19035
Carl H. Lindner	Chairman of the Board and Chief Executive Officer	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8555 Shawnee Run Road Cincinnati, OH 45243
Carl H. Lindner III	President and Chief Operating Officer	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	9450 Whitegate Lane Cincinnati, OH 45243
Keith E. Lindner	Vice Chairman of the Board	Chiquita Brands International 250 East Fifth Street Cincinnati, OH 45201	250 East Fifth Street Cincinnati, OH 45201

A=M=E=R=I=C=A=N P=R=E=M=I=E=R U=N=D=E=R=W=R=I=T=E=R=S, I=N=C.

<u>Name</u>	<u>Title</u>	<u>Office Address</u>	<u>Home Address</u>
S. Craig Lindner	Vice Chairman of the Board	American Money Mgmt. Corp. One East Fourth Street Cincinnati, OH 45202	7725 Buckingham Road Cincinnati, OH 45243
Neil M. Hahl	Senior Vice President	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	8180 Ravenswalk Lane Cincinnati, OH 45243
Thomas E. Mischell	Senior Vice President-Taxes	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1551 Moon Valley Lane Cincinnati, OH 45230
Fred J. Runk	Senior Vice President and Treasurer	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	8175 Given Road Cincinnati, OH 45243
Robert F. Amory	Vice President and Controller	Great American Ins. Co. 580 Walnut Street Cincinnati, OH 45202	8500 Deep Run Lane Cincinnati, OH 45243
Michael L. Cioffi	Vice President and Assistant General Counsel	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	6555 Adams Lane Cincinnati, OH 45243
Robert E. Gill	Vice President - Taxes	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	8555 Camargo ^{Road} Lane Cincinnati, OH 45243
James C. Kennedy	Secretary	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	18 Locust Hill Road Cincinnati, OH 45245
Karl J. Grafe	Assistant Secretary	American Financial Corporation One East Fourth Street Cincinnati, OH 45202	1001 Chestnut Lane Cincinnati, OH 45230
Pamela S. Meyers	Assistant Secretary	American Premier Underwriters One East Fourth Street Cincinnati, OH 45202	3633 Carpenters Creek Drive Cincinnati, OH 45241

1/9/96

State of Rhode Island and Providence Plantations
 Office of The Secretary of State
 100 North Main Street
 Providence, Rhode Island 02903-1335
 401-277-3040



ANNUAL REPORT

Please Type or Print
 File Annually - Jan. 1 - March
 Filing Fee \$50.00
 Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0025837

1995

Corporate ID: _____ Annual Report for the year: _____
 American Premier Underwriters, Inc.

Name of Corporation: _____

Business entity organized under the laws of the State of: **Pennsylvania**
 For foreign entity, address and telephone number of principal office:
One East Fourth Street
Cincinnati, OH 45202

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (Sec RIGL Chapter 7-5.1)

Phone: (**513**) **579-6600**

Brief statement of the character of business conducted in Rhode Island:
Holding company.

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
CT Corporation
23 Dyer Street
Providence, RI 02903

Phone: () _____

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
See Attached Rider.			
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
See Attached Rider.			
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
200,000,000	Common	46,282,157	Common

Date **February 21**, 19 **95**

By: Robert E Gill
Robert E. Gill
PRINT OR TYPE NAME OF OFFICER SIGNING
Vice President - Taxes
TITLE OF OFFICER SIGNING

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
 123 DYER STREET
 PROVIDENCE RI 02903

FILED

FEB 27 1995

By: [Signature]
 140328

T·H·E P·E·N·N C·E·N·T·R·A·L C·O·R·P·O·R·A·T·I·O·N

Penn Central Subsidiary: American Premier Underwriters, Inc.

Name	SSN	Title(s)
Alfred W. Martinelli	137-22-1891	Director

Office Address

PC Energy Mgt. Co.
100 Matsonford Road
Radnor, PA 19087

Home Address

269 Glenmoor Road
Gladwyne, PA 19035

Carl H. Lindner III	287-54-8997	Director
---------------------	-------------	----------

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9450 Whitegate Lane
Cincinnati, Ohio 45243

James E. Evans	293-40-2773	Director
----------------	-------------	----------

Office Address

c/o American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

1707 East McMillan Avenue
Cincinnati, Ohio 45206

Penn Central Subsidiary: American Premier Underwriters, Inc.

Name	SSN	Title(s)
Neil M. Hahl	090-40-9556	Director

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Robert W. Olson	156-34-5898	Director
-----------------	-------------	----------

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

S. Craig Lindner	297-54-2545	Director
------------------	-------------	----------

Office Address

American Money Mgt. Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7725 Buckingham Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: American Premier Underwriters, Inc.

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Theodore H. Emmerich	401-30-5995	Director

Office Address

Retired Partner, E & Y

Home Address

1201 Edgecliff Place #1502
Cincinnati, Ohio 45206

Thomas M. Hunt	432-12-4037	Director
----------------	-------------	----------

Office Address

Hunt Petroleum Corp.
5000 Thanksgiving Tower
Dallas, Texas 75201

Home Address

3408 Lovers Lane
Dallas, Texas 75225

William R. Martin	490-30-9493	Director
-------------------	-------------	----------

Office Address

Retired CEO MB Computing Inc.

Home Address

245 46th Avenue
St. Petersburg Beach, FL 33706

Penn Central Subsidiary: American Premier Underwriters, Inc.

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Carl H. Lindner	270-12-3019	Director and Chairman Chief Executive Officer

Office Address

American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Shawnee Run Road
Cincinnati, Ohio 45243

Alfred W. Martinelli	137-22-1891	Vice Chairman
----------------------	-------------	---------------

Office Address

PC Energy Mgt. Co.
100 Matsonford Road
Radnor, PA 19087

Home Address

269 Glenmoor Road
Gladwyne, PA 19035

Carl H. Lindner III	287-54-8997	President and Chief Operating Officer
---------------------	-------------	--

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9450 Whitegate Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: American Premier Underwriters, Inc.

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Neil M. Hahl	090-40-9556	Senior Vice President

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Robert W. Olson	156-34-5898	Senior Vice President, General Counsel
-----------------	-------------	---

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Philip A. Hagel	497-46-2181	Vice President
-----------------	-------------	----------------

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

3672 Beecham Lane
Cincinnati, Ohio 45208

Penn Central Subsidiary: American Premier Underwriters, Inc.

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
R. Bruce Brumbaugh	174-42-9049	Vice President

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7748 Coldstream Woods Drive
Cincinnati, Ohio 45255

Robert E. Gill	156-34-9989	Vice President
----------------	-------------	----------------

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Camargo Road
Cincinnati, Ohio 45243

Robert F. Amory	228-64-6104	Vice President
-----------------	-------------	----------------

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: American Premier Underwriters, Inc.

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Michael L. Cioffi	283-54-3883	Vice President and Assistant General Counsel

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

6555 Adams Lane
Cincinnati, Ohio 45243

Richard A. Carlson	481-56-9168	Vice President and Assistant General Counsel
--------------------	-------------	---

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8 Elmhurst Place
Cincinnati, Ohio 45208

Robert W. Olson	156-34-5898	Secretary
-----------------	-------------	-----------

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: American Premier Underwriters, Inc.

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Philip A. Hagel	497-46-2181	Treasurer

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

3672 Beecham Lane
Cincinnati, Ohio 45208

Robert F. Amory	228-64-6104	Corporate Controller
-----------------	-------------	----------------------

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Pamela S. Meyers	156-44-3379	Assistant Secretary
------------------	-------------	---------------------

Office Address

American Premier Underwriters
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

3633 Carpenters Creek Drive
Cincinnati, Ohio 45241

Report Date: 10/20/94

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

Corporate ID: 0025857 Annual Report for the year: 1994

Name of Business Entity: The Penn Central Corporation

Business entity organized under the laws of the State of: Pennsylvania

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:

One East Fourth Street

Cincinnati, OH 45202

Phone: (513) 579-6600

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

% CT Corporation

123 Dyer Street

Providence, RI 02903

Phone: ()

Business Entity is (check one):

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

The Penn Central Corporation

One East Fourth Street

Cincinnati, OH 45202

Attn: Robert E. Gill, Vice President-Taxes

Brief statement of the character of business conducted in Rhode Island:

Holding Company.

Date of Organization: 4/13/1846

Date of Qualification to do business in Rhode Island (if foreign entity):
10/24/78

THE NAMES OF THE OFFICERS ARE:

CHIEF EXECUTIVE OFFICER OR PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

See Attached Rider.

CHIEF OPERATING OFFICER OR VICE PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

CUSTODIAN OF RECORDS OR SECRETARY (Check One) STREET ADDRESS CITY/STATE ZIP CODE

CHIEF FINANCIAL OFFICER OR TREASURER (Check One) STREET ADDRESS CITY/STATE ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME STREET ADDRESS CITY/STATE ZIP CODE

See Attached Rider.

NAME STREET ADDRESS CITY/STATE ZIP CODE

NAME STREET ADDRESS CITY/STATE ZIP CODE

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER	<u>200,000,000</u>	NUMBER	<u>46,068,162</u>
CLASS	<u>Common</u>	CLASS	<u>Common</u>
SERIES		SERIES	
PAR VALUE OR WITHOUT PAR	<u>1.00</u>	PAR VALUE OR WITHOUT PAR	<u>1.00</u>

Date February 24, 1994

By: Robert E Gill

Robert E. Gill
PRINT OR TYPE NAME OF OFFICER SIGNING

Vice President-Taxes
TITLE OF OFFICER SIGNING

Form 31 1/84

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

By K.C. 134076
MAY 1 1994

CT CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE RI 02903

T·H·E P·E·N·N C·E·N·T·R·A·L C·O·R·P·O·R·A·T·I·O·N

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Alfred W. Martinelli	137-22-1891	Director

Office Address

PC Energy Mgt. Co.
100 Matsonford Road
Radnor, PA 19087

Home Address

269 Glenmoor Road
Gladwyne, PA 19035

Carl H. Lindner III	287-54-8997	Director
---------------------	-------------	----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9450 Whitegate Lane
Cincinnati, Ohio 45243

Hugh F. Culverhouse	264-58-3578	Director
---------------------	-------------	----------

Office Address

Culverhouse & Botts
1408 N. Westshore Blvd.
Tampa, Florida 33607

Home Address

3301 Bayshore Boulevard
Tampa, Florida 33629

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
James E. Evans	293-40-2773	Director

Office Address

c/o American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

1707 East McMillan Avenue
Cincinnati, Ohio 45206

Neil M. Hahl	090-40-9556	Director
--------------	-------------	----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Richard M. Haverland	058-22-8380	Director
----------------------	-------------	----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4575 Willow Hills Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Robert W. Olson	156-34-5898	Director

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

S. Craig Lindner	297-54-2545	Director
------------------	-------------	----------

Office Address

American Money Mgt. Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7725 Buckingham Road
Cincinnati, Ohio 45243

Theodore H. Emmerich	401-30-5995	Director
----------------------	-------------	----------

Office Address

Home Address

1201 Edgecliff Place #1502
Cincinnati, Ohio 45206

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Thomas M. Hunt	432-12-4037	Director

Office Address

Hunt Petroleum Corp.
5000 Thanksgiving Tower
Dallas, Texas 75201

Home Address

3408 Lovers Lane
Dallas, Texas 75225

Carl H. Lindner	270-12-3019	Director and Chairman Chief Executive Officer
-----------------	-------------	--

Office Address

American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Shawnee Run Road
Cincinnati, Ohio 45243

Carl H. Lindner III	287-54-8997	President and Chief Operating Officer
---------------------	-------------	--

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9450 Whitegate Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Richard M. Haverland	058-22-8380	Executive Vice President

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4575 Willow Hills Lane
Cincinnati, Ohio 45243

Neil M. Hahl	090-40-9556	Senior Vice President
--------------	-------------	-----------------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Robert W. Olson	156-34-5898	Senior Vice President, General Counsel
-----------------	-------------	---

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Michael D. Mauer	065-46-9413	Vice President

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

3645 Carpenters Creek Drive
Cincinnati, Ohio 45241

Philip A. Hagel	497-46-2181	Vice President
-----------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

2991 Alpine Terrace
Cincinnati, Ohio 45208

R. Bruce Brumbaugh	174-42-9049	Vice President
--------------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7748 Coldstream Woods Drive
Cincinnati, Ohio 45255

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Robert E. Gill	156-34-9989	Vice President

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Camargo Road
Cincinnati, Ohio 45243

Robert F. Amory	228-64-6104	Vice President
-----------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Michael L. Cioffi	283-54-3883	Vice President and Assistant General Counsel
-------------------	-------------	---

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7711 Kennedy Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Richard A. Carlson	481-56-9168	Vice President and Assistant General Counsel

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8 Elmhurst Place
Cincinnati, Ohio 45208

Robert W. Olson	156-34-5898	Secretary
-----------------	-------------	-----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Philip A. Hagel	497-46-2181	Treasurer
-----------------	-------------	-----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

2991 Alpine Terrace
Cincinnati, Ohio 45208

Penn Central Subsidiary: The Penn Central Corporation

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Robert F. Amory	228-64-6104	Corporate Controller

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Report Date: 2/17/94

ing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

127034

Corporate ID.....0025837..... Annual Report for the year.....1993.....

FIRST: The name of the corporation is.....The Penn Central Corporation.....

SECOND: It is incorporated under the laws of.....Pennsylvania.....

THIRD: Character of business, briefly stated, is.....Holding company.....

FOURTH: If foreign corporation, address of its principal office.....One East Fourth Street, 15th Floor,
Cincinnati, OH 45202.....

FIFTH: Business address in Rhode Island.....% CT Corporation, 123 Dyer Street,
Providence, RI 02903.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
See Attached Rider.	Director	.....
.....	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000,000	Common		1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
45,001,087	Common		1.00

PAID
MAR 01 1993
SECY OF STATE

Dated February 26, 1993

The Penn Central Corporation
(Name of Corporation)

By Robert E. Hill 2/26/93

Title Vice President - Taxes

T·H·E P·E·N·N C·E·N·T·R·A·L C·O·R·P·O·R·A·T·I·O·N

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Alfred W. Martinelli	137-22-1891	Director

Office Address

PC Energy Mgt. Co.
100 Matsonford Road
Radnor, PA 19087

Home Address

269 Glenmoor Road
Gladwyne, PA 19035

Carl H. Lindner III	287-54-8997	Director
---------------------	-------------	----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9450 Whitegate Lane
Cincinnati, Ohio 45243

Hugh F. Culverhouse	264-58-3578	Director
---------------------	-------------	----------

Office Address

Culverhouse & Botts
1408 N. Westshore Blvd.
Tampa, Florida 33607

Home Address

3301 Bayshore Boulevard
Tampa, Florida 33629

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
James E. Evans	293-40-2773	Director

Office Address

c/o American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

1707 East McMillan Avenue
Cincinnati, Ohio 45206

Neil M. Hahl	090-40-9556	Director
--------------	-------------	----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Richard M. Haverland	058-22-8380	Director
----------------------	-------------	----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4575 Willow Hills Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Robert W. Olson	156-34-5898	Director

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

S. Craig Lindner	297-54-2545	Director
------------------	-------------	----------

Office Address

American Money Mgt. Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7725 Buckingham Road
Cincinnati, Ohio 45243

Theodore H. Emmerich	401-30-5995	Director
----------------------	-------------	----------

Office Address

Home Address

1201 Edgecliff Place #1502
Cincinnati, Ohio 45206

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Thomas M. Hunt	432-12-4037	Director

Office Address

Hunt Petroleum Corp.
5000 Thanksgiving Tower
Dallas, Texas 75201

Home Address

3408 Lovers Lane
Dallas, Texas 75225

Carl H. Lindner	270-12-3019	Director and Chairman Chief Executive Officer
-----------------	-------------	--

Office Address

American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Shawnee Run Road
Cincinnati, Ohio 45243

Carl H. Lindner III	287-54-8997	President and Chief Operating Officer
---------------------	-------------	--

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9450 Whitegate Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Richard M. Haverland	058-22-8380	Executive Vice President

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4575 Willow Hills Lane
Cincinnati, Ohio 45243

Neil M. Hahl	090-40-9556	Senior Vice President
--------------	-------------	-----------------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Robert W. Olson	156-34-5898	Senior Vice President, General Counsel
-----------------	-------------	---

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Michael D. Mauer	065-46-9413	Vice President

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

3645 Carpenters Creek Drive
Cincinnati, Ohio 45241

Philip A. Hagel	497-46-2181	Vice President
-----------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

2991 Alpine Terrace
Cincinnati, Ohio 45208

R. Bruce Brumbaugh	174-42-9049	Vice President
--------------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7748 Coldstream Woods Drive
Cincinnati, Ohio 45255

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Robert E. Gill	156-34-9989	Vice President

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Camargo Road
Cincinnati, Ohio 45243

Robert F. Amory	228-64-6104	Vice President
-----------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Michael L. Cioffi	283-54-3883	Vice President and Assistant General Counsel
-------------------	-------------	---

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7711 Kennedy Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Robert W. Olson	156-34-5898	Secretary

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Philip A. Hagel	497-46-2181	Treasurer
-----------------	-------------	-----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

2991 Alpine Terrace
Cincinnati, Ohio 45208

Robert F. Amory	228-64-6104	Corporate Controller
-----------------	-------------	----------------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Report Date: 2/11/93



The Penn Central Corporation

One East Fourth Street
Cincinnati, Ohio 45202
Telephone (513) 579-6600

COPY

DATE: 2/23/93

TO: State of Rhode Island
Corporations Division
100 North Main Street
Providence, Rhode Island 02903

CORPORATION REPORTING: The Penn Central Corporation

TAX RETURN SUBMITTED: Rhode Island Annual Report

PERIOD COVERED: 1993

REMITTANCE ENCLOSED: 50 -

REFUND REQUESTED: -

OVERPAYMENT TO BE APPLIED: -

ALL CORRESPONDENCE REGARDING THE ABOVE RETURN SHOULD BE DIRECTED TO
THE CORPORATE TAX DEPARTMENT AT THE ABOVE ADDRESS. PLEASE ACKNOWLEDGE
RECEIPT OF THE ENCLOSURES BY DATE STAMPING AND RETURNING THE COPY OF
THIS LETTER IN THE STAMPED SELF-ADDRESSED ENVELOPE PROVIDED. THANK
YOU.

Filing Fee \$50.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

SM # 119057

Corporate ID.....0025837.....

Annual Report for the year.....1992.....

FIRST: The name of the corporation is.....The Penn Central Corporation.....

SECOND: It is incorporated under the laws of.....Pennsylvania.....

THIRD: Character of business, briefly stated, is.....Holding Company.....

FOURTH: If foreign corporation, address of its principal office.....One East Fourth Street
Cincinnati OH 45202.....

FIFTH: Business address in Rhode Island.....
46 CT Corp 123 Dyer Street Providence RI 02903.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
See Attached Rider	Director	.....
.....	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000,000	Common	PAID	1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
45,976,794	Common	SEC'Y OF STATE	1.00

Dated Feb 21 19 92

The Penn Central Corporation
(Name of Corporation)

By Robert E. Sill

Title Vice President - Taxes

T·H·E P·E·N·N C·E·N·T·R·A·L C·O·R·P·O·R·A·T·I·O·N

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Alfred W. Martinelli	137-22-1891	Director

Office Address

PC Energy Mgt. Co.
100 Matsonford Road
Radnor, PA 19087

Home Address

269 Glenmoor Road
Gladwyne, PA 19035

Hugh F. Culverhouse	264-58-3578	Director
---------------------	-------------	----------

Office Address

Culverhouse & Botts
1408 N. Westshore Blvd.
Tampa, Florida 33607

Home Address

3301 Bayshore Boulevard
Tampa, Florida 33629

James E. Evans	293-40-2773	Director
----------------	-------------	----------

Office Address

c/o American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

1707 East McMillan Avenue
Cincinnati, Ohio 45206

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
John H. Williams	520-12-5352	Director

Office Address

The Williams Companies
One Williams Center
Tulsa, OK 74172

Home Address

2114 E. 59th Street
Tulsa, OK 74105

Richard M. Haverland	058-22-8380	Director
----------------------	-------------	----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4575 Willow Hills Lane
Cincinnati, Ohio 45243

Ronald F. Walker	272-32-1056	Director
------------------	-------------	----------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9100 Shawnee Run Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
S. Craig Lindner	297-54-2545	Director

Office Address

American Money Mgt. Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7725 Buckingham Road
Cincinnati, Ohio 45243

Theodore H. Emmerich	401-30-5995	Director
----------------------	-------------	----------

Office Address

Home Address

1201 Edgecliff Place #1502
Cincinnati, Ohio 45206

Thomas M. Hunt	432-12-4037	Director
----------------	-------------	----------

Office Address

Hunt Petroleum Corp.
5000 Thanksgiving Tower
Dallas, Texas 75201

Home Address

3408 Lovers Lane
Dallas, Texas 75225

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Carl H. Lindner	270-12-3019	Director and Chairman Chief Executive Officer

Office Address

American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Shawnee Run Road
Cincinnati, Ohio 45243

Ronald F. Walker	272-32-1056	President and Chief Operating Officer
------------------	-------------	--

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9100 Shawnee Run Road
Cincinnati, Ohio 45243

Richard M. Haverland	058-22-8380	Executive Vice President
----------------------	-------------	--------------------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4575 Willow Hills Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
James E. Schwab	288-38-3742	Senior Vice President

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

6675 Wyman Lane
Cincinnati, Ohio 45243

Neil M. Hahl	090-40-9556	Senior Vice President
--------------	-------------	-----------------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Robert W. Olson	156-34-5898	Senior Vice President, General Counsel
-----------------	-------------	---

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
David H. Street	523-52-9946	Senior Vice President- Finance

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

6475 Given Road
Cincinnati, Ohio 45243

Michael D. Mauer	065-46-9413	Vice President
------------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

3645 Carpenters Creek Drive
Cincinnati, Ohio 45241

Philip A. Hagel	497-46-2181	Vice President
-----------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

2991 Alpine Terrace
Cincinnati, Ohio 45208

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
R. Bruce Brumbaugh	174-42-9049	Vice President

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

7748 Coldstream Woods Drive
Cincinnati, Ohio 45255

Robert E. Gill	156-34-9989	Vice President
----------------	-------------	----------------

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Camargo Road
Cincinnati, Ohio 45243

Robert F. Amory	228-64-6104	Vice President
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Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Gregory B. Kenny	106-38-8875	Vice President - Corporate Development

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4945 Burley Hills Drive
Cincinnati, Ohio 45243

Robert J. Siverd	141-38-5732	Vice President- Associate General Counsel
------------------	-------------	--

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8051 Brill Road
Cincinnati, Ohio 45243

Robert W. Olson	156-34-5898	Secretary
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Office Address

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One East Fourth Street
Cincinnati, Ohio 45202

Home Address

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Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Philip A. Hagel	497-46-2181	Treasurer

Office Address

The Penn Central Corp.
One East Fourth Street
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Home Address

2991 Alpine Terrace
Cincinnati, Ohio 45208

Robert F. Amory	228-64-6104	Corporate Controller
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Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Report Date: 6/07/91

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0025837 Annual Report for the year 1991

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Cincinnati, Ohio 45202

FIFTH: Business address in Rhode Island 10 CT Corp 123 Dyer Street Providence RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>See Attached</u>	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>200,000,000</u>	<u>Common</u>		<u>1.00</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>51312929</u>	<u>Common</u>		<u>1.00</u>

Dated February 13 19 91

The Penn Central Corporation
(Name of Corporation)

By Robert E. Hill

Title Vice President - Taxes

PAID
FEB 19 1991
SECY OF STATE

T·H·E P·E·N·N C·E·N·T·R·A·L C·O·R·P·O·R·A·T·I·O·N

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
A. Leon Fergenson	086-07-4900	Director

Office Address

The PCC
1270 Ave of the Americas
New York, New York 10020

Home Address

7 Meadow Place
Larchmont, New York 10538

Alfred W. Martinelli	137-22-1891	Director
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Radnor, PA 19087

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Hugh F. Culverhouse	264-58-3578	Director
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1408 N. Westshore Blvd.
Tampa, Florida 33607

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Penn Central Subsidiary: The Penn Central Corporation

ame	SSN	Title(s)
James E. Evans	293-40-2773	Director

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Cincinnati, Ohio 45206

John H. Williams	520-12-5352	Director
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Office Address

The Williams Companies
One Williams Center
Tulsa, OK 74172

Home Address

2114 E. 59th Street
Tulsa, OK 74105

John W. Ingraham	010-26-2121	Director
------------------	-------------	----------

Office Address

Citibank, N.A.
399 Park Avenue 5th Flr.
New York, New York 10043

Home Address

950 Park Avenue
New York, New York 10028

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Richard Dicker	054-30-9734	Director

Office Address

The PCC
1270 Ave of the Americas
New York, New York 10020

Home Address

79 Griffen Avenue
Scarsdale, New York 10583

Ronald F. Walker	272-32-1056	Director
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Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9100 Shawnee Run Road
Cincinnati, Ohio 45243

S. Craig Lindner	297-54-2545	Director
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One East Fourth Street
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Home Address

7725 Buckingham Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Theodore H. Emmerich	401-30-5995	Director

Office Address

Home Address

9260 Old Indian Hill Road
Cincinnati, Ohio 45243

Thomas M. Hunt

432-12-4037 Director

Office Address

Hunt Petroleum Corp.
5000 Thanksgiving Tower
Dallas, Texas 75201

Home Address

3408 Lovers Lane
Dallas, Texas 75225

Carl H. Lindner

270-12-3019 Director and Chairman
Chief Executive Officer

Office Address

American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Shawnee Run Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Ronald F. Walker	272-32-1056	President and Chief Operating Officer

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9100 Shawnee Run Road
Cincinnati, OHio 45243

James E. Schwab	288-38-3742	Senior Vice President
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Office Address

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Cincinnati, Ohio 45202

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6675 Wyman Lane
Cincinnati, Ohio 45243

Neil M. Hahl	090-40-9556	Senior Vice President
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One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Robert W. Olson	156-34-5898	Senior Vice President, General Counsel

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

David H. Street	523-52-9946	Senior Vice President- Finance
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Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

6475 Given Road
Cincinnati, Ohio 45243

Michael D. Mauer	065-46-9413	Vice President
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Office Address

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One East Fourth Street
Cincinnati, Ohio 45202

Home Address

3645 Carpenters Creek Drive
Cincinnati, Ohio 45241

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Philip A. Hagel	497-46-2181	Vice President & Treasurer

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

2991 Alpine Terrace
Cincinnati, Ohio 45208

R. Bruce Brumbaugh	174-42-9049	Vice President
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Robert E. Gill	156-34-9989	Vice President
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One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Camargo Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Robert F. Amory	228-64-6104	Vice President & Controller

Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Robert J. Siverd	141-38-5732	Vice President- Associate General Counsel
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Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8051 Brill Road
Cincinnati, Ohio 45243

Robert W. Olson	156-34-5898	Secretary
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Office Address

The Penn Central Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID..... 0025837

Annual Report for the year... 1990 *AA*

FIRST: The name of the corporation is..... The Penn Central Corporation

SECOND: It is incorporated under the laws of..... Pennsylvania

THIRD: Character of business, briefly stated, is..... a holding Company

FOURTH: If foreign corporation, address of its principal office..... One East 4th Street,
15th Floor, Cincinnati Ohio 45202

FIFTH: Business address in Rhode Island.....
C/O CT Corporation 123 Dyer Street Providence RI
02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
See Attached	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class
200,000,000	Common

PAID
MAR 12 1990
Series
SECY OF STATE

Par Value
or statement that
shares are without
par value

1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
64,77,171	Common	

Par Value
or statement that
shares are without
par value

1.00

Dated February 8 1990

The Penn Central Corporation
(Name of Corporation)

By Robert E Gill

Title Vice President - Taxes

T·H·E P·E·N·N C·E·N·T·R·A·L C·O·R·P·O·R·A·T·I·O·N

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
A. Leon Fergenson	086-07-4900	Director

Office Address

The PCC
1270 Ave of the Americas
New York, New York 10020

Home Address

7 Meadow Place
Larchmont, New York 10538

Alfred W. Martinelli	137-22-1891	Director
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Office Address

PC Energy Mgt. Co.
100 Matsonford Road
Radnor, PA 19087

Home Address

269 Glenmoor Road
Gladwyne, PA 19035

Hugh F. Culverhouse	264-58-3578	Director
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Office Address **PAID** MAR 02 1990

Culverhouse & Botts **SECRET STATE**
1408 N. Westshore Blvd.
Tampa, Florida 33607

Home Address

3301 Bayshore Boulevard
Tampa, Florida 33629

Penn Central Subsidiary: The Penn Central Corporation

ame	SSN	Title(s)
James E. Evans	293-40-2773	Director

Office Address

c/o American Financial Corp.
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Cincinnati, Ohio 45202

Home Address

1707 East McMillan Avenue
Cincinnati, Ohio 45206

John H. Williams	520-12-5352	Director
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Office Address

The Williams Companies
One Williams Center
Tulsa, OK 74172

Home Address

2114 E. 59th Street
Tulsa, OK 74105

John W. Ingraham	010-26-2121	Director
------------------	-------------	----------

Office Address

Citibank, N.A.
399 Park Avenue 5th Flr.
New York, New York 10043

Home Address

950 Park Avenue
New York, New York 10028

PAID
MAR 12 1940
SECY. OF STATE

Penn Central Subsidiary: The Penn Central Corporation

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Richard Dicker	054-30-9734	Director

Office Address

The PCC
1270 Ave of the Americas
New York, New York 10020

Home Address

79 Griffen Avenue
Scarsdale, New York 10583

Ronald F. Walker	272-32-1056	Director
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Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9100 Shawnee Run Road
Cincinnati, Ohio 45243

S. Craig Lindner	297-54-2545	Director
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Office Address

American Money Mgt. Corp.
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Home Address

7725 Buckingham Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Theodore H. Emmerich	401-30-5995	Director

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Home Address

9260 Old Indian Hill Road
Cincinnati, Ohio 45243

Thomas M. Hunt	432-12-4037	Director
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Hunt Petroleum Corp.
5000 Thanksgiving Tower
Dallas, Texas 75201

Home Address

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Carl H. Lindner	270-12-3019	Director and Chairman Chief Executive Officer
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Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
Ronald F. Walker	272-32-1056	President and Chief Operating Officer

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Neil M. Hahl	090-40-9556	Senior Vice President
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Robert W. Olson	156-34-5898	Senior Vice President, General Counsel
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James E. Schwab	288-38-3742	^{SENIOR} Vice President
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Cincinnati, Ohio 45243

Robert J. Siverd	141-38-5732	Vice President- Associate General Counsel
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Penn Central Subsidiary: The Penn Central Corporation

<u>ame</u>	<u>SSN</u>	<u>Title(s)</u>
Robert W. Olson	156-34-5898	Secretary

Office Address

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Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Philip A. Hagel	497-46-2181	Treasurer
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Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

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2991 Alpine Terrace
Cincinnati, Ohio 45208

Robert F. Amory	228-64-6104	Corporate Controller + ^{VICE} PRESIDENT
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Office Address

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Report Date: 6/13/89

Filing Fee \$15.00

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State of Rhode Island and Providence Plantations

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c/o CT Corporation 111 Westminster Street, Providence RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

.....	Director	.....
.....	Director	.....
.....	Director	.....
See Attached	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200,000,000	Common		1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
69,481,636	Common		1.00

PAID
FEB 21 1989
SECY OF STATE

Dated February 16 19 89

The Penn Central Corporation
(Name of Corporation)

By Robert E. Hill

Title Staff Vice President - Taxes

T·H·E P·E·N·N C·E·N·T·R·A·L C·O·R·P·O·R·A·T·I·O·N

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New York, New York 10028

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Name	SSN	Title(s)
Richard Dicker	054-30-9734	Director

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New York, New York 10020

Home Address

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Scarsdale, New York 10583

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Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Theodore H. Emmerich	401-30-5995	Director

Office Address

Home Address

9260 Old Indian Hill Road
Cincinnati, Ohio 45243

Thomas M. Hunt	432-12-4037	Director
----------------	-------------	----------

Office Address

Hunt Petroleum Corp.
5000 Thanksgiving Tower
Dallas, Texas 75201

Home Address

3408 Lovers Lane
Dallas, Texas 75225

Carl H. Lindner	270-12-3019	Director and Chairman Chief Executive Officer
-----------------	-------------	--

Office Address

American Financial Corp.
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8555 Shawnee Run Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Ronald F. Walker	520-12-5352	President and Chief Operating Officer

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

9100 Shawnee Run Road
Cincinnati, OHio 45243

Neil M. Hahl	Senior Vice President
--------------	-----------------------

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8180 Ravenswalk Lane
Cincinnati, Ohio 45243

Robert W. Olson	Senior Vice President, General Counsel
-----------------	---

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

<u>Name</u>	<u>SSN</u>	<u>Title(s)</u>
David H. Street		Senior Vice President- Finance

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

6475 Given Road
Cincinnati, Ohio 45243

James E. Schwab	Vice President
-----------------	----------------

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

6675 Wyman Lane
Cincinnati, Ohio 45243

Robert J. Siverd	Vice President- Associate General Counsel
------------------	--

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

5530 Miami Road
Cincinnati, Ohio 45243

Penn Central Subsidiary: The Penn Central Corporation

Name	SSN	Title(s)
Robert W. Olson		Secretary

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

4320 Drake Road
Cincinnati, Ohio 45243

Philip A. Hagel		Treasurer
-----------------	--	-----------

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

3666 Willowlea Court
Cincinnati, Ohio 45208

Robert F. Amory		Corporate Controller
-----------------	--	----------------------

Office Address

The PCC
One East Fourth Street
Cincinnati, Ohio 45202

Home Address

8500 Deep Run Lane
Cincinnati, Ohio 45243

Report Date: 12/08/88

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

DJ

Corporate ID 25837 Annual Report for the year 1988

FIRST: The name of the corporation is The Penn Central Corporation

SECOND: It is incorporated under the laws of Pennsylvania

THIRD: Character of business, briefly stated, is A holding company

FOURTH: If foreign corporation, address of its principal office.....

One East Fourth Street, Cincinnati, Ohio 45202

FIFTH: Business address in Rhode Island.....

c/o CT Corporation, 111 Westminster Street, Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

..... Director

..... Director

..... see attached Director

..... President

..... Vice President

..... Secretary

..... Treasurer

PAID

MAR 16 1988

SECY. OF STATE

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000,000	Common		\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
34,912,222	Common		\$1.00

Dated February 18 19 88

The Penn Central Corporation
(Name of Corporation)

By Robert E Hill

(Report must be signed by an officer)

Title Staff Vice President - Taxes

THE PENN CENTRAL CORPORATION

BOARD OF DIRECTORS

Directors Business Address and Telephone Number

Home Address and Telephone Number

CARL H. LINDNER

Chairman and Chief Executive Officer
c/o American Financial Corporation
One East Fourth Street, 2nd Fl.
Cincinnati, OH 45202
(513) 579-2121 - Monitored
24 hours a day

8555 Shawnee Run Road
Cincinnati, OH 45243

RONALD F. WALKER

President and Chief Operating Officer
The Penn Central Corporation
One East Fourth Street, 14th Fl.
Cincinnati, OH 45202
(513) 579-6666

9100 Shawnee Run Road
Cincinnati, OH 45243

Vice Chairman

Great American Insurance Company
580 Walnut Street, 11th Fl.
Cincinnati, OH 45202
(513) 369-5903

BOARD OF DIRECTORS

Directors Business Address and
Telephone Number _____

Home Address and
Telephone Number _____

HUGH F. CULVERHOUSE

Senior Partner
Culverhouse & Botts
1408 N. Westshore Blvd., Suite 908
Tampa, FL 33607
(813) 877-3526

3301 Bayshore Boulevard
Tampa, FL 33629

Telecopier: 813-876-2182

RICHARD DICKER

Director and Consultant
The Penn Central Corporation
245 Park Avenue, 44th Fl.
New York, NY 10167
(212) 599-8115/16

79 Griffen Avenue
Scarsdale, NY 10583

Telecopier: 212-599-8146

JAMES E. EVANS

Vice President and General Counsel
American Financial Corporation
One East Fourth Street, Suite 919
Cincinnati, OH 45202
(513) 579-2536

1707 East McMillan Ave.
Cincinnati, OH 45206

Telecopier: 513-579-2113

BOARD OF DIRECTORS

Directors Business Address and
Telephone Number

Home Address and
Telephone Number

A. LEON FERGENSON

The Penn Central Corporation
245 Park Avenue, 44th Fl.
New York, NY 10167
(212) 599-8253/54

7 Meadow Place
Larchmont, NY 10538

Telecopier: 212-599-8146

THOMAS M. HUNT

President
Hunt Petroleum Corporation
5000 Thanksgiving Tower, 50th Fl.
Dallas, TX 75201
(214) 922-1050

3408 Lovers Lane
Dallas, TX 75225

Telecopier: 214-880-8951

JOHN W. INGRAHAM

Senior Vice President
Citibank, N.A.
399 Park Avenue,
5th Floor, Zone 3
New York, NY 10043
(212) 559-1642

950 Park Avenue,
Apt. 3A
New York, NY 10028

Telecopier: 212-759-3973

BOARD OF DIRECTORS

Directors
Business Address and
Telephone Number

Home Address and
Telephone Number

S. CRAIG LINDNER

Senior Executive Vice President
American Money Management Corp.
One East Fourth Street, 2nd Fl.
Cincinnati, OH 45202
(513) 579-2529

7725 Buckingham Road
Cincinnati, OH 45243

Telecopier: 513-579-2580

ALFRED W. MARTINELLI

Vice Chairman of the Board
c/o Penn Central Energy Management
Company
100 Matsonford Road
Bldg. 5, Suite 445
Radnor, PA 19087
(215) 971-9297

269 Glenmoor Road
Gladwyne, PA 19035

Telecopier: 215-971-9296

JOHN H. WILLIAMS

Consultant
The Williams Companies
One Williams Center, 49-8
Tulsa, OK 74172
(918) 588-2400

2114 E. 59th Street
Tulsa, OK 74105

Telecopier: 918-588-2334

THE PENN CENTRAL CORPORATION

CORPORATE OFFICERS, STAFF VICE PRESIDENTS AND

PRINCIPAL SUBSIDIARY PRESIDENTS

Corporate Officers

Business Address and
Telephone Number

Home Address and
Telephone Number

CARL H. LINDNER
Chairman and Chief
Executive Officer

c/o American Financial Corporation
One East Fourth Street, 2nd Fl.
Cincinnati, OH 45202
(513) 579-2121 - Monitored
24 hours a day

8555 Shawnee Run Road
Cincinnati, OH 45243

Telecopier: 513-579-2580

RONALD F. WALKER
President and Chief
Operating Officer

The Penn Central Corporation
One East Fourth Street, 14th Fl.
Cincinnati, OH 45202
(513) 579-6666

9100 Shawnee Run Road
Cincinnati, OH 45243

Telecopier: 513-579-0108

Vice Chairman
Great American Insurance Company
580 Walnut Street, 11th Fl.
Cincinnati, OH 45202
(513) 369-5903

Telecopier: 513-369-3655

CORPORATE OFFICERS

<u>Corporate Officers</u>	<u>Business Address and Telephone Number</u>	<u>Home Address and Telephone Number</u>
---------------------------	--	--

NEIL M. HAHL Senior Vice President	The Penn Central Corporation One East Fourth Street, 15th Fl. Cincinnati, OH 45202 (513) 579-6644	8180 Ravenswalk Lane Cincinnati, OH 45243
---------------------------------------	--	--

ROBERT W. OLSON Senior Vice President General Counsel and Secretary	The Penn Central Corporation One East Fourth Street, 14th Fl. Cincinnati, OH 45202 (513) 579-6633	1 Lytle Place, Apt. 2011 621 Mehring Way Cincinnati, OH 45202
--	--	--

DAVID H. STREET Senior Vice President - Finance	The Penn Central Corporation One East Fourth Street, 14th Fl. Cincinnati, OH 45202 (513) 579-6677	2365 Madison Road Cincinnati, OH 45208
---	--	---

CORPORATE OFFICERS

Corporate Officers Business Address and Telephone Number

Home Address and Telephone Number

ROBERT J. SIVERD
Vice President -
Associate General
Counsel

The Penn Central Corporation
One East Fourth Street, 14th Fl.
Cincinnati, OH 45202
(513) 579-6688

2374 Madison Road,
Apt. W1G
Cincinnati, OH 45208

ROBERT F. AMORY
Corporate Controller

The Penn Central Corporation
One East Fourth Street, 15th Fl.
Cincinnati, OH 45202
(513) 579-6660

8500 Deep Run Lane
Cincinnati, OH 45243

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....25837..... Annual Report for the year1987.....

FIRST: The name of the corporation is.....The Penn Central Corporation.....

SECOND: It is incorporated under the laws of.....Pennsylvania.....

THIRD: Character of business, briefly stated, is.....Holding Company.....

FOURTH: If foreign corporation, address of its principal office.....
500 West Putnam Avenue, 4th Floor, Greenwich, CT 06836

FIFTH: Business address in Rhode Island.....
c/o CT Corporation System, 111 Westminster Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

.....	Director	.....
.....	Director	.....
SEE ATTACHED LIST	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000,000	Common	-	\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
38,335,406	Common	-	\$1.00

MAR 23 1987
PAID
MAR 11 1987
SEC'Y OF STATE

Dated February 20 19 87

The Penn Central Corporation

(Name of Corporation)

By.....Robert E Hill.....

Title.....Staff Vice President - Taxes.....

(Report must be signed by an officer)

THE PENN CENTRAL CORPORATION

OFFICERS & DIRECTORS LIST

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Alfred W. Martinelli	President & Chief Executive Officer	500 West Putnam Avenue Greenwich, CT 06836
Herbert S. Winokur, Jr.	Sr. Executive Vice President	500 West Putnam Avenue Greenwich, CT 06836
Edward F. Kosnik	Executive Vice President & Chief Financial Officer	500 West Putnam Avenue Greenwich, CT 06836
Francis A. Kareken	Sr. Vice President, General Counsel & Corporate Secretary	500 West Putnam Avenue Greenwich, CT 06836
Neil M. Hahl	Vice President - Accounting & Taxes	500 West Putnam Avenue Greenwich, CT 06836
Douglas P. Klassen	Vice President - Financial Services	500 West Putnam Avenue Greenwich, CT 06836
Stephen H. Meyers	Vice President - Administration	500 West Putnam Avenue Greenwich, CT 06836
Robert W. Olson	Vice President & Deputy General Counsel	500 West Putnam Avenue Greenwich, CT 06836
Frederick W. Rovet	Vice President - Real Estate	245 Park Avenue New York, NY 10167
Robert J. Siverd	Vice President - Litigation	500 West Putnam Avenue Greenwich, CT 06836
David H. Street	Vice President - Finance	500 West Putnam Avenue Greenwich, CT 06836
Robert F. Amory	Corporate Controller	500 West Putnam Avenue Greenwich, CT 06836
Robert C. Schumacher	Treasurer	500 West Putnam Avenue Greenwich, CT 06836

THE PENN CENTRAL CORPORATION
DIRECTORS

Richard Dicker	245 Park Avenue, New York, NY 10167
A. Leon Fergenson	245 Park Avenue, New York, NY 10167
Thomas M. Hunt	5000 Thanksgiving Tower, Dallas, TX 75201
John W. Ingraham	399 Park Avenue, New York, NY 10043
Carl H. Lindner	One East South Street, Cincinnati, OH 45202
Alfred W. Martinelli	500 West Putnam Avenue, Greenwich, CT 06836
Ronald F. Walker	580 Walnut Street, Cincinnati, OH 45202
John H. Williams	One Williams Center - 49-8, Tulsa, OK 74712
Herbert S. Winokur	500 West Putnam Avenue, Greenwich, CT 06836
Edward F. Kosnik	500 West Putnam Avenue, Greenwich, CT 06836
James E. Evans	One East Fourth St., Suite 919, Cincinnati, OH 45202
S. Craig Lindner	One East Fourth Street, Cincinnati, OH 45202

9/10/86

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 25837 Annual Report for the year 1986

FIRST: The name of the corporation is The Penn Central Corporation

SECOND: It is incorporated under the laws of Pennsylvania

THIRD: Character of business, briefly stated, is A Holding Company

FOURTH: If foreign corporation, address of its principal office
500 West Putnam Avenue, 4th Floor, Greenwich, CT 06836

FIFTH: Business address in Rhode Island
c/o CT Corporation, 111 Westminster Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
	Director	
See Attached	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	PAID Series	Par Value or statement that shares are without par value
100,000,000	Common	APR 11 1986	\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	SECY. OF STATE Series	Par Value or statement that shares are without par value
39,069,686	Common	MAY 10 1 1986 [Signature]	\$1.00

Dated February 20 19 86

The Penn Central Corporation
(Name of Corporation)

By Neil M. Hahl

Title Vice President & General Tax Counsel

(Report must be signed by an officer)

THE PENN CENTRAL CORPORATION
BOARD OF DIRECTORS

<u>Directors</u>	<u>Business Address</u>
Richard Dicker	The Penn Central Corporation 245 Park Avenue New York, NY 10167
James E. Evans	American Financial Corp. One East Fourth Street Cincinnati, OH 45202
A. Leon Fergenson	The Penn Central Corporation 245 Park Avenue New York, NY 10167
Thomas M. Hunt	Hunt Petroleum Corporation 5000 Thanksgiving Tower Dallas, TX 75201
John W. Ingraham	Citibank, N.A. 399 Park Avenue New York, NY 10043
Edward F. Kosnik	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Carl H. Lindner	American Financial Corp. One East Fourth Street Cincinnati, OH 45202
S. Craig Lindner	American Money Management Corp. One East Fourth Street Cincinnati, OH 45202
Alfred W. Martinelli	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Howard L. Terry	1600 Marathon Building 600 Jefferson Houston, TX 77002
Ronald F. Walker	Great American Insurance Co. 580 Walnut Street Cincinnati, OH 45202
John H. Williams	The Williams Companies One Williams Center, 49-8 Tulsa, OK 74172
Herbert S. Winokur, Jr.	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836

THE PENN CENTRAL CORPORATION
CORPORATE OFFICERS

Corporate Officers

Business Address

Alfred W. Martinelli President & Chief Executive Officer	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Herbert S. Winokur, Jr. Senior Executive Vice President	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Edward F. Kosnik Executive Vice President & Chief Financial Officer	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Brian F. Billings President - Energy Group	The Penn Central Corporation Galleria Tower One 7130 South Lewis Avenue Tulsa, OK 74136
Charles P. Siess, Jr. President - Marathon Group	Marathon Manufacturing Company 1900 Marathon Building 600 Jefferson Houston, TX 77002
Eugene G. Swartz President - Electronics, Defense & Telecommunications Group	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Francis A. Kareken Senior Vice President, General Counsel and Corporate Secretary	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Ernest R. Varalli Senior Vice President and Controller	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
John F. Mullen Vice President - Accounting	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Robert W. Olson Vice President and Deputy General Counsel	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06836
Frederick W. Rovet Vice President - Real Estate	The Penn Central Corporation 245 Park Avenue New York, NY 10167

PCC Corporate Officers (Cont'd)

David H. Street
Vice President and
Treasurer

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Stephen H. Meyers
Vice President -
Administration

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Neil M. Hahl
Vice President &
General Tax Counsel

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATE ID 25837

Annual Report for the year 1985

FIRST: The name of the corporation is The Penn Central Corporation

SECOND: It is incorporated under the laws of Pennsylvania

THIRD: Character of business, briefly stated, is A Holding Company

FOURTH: If foreign corporation, address of its principal office

500 West Putnam Avenue, 4th Floor, Greenwich, CT 06836

FIFTH: Business address in Rhode Island

c/o CT Corporation, 111 Westminister Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
See Attached	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000,000	Common	-	\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
51,278,493	Common	-	\$1.00

Dated: February 19, 1985 The Penn Central Corporation (Name of Corporation)

RECEIVED MAR 1985

By Neil M. Hall

Title Vice President & General Tax Counsel

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

**THE PENN CENTRAL CORPORATION
BOARD OF DIRECTORS**

Directors

Business Address

Richard Dicker

The Penn Central Corporation
245 Park Avenue
New York, NY 10167

A. Leon Fergenson

The Penn Central Corporation
245 Park Avenue
New York, NY 10167

Alvin Friedman

Friedman & Medalie, P.C.
1899 L. Street, N.W.
Washington, D.C. 20036

Thomas M. Hunt

Hunt Petroleum Corporation
5000 Thanksgiving Tower
Dallas, TX 75201

John W. Ingraham

Citibank, N.A.
399 Park Avenue
New York, NY 10043

Edward F. Kosnik

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Carl H. Lindner

American Financial Corp.
One East Fourth Street
Cincinnati, OH 45202

William F. Ludwig

Morgan Guaranty Trust Co.
23 Wall Street
New York, NY 10015

Thomas M. Macioce

Allied Stores Corporation
1114 Avenue of the Americas
New York, NY 10036

Alfred W. Martinelli

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Board of Directors (Cont'd)

Directors

Business Address

Charles P. Siess, Jr.

Marathon Manufacturing Co.
1900 Marathon Building
600 Jefferson
Houston, TX 77002

Howard L. Terry

1600 Marathon Building
600 Jefferson
Houston, TX 77002

James H. Torrey

CIGNA Corporation
900 Cottage Grove Road
Bloomfield, CT 06002

Ronald F. Walker

Great American Insurance Co.
580 Walnut Street
Cincinnati, OH 45202

John H. Williams

The Williams Companies
One Williams Center, 49-8
Tulsa, OK 74172

Herbert S. Winokur, Jr.

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Gene M. Woodfin

1811 Bering Drive
Suite 230
Houston, TX 77057

THE PENN CENTRAL CORPORATION
CORPORATE OFFICERS

Corporate Officers

Business Address

Alfred W. Martinelli
President & Chief Executive
Officer

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Herbert S. Winokur, Jr.
Senior Executive Vice
President

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Edward F. Kosnik
Executive Vice President
& Chief Financial Officer

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Brian F. Billings
President - Energy Group

The Penn Central Corporation
Galleria Tower One
7130 South Lewis Avenue
Tulsa, OK 74136

Charles P. Siess, Jr.
President - Marathon Group

Marathon Manufacturing Company
1900 Marathon Building
600 Jefferson
Houston, TX 77002

Eugene G. Swartz
President - Electronics,
Defense & Telecommunications
Group

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Francis A. Kareken
Senior Vice President,
General Counsel
and Corporate Secretary

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Ernest R. Varalli
Senior Vice President
and Controller

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Donald R. Kampman
Vice President -
Auditing & Financial
Services

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

John F. Mullen
Vice President - Accounting

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

PCC Corporate Officers (Cont'd)

Corporate Officers

Business Address

Robert W. Olson
Vice President & Deputy
General Counsel

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Frederick W. Rovet
Vice President -
Real Estate

The Penn Central Corporation
245 Park Avenue
New York, NY 10167

David H. Street
Vice President and
Treasurer

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

John D. Gwynn
Vice President - Investments

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Stephen H. Meyers
Vice President - Administration

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Neil M. Hahl
Vice President & General Tax
Counsel

The Penn Central Corporation
500 West Putnam Avenue
Greenwich, CT 06836

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1984

FIRST: The name of the corporation is THE PENN CENTRAL CORPORATION

SECOND: It is incorporated under the laws of PENNSYLVANIA

THIRD: Character of business, briefly stated, is Manufactures products
and supplies services in the areas of electronics and defense,
telecommunications and energy.

FOURTH: If foreign corporation, address of its principal office
245 Park Avenue, New York, New York 10167

FIFTH: Business address in Rhode Island
c/o C T Corporation
111 Westminister Street, Providence, R. I. 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
SEE LISTS ATTACHED	Director	
	Director	
See lists attached	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000,000	Common	--	\$1.00
30,000,000	Preference	First	without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
33,840,489	Common	--	\$1.00
6,645,497	Preference	First	without par value

Dated: 19 84 The Penn Central Corporation

By: *[Signature]*
Title: Vice President & Corporate Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

THE PENN CENTRAL CORPORATION
245 Park Avenue
New York, New York 10167

Board of Directors

Business Address

Herbert S. Winokur, Jr.
The Penn Central Corporation
245 Park Avenue
New York, N.Y. 10167

George M. Crandles
15-15 Radburn Road
Fair Lawn, N. J. 07410

Richard Dicker
The Penn Central Corporation
245 Park Avenue
New York, N.Y. 10167

A. Leon Fergenson
The Penn Central Corporation
245 Park Avenue
New York, N.Y. 10167

Alvin Friedman
Friedman & Medalie, P.C.
1899 L Street, N.W.
Washington, D.C. 20036

Thomas M. Hunt
Hunt Petroleum Corporation
5000 Thanksgiving Tower
Dallas, Texas 75201

John W. Ingraham
Citibank, N.A.
399 Park Avenue
New York, N.Y. 10043

Edward F. Kosnik
The Penn Central Corporation
245 Park Avenue
New York, N.Y. 10167

The Penn Central Corporation
Board of Directors
Page 2

Carl H. Lindner
American Financial Corporation
One East Fourth Street
Cincinnati, Ohio 45202

John H. Williams
The Williams Companies
One Williams Center
Tulsa, Oklahoma 74172

William F. Ludwig
Morgan Guaranty Trust Company
23 Wall Street
New York, N. Y. 10015

Gene M. Woodfin
1811 Bearing Drive
Suite 230
Houston, Texas 77057

Thomas M. Macioce
Allied Stores Corporation
1114 Avenue of the Americas
New York, N.Y. 10036

Alfred W. Martinelli
The Penn Central Corporation
245 Park Avenue
New York, N.Y. 10167

Charles P. Siess
Marathon Manufacturing Co.
1900 Marathon Building
600 Jefferson
Houston, Texas 77002

Howard L. Terry
1600 Marathon Building
600 Jefferson
Houston, Texas 77002

James H. Torrey
CIGNA Corporation
Hartford, Connecticut 06152

Ronald F. Walker
Great American Insurance Co.
580 Walnut Street
Cincinnati, Ohio 45202

THE PENN CENTRAL CORPORATION
CORPORATE OFFICERS

<u>Corporate Officers</u>	<u>Business Address & Telephone Number</u>
ALFRED W. MARTINELLI President & Chief Executive Officer (wife: Aline)	The Penn Central Corporation 245 Park Avenue - 44th Fl. New York, NY 10167 (212) 599-8112/13 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5202/5203
HERBERT S. WINOKUR, JR. Sr. Executive Vice President (wife: Deanne)	The Penn Central Corporation 245 Park Avenue - 44th Fl. New York, NY 10167 (212) 599-5373/74 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5210
EDWARD F. KOSNIK Executive Vice President & Chief Financial Officer (wife: Kay)	The Penn Central Corporation 245 Park Avenue - 44th Fl. New York, NY 10167 (212) 599-5377/78 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5159
FRANCIS A. KAREKEN Sr. Vice President and General Counsel (wife: Peggy)	The Penn Central Corporation 245 Park Avenue - 44th Fl. New York, NY 10167 (212) 599-8103/04 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5040

PCC Corporate Officers (Cont'd)

<u>Corporate Officers</u>	<u>Business Address & Telephone Number</u>
ERNEST R. VARALLI Sr. Vice President and Controller (wife: Peggy)	The Penn Central Corporation 245 Park Avenue - 44th Fl. New York, NY 10167 (212) 599-8109/10 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5205
RICHARD W. BALLANTINE Vice President and Treasurer (wife: Molly)	The Penn Central Corporation 245 Park Avenue - 44th Fl. New York, NY 10167 (212) 599-8142/43 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5300
EDWARD L. CLAYPOLE Vice President- Sales & Engineering/ Rail Properties (wife: Maxine)	The Penn Central Corporation Suite 2900 IVB Building 1700 Market Street Philadelphia, PA 19103 (215) 972-3097
ROBERT J. FAHEY Vice President and Corporate Secretary (wife: Mary)	The Penn Central Corporation 245 Park Avenue - 20th Fl. New York, NY 10167 (212) 599-8106/07 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5479
E. JOSEPH HOCHREITER Vice President- Corporate Development (wife: Judy)	The Penn Central Corporation 245 Park Avenue - 18th Fl. New York, NY 10167 (212) 599-8318 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5388

PCC Corporate Officers (Cont'd)

<u>Corporate Officers</u>	<u>Business Address & Telephone Number</u>
DONALD R. KAMPMAN Vice President- Auditing & Financial Services (wife: Dolores)	The Penn Central Corporation 500 West Putnam Avenue Greenwich, CT 06830 (203) 629-5217
PETER A. MICHEL Vice President- Business & Market Development (wife: Mary Jay)	The Penn Central Corporation 245 Park Avenue - 18th Fl. New York, NY 10167 (212) 599-8007 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5310
JOHN F. MULLEN Vice President- Accounting (wife: Carol)	The Penn Central Corporation 245 Park Avenue - 44th Fl. New York, NY 10167 (212) 599-8074
WILLIAM M. NUCKOLS Vice President- Business Planning & Analysis (wife: Joy)	The Penn Central Corporation 245 Park Avenue - 18th Fl. New York, NY 10167 (212) 599-8036 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5174
ROBERT W. OLSON Vice President & Deputy General Counsel (wife: Carol)	The Penn Central Corporation 245 Park Avenue - 20th Fl. New York, NY 10167 (212) 599-8067 The Penn Central Corporation 500 West Putnam Ave. - 4th Fl. Greenwich, CT 06830 (203) 629-5284

PCC Corporate Officers (Cont'd)

<u>Corporate Officers</u>	<u>Business Address & Telephone Number</u>
<hr/> KEITH M. PERKINS Vice President- Public Affairs (wife: Roberta)	<hr/> The Penn Central Corporation 245 Park Avenue - 20th Fl. New York, NY 10167 (212) 599-8056
<hr/> FREDERICK W. ROVET Vice President- Real Estate (wife: Mary)	<hr/> The Penn Central Corporation 245 Park Avenue - 20th Fl. New York, NY 10167 (212) 599-8140

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1983

FIRST: The name of the corporation is The Penn Central Corporation

SECOND: It is incorporated under the laws of Pennsylvania

THIRD: Character of business, briefly stated, is Manufactures products and supplies services in the following areas; electronics & defense, telecommunications, energy, natural resources and property.

FOURTH: If foreign corporation, address of its principal office
245 Park Ave., New York, NY 10167

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) c/o C T Corporation 111 Westminister St., Providence, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
SEE	Director	
LIST	Director	
ATTACHED	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
30,000,000	Preference	-	without par value
100,000,000	Common	-	\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
6,645,984	Preference	First	without par value
30,390,853	Common	-	\$1.00

Dated: May 20 1983 The Penn Central Corporation

(Name of Corporation)
[Signature]
By
Title Senior Assistant Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

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9122A14...110081

THE PENN CENTRAL CORPORATION
CORPORATE OFFICERS

Corporate Officers Business Address &
Telephone Number

RICHARD DICKER The Penn Central Corporation
Chairman of the Board 245 Park Avenue - 19th Floor
New York, NY 10167
(wife: Vivian) (212) 599-8115/16

ALFRED W. MARTINELLI The Penn Central Corporation
President & CEO 245 Park Avenue - 44th Floor
New York, NY 10167
(wife: Aline) (212) 599-8112/13

CHARLES E. COBB, JR. The Penn Central Corporation
Sr. Executive Vice 245 Park Avenue - 44th Floor
President & Chief New York, NY 10167
Operating Officer (212) 599-8124/25
(wife: Sue)

JOHN C. HARNED The Penn Central Corporation
Executive Vice 245 Park Avenue - 44th Floor
President & Chief New York, NY 10167
Financial Officer (212) 599-5379/80
(wife: Jill)

FRANCIS A. KAREKEN The Penn Central Corporation
Senior Vice President 245 Park Avenue - 44th Floor
and General Counsel New York, NY 10167
(212) 599-8103/04
(wife: Peggy)

PCC Corporate Officers (Cont'd)

<u>Corporate Officers</u>	<u>Business Address & Telephone Number</u>
---------------------------	--

LARRY G. MORRIS Sr. Vice President- Administration (wife: Janet)	The Penn Central Corporation 245 Park Avenue - 44th Floor New York, NY 10167 (212) 599-5373/74
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ERNEST R. VARALLI Sr. Vice President & Controller (wife: Peggy)	The Penn Central Corporation 245 Park Avenue - 44th Floor New York, NY 10167 (212) 599-8109/10
--	---

RICHARD W. BALLANTINE Vice President and Treasurer (wife: Molly)	The Penn Central Corporation 245 Park Avenue - 19th Floor New York, NY 10167 (212) 599-8142/43
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EDWARD L. CLAYPOLE Vice President- Sales & Engineering/ Rail Properties (wife: Maxine)	The Penn Central Corporation Suite 3234 IVB Building 1700 Market Street Philadelphia, PA 19103 (215) 972-3097
--	---

PCC Corporate Officers (Cont'd)

<u>Corporate Officers</u>	<u>Business Address & Telephone Number</u>
ROBERT J. FAHEY Vice President and Corporate Secretary (wife: Mary)	The Penn Central Corporation 245 Park Avenue - 20th Floor New York, NY 10167 (212) 599) 8106/07
E. JOSEPH HOCHREITER Vice President- Corporate Development (wife: Judy)	The Penn Central Corporation 245 Park Avenue - 18th Floor New York, NY 10167 (212) 599-8318
DONALD R. KAMPMAN Vice President- Auditing & Financial (wife: Dolores)	The Penn Central Corporation c/o GK Technologies, Inc. 500 West Putnam Avenue Greenwich, CT 06830 (203) 629-5217
PETER A. MICHEL Vice President- Strategic Planning (wife: Mary Jay)	The Penn Central Corporation 245 Park Avenue - 18th Floor New York, NY 10167 (212) 599-8007
JOHN F. MULLEN Vice President- Accounting (wife: Carol)	The Penn Central Corporation 245 Park Avenue - 44th Floor New York, NY 10167 (212) 599-8074

PCC Corporate Officers (Cont'd)

<u>Corporate Officers</u>	<u>Business Address & Telephone Number</u>
---------------------------	--

WILLIAM M. NUCKOLS
Vice President-
Business Planning
& Analysis

The Penn Central Corporation
245 Park Avenue - 18th Floor
New York, NY 10167
(212) 599-8036

(wife: Joy)

ROBERT W. OLSON
Vice President and
Deputy General
Counsel

The Penn Central Corporation
245 Park Avenue - 20th Floor
New York, NY 10167
(212) 599-8067

(wife: Carol)

KEITH M. PERKINS
Vice President-
Public Affairs

The Penn Central Corporation
245 Park Avenue - 20th Floor
New York, NY 10167
(212) 599-8056

(wife: Roberta)

FREDERICK W. ROVET
Vice President-
Real Estate

The Penn Central Corporation
245 Park Avenue - 20th Floor
New York, NY 10167
(212) 599-8140

(wife: Mary)

THE PENN CENTRAL CORPORATION
OPERATING GROUP PRESIDENTS

<u>Group Presidents</u>	<u>Business Address & Telephone Number</u>
-------------------------	--

BRIAN F. BILLINGS President - Penn Central Energy Group	Buckeye Gas Products P.O. Box 3478 Tulsa, OK 74101 (918) 581-8888
--	--

(wife: Delores)

EDWARD F. KOSNIK President - Penn Central Properties Group	The Penn Central Corporation 245 Park Avenue - 44th Floor New York, NY 10167 (212) 599-5377/78
---	---

(wife: Kay)

CHARLES P. SISS, JR. President - Marathon Group	Marathon Manufacturing Company 1900 Marathon Building 600 Jefferson Houston, TX 77002 (713) 659-7444 Pvt. (713) 659-8586
---	---

(wife: Jean)

EUGENE G. SWARTZ President - Electronics and Defense Group	GK Technologies, Inc. 500 West Putnam Avenue Greenwich, CT 06830 (203) 629-3780
--	--

(wife: Peg)

Board of Directors (Cont'd)

Directors Business Address &
Telephone Number

THOMAS M. HUNT
President
Hunt Petroleum Corporation
2800 Thanksgiving Tower
1601 Elm Street
Dallas, TX 75201
(214) 573-8463

JOHN W. INGRAHAM
Senior Vice President
Citibank, N.A.
399 Park Avenue
New York, NY 10022
(212) 559-6783

RALPH E. KENT
Suite 2504
277 Park Avenue
New York, NY 10172
(212) 759-3393
(wife: Betty)

Board of Directors (Cont'd)

<u>Directors</u>	<u>Business Address & Telephone Number</u>
------------------	--

CARL H. LINDNER

(wife: Edith)

Chairman of the Board
American Financial Corp.
One East Fourth St. - 2nd Fl.
Cincinnati, OH 45202
(513) 579-2121 - # Monitored
24 hrs. a day

WILLIAM F. LUDWIG

(wife: Gaye McIntosh)

Vice President
Morgan Guaranty Trust Co.
23 Wall Street - 7th Fl.
New York, NY 10015
(212) 483-2025

THOMAS M. MACIOCE

(wife: Paula)

President & CEO
Allied Stores Corporation
1114 Ave. of the Americas
New York, NY 10036
(212) 764-2500

ALFRED W. MARTINELLI

(wife: Aline)

President & CEO
The Penn Central Corporation
245 Park Avenue - 44th Floor
New York, NY 10167
(212) 599-8112/13

CHARLES P. SISS, JR.

(wife: Jean)

President and CEO
Marathon Manufacturing Co.
1900 Marathon Building
600 Jefferson
Houston, TX 77002
(713) 659-7444
Pvt. (713) 659-8586

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1982

FIRST: The name of the corporation is The Penn Central Corporation

SECOND: It is incorporated under the laws of Pennsylvania

THIRD: Character of business, briefly stated, is Managing and disposing of substantially all of the Company's tangible business assets in the State of Rhode Island

FOURTH: If foreign corporation, address of its principal office

245 Park Avenue, New York, New York 10167

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) c/o C T Corporation 111 Westminster St., Providence, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
SEE	Director	
ATTACHED	Director	
LIST	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
30,000,000	Preference	-	No par
100,000,000	Common	-	\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
6,646,182	Preference	1st Series	No par
18,515,521	Common	-	\$1.00

Dated: Feb 26 19 82

The Penn Central Corporation
(Name of Corporation)

By [Signature]
Title Senior Assistant Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 77-3040

APR 21 1982
HD

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT
OF

THE PENN CENTRAL CORPORATION

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is

SECOND: It is incorporated under the laws of Pennsylvania

THIRD: The address of its registered office in Rhode Island is

111 Westminster Street, Providence, R.I. 02903

and the name of its registered agent in Rhode Island at such address is

C. T. Corporation System

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is 1700 Market Street

Philadelphia, PA 19103

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Managing and disposing of substantially all the company's tangible business assets in Rhode Island.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
.....	Director	.....
.....	Director	.....
(See List Attached)	Director	.....
.....	Director	.....
.....	Director	.....
.....	Director	.....
.....	Président	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
40,000,000	Common	-	1.00
30,000,000	Preferred	A & B	20.00
6,646,182	Preferred	\$5.27 Special Convertible 1st Series	No Par

APR 7 1981
[Signature]

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
18,131,412	Common	-	\$ 1.00
1,649,714	Preferred	A	\$20.00
24,436,751	Preferred	B	\$20.00
6,646,182	Preferred	1st Series	No Par

Dated March 1, 1981 The Penn Central Corporation

(NAME OF CORPORATION)

By 

Its Sr. Assistant Secretary

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

THE PENN CENTRAL CORPORATION

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is The Penn Central Corporation

SECOND: It is incorporated under the laws of Pennsylvania

THIRD: The address of its registered office in Rhode Island is The Prentice-Hall Corporation System, Inc.

and the name of its registered agent in Rhode Island at such address is 1010 Hospital Trust Building, 15 Westminster St., Providence, Rhode Island 02903

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is 1700 Market Street, Philadelphia, PA 19103

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Managing and disposing of substantially all the company's tangible business assets in Rhode Island

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
.....	Director	.....
.....	Director	.....
.....	Director	.....
(SEE LIST ATTACHED)	Director	.....
.....	Director	.....
.....	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
40,000,000	Common	79 -	\$ 1.00
30,000,000	Preferred	A & B	\$20.00

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SEP 18 1979

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

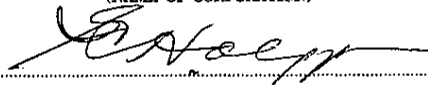
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
23,394,887	Common	-	\$ 1.00
1,716,850	Preferred	A	\$20.00
26,185,750	Preferred	B	\$20.00

Dated as of March, 1979

THE PENN CENTRAL CORPORATION

(NAME OF CORPORATION)

By



Its Secretary