



State of Rhode Island  
and Providence Plantations  
Office of the Secretary of State

A. Ralph Mollis, Secretary of State  
Corporations Division  
148 W. River Street  
Providence, RI 02904-2615  
401.222.3040

## PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2008

Filing Period: January 1 - March 1 • Filing Fee: \$50.00\* THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK  
\* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

|                                                                                                                                               |              |                                                             |                                                                                                                       |              |              |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|--------------|--------------|
| 1. Corporate ID No.<br>80269                                                                                                                  |              | 2. Name of Corporation<br>FedEx Ground Package System, Inc. |                                                                                                                       |              |              |
| 3. Street Address Principal Business Office<br>1000 FedEx Drive                                                                               |              |                                                             | City<br>Moon Township                                                                                                 | State<br>PA  | Zip<br>15108 |
| 4. Business Phone No.<br>412-269-1000                                                                                                         |              | 5. State of Incorporation<br>Delaware                       |                                                                                                                       |              |              |
| 6. Brief Description of the Character of Business Conducted in Rhode Island<br>Small package pickup and delivery                              |              |                                                             |                                                                                                                       |              |              |
| 7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS  |              |                                                             |                                                                                                                       |              |              |
| President Name<br>David F. Rebholz                                                                                                            |              |                                                             | Vice President Name<br>Rodger G. Marticke                                                                             |              |              |
| Street Address<br>1000 FedEx Drive                                                                                                            |              |                                                             | Street Address<br>1000 FedEx Drive                                                                                    |              |              |
| City<br>Moon Township                                                                                                                         | State<br>PA  | Zip<br>15108                                                | City<br>Moon Township                                                                                                 | State<br>PA  | Zip<br>15108 |
| Secretary Name<br>Robert T. Molinet                                                                                                           |              |                                                             | Treasurer Name<br>Gretchen G. Smarto                                                                                  |              |              |
| Street Address<br>942 S. Shady Grove Rd.                                                                                                      |              |                                                             | Street Address<br>1000 FedEx Drive                                                                                    |              |              |
| City<br>Memphis                                                                                                                               | State<br>TN  | Zip<br>38120                                                | City<br>Moon Township                                                                                                 | State<br>PA  | Zip<br>15108 |
| 8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS |              |                                                             |                                                                                                                       |              |              |
| Director Name<br>Frederick W. Smith                                                                                                           |              |                                                             | Director Name<br>Robert B. Carter                                                                                     |              |              |
| Street Address<br>942 S. Shady Grove Rd.                                                                                                      |              |                                                             | Street Address<br>942 S. Shady Grove Rd.                                                                              |              |              |
| City<br>Memphis                                                                                                                               | State<br>TN  | Zip<br>38120                                                | City<br>Memphis                                                                                                       | State<br>TN  | Zip<br>38120 |
| Director Name<br>T. Michael Glenn                                                                                                             |              |                                                             | Director Name<br>Alan B. Graf, Jr.                                                                                    |              |              |
| Street Address<br>942 S. Shady Grove Rd.                                                                                                      |              |                                                             | Street Address<br>942 S. Shady Grove Rd.                                                                              |              |              |
| City<br>Memphis                                                                                                                               | State<br>TN  | Zip<br>38120                                                | City<br>Memphis                                                                                                       | State<br>TN  | Zip<br>38120 |
| 9. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/><br>AUTHORIZED SHARES                                                   |              |                                                             | 10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/><br>ISSUED SHARES — THIS SECTION MUST BE COMPLETED |              |              |
| Number of Shares                                                                                                                              | Class/Series | Par Value                                                   | Number of Shares                                                                                                      | Class/Series | Par Value    |
| 1,000                                                                                                                                         | Common       | No Par Value                                                | 1,000                                                                                                                 | Common       | No Par Value |
|                                                                                                                                               |              |                                                             |                                                                                                                       |              |              |

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the 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.

Heidi K Bartholomew 2/18/08  
Signature Date

Heidi K. Bartholomew

Print or Type Name

VP & Controller

Title

|                                 |              |
|---------------------------------|--------------|
| File Date                       | FILED        |
| Check No.                       | FEB 21 2008  |
| By                              | By 169400 21 |
| FOR SECRETARY OF STATE USE ONLY |              |

**FedEx Ground Package System, Inc.  
1000 FedEx Drive  
Moon Township, PA 15108**

**Officers & Directors of the Corporation**

| <b>Name</b>                   | <b>Title(s)</b>                                                                           | <b>Business Address</b>                     |
|-------------------------------|-------------------------------------------------------------------------------------------|---------------------------------------------|
| Frederick W. Smith (Chairman) | Director                                                                                  | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| Robert B. Carter              | Director                                                                                  | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| T. Michael Glenn              | Director                                                                                  | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| Alan B. Graf, Jr.             | Director                                                                                  | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| Christine P. Richards         | Director                                                                                  | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| David F. Rebholz              | President & CEO<br>Officer & Director                                                     | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Rodger G. Marticke            | Exec. Vice President & COO<br>Officer & Director                                          | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Henry J. Maier                | Sr. Vice President, Strategic Planning, Quality<br>Management and Communications, Officer | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Clifford P. Johnson           | Sr. VP, General Counsel & Assistant Secretary<br>Officer                                  | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Paul S. Callahan              | Sr. VP, Contractor Relations<br>Officer                                                   | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| John F. Hiltz                 | VP, Western Division<br>Officer                                                           | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Severn T. McMurtry            | VP, P&D and Linehaul Engineering<br>Officer                                               | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Scott L. Ray                  | VP, Eastern Division<br>Officer                                                           | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Shannon A. Brown              | Sr. VP, Human Resources<br>Officer                                                        | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Ronald E. Joseph              | Sr. VP, Linehaul, Safety & Maintenance<br>Officer                                         | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Stephen J. Handy              | Sr. VP, Operations Planning and Engineering<br>and Chief Learning Officer, Officer        | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Gretchen G. Smarto            | Sr. VP, Finance & Administration, CFO & Treasurer<br>Officer                              | 1000 FedEx Drive<br>Moon Township, PA 15108 |

**FILED**

**FEB 21 2008**

By TD 80269  
CR 1694002

**FedEx Ground Package System, Inc.  
1000 FedEx Drive  
Moon Township, PA 15108**

**Officers & Directors of the Corporation**

| <b>Name</b>          | <b>Title(s)</b>                                                   | <b>Business Address</b>                     |
|----------------------|-------------------------------------------------------------------|---------------------------------------------|
| Heidi K. Bartholomew | VP & Controller<br>Officer                                        | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Michael P. Mannion   | Sr. VP, Terminal Operations<br>Officer                            | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| John C. Payne        | VP, Linehaul<br>Officer                                           | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Vince M. Hamilton    | VP, Home Delivery<br>Officer                                      | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Kenneth J. Spangler  | Sr. VP, Information Technology & CIO<br>Officer                   | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Roman M. Hlutkowsky  | VP, Operation Technology & System Support<br>Officer              | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Douglas E. Knoch     | VP, Strategic Projects<br>Officer                                 | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Robert T. Molinet    | Secretary<br>Officer                                              | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| Michael D. Fryt      | Assistant Treasurer<br>Officer                                    | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| Robert L. Brown      | Assistant Treasurer<br>Officer                                    | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| Hugh A. Skinner      | Assistant Treasurer<br>Officer                                    | 942 S. Shady Grove Rd<br>Memphis, TN 38120  |
| Robert E. Holcombe   | VP, Southern Division<br>Officer                                  | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| James T. Primm       | VP, Central Division<br>Officer                                   | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Sandra M. McCurdy    | VP, Finance<br>Officer                                            | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Denise A. Sabolcik   | VP, Applications Development & Information<br>Technology, Officer | 1000 FedEx Drive<br>Moon Township, PA 15108 |
| Jeffrey L. Roemer    | VP, Applications Development & Information<br>Technology, Officer | 1000 FedEx Drive<br>Moon Township, PA 15108 |

**FILED**

**FEB 21 2008**

By ED 80269  
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