



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

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

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.

ANNUAL REPORT YEAR: 2012

1. Corporate ID No. 000144631

2. Name of Corporation ASQ Payroll Inc.

3. Street Address Principal Business Office:

No. and Street: 401 SOUTH FOURTH STREET, SUITE 1900

City or Town: LOUISVILLE

State: KY Zip: 40202 Country: USA

4. Business Phone No.

5027794700

5. State of Incorporation

State: DE

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

PAYROLL

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

| Title | Individual Name First, Middle, Last, Suffix | Address Address, City or Town, State, Zip Code, Country |
|-------------------------------------|---|---|
| CFO | MARK D JESSEE | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| CHIEF OPERATING OFFICER | JULIE HARDING | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| SR. VP, GENERAL COUNSEL & SECRETARY | W. BRYAN HUDSON | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| CEO & DIRECTOR | JOHN A MOORE | 30 ROCKEFELLER PLAZA, 50TH FLOOR NEW YORK, NY 10020 USA |
| VP AND CONTROLLER | KELLY LANHAM | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| ASST SECRETARY | LISA ANN CONRAD | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| ASST SECRETARY | MICHAEL E MOAD | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| SR VP REDEVELOPMENT | MARK A ALEXANDER | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| VP AND CONTROLLER | KELLY LANHAM | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| EXECUTIVE VICE PRESIDENT | JOSEPH D. KASMAN | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| CHIEF INVESTMENT OFFICER | FREDRICK C. ATLAS | 401 SOUTH 4TH STREET, SUITE 1900 LOUISVILLE, KY 40202 USA |
| DIRECTOR | DOUGLAS N. WELLS | 50 ROCKEFELLER PLAZA, 50TH FLOOR NEW YORK, NY 10020 USA |
| DIRECTOR | MATTHEW J LUSTIG | 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 USA |

8. Shares Authorized and Issued

| Class of Stock | Series of Stock | Par Value Per Share | Total Authorized Shares <i>Number of Shares</i> | Total Issued and Outstanding <i>Num of Shares</i> |
|----------------|-----------------|---------------------|--|--|
| CWP | | \$0.0100 | 100.00 | 100 |

9. 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.

Signed this 4 Day of June, 2012 at 2:53:56 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By W. BRYAN HUDSON
Signature of Authorized Representative of the Corporation

SR. VP, GENERAL COUNSEL AND SECRETARY

Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07

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