



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. 23251		2. Name of Corporation THE REYNOLDS AND REYNOLDS COMPANY			
3. Street Address: Principal Business Office ONE REYNOLDS WAY			City KETTERING	State OH	Zip 45430
4. Business Phone No. (937) 485-2784		5. State of Incorporation OHIO			6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island SALE OF BUSINESS FORMS AND EDP EQUIPMENT					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name FINBAR O'NEILL			Vice President Name DALE L. MEDFORD		
Street Address ONE REYNOLDS WAY			Street Address ONE REYNOLDS WAY		
City KETTERING	State OH	Zip 45430	City KETTERING	State OH	Zip 45430
Secretary Name DOUGLAS M. VENTURA			Treasurer Name MICHAEL J. GAPINSKI		
Street Address ONE REYNOLDS WAY			Street Address ONE REYNOLDS WAY		
City KETTERING	State OH	Zip 45430	City KETTERING	State OH	Zip 45430
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name FINBAR O'NEILL			Director Name DALE L. MEDFORD		
Street Address ONE REYNOLDS WAY			Street Address ONE REYNOLDS WAY		
City KETTERING	State OH	Zip 45430	City KETTERING	State OH	Zip 45430
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES					
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
340,000,000	NO PAR VALUE		64,126,000	CLASS A	NO PAR
			14,000,000	CLASS B	NO PAR
11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
ISSUED SHARES					

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



23251

File Date 2-14-05
Check No. 194216
By: LB
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 of Officer Alan B. Grodrian Date 2/9/05
Print or Type Name of Officer Alan B. Grodrian
Assistant Secretary
Title of Officer

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>PHILIP A. ODEEN</u> 11050 Turtle Beach Road, Unit C202 North Palm Beach, FL 33408	Director and Acting Chief Executive Officer	One Reynolds Way Dayton, OH 45430
* <u>DALE L. MEDFORD</u> 2312 Annandale Place Beavercreek, OH 45385-9124	Executive Vice President, Chief Financial Officer, and Chief Administrative Officer	One Reynolds Way Dayton, OH 45430
<u>DOUGLAS M. VENTURA</u> 3396 Surrey Lane Mason, OH 45040	Acting Executive Vice President of Operations, General Counsel and Secretary	One Reynolds Way Dayton, OH 45430
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court West Chester, OH 45069	Treasurer and Assistant Secretary	One Reynolds Way Dayton, OH 45430
<u>MICHAEL J. BERRY</u> 643 Loxwood Centerville, OH 45458	Senior Vice President, Reynolds Services Group	One Reynolds Way Dayton, OH 45430
<u>RANDALL P. HARVEY</u> 8385 Gosling Way Powell, OH 43065	Senior Vice President, Reynolds Software Solutions	One Reynolds Way Dayton, OH 45430
<u>THOMAS P. SUTTMILLER</u> 4458 Toulouse Circle Kettering, OH 45429-1887	Senior Vice President, Sales and Marketing	One Reynolds Way Dayton, OH 45430
<u>DAVID E. BALL</u> 1059 Meadow Lark Drive Enon, OH 45323	Assistant Secretary	One Reynolds Way Dayton, OH 45430
<u>ALAN B. GRODRIAN</u> 9511 Hawley Court Dayton, OH 45458	Assistant Secretary	3555 South Kettering Blvd. Dayton, OH 45439

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (NON-EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>STEPHANIE W. BERGERON</u> 675 Pierce Birmingham, MI 48009	<i>Retired, Former Senior Vice President, Corporate Financial Operations</i>	
* <u>DR. DAVID E. FRY</u> 1420 West Sugnet Road Midland, MI 48640	<i>President and Chief Executive Officer</i>	Northwood University 4000 Whiting Drive Midland, MI 48640-2398
* <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	<i>Private Investor</i>	The Reynolds and Reynolds Co. P.O. Box 1824 OHA1 MS 01-37 Dayton, OH 45401
* <u>IRA D. HALL</u> 183 Long Close Road Stamford, CT 06902-1303	<i>President and Chief Executive Officer</i>	Utendahl Capital Management, LP 30 Broad Street, 21 st Floor New York, NY 10004
* <u>CLEVE L. KILLINGSWORTH, JR.</u> 126 Manet Road Chestnut Hill, MA 02467	<i>President and COO</i>	Blue Cross Blue Shield of Mass. Landmark Center 401 Park Drive Boston, MA 02215-3326
* <u>EUSTACE W. MITA</u> 2224 East Deerfield Drive Media, PA 19063	<i>Chairman and CEO</i>	Avista Properties Worldwide LLC 1510 Chester Pike, Suite 370 Eddystone, PA 19022
* <u>DONALD K. PETERSON</u> 5 Winston Farm Lane Far Hills, NJ 07931	<i>Chairman and CEO</i>	Avaya, Inc. 211 Mt. Airy Rd. - Rm. 3W240 Basking Ridge, NJ 07920
* <u>RENATO ZAMBONINI</u> 8 Marsilea Place Ottawa, Ontario, Canada K2R 1A6	<i>Chairman of the Board Retired Chief Executive Officer</i>	Cognos Incorporated 3755 Riverside Drive Ottawa, Ontario, Canada K1G 4K9

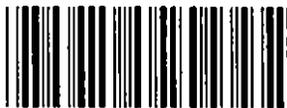


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 (FORM MUST BE TYPED OR PRINTED IN BLACK)

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4. Business Phone No. (937) 485-2784		5. State of Incorporation OHIO			6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island SALE OF BUSINESS FORMS AND EDP EQUIPMENT					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Lloyd G. Waterhouse			Vice President Name Dale L. Medford		
Street Address One Reynolds Way, OHA2/03-80			Street Address One Reynolds Way, OHA2/03-80		
City Kettering	State OH	Zip 45430	City Kettering	State OH	Zip 45430
Secretary Name Douglas M. Ventura			Treasurer Name Michael J. Gapinski		
Street Address One Reynolds Way, OHA2/03-80			Street Address One Reynolds Way, OHA2/03-10		
City Kettering	State OH	Zip 45430	City Kettering	State OH	Zip 45430
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Lloyd G. Waterhouse			Director Name Dale L. Medford		
Street Address One Reynolds Way, OHA2/03-80			Street Address One Reynolds Way, OHA2/03-80		
City Kettering	State OH	Zip 45430	City Kettering	State OH	Zip 45430
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
ISSUED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
340,000,000 NO PAR VALUE			68,595,000	Class A	NO PAR
			16,000,000	Class B	NO PAR

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



23251

File Date 3.1.04

Check No. 163598

By: ICP

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 of Officer Alan B. Grodrian Date 2/24/04

Print or Type Name Alan B. Grodrian
 Assistant Secretary

Title of Officer

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>LLOYD G. WATERHOUSE</u> 2245 Ridgeway Road Dayton, OH 45419	Chief Executive Officer, Chairman and President	One Reynolds Way Dayton, OH 45430
* <u>DALE L. MEDFORD</u> 2312 Annandale Place Beavercreek, OH 45385-9124	Executive Vice President and Chief Financial Officer	One Reynolds Way Dayton, OH 45430
<u>DOUGLAS M. VENTURA</u> 3396 Surrey Lane Mason, OH 45040	Vice President, General Counsel and Secretary	One Reynolds Way Dayton, OH 45430
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court West Chester, OH 45069	Treasurer and Assistant Secretary	One Reynolds Way Dayton, OH 45430
<u>MICHAEL J. BERRY</u> 643 Loxwood Centerville, OH 45458	Senior Vice President, Reynolds Services Group	One Reynolds Way Dayton, OH 45430
<u>RANDALL P. HARVEY</u> 8385 Gosling Way Powell, OH 43065	Senior Vice President, Reynolds Software Solutions	One Reynolds Way Dayton, OH 45430
<u>THOMAS P. SUTTMILLER</u> 4458 Toulouse Circle Kettering, OH 45429-1887	Senior Vice President, Sales and Marketing	One Reynolds Way Dayton, OH 45430
<u>DAVID E. BALL</u> 1059 Meadow Lark Drive Enon, OH 45323	Assistant Secretary	One Reynolds Way Dayton, OH 45430
<u>ALAN B. GRODRIAN</u> 9511 Hawley Court Dayton, OH 45458	Assistant Secretary	3555 South Kettering Blvd. Dayton, OH 45439

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (NON-EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>STEPHANIE W. BERGERON</u> 675 Pierce Birmingham, MI 48009	Retired, Former Senior Vice President, Corporate Financial Operations	
* <u>DR. DAVID E. FRY</u> 1420 West Sugnet Road Midland, MI 48640	President and Chief Executive Officer	Northwood University 4000 Whiting Drive Midland, MI 48640-2398
* <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	Private Investor	The Reynolds and Reynolds Co. P.O. Box 1824 OHA1 MS 01-37 Dayton, OH 45401
* <u>IRA D. HALL</u> 183 Long Close Road Stamford, CT 06902-1303	President and Chief Executive Officer	Utendahl Capital Management, LP 30 Broad Street, 21 st Floor New York, NY 10004
* <u>CLEVE L. KILLINGSWORTH, JR.</u> 126 Manet Chestnut Hill, MA 02467 (effective 3/5/04)	President and COO	Blue Cross Blue Shield of Mass. Landmark Center 401 Park Drive Boston, MA 02215-3326
* <u>EUSTACE W. MITA</u> 2224 East Deerfield Drive Media, PA 19063	Retail Automotive Industry Consultant	Baldwin Towers 1510 Chester Pike, Suite 370 Eddystone, PA 19022
* <u>PHILIP A. ODEEN</u> 11050 Turtle Beach Road, Unit C202 North Palm Beach, FL 33408	Retired, Former Chairman of TRW, Inc.	
* <u>DONALD K. PETERSON</u> 5 Winston Farm Lane Far Hills, NJ 07931	Chairman and CEO	Avaya, Inc. 211 Mt. Airy Rd. – Rm. 3W240 Basking Ridge, NJ 07920
* <u>RENATO ZAMBONINI</u> 21 Spring Cress Drive Nepean, Ontario, Canada K2R 1A4	Chief Executive Officer	Cognos Incorporated 3755 Riverside Drive Ottawa, Ontario, Canada K1G 4K9



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23251		2. Name of Corporation THE REYNOLDS AND REYNOLDS COMPANY			
3. Street Address Principal Business Office 115 South Ludlow Street			City Dayton	State OH	Zip 45402
4. Business Phone No. (937) 485-4187		5. State of Incorporation OH			6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island Sale of EDP equipment					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Lloyd G. Waterhouse			Vice President Name Dale L. Medford		
Street Address One Reynolds Way, Bldg. 2			Street Address One Reynolds Way, Bldg 2		
City Kettering	State OH	Zip 45430	City Kettering	State OH	Zip 45430
Secretary Name Douglas M. Ventura			Treasurer Name Michael J. Gapinski		
Street Address One Reynolds Way, Bldg 2			Street Address One Reynolds Way, Bldg 2		
City Kettering	State OH	Zip 45430	City Kettering	State OH	Zip 45430
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Lloyd G. Waterhouse			Director Name Dale L. Medford		
Street Address One Reynolds Way, Bldg 2			Street Address One Reynolds Way, Bldg 2		
City Kettering	State OH	Zip 45430	City Kettering	State OH	Zip 45430
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("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
340,000,000	NO PAR VALUE		68,595,000	Class A	NO PAR
			16,000,000	Class B	NO PAR

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



2 3 2 5 1

File Date 2/7/03

Check No. _____

By: GR

FOR SECRETARY OF STATE USE ONLY ON

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.

Alan B. Grodrian 1/27/03

Signature of Officer Date

Alan B. Grodrian

Print or Type Name of Officer

Assistant Secretary

Title of Officer

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>LLOYD G. WATERHOUSE</u> 2245 Ridgeway Road Dayton, OH 45419	Chief Executive Officer, Chairman and President	One Reynolds Way Kettering, OH 45430
* <u>DALE L. MEDFORD</u> 2312 Annandale Place Beavercreek, OH 45385-9124	Executive Vice President and Chief Financial Officer	One Reynolds Way Kettering, OH 45430
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court West Chester, OH 45069	Treasurer and Assistant Secretary	One Reynolds Way Kettering, OH 45430
<u>DOUGLAS M. VENTURA</u> 3396 Surrey Lane Mason, OH 45040	Vice President, Acquisitions and Alliances, General Counsel and Secretary	One Reynolds Way Kettering, OH 45430
<u>ALAN B. GRODRIAN</u> 9511 Hawley Court Dayton, OH 45458	Assistant Secretary	115 South Ludlow Street Dayton, OH 45402

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (NON-EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>JAMES L. ARTHUR</u> 20740 Trinity Avenue Saratoga, CA 95070	Chairman, Co/Creator (a Hewlett-Packard Company)	Hewlett-Packard Company 3200 Hillview Avenue – MS1009 Palo Alto, CA 94304-1298
* <u>DR. DAVID E. FRY</u> 1420 West Sugnet Road Midland, MI 48640	President and Chief Executive Officer, Northwood University	Northwood University 4000 Whiting Drive Midland, MI 48640-2398
* <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	Private Investor	The Reynolds and Reynolds Co. 800 Germantown Street Dayton, OH 45407
* <u>IRA D. HALL</u> 183 Long Close Road Stamford, CT 06902-1303		same as home
* <u>CLEVE L. KILLINGSWORTH, JR.</u> 3635 Oakleaf Drive West Bloomfield, MI 48324	President and CEO, Health Alliance Plan and Executive Vice President of Insurance and Managed Care, Henry Ford Health System	Health Alliance Plan 2850 West Grand Boulevard Detroit, MI 48202
* <u>EUSTACE W. MITA</u> 2224 East Deerfield Drive Media, PA 19063	Retail Automotive Industry Consultant	HAC 308 East Lancaster Avenue Wynnewood, PA 19096
* <u>PHILIP A. ODEEN</u> 1209 Crest Lane McLean, VA 22101	Executive Consultant, TRW Inc.	TRW, Inc. 1001 19th Street N, Suite 800 Arlington, VA 22209
* <u>DONALD K. PETERSON</u> 5 Winston Farm Lane Far Hills, NJ 07931	Chairman and CEO	Avaya, Inc. 211 Mt. Airy Rd. – Rm. 3W240 Basking Ridge, NJ 07920



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. **23251** 2. Name of Corporation **THE REYNOLDS AND REYNOLDS COMPANY**
3. Street Address Principal Business Office **115 South Ludlow Street** City **Dayton,** State **Ohio** Zip **45402**
4. Business Phone No. **(937)485-4187** 5. State of Incorporation **OHIO** 6. SIC Code

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

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

President Name Lloyd G. Waterhouse Street Address One Reynolds Way, Building 2 City Kettering, State Ohio Zip 45430	Vice President Name Dale L. Medford Street Address One Reynolds Way, Building 2 City Kettering State Ohio Zip 45430
Secretary Name Douglas M. Ventura Street Address One Reynolds Way, Building 2 City Kettering, State Ohio Zip 45430	Treasurer Name Michael J. Gapinski Street Address One Reynolds Way, Building 2 City Kettering, State Ohio Zip 45430

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

Director Name Lloyd G. Waterhouse Street Address One Reynolds Way, Building 2 City Kettering, State Ohio Zip 45430	Director Name Dale L. Medford Street Address One Reynolds Way, Building 2 City Kettering, State Ohio Zip 45430
---	---

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
340,000,000 NO PAR VALUE

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

ISSUED SHARES
Number of Shares Class/Series Par Value
70,230,000 Class A No Par
20,000,000 Class B No Par

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



* 2 3 2 5 1 *

File Date: 3-4-02
Check No.: 899060
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] 2/14/02
Signature of Officer Date

ALAN B. GROSSMAN
Print or Type Name of Officer

Asst. Secretary
Title of Officer

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>LLOYD G. WATERHOUSE</u> 2245 Ridgeway Road Dayton, OH 45419	Chief Executive Officer, Chairman and President	One Reynolds Way Kettering, OH 45430
* <u>DALE L. MEDFORD</u> 2312 Annandale Place Beavercreek, OH 45385-9124	Executive Vice President and Chief Financial Officer	One Reynolds Way Kettering, OH 45430
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court West Chester, OH 45069	Treasurer and Assistant Secretary	One Reynolds Way Kettering, OH 45430
<u>DOUGLAS M. VENTURA</u> 3396 Surrey Lane Mason, OH 45040	Vice President, Acquisitions and Alliances, General Counsel and Secretary	One Reynolds Way Kettering, OH 45430
<u>ALAN B. GRODRIAN</u> 9511 Hawley Court Dayton, OH 45458	Assistant Secretary	115 South Ludlow Street Dayton, OH 45402



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23251** 2. Name of Corporation **THE REYNOLDS AND REYNOLDS COMPANY**

3. Street Address Principal Business Office
115 South Ludlow Street
City **Dayton** State **Ohio** Zip **45402**
4. Business Phone No. **(937) 485-4187** 5. State of Incorporation **OHIO** 6. SIC Code **2761**

7. Brief Description of the Character of Business Conducted in Rhode Island
Sale of business forms and EDP equipment

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

President Name Lloyd G. "Buzz" Waterhouse Street Address 800 Germantown Street City Dayton State Ohio Zip 45407	Vice President Name Dale L. Medford Street Address 800 Germantown Street City Dayton State Ohio Zip 45407
Secretary Name Douglas M. Ventura Street Address 800 Germantown Street City Dayton State Ohio Zip 45407	Treasurer Name Michael J. Gapinski Street Address 115 South Ludlow Street City Dayton State Ohio Zip 45402

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

Director Name David R. Holmes Street Address 115 South Ludlow Street City Dayton State Ohio Zip 45402	Director Name Lloyd G. "Buzz" Waterhouse Street Address 800 Germantown Street City Dayton State Ohio Zip 45407
Director Name Dale L. Medford Street Address 800 Germantown Street City Dayton State Ohio Zip 45407	Director Name Richard H. Grant III Street Address 115 South Ludlow Street City Dayton State Ohio Zip 45402

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
340,000,000 NO PAR VALUE

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

ISSUED SHARES
Number of Shares Class/Series Par Value
73,622,000 Class A No Par
20,000,000 Class B No Par
0 Preferred No Par

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



* 2 3 2 5 1 *

File Date: 3/5
Check No.: 824212
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]
Signature of Officer Date
Michael J. Gapinski
Print or Type Name of Officer
Treasurer
Title of Officer

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (EMPLOYEE)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
<u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	<i>Chairman of the Steering Committee and Director Emeritus</i>	115 South Ludlow Street Dayton, OH 45402
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	<i>Chairman of the Board</i>	115 South Ludlow Street Dayton, OH 45402
* <u>LLOYD G. WATERHOUSE</u> 2245 Ridgeway Road Dayton, OH 45419	<i>President and Chief Executive Officer</i>	800 Germantown Street Dayton, OH 45407
* <u>DALE L. MEDFORD</u> 2312 Annandale Place Beavercreek, OH 45385-9124	<i>Vice President, Finance and Chief Financial Officer</i>	800 Germantown Street Dayton, OH 45407
* <u>EUSTACE W. MITA</u> 2224 E. Deerfield Dr. Media, PA 19063	<i>General Manager, Sales and Transformation Services and Director</i>	308 E. Lancaster Ave. Wynnewood, PA 19096
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court West Chester, OH 45069	<i>Treasurer and Assistant Secretary</i>	115 South Ludlow Street Dayton, OH 45402
<u>DOUGLAS M. VENTURA</u> 3396 Surrey Lane Mason, OH 45040	<i>General Counsel and Secretary</i>	800 Germantown Street Dayton, OH 45407

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (NON-EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>JAMES L. ARTHUR</u> 20740 Trinity Avenue Saratoga, CA 95070	Chairman, Co/Create (a Hewlett-Packard Company)	Hewlett-Packard Company 3200 Hillview Avenue Palo Alto, CA 94304-1298
* <u>DR. DAVID E. FRY</u> 4000 Whiting Road Midland, MI 48640	President and Chief Executive Officer, Northwood University	Northwood University 4000 Whiting Drive Midland, MI 48640-2398
* <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	Private Investor	The Reynolds and Reynolds Co. 115 South Ludlow Street Dayton, OH 45402
* <u>CLEVE L. KILLINGSWORTH, JR.</u> 3635 Oakleaf Drive West Bloomfield, MI 48324	President and CEO, Health Alliance Plan and Executive Vice President of Insurance and Managed Care, Henry Ford Health System	Health Alliance Plan 2850 West Grand Boulevard Detroit, MI 48202
* <u>ALLAN Z. LOREN</u> +Changing residences - temporarily send all correspondence to Dun & Bradstreet	Chairman and CEO, Dun & Bradstreet	One Diamond Hill Road Murray Hill, NJ 07974-1218
* <u>PHILIP A. ODEEN</u> 1209 Crest Lane McLean, VA 22101	Executive Vice President, Washington Operations, TRW Inc.	TRW, Inc. 1001 19th Street N, Suite 800 Arlington, VA 22209
* <u>DONALD K. PETERSON</u> 5 Winston Farm Lane Far Hills, NJ 07931	President and CEO, New Enterprise Networks Group	Lucent Technologies 211 Mt. Airy Rd. - Rm. 3C150 Basking Ridge, NJ 07920



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

(FORM MUST BE TYPED IN BLACK)

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115 South Ludlow Street Dayton Ohio 45402
 4. Business Phone No. 937/485-4187 5. State of Incorporation **OHIO** 6. SIC Code 2761

7. Brief Description of the Character of Business Conducted in Rhode Island
Sale of business forms and EDP equipment

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

President Name Lloyd G. "Buzz" Waterhouse Street Address 115 South Ludlow Street City State Zip Dayton Ohio 45402 Secretary Name Adam M. Lutynski Street Address 115 South Ludlow Street City State Zip Dayton Ohio 45402	Vice President Name Dale L. Medford Street Address 115 South Ludlow Street City State Zip Dayton Ohio 45402 Treasurer Name Michael J. Gapinski Street Address 115 South Ludlow Street City State Zip Dayton Ohio 45402
--	---

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

Director Name David R. Holmes Street Address 115 South Ludlow Street City State Zip Dayton Ohio 45402	Director Name Lloyd G. "Buzz" Waterhouse Street Address 115 South Ludlow Street City State Zip Dayton Ohio 45402
Director Name Dale L. Medford Street Address 115 South Ludlow Street City State Zip Dayton Ohio 45402	Director Name Richard H. Grant III Street Address 115 South Ludlow Street City State Zip Dayton Ohio 45402

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

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
240,000,000	Class A	No Par
340,000,000 NO-PAR-VALUE		
40,000,000	Class B	No Par
60,000,000	Preferred	No Par

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

ISSUED SHARES

Number of Shares	Class/Series	Par Value
77,756,933	Class A	No Par
20,000,000	Class B	No Par
Unissued	Preferred	No Par

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



* 2 3 2 5 1 *

File Date: 4-10-00
 Check No.: 284146
 By: AMF

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.

Dale L. Medford 2/24/00
 Signature of Officer Date

Dale L. Medford
 Print or Type Name of Officer
Vice President, Corporate Finance & CFO
 Title of Officer

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	<i>Chairman of the Steering Committee and Director</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	<i>Chairman of the Board and Chief Executive Officer</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
<u>LLOYD G. WATERHOUSE</u> P.O. Box 449 Dayton, OH 45409-0449	<i>President and Chief Operating Officer</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
<u>ROBERT C. NEVIN</u> 110 Pawley's Plantation Court Xenia, OH 45385	<i>President, Automotive Division</i>	<i>800 Germantown Street Dayton, OH 45407</i>
<u>RODNEY A. HEDEEN</u> 3961 Applewood Lane Kettering, OH 45429	<i>President, Business Systems Division</i>	<i>2405 Countyline Road Kettering, OH 45430</i>
* <u>DALE L. MEDFORD</u> 2312 Annandale Place Beavercreek, OH 45385-9124	<i>Vice President, Corporate Finance and Chief Financial Officer, and Director</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court Westchester, OH 45069	<i>Treasurer and Assistant Secretary</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	<i>General Counsel and Secretary</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>

* THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (NON-EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
• <u>JAMES L. ARTHUR</u> 20740 Trinity Avenue Saratoga, CA 95070	<i>Retired Senior Vice President and General Manager – Customer Support Operation Hewlett-Packard Company</i>	3200 Hillview Avenue Palo Alto, CA 94304-1298
• <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	<i>President and Chief Executive Officer, Northwood University</i>	Northwood University 3225 Cook Road Midland, MI 48640-2398
• <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	<i>Private Investor</i>	115 South Ludlow Street Dayton, OH 45402
• <u>CLEVE L. KILLINGSWORTH, JR.</u> 1215 Hidden Lake Drive Bloomfield, MI 48302	<i>President and CEO, Health Alliance Plan and Senior Vice President for Managed Care, Henry Ford Health System</i>	2850 West Grand Boulevard Detroit, MI 48202
• <u>ALLAN Z. LOREN</u> 200 Rector Pl., Apt. 40D New York, NY 10280	<i>Executive Vice President and Chief Information Officer, American Express Company</i>	American Express Company American Express Tower 200 Vesey Street New York, NY 10285-5107
• <u>PHILIP A. ODEEN</u> 1209 Crest Lane McLean, VA 22101	<i>Executive Vice President and General Manager, TRW Systems & Information Technology Group</i>	12011 Sunset Hill Road. Reston, VA 20190
• <u>DONALD K. PETERSON</u> 5 Winston Farm Lane Far Hills, NJ 07931	<i>Executive Vice President and CFO Lucent Technologies, Inc.</i>	Lucent Technologies, Inc. 600 Mountain Avenue Murray Hill, NJ 07974
• <u>GAYLE B. PRICE JR.</u> 4970 Tait Road Dayton, OH 45429	<i>Retired Chairman, President and Chief Executive Officer, Price Brothers Company</i>	4970 Tait Road Dayton, OH 45429

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. **23251** 2. Name of Corporation **THE REYNOLDS AND REYNOLDS COMPANY**

3. Street Address Principal Business Office
115 South Ludlow Street City **Dayton** State **Ohio** Zip **45402**

4. Business Phone No. **937/485-4187** 5. State of Incorporation **OHIO** 6. SIC Code **2761**

7. Brief Description of the Character of Business Conducted in Rhode Island
Sale of business forms and EDP equipment

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

<p>President Name David R. Holmes</p> <p>Street Address 115 South Ludlow Street</p> <p>City State Zip Dayton Ohio 45402</p> <p>Secretary Name Adam M. Lutynski</p> <p>Street Address 115 South Ludlow Street</p> <p>City State Zip Dayton Ohio 45402</p>	<p>Vice President Name Dale L. Medford</p> <p>Street Address 115 South Ludlow Street</p> <p>City State Zip Dayton Ohio 45402</p> <p>Treasurer Name Michael J. Gapinski</p> <p>Street Address 115 South Ludlow Street</p> <p>City State Zip Dayton Ohio 45402</p>
--	--

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

<p>Director Name Richard H. Grant Jr.</p> <p>Street Address 115 South Ludlow Street</p> <p>City State Zip Dayton Ohio 45402</p> <p>Director Name David R. Holmes</p> <p>Street Address 115 South Ludlow Street</p> <p>City State Zip Dayton Ohio 45402</p>	<p>Director Name Dale L. Medford</p> <p>Street Address 115 South Ludlow Street</p> <p>City State Zip Dayton Ohio 45402</p> <p>Director Name Richard H. Grant III</p> <p>Street Address 115 South Ludlow Street</p> <p>City State Zip Dayton Ohio 45402</p>
--	--

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	240,000,000	Class A	No Par
	40,000,000	Class B	No Par
	60,000,000	Preferred	No Par

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	77,757,000	Class A	No Par
	20,000,000	Class B	No Par
	Unissued	Preferred	No Par

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



* 2 3 2 5 1 *

File Date: Feb 22, 99

Check No.: 262431

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] 2/16/99
Signature of Officer Date

Dale L. Medford
Print or Type Name of Officer

Vice President, Corporate Finance & CFO
Title of Officer

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	Chairman of the Steering Committee and Director	115 South Ludlow Street Dayton, OH 45402
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	Chairman of the Board, President and Chief Executive Officer	115 South Ludlow Street Dayton, OH 45402
<u>ROBERT C. NEVIN</u> 110 Pawley's Plantation Court Beavercreek, OH 45385	President, Automotive Division	800 Germantown Street Dayton, OH 45407
<u>RODNEY A. HEDEEN</u> 3961 Applewood Lane Kettering, OH 45429	President, Business Systems Division	3555 South Kettering Blvd. Dayton, OH 45439
<u>H. JOHN PROUD</u> 9618 Meadow Woods Lane Dayton, OH 45458	President, Healthcare Systems Division	136 South Ludlow Street Dayton, OH 45402
* <u>DALE L. MEDFORD</u> 2312 Annandale Place Beavercreek, OH 45385-9124	Vice President, Corporate Finance and Chief Financial Officer, and Director	115 South Ludlow Street Dayton, OH 45402
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court Westchester, OH 45069	Treasurer and Assistant Secretary	115 South Ludlow Street Dayton, OH 45402
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	General Counsel and Secretary	115 South Ludlow Street Dayton, OH 45402

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (NON-EMPLOYEE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
• <u>JAMES L. ARTHUR</u> 20740 Trinity Avenue Saratoga, CA 95070 Operation	Retired Senior Vice President of Hewlett-Packard Company General Manager Customer Support	3200 Hillview Avenue Palo Alto, CA 94304-1298
• <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	President and Chief Executive Officer, Northwood University	Northwood University 3225 Cook Road Midland, MI 48640-2398
• <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	Private Investor	115 South Ludlow Street Dayton, OH 45402
• <u>CLEVE L. KILLINGSWORTH, JR.</u> 26 Grey Pebble Court Darnestown, MD 20874	President and CEO, Health Alliance Plan and Senior Vice President for Managed Care, Henry Ford Health System	2850 West Grant Boulevard Detroit, MI 48202
• <u>ALLAN Z. LOREN</u> 200 Rector Pl., Apt. 40D New York, NY 10280	Executive Vice President and Chief Information Officer, American Express Company	American Express Company American Express Tower 200 Vesey Street New York, NY 10285-5107
• <u>PHILIP A. ODEEN</u> 1209 Crest Lane McLean, VA 22101	President and CEO BDM International, Inc.	BDM International, Inc. 1501 BDM Way McLean, VA 22102
• <u>DONALD K. PETERSON</u> 5 Winston Farm Lane Far Hills, NJ 07931	Executive Vice President and CFO Lucent Technologies, Inc.	Lucent Technologies, Inc. 600 Mountain Avenue Murray Hill, NJ 07974
• <u>GAYLE B. PRICE JR.</u> 4970 Tait Road Dayton, OH 45429	Chairman, President and Chief Executive Officer, Price Brothers Company	Price Brothers Company 367 W. 2nd Street Dayton, OH 45402
• <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145	Principal, MORWAL Investments	MORWAL Investments 24500 Center Ridge Road Suite 275 Westlake, OH 44145



1998



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR

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

(FORM MUST BE TYPED IN BLACK)

1. Corporation No. **28251** 2. **THE REYNOLDS AND REYNOLDS COMPANY**

3. Street Address Principal Business Office
115 South Ludlow Street
City: Dayton State: Ohio Zip: 45402
4. Business Phone No. 937/485-4187
5. **OHIO** Incorporation
6. SIC Code 2761

7. Brief Description of the Character of Business Conducted in Rhode Island
Sale of business forms and EDP equipment

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

President Name David R. Holmes Street Address 115 South Ludlow Street City State Zip Dayton OH 45402	Vice President Name Dale L. Medford Street Address 115 South Ludlow Street City State Zip Dayton OH 45402
Secretary Name Adam M. Lutynski Street Address 115 South Ludlow Street City State Zip Dayton OH 45402	Treasurer Name Michael J. Gapinski Street Address 115 South Ludlow Street City State Zip Dayton OH 45402

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

Director Name Richard H. Grant Jr. Street Address 115 South Ludlow Street City State Zip Dayton OH 45402	Director Name Dale L. Medford Street Address 115 South Ludlow Street City State Zip Dayton OH 45402
Director Name David R. Holmes Street Address 115 South Ludlow Street City State Zip Dayton OH 45402	Director Name Richard H. Grant III Street Address 115 South Ludlow Street City State Zip Dayton OH 45402

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	240,000,000	Class A	No Par
	40,000,000	Class B	No Par
	60,000,000	Preferred	No Par

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	78,985,530	Class A	No Par
	20,000,000	Class B	No Par
	Unissued	Preferred	No Par

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



* 2 3 2 5 1 *

File Date: 2-23-98
Check No.: 243
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] 2/17/98
Signature of Officer Date

Dale L. Medford

Print or Type Name of Officer

Vice President, Corporate Finance, CFO & Director

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (EMPLOYEE)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	<i>Chairman of the Steering Committee and Director</i>	115 South Ludlow Street Dayton, OH 45402
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	<i>Chairman of the Board, President and Chief Executive Officer</i>	115 South Ludlow Street Dayton, OH 45402
<u>ROBERT C. NEVIN</u> 110 Pawley's Plantation Court Beavercreek, OH 45385	<i>President, Automotive Division</i>	800 Germantown Street Dayton, OH 45407
<u>RODNEY A. HEDEEN</u> 3961 Applewood Lane Kettering, OH 45429	<i>President, Business Systems Division</i>	3555 South Kettering Blvd. Dayton, OH 45439
<u>H. JOHN PROUD</u> 9618 Meadow Woods Lane Dayton, OH 45458	<i>President, Healthcare Systems Division</i>	136 South Ludlow Street Dayton, OH 45402
* <u>DALE L. MEDFORD</u> 2312 Annandale Place Beavercreek, OH 45385-9124	<i>Vice President, Corporate Finance and Chief Financial Officer, and Director</i>	115 South Ludlow Street Dayton, OH 45402
<u>MICHAEL J. GAPINSKI</u> 5378 Weisford Court Westchester, OH 45069	<i>Treasurer and Assistant Secretary</i>	115 South Ludlow Street Dayton, OH 45402
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	<i>General Counsel and Secretary</i>	115 South Ludlow Street Dayton, OH 45402

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (NON-EMPLOYEE)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
• <u>JAMES L. ARTHUR</u> 20740 Trinity Avenue Saratoga, CA 95070 Operation	<i>Retired Senior Vice President of Hewlett-Packard Company General Manager Customer Support Operation</i>	3200 Hillview Avenue Palo Alto, CA 94304-1298
• <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	<i>President and Chief Executive Officer, Northwood University</i>	Northwood University 3225 Cook Road Midland, MI 48640-2398
• <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	<i>Private Investor</i>	115 South Ludlow Street Dayton, OH 45402
• <u>CLEVE L. KILLINGSWORTH, JR.</u> 26 Grey Pebble Court Darnestown, MD 20874	<i>President and CEO, Health Alliance Plan and Senior Vice President for Managed Care, Henry Ford Health System</i>	2850 West Grant Boulevard Detroit, MI 48202
• <u>ALLAN Z. LOREN</u> 200 Rector Pl., Apt. 40D New York, NY 10280	<i>Executive Vice President and Chief Information Officer, American Express Company</i>	American Express Company American Express Tower 200 Vesey Street New York, NY 10285-5107
• <u>PHILIP A. ODEEN</u> 1209 Crest Lane McLean, VA 22101	<i>President and CEO BDM International, Inc.</i>	BDM International, Inc. 1501 BDM Way McLean, VA 22102
• <u>DONALD K. PETERSON</u> 5 Winston Farm Lane Far Hills, NJ 07931	<i>Executive Vice President and CFO Lucent Technologies, Inc.</i>	Lucent Technologies, Inc. 600 Mountain Avenue Murray Hill, NJ 07974
• <u>GAYLE B. PRICE JR.</u> 4970 Tait Road Dayton, OH 45429	<i>Chairman, President and Chief Executive Officer, Price Brothers Company</i>	Price Brothers Company 367 W. 2nd Street Dayton, OH 45402
• <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145	<i>Principal, MORWAL Investments</i>	MORWAL Investments 24500 Center Ridge Road Suite 275 Westlake, OH 44145

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. **23251** 2. Name of Corporation **THE REYNOLDS AND REYNOLDS COMPANY**
3. Street Address Principal Business Office **115 South Ludlow Street** City **Dayton** State **Ohio** Zip **45402**
4. Business Phone No. **937/485-4187** 5. State of Incorporation **OHIO** 6. SIC Code **2761**

7. Brief Description of the Character of Business Conducted in Rhode Island
Sale of business forms and EDP equipment

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

President Name David R. Holmes	Vice President Name Dale L. Medford
Street Address 115 South Ludlow Street	Street Address 115 South Ludlow Street
City State Zip Dayton Ohio 45402	City State Zip Dayton Ohio 45402
Secretary Name Adam M. Lutynski	Treasurer Name Michael J. Gapinski
Street Address 115 South Ludlow Street	Street Address 115 South Ludlow Street
City State Zip Dayton Ohio 45402	City State Zip Dayton Ohio 45402

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

Director Name Richard H. Grant Jr.	Director Name David R. Holmes
Street Address 115 South Ludlow Street	Street Address 115 South Ludlow Street
City State Zip Dayton Ohio 45402	City State Zip Dayton Ohio 45402
Director Name Robert C. Nevin	Director Name Dale L. Medford
Street Address 800 Germantown Street	Street Address 115 South Ludlow Street
City State Zip Dayton Ohio 45407	City State Zip Dayton Ohio 45402

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
120,000,000	Class A	.625	80,960,571	Class A	.625
30,000,000	Class B	.03125	20,000,000	Class B	.03125
60,000,000	Preferred	No Par	Unissued	Preferred	No Par

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



* 2 3 2 5 1 *

File Date: 3/24/97
Check No.: 227318
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] 2/27/97
Signature of Officer Date
Dale L. Medford
Print or Type Name of Officer
Vice President, Corporate Finance & CFO
Title of Officer

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (INSIDE)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	<i>Chairman of the Steering Committee and Director</i>	115 South Ludlow Street Dayton, OH 45402
* <u>DAVID R. HOLMES</u> 5 Valusia Avenue Dayton, OH 45409	<i>Chairman of the Board, President and Chief Executive Officer</i>	115 South Ludlow Street Dayton, OH 45402
* <u>JOSEPH N. BAUSMAN</u> 760 Winding Way Kettering, OH 45419	<i>President, Automotive Systems Division and Director</i>	800 Germantown Street Dayton, OH 45407
* <u>ROBERT C. NEVIN</u> 318 Dellwood Avenue Dayton, OH 45419	<i>President, Business Forms Division and Director</i>	3555 S. Kettering Blvd. Dayton, OH 45439
<u>H. JOHN PROUD</u> 8618 Meadow Woods Lane Spring Valley, OH 45370	<i>President, Healthcare Systems Division</i>	800 Germantown Street Dayton, OH 45407
* <u>DALE L. MEDFORD</u> 1955 Taft Circle Kettering, OH 45429	<i>Vice President, Corporate Finance and Chief Financial Officer, and Director</i>	115 South Ludlow Street Dayton, OH 45402
<u>MICHAEL J. GAPINSKI</u> 5378 Walsford Court Westchester, OH 45069	<i>Treasurer and Assistant Secretary</i>	115 South Ludlow Street Dayton, OH 45402
<u>ADAM M. LUTYNSKI</u> 435 Timberline Trail Dayton, OH 45429	<i>General Counsel and Secretary</i>	115 South Ludlow Street Dayton, OH 45402

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF APPOINTED OFFICERS**

<u>ELIZABETH H. BLATTNER</u> 4229 Brewster's Run Court Bellbrook, OH 45305	<i>Assistant Secretary</i>	800 Germantown Street Dayton, OH 45407
<u>DONNA L. CURRENS</u> 8002 Timberlodge Trail Centerville, OH 45458	<i>Assistant Secretary</i>	115 South Ludlow Street Dayton, OH 45402

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (OUTSIDE)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
<p>• <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640</p>	<p><i>President and Chief Executive Officer, Northwood University</i></p>	<p><i>Northwood University 3225 Cook Road Midland, MI 48640-2398</i></p>
<p>• <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810</p>	<p><i>Private Investor</i></p>	<p><i>800 Germantown Street Dayton, OH 45407</i></p>
<p>• <u>ALLAN Z. LOREN</u> Mendham Township 1 Queens Court Morristown, NJ 07960</p>	<p><i>Executive Vice President and Chief Information Officer, American Express Company</i></p>	<p><i>American Express Company American Express Tower 200 Vesey Street New York, NY 10285-5107</i></p>
<p>• <u>GAYLE B. PRICE JR.</u> 4970 Taft Road Dayton, OH 45429</p>	<p><i>Chairman, President and Chief Executive Officer, Price Brothers Company</i></p>	<p><i>Price Brothers Company 367 W. 2nd Street Dayton, OH 45402</i></p>
<p>• <u>KENNETH W. THIELE</u> 4518 Troon Trail Kettering, OH 45429</p>	<p><i>Private Investor</i></p>	<p><i>Society Bank Bldg. Suite 937 Dayton, OH 45401</i></p>
<p>• <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145</p>	<p><i>Chairman and Chief Executive Officer, M.A. Hanna Company</i></p>	<p><i>M.A. Hanna Company 200 Public Square Suite 36-5000 Cleveland, OH 44114-2304</i></p>

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) 277-3040

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

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 23251		2. NAME OF CORPORATION THE REYNOLDS AND REYNOLDS COMPANY					
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 115 South Ludlow Street				CITY Dayton		STATE OH	ZIP CODE 45402
4. BUSINESS PHONE NO. 513/449-4187			5. STATE OF INCORPORATION OHIO			6. SIC CODE 2761	
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Sale of business forms and EDP equipment:							
8. NAMES AND ADDRESSES OF THE OFFICERS							
PRESIDENT NAME PLEASE SEE ATTACHED LIST				VICE PRESIDENT NAME			
STREET ADDRESS				STREET ADDRESS			
CITY		STATE	ZIP CODE	CITY		STATE	ZIP CODE
SECRETARY NAME				TREASURER NAME			
STREET ADDRESS				STREET ADDRESS			
CITY		STATE	ZIP CODE	CITY		STATE	ZIP CODE
9. NAMES AND ADDRESSES OF THE DIRECTORS							
DIRECTOR NAME PLEASE SEE ATTACHED LIST				DIRECTOR NAME			
STREET ADDRESS				STREET ADDRESS			
CITY		STATE	ZIP CODE	CITY		STATE	ZIP CODE
DIRECTOR NAME				DIRECTOR NAME			
STREET ADDRESS				STREET ADDRESS			
CITY		STATE	ZIP CODE	CITY		STATE	ZIP CODE
10. SHARES AUTHORIZED AND ISSUED							
AUTHORIZED SHARES			ISSUED SHARES				
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE		
Class A	120,000,000	.625	41,707,576	Class A			
Class B	60,000,000	.03125	10,000,000	Class B			
Preferred	60,000,000	No Par	Unissued	Preferred			

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.

X Dale L Medford
Signature of Officer

Dale L. Medford
Print or Type Name of Officer

Vice President, Corporate Finance 2/23/96
Title of Officer CFO & Director Date

File Date: 3/4/96

Check No: 211409

By: *lc*

For Secretary of State Use Only

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF EXECUTIVE OFFICERS AND *DIRECTORS (INSIDE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	<i>Chairman of the Steering Committee and Director</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	<i>Chairman of the Board, President and Chief Executive Officer</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
* <u>JOSEPH N. BAUSMAN</u> 760 Winding Way Kettering, OH 45419	<i>President, Automotive Systems Division and Director</i>	<i>800 Germantown Street Dayton, OH 45407</i>
* <u>ROBERT C. NEVIN</u> 144 W. Thruston Blvd. Dayton, OH 45419	<i>President, Business Forms Division and Director</i>	<i>3555 S. Kettering Blvd. Dayton, OH 45439</i>
<u>H. JOHN PROUD</u> 9618 Meadow Woods Lane Spring Valley, OH 45370	<i>President, Healthcare Systems Division</i>	<i>800 Germantown Street Dayton, OH 45407</i>
* <u>DALE L. MEDFORD</u> 1955 Tait Circle Kettering, OH 45429	<i>Vice President, Corporate Finance and Chief Financial Officer, and Director</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court Westchester, OH 45069	<i>Treasurer and Assistant Secretary</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	<i>General Counsel and Secretary</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF *DIRECTORS (OUTSIDE)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	<i>President and Chief Executive Officer, Northwood University</i>	<i>Northwood University 3225 Cook Road Midland, MI 48640-2398</i>
* <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	<i>Private Investor</i>	<i>800 Germantown Street Dayton, OH 45407</i>
* <u>GAYLE B. PRICE JR.</u> 4970 Tait Road Dayton, OH 45429	<i>Chairman and Chief Executive Officer, Price Brothers Company</i>	<i>Price Brothers Company 367 W. 2nd Street Dayton, OH 45402</i>
* <u>WILLIAM H. SEALL</u> 1213 Hidden Oaks Drive Dayton, OH 45459	<i>Partner Dinsmore & Shohl</i>	<i>Dinsmore & Shohl 500 Courthouse Plaza S.W. 10 N. Ludlow Street Dayton, Ohio 45402-1834</i>
* <u>KENNETH W. THIELE</u> 4518 Troon Trail Kettering, OH 45429	<i>Private Investor</i>	<i>Society Bank Bldg. Suite 1020 Dayton, OH 45401</i>
* <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145	<i>Chairman and Chief Executive Officer, M.A. Hanna Company</i>	<i>M.A. Hanna Company 200 Public Square Suite 36-5000 Cleveland, OH 44114-2304</i>



Q2 # 195649 NW

ANNUAL REPORT

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

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

0023251

1995

Corporate ID:

Annual Report for the year:

THE REYNOLDS AND REYNOLDS COMPANY

Name of Corporation:

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

Business Entity is (check one):

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

Business Corporation (See RIGL Chapter 7-1.1)

115 South Ludlow Street

Professional Service Corporation (See RIGL Chapter 7-5.1)

Dayton, Ohio 45402

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

Sale of business forms and EDP equipment

Phone: (513) 449-4187

Address and telephone of the principal office of business entity in Rhode

Island (Provide street address - Not P.O. Box):

855 Waterman Avenue

East Providence, RI 02914

Phone: (401) 438-3850

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE ATTACHED LIST			
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
PLEASE SEE ATTACHED LIST			
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
60,000,000	Class A	21,137,316	Class A
30,000,000	Class B	6,000,000	Class B
60,000,000	Preferred	Unissued	Preferred

Date January 28 19 95

By:

Dale L. Modford

Dale L. Modford

PRINT OR TYPE NAME OF OFFICER SIGNING

VP, Corporate Finance, CFO & Director

TITLE OF OFFICER SIGNING

Form 31 1995

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
 135 DYER STREET
 PROVIDENCE RI 02903

FILED
 JAN 31 1995
 PROVIDENCE RI

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS (INSIDE)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	<i>Chairman of the Steering Committee and Director</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	<i>Chairman of the Board, President and Chief Executive Officer</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
* <u>JOSEPH N. BAUSMAN</u> 760 Winding Way Kettering, OH 45419	<i>President, Computer Systems Division and Director</i>	<i>800 Germantown Street Dayton, OH 45407</i>
* <u>ROBERT C. NEVIN</u> 144 W. Thruston Blvd. Dayton, OH 45419	<i>President, Business Forms Division and Director</i>	<i>3555 S. Kettering Blvd. Dayton, OH 45439</i>
* <u>DALE L. MEDFORD</u> 1955 Tait Circle Kettering, OH 45429	<i>Vice President, Corporate Finance and Chief Financial Officer, and Director</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
* <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	<i>Senior Vice President International, Computer Systems Division and Director</i>	<i>800 Germantown Street Dayton, OH 45407</i>
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court West Chester, OH 45069	<i>Treasurer and Assistant Secretary</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	<i>General Counsel and Secretary</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS (OUTSIDE)

(Continued)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>WILLIAM H. SEALL</u> 1213 Hidden Oaks Drive Dayton, OH 45459.	Partner Dinsmore & Shohl	Dinsmore & Shohl 500 Courthouse Plaza S.W. 10 N. Ludlow Street Dayton, Ohio 45402-1834
* <u>GAYLE B. PRICE JR.</u> 4970 Tait Road Dayton, OH 45429	Chairman and Chief Executive Officer, Price Brothers Company	Price Brothers Co. 367 W. 2nd Street Dayton, OH 45402
* <u>KENNETH W. THIELE</u> 4518 Troon Trail Kettering, OH 45429	Private Investor	Society Bank Bldg. Suite 1020 Dayton, OH 45401
* <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	President and Chief Executive Officer, Northwood University	Northwood University 3225 Cook Road Midland, MI 48640-2398
* <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145	Chairman and Chief Executive Officer, M.A. Hanna Company	M.A. Hanna Company 1301 E. Ninth Street Suite 3600 Cleveland, OH 44114-1860

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: 0025251 Annual Report for the year: 1994

Name of Business Entity: THE REYNOLDS AND REYNOLDS COMPANY

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

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office

115 South Ludlow Street
Dayton, Ohio 45402

Phone: (513) 449-4187

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

855 Waterman Avenue
East Providence, RI 02914

Phone: (401) 438-3850

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

Mr. John Bassford, Assistant Tax Manager
The Reynolds and Reynolds Co.
115 South Ludlow Street
Dayton, OH 45402 513/449-4187

Brief statement of the character of business conducted in Rhode Island
Sale of business forms and EDP equipment

Date of Organization: January 9, 1889

Date of Qualification to do business in Rhode Island (if foreign entity)
~~January 9, 1889~~ 9/17/76^{ME}

THE NAMES OF THE OFFICERS ARE:

OFFICE	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<input type="checkbox"/> CHIEF EXECUTIVE OFFICER / <input type="checkbox"/> PRESIDENT / <input type="checkbox"/> CEO	PLEASE SEE THE ATTACHED LIST			
<input type="checkbox"/> CHIEF FINANCIAL OFFICER / <input type="checkbox"/> VICE PRESIDENT / <input type="checkbox"/> CFO	PLEASE SEE THE ATTACHED LIST			
<input type="checkbox"/> CHIEF LEGAL OFFICER / <input type="checkbox"/> SECRETARY / <input type="checkbox"/> CLERK	PLEASE SEE THE ATTACHED LIST			
<input type="checkbox"/> CHIEF TAX OFFICER / <input type="checkbox"/> TREASURER / <input type="checkbox"/> CONTROLLER	PLEASE SEE THE ATTACHED LIST			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE THE ATTACHED LIST			
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	Class A	Class B	Preferred	NUMBER	Class A	Class B	Preferred
60,000,000	30,000,000	60,000,000		21,137,316	6,000,000	Unissued	
CLASS	Class A	Class B	Preferred	CLASS	Class A	Class B	Preferred
SERIES	-	-	-	SERIES	-	-	-
PAR VALUE OR WITHOUT PAR	.625	.03125	No Par Value	PAR VALUE OR WITHOUT PAR			

Date: February 22, 1994

By: Dale L. Vedford

VP, Corporate Finance, CFO and Director
PRINT OR TYPE NAME OF OFFICER SIGNING

Dale L. Vedford
OFFICER OR DIRECTOR SIGNING

Form 31 1994

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

CT CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE RI 02903

By: ME 59182131

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS (INSIDE)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	<i>Chairman of the Steering Committee and Director</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
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* <u>JOSEPH N. BAUSMAN</u> 760 Winding Way Kettering, OH 45419	<i>President, Computer Systems Division and Director</i>	<i>800 Germantown Street Dayton, OH 45407</i>
* <u>ROBERT C. NEVIN</u> 144 W. Thruston Blvd. Dayton, OH 45419	<i>President, Business Forms Division and Director</i>	<i>3555 S. Kettering Blvd. Dayton, OH 45439</i>
* <u>DALE L. MEDFORD</u> 1955 Tait Circle Kettering, OH 45429	<i>Vice President, Corporate Finance and Chief Financial Officer, and Director</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
* <u>RICHARD H. GRANT III</u> 4600 Brown Road Dayton, OH 45440-3810	<i>Senior Vice President International, Computer Systems Division and Director</i>	<i>800 Germantown Street Dayton, OH 45407</i>
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court West Chester, OH 45069	<i>Treasurer and Assistant Secretary</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	<i>General Counsel and Secretary</i>	<i>115 South Ludlow Street Dayton, OH 45402</i>

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS (OUTSIDE)**

(Continued)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>WILLIAM H. SEALL</u> 1213 Hidden Oaks Drive Dayton, OH 45459	<i>Partner Dinsmore & Shohl</i>	<i>Dinsmore & Shohl 500 Courthouse Plaza S.W. 10 N. Ludlow Street Dayton, Ohio 45402-1834</i>
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* <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	<i>President and Chief Executive Officer, Northwood University</i>	<i>Northwood University 3225 Cook Road Midland, MI 48640-2398</i>
* <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145	<i>Chairman and Chief Executive Officer, M.A. Hanna Company</i>	<i>M.A. Hanna Company 1301 E. Ninth Street Suite 3600 Cleveland, OH 44114-1860</i>

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

PLP ✓
168023

Corporate ID 0023251 Annual Report for the year 1993

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of Ohio

THIRD: Character of business, briefly stated, is Sale of Business Forms and EDP Equipment

FOURTH: If foreign corporation, address of its principal office 115 South Ludlow Street
Dayton, Ohio 45402

FIFTH: Business address in Rhode Island 855 Waterman Avenue
East Providence, RI 02914

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

Name	Office	Address (including number, street, zip code)
PLEASE SEE ATTACHED LISTING	Director	PLEASE SEE ATTACHED LISTING
	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
30,000,000	Common	A	.625/share
30,000,000	Common	B	.03125/share
60,000,000	Preferred	-	NPV

PAID
MAR 01 1993

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
21,441,812	Common	A	.625/share
6,000,000	Common	B	.03125/share

SEC'Y OF STATE

Dated February 18 19 93

The Reynolds and Reynolds Company
(Name of Corporation)

By [Signature]

Title VP, Corporate Finance, CFO & Director

(Report must be signed by an officer)

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS (INSIDE)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT JR.</u> P.O. Box 2608 Dayton, OH 45401	Chairman of the Steering Committee and Director	115 South Ludlow Street Dayton, OH 45402
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	Chairman of the Board, President and Chief Executive Officer	115 South Ludlow Street Dayton, OH 45402
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* <u>ROBERT C. NEVIN</u> 144 W. Thruston Blvd. Dayton, OH 45419	President, Business Forms Division and Director	3555 S. Kettering Blvd. Dayton, OH 45439
* <u>DALE L. MEDFORD</u> 1955 Tait Circle Kettering, OH 45429	Vice President, Corporate Finance and Chief Financial Officer, and Director	115 South Ludlow Street Dayton, OH 45402
* <u>RICHARD H. GRANT III</u> 291 W. Thruston Blvd. Dayton, OH 45419	Senior Vice President International, Computer Systems Division and Director	800 Germantown Street Dayton, OH 45407
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court Westchester, OH 45069	Treasurer and Assistant Secretary	115 South Ludlow Street Dayton, OH 45402
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	General Counsel and Secretary	115 South Ludlow Street Dayton, OH 45402

THE REYNOLDS AND REYNOLDS COMPANY
 LIST OF OFFICERS AND *DIRECTORS (OUTSIDE)
 (Continued)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>WILLIAM H. SEALL</u> 1213 Hidden Oaks Drive Dayton, OH 45459	President and Chief Operating Officer, Brunner Companies	Brunner Companies 104 E. Third Street - Fifth Floor Dayton, OH 45402
* <u>GAYLE B. PRICE JR.</u> 4970 Tait Road Dayton, OH 45429	Chairman and Chief Executive Officer, Price Brothers Company	Price Brothers Co. 367 W. 2nd Street Dayton, OH 45402
* <u>KENNETH W. THIELE</u> 4518 Troon Trail Kettering, OH 45429	Investor	Society Bank Bldg. Suite 1020 Dayton, OH 45401
* <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	President and Chief Executive Officer, Northwood Institute	Northwood Institute 3225 Cook Road Midland, MI 48640-2398
* <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145	Chairman and Chief Executive Officer, M.A. Hanna Company	M.A. Hanna Company 1301 E. Ninth Street Suite 3600 Cleveland, OH 44114-1860

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 # 151914

Corporate ID 0023251 Annual Report for the year 1992

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of OHIO

THIRD: Character of business, briefly stated, is SALE OF BUSINESS FORMS AND
EDP EQUIPMENT

FOURTH: If foreign corporation, address of its principal office 115 S. LUDLOW ST
DAYTON OHIO 45402

FIFTH: Business address in Rhode Island 855 WATERMAN AVE.
EAST PROVIDENCE RI 02914

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

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

SEVENTH: Number of Shares authorized:

No of Shares	Class
<u>30,000,000</u>	<u>COMMON</u>
<u>30,000,000</u>	<u>COMMON</u>
<u>60,000,000</u>	<u>PREFERRED</u>

EIGHTH: Number of Shares issued:

No of Shares	Class
<u>10,052,568</u>	<u>COMMON</u>
<u>8,749,280</u>	<u>COMMON</u>

Series A
PAID
MAR 02 1992

Series B

SECY OF STATE

Series A

Series B

Par Value or statement that shares are without par value
.625 / SHARE
.03125 / SHARE
NPV

Par Value or statement that shares are without par value
.625 / SHARE
.03125 / SHARE

Dated FEBRUARY 27 1992

THE REYNOLDS AND REYNOLDS COMPANY
(Name of Corporation)

By X M J M

Title TREASURER

(Report must be signed by an officer)

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT, JR.</u> 5328 Landau Drive Dayton, OH 45429	Chairman of Steering Committee, Director	115 South Ludlow Dayton, OH 45402
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	Chairman of the Board, President and Chief Executive Officer	115 South Ludlow Dayton, OH 45402
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* <u>JOSEPH N. BAUSMAN</u> 760 Winding Way Kettering, OH 45419	President, Computer Systems Division and Director	800 Germantown St. Dayton, OH 45407
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* <u>DALE L. MEDFORD</u> 1955 Tait Circle Kettering, OH 45429	V.P. Corp. Finance & CFO and Director	115 South Ludlow Dayton, OH 45402
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court Westchester, OH 45069	Treasurer & Assistant Secretary	115 South Ludlow Dayton, OH 45402
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	General Counsel & Secretary	115 South Ludlow Dayton, OH 45402
<u>DANIEL W. DITTMAN</u> 201 Quiet Meadow Lane Centerville, OH 45459	Senior Vice President Administration, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>RODNEY A. HEDEEN</u> 3961 Applewood Lane Kettering, OH 45429	Senior Vice President/General Manager Forms/Systems, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>H. JOHN PROUD</u> 9618 Meadow Woods Lane Spring Valley, OH 45370	SVP, Auto. Comp. Systems, CSD	800 Germantown Street Dayton, OH 45407
<u>THOMAS E. SUTTMILLER</u> 829 Lincoln Woods Court Kettering, OH 45429	Senior Vice President/General Manager Auto/Wilmer, BFD	3555 S. Kettering Blvd. Dayton, OH 45439

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS
(Continued)**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
 <u>OUTSIDE DIRECTORS</u>		
• <u>WILLIAM H. SEALL</u> 1213 Hidden Oaks Drive Dayton, OH 45459	President & Chief Operating Officer, Brunner Companies	Brunner Companies 104 E. Third St. Fifth Floor Dayton, OH 45402
• <u>GAYLE B. PRICE, JR.</u> 4970 Tait Road Dayton, OH 45429	Chairman & Chief Executive Officer, Price Brothers Company	Price Brothers Co. 367 W. 2nd Street Dayton, OH 45402
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• <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	President & Chief Executive Officer, Northwood Institute	Northwood Institute 3225 Cook Road Midland, MI 48640-2398
• <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145 (216) 333-5491	Chairman & Chief Executive Officer, M.A. Hanna Company	M.A. Hanna Company 1301 E. Ninth St. Suite 3600 Cleveland, OH 44114-1824

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 0023251 Annual Report for the year 1991

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of OHIO

THIRD: Character of business, briefly stated, is SALE OF BUSINESS FIRMS AND EOP
EQUIPMENT

FOURTH: If foreign corporation, address of its principal office 115 S. LUDLOW ST.
DAYTON OHIO 45402

FIFTH: Business address in Rhode Island 555 WATERMAN AVE.
EAST PROVIDENCE R.I. 02914

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

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

SEVENTH: Number of Shares authorized:

No. of Shares	Class
<u>30,000,000</u>	<u>COMMON</u>
<u>30,000,000</u>	<u>COMMON</u>
<u>60,000,000</u>	<u>PREFERRED</u>

Par Value or statement that shares are without par value

A .025 / SHARE

B .03125 / SHARE

NPV

EIGHTH: Number of Shares issued:

No. of Shares	Class
<u>10,098,004</u>	<u>COMMON</u>
<u>5,749,280</u>	<u>COMMON</u>

Par Value or statement that shares are without par value

A .025 / SHARE

B .03125 / SHARE

PAID
FEB 21 1991
SECY OF STATE

Dated FEBRUARY 21 19 91

THE REYNOLDS & REYNOLDS COMPANY
(Name of Corporation)

By X M J Aspinall

Title TREASURER

(Report must be signed by an officer)

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT, JR.</u> 5328 Landau Drive Dayton, OH 45429	Chairman of Steering Committee, Director	115 South Ludlow Dayton, OH 45402
* <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	Chairman of the Board, President and Chief Executive Officer	115 South Ludlow Dayton, OH 45402
* <u>ROBERT C. NEVIN</u> 144 W. Thruston Blvd. Dayton, OH 45419	President, Business Forms Division and Director	3555 S. Kettering Blvd. Dayton, OH 45439
* <u>JOSEPH N. BAUSMAN</u> 760 Winding Way Kettering, OH 45419	President, Computer Systems Division and Director	800 Germantown St. Dayton, OH 45407
* <u>RICHARD H. GRANT, III</u> 291 W. Thruston Blvd. Dayton, OH 45419	Senior Vice President, International, CSD and Director	800 Germantown Street Dayton, OH 45407
* <u>DALE L. MEDFORD</u> 1955 Tait Circle Kettering, OH 45429	V.P. Corp. Finance & CFO and Director	115 South Ludlow Dayton, OH 45402
<u>MICHAEL J. GAPINSKI</u> 5378 Welsford Court Westchester, OH 45069	Treasurer & Assistant Secretary	115 South Ludlow Dayton, OH 45402
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	General Counsel & Secretary	115 South Ludlow Dayton, OH 45402
<u>DANIEL W. DITTMAN</u> 201 Quiet Meadow Lane Centerville, OH 45459	Senior Vice President Administration, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>RODNEY A. HEDEEN</u> 3961 Applewood Lane Kettering, OH 45429	Senior Vice President/General Manager Forms/Systems, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>H. JOHN PROUD</u> 9618 Meadow Woods Lane Spring Valley, OH 45370	SVP, Auto. Comp. Systems, CSD	800 Germantown Street Dayton, OH 45407
<u>THOMAS E. SUTTMILLER</u> 829 Lincoln Woods Court Kettering, OH 45429	Senior Vice President/General Manager Auto/Wilmer, BFD	3555 S. Kettering Blvd. Dayton, OH 45439

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS
(Continued)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
<u>OUTSIDE DIRECTORS</u>		
<ul style="list-style-type: none"> • <u>WILLIAM H. SEALL</u> 1213 Hidden Oaks Drive Dayton, OH 45459 	<ul style="list-style-type: none"> President & Chief Operating Officer, Brunner Companies 	<ul style="list-style-type: none"> Brunner Companies 104 E. Third St. Fifth Floor Dayton, OH 45402
<ul style="list-style-type: none"> • <u>GAYLE B. PRICE, JR.</u> 4970 Tail Road Dayton, OH 45429 	<ul style="list-style-type: none"> Chairman & Chief Executive Officer, Price Brothers Company 	<ul style="list-style-type: none"> Price Brothers Co. 367 W. 2nd Street Dayton, OH 45402
<ul style="list-style-type: none"> • <u>KENNETH W. THIELE</u> 4518 Troon Trail Kettering, OH 45429 	<ul style="list-style-type: none"> Investor 	<ul style="list-style-type: none"> Society Bank Bldg. Suite 1020 Dayton, OH 45401
<ul style="list-style-type: none"> • <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640 	<ul style="list-style-type: none"> President & Chief Executive Officer, Northwood Institute 	<ul style="list-style-type: none"> Northwood Institute 3225 Cook Road Midland, MI 48640-2398
<ul style="list-style-type: none"> • <u>MARTIN D. WALKER</u> 23487 Quail Hollow Westlake, OH 44145 (216) 333-5491 	<ul style="list-style-type: none"> Chairman & Chief Executive Officer, M.A. Hanna Company 	<ul style="list-style-type: none"> M.A. Hanna Company 1301 E. Ninth St. Suite 3600 Cleveland, OH 44114-1824

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0028751 Annual Report for the year 1990

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of OHIO

THIRD: Character of business, briefly stated, is SALE OF BUSINESS FORMS
AND EDP EQUIPMENT

FOURTH: If foreign corporation, address of its principal office 115 S. LUDLOW ST
DAYTON, OHIO 45402

FIFTH: Business address in Rhode Island 855 WATERMAN AVENUE
EAST PROVIDENCE, RI 02914

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

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

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>30,000,000</u>	<u>COMMON</u>	<u>"A"</u>	<u>.625/share</u>
<u>30,000,000</u>	<u>COMMON</u>	<u>"B"</u>	<u>.03125/share</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>10,287,805</u>	<u>COMMON</u>	<u>"A"</u>	<u>.625/share</u>
<u>5,704,250</u>	<u>COMMON</u>	<u>"B"</u>	<u>.03125/share</u>

PAID

MAR 05 1990

REGISTRY OF STATE

Dated FEBRUARY 20 19 90

THE REYNOLDS AND REYNOLDS COMPANY
(Name of Corporation)

By M. J. Garpinski
MICHAEL J. GARPINSKI
Title TREASURER

(Report must be signed by an officer)

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
• <u>RICHARD H. GRANT, JR.</u> 5328 Landau Drive, Apt. #50 Kettering, OH 45429	<i>Chairman of Steering Committee, Director</i>	115 South Ludlow Dayton, OH 45402
• <u>TERRY D. CARDER</u> 348 North Pelham Drive Dayton, OH 45429	<i>Chairman of the Board</i>	115 South Ludlow Dayton, OH 45402
• <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	<i>President, Chief Executive Officer, Director</i>	115 South Ludlow Dayton, OH 45402
• <u>ROBERT C. NEVIN</u> 144 W. Thruston Blvd. Dayton, OH 45419	<i>President, Business Forms Division</i>	3555 S. Kettering Blvd. Dayton, OH 45439
• <u>JOSEPH N. BAUSMAN</u> 760 Winding Way Kettering, OH 45419	<i>President, Computer Systems Division</i>	800 Germantown St. Dayton, OH 45407
<u>DALE L. MEDFORD</u> 1955 Tail Circle Kettering, OH 45429	<i>V.P. Corp. Finance & CFO</i>	115 South Ludlow Dayton, OH 45402
<u>MICHAEL J. GAPINSKI</u> 6866 Trestle Drive Westchester, OH 45069	<i>Treasurer & Assistant Secretary</i>	115 South Ludlow Dayton, OH 45402
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	<i>General Counsel & Secretary</i>	115 South Ludlow Dayton, OH 45402
<u>JAMES R. BYRD</u> 1216 Timber Hawk Trail Spring Valley, OH 45370	<i>GVP, Auto. Comp. Sys. & Support, CSD</i>	800 Germantown Street Dayton, OH 45407
<u>ROBERT P. COPENHEFER</u> 1316 Danbury Court Centerville, OH 45459	<i>SVP, Sales, BFD</i>	3555 S. Kettering Blvd. Dayton, OH 45439
<u>DANIEL W. DITTMAN</u> 1338 Huntsman Lane Centerville, OH 45459	<i>Senior Vice President & CAO, BFD</i>	3555 S. Kettering Blvd. Dayton, OH 45439
<u>JAMES M. FITZGERALD</u> 6942 Via Estrada La Jolla, CA 92037	<i>Senior Vice President & GM, NMCS</i>	8928 Terman Court San Diego, CA 92121

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS
(Continued)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
• <u>RICHARD H. GRANT, III</u> 291 Thruston Blvd. Dayton, OH 45419	Senior Vice President, International, CSD	800 Germantown Street Dayton, OH 45407
<u>RODNEY A. HEDEEN</u> 3961 Applewood Lane Kettering, OH 45429	SVP, Mfg. & Distribution, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>JOHN R. KISSICK</u> 28 W. Thruston Blvd. Dayton, OH 45419	SVP, Mktg. & National Accounts, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>ROGER E.N. KITZMAN</u> 5845 Kimway Drive Dayton, OH 45458	GVP, Auto. Comp. Systems Sales, CSD	800 Germantown Street Dayton, OH 45407
<u>H. JOHN PROUD</u> 9618 Meadow Woods Lane Spring Valley, OH 45370	SVP, Auto. Comp. Systems, CSD	800 Germantown Street Dayton, OH 45407
<u>PAUL W. ROESE</u> P.O. Box 456 Hudson, OH 44236	Senior Vice President, Arnold Sales, BFD	3555 S. Kettering Blvd. Dayton, OH 45439

OUTSIDE DIRECTORS

• <u>WILLIAM H. SEALL</u> 1213 Hidden Oaks Drive Dayton, OH 45459	President & COO, Brunner Companies	104 E. Third Street Fifth Floor Dayton, OH 45402
• <u>GAYLE B. PRICE, JR.</u> 4970 Tait Road Dayton, OH 45429	Chairman & CEO, Price Brothers Co.	367 W. 2nd Street Dayton, OH 45402
• <u>KENNETH W. THIELE</u> 4518 Troon Trail Kettering, OH 45429	Investor	Society Bank Bldg. Suite 1020 Dayton, OH 45401
• <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	President & CEO, Northwood Institute	3225 Cook Road Midland, MI 48640-2398

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0028251

Annual Report for the year 1989

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of OHIO

THIRD: Character of business, briefly stated, is SALE OF BUSINESS FORMS AND
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FIFTH: Business address in Rhode Island 855 WATERMAN AVE. EAST PROVIDENCE,
R.I., 02914

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

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

SEVENTH: Number of Shares authorized:

No. of Shares	Class
<u>30,000,000</u>	<u>Common</u>
<u>30,000,000</u>	<u>Common</u>

Par Value
or statement that
shares are without
par value

.625 / SHARE
.03125 / SHARE

EIGHTH: Number of Shares issued:

No. of Shares	Class
<u>10,275,105</u>	<u>Common</u>
<u>8,749,280</u>	<u>Common</u>

Par Value
or statement that
shares are without
par value

.625 / SHARE
.03125 / SHARE

PAID
01 1989
SECY OF STATE
MAR 01 1989
PAID
SECY OF STATE

Dated FEBRUARY 24 19 89

THE REYNOLDS AND REYNOLDS COMPANY
(Name of Corporation)

By X
MICHAEL J. GAPSKI

Title Treasurer

(Report must be signed by an officer)

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS**

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
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• <u>TERRY D. CARDER</u> 348 North Pelham Drive Dayton, OH 45429	Chairman of the Board	115 South Ludlow Dayton, OH 45402
• <u>DAVID R. HOLMES</u> 5 Volusia Avenue Dayton, OH 45409	President, Chief Executive Officer, Director	115 South Ludlow Dayton, OH 45402
• <u>ROBERT C. NEVIN</u> 144 W. Thruston Blvd. Dayton, OH 45419	President, Business Forms Division	3555 S. Kettering Blvd. Dayton, OH 45439
• <u>JOSEPH N. BAUSMAN</u> 760 Winding Way Kettering, OH 45419	President, Computer Systems Division	800 Germantown St. Dayton, OH 45407
<u>DALE L. MEDFORD</u> 1955 Taii Circle Kettering, OH 45429	V.P. Corp. Finance & CFO	115 South Ludlow Dayton, OH 45402
<u>MICHAEL J. GAPINSKI</u> 6866 Trestle Drive Westchester, OH 45069	Treasurer & Assistant Secretary	115 South Ludlow Dayton, OH 45402
<u>ADAM M. LUTYNSKI</u> 435 Timberlea Trail Dayton, OH 45429	General Counsel & Secretary	115 South Ludlow Dayton, OH 45402
<u>JAMES R. BYRD</u> 1216 Timber Hawk Trail Spring Valley, OH 45370	GVP, Auto. Comp. Sys. & Support, CSD	800 Germantown Street Dayton, OH 45407
<u>ROBERT P. COPENHEFER</u> 1316 Danbury Court Centerville, OH 45459	SVP, Sales, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>DANIEL W. DITTMAN</u> 1338 Huntsman Lane Centerville, OH 45459	Senior Vice President & CAO, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>JAMES M. FITZGERALD</u> 8901 Gilman Drive La Jolla, CA 92037	Senior Vice President & GM, NMCS	8928 Terman Court San Diego, CA 92121

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS
(Continued)

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* <u>RICHARD H. GRANT, III</u> 291 Thruston Blvd. Dayton, OH 45419	Senior Vice President, International, CSD	800 Germantown Street Dayton, OH 45407
<u>RODNEY A. HEDEEN</u> 3961 Applewood Lane Kettering, OH 45429	SVP, Mfg. & Distribution, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>JOHN R. KISSICK</u> 28 W. Thruston Blvd. Dayton, OH 45419	SVP, Mktg. & National Accounts, BFD	3555 S. Kettering Blvd. Dayton, OH 45439
<u>ROGER E.N. KITZMAN</u> 5845 Kimway Drive Dayton, OH 45458	GVP, Auto. Comp. Systems Sales, CSD	800 Germantown Street Dayton, OH 45407
<u>H. JOHN PROUD</u> 9618 Meadow Woods Lane Spring Valley, OH 45370	SVP, Auto. Comp. Systems, CSD	800 Germantown Street Dayton, OH 45407
<u>PAUL W. ROESE</u> P.O. Box 456 Hudson, OH 44236	Senior Vice President, Arnold Sales, BFD	3555 S. Kettering Blvd. Dayton, OH 45439

OUTSIDE DIRECTORS

* <u>WILLIAM H. SEALL</u> 1213 Hidden Oaks Drive Dayton, OH 45459	President & COO, Brunner Companies	104 E. Third Street Fifth Floor Dayton, OH 45402
* <u>GAYLE B. PRICE, JR.</u> 4970 Tait Road Dayton, OH 45429	Chairman & CEO, Price Brothers Co.	367 W. 2nd Street Dayton, OH 45402
* <u>KENNETH W. THIELE</u> 4518 Troon Trail Kettering, OH 45429	Investor	Society Bank Bldg. Suite 1020 Dayton, OH 45401
* <u>DR. DAVID E. FRY</u> 1420 W. Sugnet Road Midland, MI 48640	President & CEO, Northwood Institute	3225 Cook Road Midland, MI 48640-2398

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23251 Annual Report for the year 1988

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of OHIO

THIRD: Character of business, briefly stated, is SALE OF BUSINESS FORMS, EDP EQUIPMENT & SERVICES

FOURTH: If foreign corporation, address of its principal office
115 SOUTH LUDLOW DAYTON OHIO 45402

FIFTH: Business address in Rhode Island
855 WATERMAN AVE. EAST PROVIDENCE, RI 02914

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

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

Name	Office	Address (including number, street, zip code)
	Director	
	Director	
<u>Please See Attached</u>	Director	<u>Please See Attached</u>
	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>30,000,000</u>	<u>COM.</u>	<u>A</u>	<u>\$.025/SHARE</u>
<u>30,000,000</u>	<u>COM</u>	<u>B</u>	<u>\$.03125/SHARE</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>10,674,105</u>	<u>COM</u>	<u>A</u>	<u>\$.025/SHARE</u>
<u>8,749,280</u>	<u>COM</u>	<u>B</u>	<u>\$.03125/SHARE</u>

PAID
MAR 11 1988
SECY OF STATE

Dated 2-22 1988

The Reynolds and Reynolds Company

(Name of Corporation)

By X Michael J. Gapski

Title MICHAEL J. GAPSKI
Treasurer

(Report must be signed by an officer)

DIRECTORS:

Richard H. Grant, Jr.	David R. Holmes
Terry D. Carder	Dr. David E. Fry
George D. Molinsky	William H. Seall
Robert C. Nevin	Gayle B. Price
Richard H. Grant, III	Kenneth W. Thiele

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS**

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* Richard H. Grant, Jr. 5328 Landau Drive, Apt. #50 Kettering, OH 45429	Chairman of Steering Committee, Director	115 South Ludlow Dayton, OH 45402
* Terry D. Carder 348 North Pelham Drive Dayton, OH 45429	Chairman of the Board and Chief Executive Officer	115 South Ludlow Dayton, OH 45402
* David R. Holmes 5 Volusia Avenue Dayton, OH 45409	President, Chief Operating Officer and Director	115 South Ludlow Dayton, OH 45402
* Robert C. Nevin 144 W. Thruston Blvd. Dayton, OH 45419	Executive Vice President (Corporate), Director	115 South Ludlow Dayton, OH 45402
Budd L. Tipple 4377 Hoffman Drive Dayton, OH 45415	Executive Vice President (Corporate)	115 South Ludlow Dayton, OH 45402
Joseph N. Bausman 2742 Rhett Drive Xenia, OH 45385	President, Computer Systems Division	800 Germantown St. Dayton, OH 45407
* George D. Molinsky 246 W. Thruston Blvd. Dayton, OH 45419	President Business Forms Division, Director	3555 S. Kettering Blvd. Dayton, OH 45439
Dale L. Medford 1955 Tait Circle Kettering, OH 45429	Vice President, Corporate Finance and Chief Financial Officer	115 South Ludlow Dayton, OH 45402
Michael J. Gapinski 6866 Trestle Drive Westchester, OH 45069	Treasurer and Assistant Secretary	115 South Ludlow Dayton, OH 45402
Adam M. Lutynski 435 Timberlea Trail Dayton, OH 45429	General Counsel and Secretary	115 South Ludlow Dayton, OH 45402
James R. Byrd 1216 Timer Hawk Trail Spring Valley, OH 45370	Group Vice President, Automotive Computer Systems Division and Support (CSD)	800 Germantown Street Dayton, OH 45407

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS (CONTINUED)

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Robert P. Copenhefer 1316 Danbury Court Centerville, OH 45459	Senior Vice President, Sales (BFD)	3555 S. Kettering Blvd Dayton, OH 45439
Daniel W. Dittman 1338 Huntsman Lane Centerville, OH 45459	Senior Vice President, and Chief Administrative Officer (BFD)	3555 S. Kettering Blvd. Dayton, OH 45439
James M. Fitzgerald 754 E. Schantz Avenue Dayton, OH 45419	Senior Vice President and Chief Administrative Officer (CSD)	800 Germantown Street Dayton, OH 45407
* Richard H. Grant, III 291 Thruston Blvd. Dayton, OH 45419	Senior Vice President International (CSD), Director	800 Germantown Street Dayton, OH 45407
Rodney A. Hedeon 4331 South Poplar Columbus, IN 47201	Senior Vice President Manufacturing & Distribution (BFD)	3555 S. Kettering Blvd. Dayton, OH 45439
John R. Kissick 28 W. Thruston Blvd. Dayton, OH 45419	Senior Vice President Sales & Marketing (BFD)	3555 S. Kettering Blvd. Dayton, OH 45439
Roger E. N. Kitzman 5845 Kimway Drive Dayton, OH 45459	Group Vice President, Automotive Computer Systems Sales (CSD)	800 Germantown Street Dayton, OH 45407
Frank Labosco, Jr. 5877 Batsford Drive Dayton, OH 45459	Vice President Admin- istration (Corporate)	115 South Ludlow Dayton, OH 45402
H. John Proud 9618 Meadow Woods Lane Spring Valley, OH 45370	Senior Vice President, Automotive Computer Systems (CSD)	800 Germantown Street Dayton, OH 45407
Paul W. Roese P.O. Box 456 Hudson, OH 44236	Senior Vice President, Sales, Arnold (BFD)	1600 Turkeyfoot Road Akron, OH 44309

OUTSIDE DIRECTORS

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* William H. Seall 1213 Hidden Oaks Drive Dayton, OH 45459	President & Chief Operating Officer, Brunner Companies	104 E. Third Street Fifth Floor Dayton, OH 45402
* Gayle B. Price, Jr. 4970 Tait Road Dayton, OH 45429	Chairman and Chief Executive Officer, Price Brothers Company	367 W. 2nd Street Dayton, OH 45402

OUTSIDE DIRECTORS (CONTINUED)

NAME AND RESIDENCE ADDRESS

TITLE

BUSINESS ADDRESS

* Kenneth W. Thiele
4518 Troon Trail
Kettering, OH 45429

Investor

Society Bank Bldg.
Suite 1020
Dayton, OH 45401

* Dr. David E. Fry
1420 W. Sugnet Road
Midland, MI 48640

President & Chief
Executive Officer,
Northwood Institute

3225 Cook Road
Midland, MI 48640-2398

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

CORP ID 23251

Annual Report for the year 1987

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS
COMPANY

SECOND: It is incorporated under the laws of OHIO

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FIFTH: Business address in Rhode Island

855 WATERMAN AVE., EAST PROVIDENCE, RI 02914

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
Please See Attached	Director	Please See Attached
	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
15,000,000	COMMON	"A"	\$.625 / SHARE
15,000,000	COMMON	"B"	\$.03125 / SHARE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,569,870	COMMON	"A"	\$.625 / SHARE
8,749,280	COMMON	"B"	\$.03125 / SHARE

Dated: FEB 4 1987 19

The Reynolds and Reynolds Company
(Name of Corporation)

PAID

FEB 18 1987

SEC'Y OF STATE

By *X Michael J. Gapinski*
MICHAEL J. GAPINSKI
Treasurer

Title

(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 REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS**

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* Richard H. Grant, Jr. 5328 Landau Drive, Apt. #50 Kettering, OH 45429	Chairman of Steering Committee, Director	115 South Ludlow Dayton, OH 45402
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* Budd L. Tipple 4377 Hoffman Drive Dayton, OH 45415	Executive Vice President (Corporate)	115 South Ludlow Dayton, OH 45402
Wayne C. Jira 2275 Candlewood Lane Bath, OH 44313	President, The Arnold Corporation	1600 E. Turkeyfoot Rd. Akron, OH 44309-0577
David R. Holmes 5 Volusia Avenue Dayton, OH 45409	President Computer Systems Division	800 Germantown Street Dayton, OH 45407
* George D. Molinsky 246 W. Thruston Blvd. Dayton, OH 45419	President Business Systems Division	800 Germantown Street Dayton, OH 45402
Dale L. Medford 1955 Tait Circle Kettering, OH 45429	Vice President, Corporate Finance and Chief Financial Officer	115 South Ludlow Dayton, OH 45402
Michael J. Gapinski 6866 Trestle Drive Westchester, OH 45069	Treasurer and Assistant Secretary	115 South Ludlow Dayton, OH 45402
Adam M. Lutynski 435 Timberlea Trail Dayton, OH 45429	General Counsel and Secretary	800 Germantown Street Dayton, OH 45402
Joseph N. Bausman 2742 Rhett Drive Xenia, OH 45385	Senior Vice President, Automotive Computer Systems (CSD)	800 Germantown Street Dayton, OH 45407
Robert P. Copenhefer 1316 Danbury Court Centerville, OH 45459	Senior Vice President, Sales (BSD)	800 Germantown Street Dayton, OH 45407
Daniel W. Dittman 1338 Huntsman Lane Centerville, OH 45459	Senior Vice President, and Chief Administrative Officer (BSD)	800 Germantown Street Dayton, OH 45407

JUN 04 1987

**THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS (CONTINUED)**

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
James M. Fitzgerald 754 E. Schantz Avenue Dayton, OH 45419	Senior Vice President and Chief Administrative (CSD)	800 Germantown Street Dayton, OH 45407
* Richard H. Grant, III 291 Thruston Blvd. Dayton, OH 45419	Senior Vice President International (CSD), Director	800 Germantown Street Dayton, OH 45407
Arnold H. Cantrell 600 Enid Avenue Kettering, OH 45429	Vice President Research and Technology Ventures (Corporate)	115 South Ludlow Dayton, OH 45402
Ronald M. Harwith 414 East 6th Street Dayton, OH 45402	Vice President Profes- sional Systems (Corporate)	115 South Ludlow Dayton, OH 45402
Frank Labosco, Jr. 5877 Batsford Drive Dayton, OH 45459	Vice President Admin- istration (Corporate)	115 South Ludlow Dayton, OH 45402

OUTSIDE DIRECTORS

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* William H. Seall 1213 Hidden Oaks Drive Dayton, OH 45459	Consulting Counsel to Coolidge, Wall, Womsley & Lombard Co., L.P.A.	33 West First Street IBM Building, Suite 600 Dayton, OH 45402
	President & COO Brunner Companies	124 E. Third Street Suite 300 Dayton, OH 45402
* Harold James Gazeley 330 Wellesley Way Centerville, OH 45459	Chairman of the Board	The Duriron Company, Inc. 425 N. Findlay Street Dayton, OH 45404
* Gayle B. Price, Jr. 4970 Tait Road Dayton, OH 45429	Chairman, Chief Executive Officer	Price Brothers Company 367 W. 2nd Street Dayton, OH 45402
* Kenneth W. Thiele 4518 Troon Trail Kettering, OH 45429	Investor	Third National Bank Bldg., Suite 1020 Dayton, OH 45401 (MAILING: P.O. Box 1659, Dayton, OH 454

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 23251 Annual Report for the year 1986

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of OHIO

THIRD: Character of business, briefly stated, is Sale of Business Forms & EDP Equipment

FOURTH: If foreign corporation, address of its principal office

800 GERMANTOWN ST., DAYTON, OH 45407

FIFTH: Business address in Rhode Island

**THE REYNOLDS & REYNOLDS CO.
P.O. BOX 2608 - TAX DEPT.
DAYTON, OHIO 45401**

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

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

.....	Director
.....	Director
Please See Attached	Director	Please 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
<u>6,000,000</u>	<u>COMMON</u>	<u>"A"</u>	<u>\$ 1.25 / SHARE</u>
<u>8,200,000</u>	<u>COMMON</u>	<u>"B"</u>	<u>\$.0625 / SHARE</u>

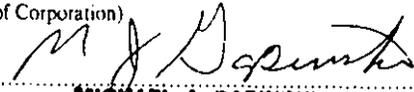
EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>4,620,348</u>	<u>COMMON</u>	<u>"A"</u>	<u>\$ 1.25 / SHARE</u>
<u>4,374,640</u>	<u>COMMON</u>	<u>"B"</u>	<u>\$.0625 / SHARE</u>

Dated X FEB 25 1986 19

The Reynolds and Reynolds Co.

(Name of Corporation)

By X 
MICHAEL J. GAPINSKI
Treasurer

Title

APR 09 ENT'D 

(Report must be signed by an officer)

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS

<u>Name and Residence Address</u>	<u>Title</u>	<u>Business Address</u>
*Richard H. Grant, Jr. 5328 Landau Dr., Apt. 50 Dayton, OH 45429	Chairman of the Steering Committee	800 Germantown Street Dayton, OH 45407
*Terry D. Carder 103 Spirea Drive Dayton, OH 45419	Chairman of the Board, President and Chief Executive Officer	800 Germantown Street Dayton, OH 45407
*Budd L. Tipple 4377 Hoffman Drive Dayton, OH 45415	President, Computer Systems Division	800 Germantown Street Dayton, OH 45407
*George D. Molinsky 11163 Crooked Stick Lane Carmel, IN 46032	President, Business Systems Division	800 Germantown Street Dayton, OH 45407
*Richard H. Grant, III 291 W. Thruston Blvd. Dayton, OH 45419	Senior Vice President, International, Computer Systems Division	800 Germantown Street Dayton, OH 45407
Ronald M. Harwith 414 East Sixth Street Dayton, OH 45402	Vice President, Professional Services Group	800 Germantown Street Dayton, OH 45407
Dale L. Medford 1955 Tait Circle Kettering, OH 45429	Vice President Corporate Finance and Chief Financial Officer	800 Germantown Street Dayton, OH 45407
Michael J. Gapinski 6270 Castlehill Drive Middletown, OH 45042	Treasurer and Assistant Secretary	800 Germantown Street Dayton, OH 45407
Joseph N. Bausman 2742 Rhett Drive Xenia, OH 45385	Senior Vice President, Manufacturing and Distribution Business Systems Division	800 Germantown Street Dayton, OH 45407
Arnold H. Cantrell 600 Enid Avenue Kettering, OH 45429	Vice President, Corporate Information Services	800 Germantown Street Dayton, OH 45407
Frank Labosco 5877 Batsford Drive Dayton, OH 45459	Vice President, Corporate Administration	800 Germantown Street Dayton, OH 45407
Lee C. Lewis 4549 Troon Trail Kettering, OH 45429	Senior Vice President, Sales and Marketing Business Systems Division	800 Germantown Street Dayton, OH 45407
David R. Holmes 5 Volusia Avenue Dayton, OH 45409	Senior Vice President, Automotive Systems Computer Systems Division	800 Germantown Street Dayton, OH 45407

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS

<u>Name and Residence Address</u>	<u>Title</u>	<u>Business Address</u>
*Richard H. Grant, Jr. 5328 Landau Dr., Apt. 50 Dayton, OH 45429	Chairman of the Steering Committee	800 Germantown Street Dayton, OH 45407
*Terry D. Carder 103 Spirea Drive Dayton, OH 45419	Chairman of the Board, President and Chief Executive Officer	800 Germantown Street Dayton, OH 45407
*Budd L. Tipple 4377 Hoffman Drive Dayton, OH 45415	President, Computer Systems Division	800 Germantown Street Dayton, OH 45407
*George D. Molinsky 11163 Crooked Stick Lane Carmel, IN 46032	President, Business Systems Division	800 Germantown Street Dayton, OH 45407
*Richard H. Grant, III 291 W. Thruston Blvd. Dayton, OH 45419	Senior Vice President, International, Computer Systems Division	800 Germantown Street Dayton, OH 45407
Ronald M. Harwith 414 East Sixth Street Dayton, OH 45402	Vice President, Professional Services Group	800 Germantown Street Dayton, OH 45407
Dale L. Medford 1955 Tait Circle Kettering, OH 45429	Vice President Corporate Finance and Chief Financial Officer	800 Germantown Street Dayton, OH 45407
Michael J. Gapinski 6270 Castlehill Drive Middletown, OH 45042	Treasurer and Assistant Secretary	800 Germantown Street Dayton, OH 45407
Joseph N. Bausman 2742 Rhett Drive Xenia, OH 45385	Senior Vice President, Manufacturing and Distribution Business Systems Division	800 Germantown Street Dayton, OH 45407
Arnold H. Cantrell 600 Enid Avenue Kettering, OH 45429	Vice President, Corporate Information Services	800 Germantown Street Dayton, OH 45407
Frank Labosco 5877 Batsford Drive Dayton, OH 45459	Vice President, Corporate Administration	800 Germantown Street Dayton, OH 45407
Lee C. Lewis 4549 Troon Trail Kettering, OH 45429	Senior Vice President, Sales and Marketing Business Systems Division	800 Germantown Street Dayton, OH 45407
David R. Holmes 5 Volusia Avenue Dayton, OH 45409	Senior Vice President, Automotive Systems Computer Systems Division	800 Germantown Street Dayton, OH 45407

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS

<u>Name and Residence Address</u>	<u>Title</u>	<u>Business Address</u>
*Richard H. Grant, Jr. 5328 Landau Dr., Apt. 50 Dayton, OH 45429	Chairman of the Steering Committee	800 Germantown Street Dayton, OH 45407
*Terry D. Carder 103 Spirea Drive Dayton, OH 45419	Chairman of the Board, President and Chief Executive Officer	800 Germantown Street Dayton, OH 45407
*Budd L. Tipple 4377 Hoffman Drive Dayton, OH 45415	President, Computer Systems Division	800 Germantown Street Dayton, OH 45407
*George D. Molinsky 11163 Crooked Stick Lane Carmel, IN 46032	President, Business Systems Division	800 Germantown Street Dayton, OH 45407
*Richard H. Grant, III 291 W. Thruston Blvd. Dayton, OH 45419	Senior Vice President, International, Computer Systems Division	800 Germantown Street Dayton, OH 45407
Ronald M. Harwith 414 East Sixth Street Dayton, OH 45402	Vice President, Professional Services Group	800 Germantown Street Dayton, OH 45407
Dale L. Medford 1955 Tait Circle Kettering, OH 45429	Vice President Corporate Finance and Chief Financial Officer	800 Germantown Street Dayton, OH 45407
Michael J. Capinski 6270 Castlehill Drive Middletown, OH 45042	Treasurer and Assistant Secretary	800 Germantown Street Dayton, OH 45407
Joseph N. Bausman 2742 Rhett Drive Xenia, OH 45385	Senior Vice President, Manufacturing and Distribution Business Systems Division	800 Germantown Street Dayton, OH 45407
Arnold H. Cantrell 600 Enid Avenue Kettering, OH 45429	Vice President, Corporate Information Services	800 Germantown Street Dayton, OH 45407
Frank Labosco 5877 Batsford Drive Dayton, OH 45459	Vice President, Corporate Administration	800 Germantown Street Dayton, OH 45407
Lee C. Lewis 4549 Troon Trail Kettering, OH 45429	Senior Vice President, Sales and Marketing Business Systems Division	800 Germantown Street Dayton, OH 45407
David R. Holmes 5 Volusia Avenue Dayton, OH 45409	Senior Vice President, Automotive Systems Computer Systems Division	800 Germantown Street Dayton, OH 45407

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

23251

Annual Report for the year 1985

FIRST: The name of the corporation is THE REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of OHIO

THIRD: Character of business, briefly stated, is SALE OF BUSINESS FORMS, E.D.P. SERVICES AND EQUIPMENT

FOURTH: If foreign corporation, address of its principal office 800 GERMANTOWN STREET, DAYTON, OHIO 45407

FIFTH: Business address in ^{OHIO} Rhode Island (blank reports will be mailed to this address) P.O. Box 2608 - TAX DEPARTMENT, DAYTON, OHIO 45401

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
	Director	
- SEE ATTACHED 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
6,000,000	COMMON	"A"	\$ 1.25 / SHARE
8,200,000	COMMON	"B"	\$.0625 / SHARE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
4,631,116	COMMON	"A"	\$ 1.25 / SHARE
4,374,640	COMMON	"B"	\$.0625 / SHARE

Dated: 2-27 19 85

THE REYNOLDS AND REYNOLDS COMPANY
(Name of Corporation.)

By: M.J. GAPINSKI
Title: ASSISTANT TREASURER

RECEIVED MAR 1985

(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 REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND DIRECTORS***

<u>Name and Residence Address</u>	<u>Title</u>	<u>Business Address</u>
*Richard H. Grant, Jr. 5328 Landau Dr., Apt. 50 Dayton, OH 45429	Chairman of the Steering Committee	800 Germantown Street Dayton, OH 45407
*Terry D. Carder 103 Spirea Drive Dayton, OH 45419	President and Chief Executive Officer	800 Germantown Street Dayton, OH 45407
Budd L. Tipple 4377 Hoffman Drive Dayton, OH 45415	Senior Vice President and Chief Operating Officer	800 Germantown Street Dayton, OH 45407
George Molinsky 11163 Crooked Stick Lane Carmel, IN 46032	Senior Vice President and Chief Administrative Officer	800 Germantown Street Dayton, OH 45407
*Robert H. Dugan 5328 Landau Drive, Apt. 46 Dayton, OH 45429	Group Vice President, Financial Services	800 Germantown Street Dayton, OH 45407
*Richard H. Grant, III 291 W. Thruston Blvd. Dayton, OH 45419	Group Vice President, International	800 Germantown Street Dayton, OH 45407
Ronald M. Harwith 414 East Sixth Street Dayton, OH 45402	Vice President, General Counsel and Secretary	800 Germantown Street Dayton, OH 45407
Dale L. Medford 1955 Tait Circle Kettering, OH 45429	Vice President and Treasurer	800 Germantown Street Dayton, OH 45407
Joseph N. Bausman 2742 Rhett Drive Xenia, OH 45385	Group Vice President, Systems Support	800 Germantown Street Dayton, OH 45407
Arnold H. Cantrell 600 Enid Avenue Kettering, OH 45429	Group Vice President, World-Wide Information Services	800 Germantown Street Dayton, OH 45407
Frank Labosco 5877 Batsford Drive Dayton, OH 45459	Group Vice President, Corporate Services	800 Germantown Street Dayton, OH 45407
Lee C. Lewis 4549 Troon Trail Kettering, OH 45429	Group Vice President, Business Forms	800 Germantown Street Dayton, OH 45407

<u>Name and Residence Address</u>	<u>Title</u>	<u>Business Address</u>
Robert L. Kilian 219 Beverly Place Dayton, OH 45419	Vice President, Administration	800 Germantown Street Dayton, OH 45407
Roger E. N. Kitzman 5845 Kimway Drive Dayton, OH 45459	Vice President, Dealer Computer Systems Division	800 Germantown Street Dayton, OH 45407
Robert W. Gilmore 515 Shafor Blvd. Dayton, OH 45419	Vice President, Computer Systems Liaison	800 Germantown Street Dayton, OH 45407
Douglas E. Strasser 7451 Rosmore Court Centerville, OH 45459	Vice President, Medical Systems Division	800 Germantown Street Dayton, OH 45407
Robert P. Copenhefer 1316 Daventry Court Centerville, OH 45459	Vice President, Business Forms and Systems Division	800 Germantown Street Dayton, OH 45407
William G. Eichner 1001 Hyde Park Drive Dayton, OH 45429	Vice President, Forms Manufacturing	800 Germantown Street Dayton, OH 45407
Warren L. Gerald 650 Oakwood Court Troy, OH 45373	Vice President, Wilmer Service Line Division	800 Germantown Street Dayton, OH 45407
George E. A. Stewart 1222 S. Timberview Trail Bloomfield Hills, MI 48013	Vice President, Business Forms Liaison	800 Germantown Street Dayton, OH 45407
James R. Byrd 1216 Timber Hawk Trail Spring Valley, OH 45370	Vice President, Customer Services	800 Germantown Street Dayton, OH 45407
Thomas J. McClurg 5650 S. Peters Road Tipp City, OH 45371	Vice President, Applications Development	800 Germantown Street Dayton, OH 45407
Donald L. Prouty 740 Bickleigh Road Dayton, OH 45459	Vice President, Corporate Quality Assurance	800 Germantown Street Dayton, OH 45407
Harry C. Nicholson 4406 Southern Blvd. Kettering, OH 45429	Vice President, Systems Development	800 Germantown Street Dayton, OH 45407
Peter A. Granson, Jr. 21-Route-de-Corniere CH - 1241 Puplinge Switzerland	Vice President and General Manager International Europe/ South Africa	21-Route-de-Corniere CH - 1241 Puplinge Switzerland

<u>Name and Residence Address</u>	<u>Title</u>	<u>Business Address</u>
Darrell Holbrook 420 Fairway Drive Springboro, OH 45066	Assistant Secretary	800 Germantown Street Dayton, OH 45407
Adam M. Lutynski 1063 Redbluff Drive West Carrollton, OH 45449	Assistant Secretary	800 Germantown Street Dayton, OH 45407
Michael J. Gapinski 6270 Castlehill Drive Middletown, OH 45042	Assistant Treasurer	800 Germantown Street Dayton, OH 45407

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

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POD GERMANTOWN ST. DAYTON, OHIO 45407

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) P.O. BOX 2608 - TAX DEPT. DAYTON OHIO 45401

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
- SEE ATTACHED LIST -	Director	
	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
6,000,000	Common	"A"	1.25
8,200,000	Common	"B"	.0625

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
4,627,066	Common	"A"	1.25
4,374,640	Common	"B"	.0625

Dated: 2 - 29 1984

THE REYNOLDS AND REYNOLDS COMPANY
(Name of Corporation)

By Dale L. Medford
DALE L. MEDFORD
Title VICE-PRESIDENT - TREASURER

MAR 22 1984

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 REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS**

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* Richard H. Grant, Jr. 3328 Landau Drive, Apt. #50 Kettering, OH 45429	Chairman of Steering Committee	800 Germantown Street Dayton, OH 45407
* Edwin F. Strasser 350 West David Road Dayton, OH 45429	Chairman and CEO	800 Germantown Street Dayton, OH 45407
* Terry D. Carder 1185 Bournemouth Court Dayton, OH 45459	President and COO	800 Germantown Street Dayton, OH 45407
Arnold H. Cantrell 600 Enid Avenue Kettering, OH 45429	Group V.P., Computer Systems Group	800 Germantown Street Dayton, OH 45407
* Richard H. Grant, III 291 Thurston Blvd. Dayton, OH 45419	Group V.P., International Group	800 Germantown Street Dayton, OH 45407
Lee C. Lewis 4549 Troon Trail Kettering, OH 45429	Group V.P., Business Forms Group	800 Germantown Street Dayton, OH 45407
Budd L. Tipple 4377 Hoffman Drive Dayton, OH 45415	Group V.P., Systems Development & Support Group	800 Germantown Street Dayton, OH 45407
* Robert H. Dugan 5328 Landau Drive, Apt. #46 Kettering, OH 45429	Sr. V.P., Financial Services	800 Germantown Street Dayton, OH 45407
Frank Labosco 5877 Batsford Drive Dayton, OH 45459	Senior V.P., Corporate Services	800 Germantown Street Dayton, OH 45407
Ronald M. Harwith 9667 Quailwood Trail Spring Valley, OH 45370	V.P., General Counsel and Secretary	800 Germantown Street Dayton, OH 45407
Robert L. Kilian 219 Beverly Place Dayton, OH 45419	V.P., Administration	800 Germantown Street Dayton, OH 45407
Dale L. Medford 1955 Tait Circle Kettering, OH 45429	V.P. and Treasurer	800 Germantown Street Dayton, OH 45407

THE REYNOLDS AND REYNOLDS COMPANY
LIST OF OFFICERS AND *DIRECTORS (CONTINUED)

OUTSIDE DIRECTORS

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
* William H. Seall 1213 Hidden Oaks Drive Dayton, OH 45459	Partner in Coolidge, Wall, Womsley & Lombard Co., L.P.A.	33 West First Street IBM Building, Suite 600 Dayton, OH 45402
* Harold James Gazeley 330 Wellesley Way Centerville, OH 45459	President, Chief Executive Officer	The Duriron Company, Inc. 425 N. Findlay Street Dayton, OH 45404
* Gayle B. Price, Jr. 4970 Tait Road Dayton, OH 45429	Chairman, President, Chief Executive Officer	Price Brothers Company 367 W. 2nd Street Dayton, OH 45402
* Kenneth W. Thiele 4518 Troon Trail Kettering, OH 45429	Investor	P.O. Box 1659 Dayton, OH 45401

Filing fee: \$15.00

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OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1983

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800 GERMANTOWN STREET, DAYTON OHIO 45407

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address) P.O. BOX 1805 - TAX DEPT., DAYTON, OHIO 45401

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
	Director	
<u>-SEE ATTACHED LIST-</u>	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
<u>6,000,000</u>	<u>COMMON</u>	<u>"A"</u>	<u>1.25 / SHARE</u>
<u>8,200,000</u>	<u>COMMON</u>	<u>"B"</u>	<u>.025 / SHARE</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>4,571,491</u>	<u>COMMON</u>	<u>"A"</u>	<u>1.25 / SHARE</u>
<u>4,374,640</u>	<u>COMMON</u>	<u>"B"</u>	<u>.025 / SHARE</u>

Dated: 2-28 19 83

THE REYNOLDS AND REYNOLDS CO.
(Name of Corporation)

MAD 78 383
10X

By [Signature]
Title VICE PRESIDENT AND TREASURER

(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

LIST OF OFFICERS AND DIRECTORS
OF THE REYNOLDS AND REYNOLDS COMPANY

Richard H. Grant, Jr. 5328 Landau Drive, Apt. 50 Dayton, OH 45429	Chairman of the Steering Committee and Director
Edwin F. Strasser 350 West David Road Dayton, OH 45429	Chairman of the Board and Chief Executive Officer
Terry D. Carder 1185 Bournemouth Court Dayton, OH 45459	President and Chief Operating Officer and Director
Arnold H. Cantrell 600 Enid Avenue Kettering, OH 45429	Group Vice President, Computer Systems Group
Richard H. Grant, III 291 West Thruston Blvd. Dayton, OH 45419	Group Vice President, International Group and Director
Frank Labosco 5877 Batsford Drive Dayton, OH 45459	Senior Vice President, Corporate Services
Lee C. Lewis 4549 Troon Trail Kettering, OH 45429	Group Vice President, Business Forms Group
Budd L. Tipple 1830 Monte Sereno Drive Danville, CA 94526	Group Vice President, Systems Development and Support Group
Joseph N. Bausman 2742 Rhett Drive Xenia, OH 45385	Vice President, Systems Support
Robert P. Copenhefer 2009 Meadow Side Lane Dayton, OH 45459	Vice President and General Manager, Automotive Forms Division
Robert H. Dugan 5328 Landau Drive, Apt. 46 Dayton, OH 45429	Senior Vice President, Financial Services and Director
William G. Eichner 1001 Hyde Park Drive Dayton, OH 45429	Vice President, Manufacturing Operations
Warren L. Gerald's 650 Oakwood Court Troy, OH 45373	Vice President and General Manager, Business Systems Forms Division

Robert W. Gilmore
515 Shafor Blvd.
Dayton, OH 45419

Vice President, Dealer Product Planning
and Development

Peter A. Granson, Jr.
271 Walnut Grove
Dayton, OH 45459

Vice President, International Markets

Ronald M. Harwith
9667 Quailwood Trail
Spring Valley, OH 45370

Vice President, General Counsel and
Secretary

Robert L. Kilian
219 Beverly Place
Dayton, OH 45419

Vice President, Administration

Roger E. N. Kitzman
5845 Kimway Drive
Dayton, OH 45459

Vice President and General Manager,
Dealer Computer Systems Division

Thomas McKay
6098 Quinella Way
Dayton, OH 45459

First Vice President,
International Markets

Dale L. Medford
1955 Tait Circle
Kettering, OH 45429

Vice President and Treasurer

Harry C. Nicholson
8850 Keller Road
Cincinnati, OH 45243

Vice President, Systems Development

Donald L. Prouty
740 Bickleigh Road
Dayton, OH 45459

Vice President,
Corporate Quality Assurance

George E. A. Stewart
1222 S. Timberview Trail
Bloomfield Hills, MI 48013

Vice President, Liaison

Douglas E. Strasser
2343 Barbados Drive
San Ramon, CA 94583

Vice President and General Manager,
Professional Systems Division

Darrell Holbrook
420 Fairway Drive
Springboro, OH 45066

Assistant Secretary

OUTSIDE DIRECTORS

H. J. Gazeley
330 Wellesley Way
Centerville, OH 45459

Director.
President and Chief Executive Officer,
Duriron Company, Inc.

Gayle B. Price, Jr.
4970 Tait Road
Dayton, OH 45429

Director.
Chairman, President and
Chief Executive Officer
Price Brothers Co.

William H. Seall
1213 Hidden Oaks Drive
Dayton, OH 45459

Director.
Partner, Coolidge, Wall, Matusoff,
Womsley & Lombard Co., L.P.A.

Kenneth W. Thiele
4518 Troon Trail
Dayton, OH 45429

Director, Investor.

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 1981

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EDP Services.

FOURTH: If foreign corporation, address of its principal office P. O. Box 1005
Tax Department Dayton, Ohio 45401

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) 1007 Waterman Avenue, East Providence, Rhode Island.*

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

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

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

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8,200,000	B	-	\$.0625/share

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
4,561,491	A	-	\$1.25/share
4,374,640	B	-	\$.0625/share

Dated: February 25, 1982

The Reynolds and Reynolds Company
(Name of Corporation)

*Blank Forms to be Mailed to:

The Reynolds and Reynolds Company
Attn: Tax Department
P. O. Box 1005
Dayton, OH 45401

By Dale L. Medford
Dale L. Medford
Title Vice President and Treasurer

(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

LIST OF CORPORATE OFFICERS AND DIRECTORS
OF THE REYNOLDS AND REYNOLDS COMPANY

Richard H. Grant, Jr. 800 Germantown Street Dayton, OH 45407	Chairman of the Steering Committee and Director
Edwin F. Strasser 800 Germantown Street Dayton, OH 45407	Chairman of the Board of Directors and Chief Executive Officer
Robert G. Timberlake 800 Germantown Street Dayton, OH 45407	President and Chief Operating Officer and Director
Terry D. Carder 800 Germantown Street Dayton, OH 45407	Executive Vice President
Arnold H. Cantrell 800 Germantown Street Dayton, OH 45407	Senior Vice President and General Manager, Dealer Computer Systems Division
Richard H. Grant, III 800 Germantown Street Dayton, OH 45407	Senior Vice President and General Manager, International Division and Director
Frank Labosco 800 Germantown Street Dayton, OH 45407	Senior Vice President, Corporate Services
Lee C. Lewis 800 Germantown Street Dayton, OH 45407	Senior Vice President and General Manager, Business Systems Division
Budd L. Tipple 220 North Wiget Lane Walnut Creek, CA 94598	Senior Vice President and General Manager, Professional Systems Division
Robert H. Dugan 800 Germantown Street Dayton, OH 45407	Vice President, Finance and Director
Ronald M. Harwith 800 Germantown Street Dayton, OH 45407	Vice President, General Counsel and Secretary
Robert L. Kilian 800 Germantown Street Dayton, OH 45407	Vice President, Administration

Dale L. Medford
800 Germantown Street
Dayton, OH 45407

Vice President and Treasurer

George E. A. Stewart
26500 Northwestern Highway
Southfield, MI 48076

Vice President, Liaison

H. J. Gazeley
P. O. Box 1145
Dayton, OH 45401

Director.
President and Chief Executive Officer
Duriron Company, Inc.

Gayle B. Price, Jr.
P. O. Box 825
Dayton, OH 45401

Director.
Chairman, President and
Chief Executive Officer,
Price Brothers Co.

William H. Seall
33 West First Street
Dayton, OH 45401

Director.
Partner, Coolidge, Wall, Matusoff,
Womsley & Lombard Co., L.P.A.

Kenneth W. Thiele
P. O. Box 1659
Dayton, OH 45401

Director, Investor.

2/22/82

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 Reynolds & Reynolds Company

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 Reynolds and Reynolds Company

SECOND: It is incorporated under the laws of Ohio

THIRD: The address of its registered office in Rhode Island is 111 Westminister St. Providence, RI 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 P. O. Box 1005 - Tax Dept. Dayton, OH 45401

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Sale of business forms and E.D.P. services and equipment

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

Name	Office	Address
	Director	
-See Attached-	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
6,000,000	Common	A	1.25
8,200,000	Common	B	.0625

APR 4 1981

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LIST OF OFFICERS AND DIRECTORS
OF THE REYNOLDS AND REYNOLDS COMPANY

Richard H. Grant, Jr. 5328 Landau Drive, Apt. 50 Dayton, OH 45429	Chairman of the Board of Directors
Edwin F. Strasser 350 West David Road Dayton, OH 45429	President, Chief Executive Officer and Director
Robert G. Timberlake 5600 Rahn-De-Vue Place Dayton, OH 45459	Executive Vice President and Director
Richard H. Grant, III 291 West Thruston Blvd. Dayton, OH 45419	Senior Vice President, General Manager, International Division and Director.
Gaynard W. Gross 6031 Buggy Whip Lane Dayton, OH 45459	First Senior Vice President and Director
Leo M. Koskela 1042 Choctaw Ct. Walnut Creek, CA 94598	Senior Vice President and General Manager, Professional Systems Division
Frank Labosco 1130 Waterwyck Trail Spring Valley, OH 45370	Senior Vice President and General Manager, Dealer Computer Systems Division
Lee C. Lewis 6114 Singletree Lane Dayton, OH 45459	Senior Vice President and General Manager, Business Systems Division
Arnold H. Cantrell 5696 Overbrook Dayton, OH 45440	Vice President, Research and Development
Terry D. Carder 1185 Bournemouth Court Dayton, OH 45459	Vice President, Administration and Strategic Planning
Robert P. Copenhefer 2009 Meadow Side Lane Dayton, OH 45459	Vice President, Sales, Automotive Forms, Business Systems Division
Robert H. Dugan 5328 Landau Drive, Apt. 46 Dayton, OH 45429	Vice President, Finance and Director
William G. Eichner 1001 Hyde Park Drive Dayton, OH 45429	Vice President, Manufacturing Business Systems Division

David C. Enrici 16 Ridge Lane Orinda, CA 94563	Vice President, Western Operations, Professional Systems Division
Warren L. Geraldts 650 Oakwood Court Troy, OH 45373	Vice President, Sales, Business Systems Division
Peter A. Granson, Jr. 271 Walnut Grove Dayton, OH 45459	Vice President, Marketing, Dealer Computer Systems Division
Ronald M. Harwith 9667 Quailwood Trail Spring Valley, OH 45370	General Counsel and Secretary
Roger E. N. Kitzman 5845 Kimway Drive Dayton, OH 45459	Vice President, Sales, Dealer Computer Systems Division
Thomas McKay 6098 Quinella Way Dayton, OH 45459	Vice President, International Division
Dale L. Medford 1955 Tait Circle Kettering, OH 45429	Treasurer
Michael Murgatroyd 55 Lascelles Blvd. Toronto, Ontario M5P 2C9 Canada	Vice President and General Manager, Reynolds and Reynolds (Canada) Limited
Harry C. Nicholson 8850 Keller Road Cincinnati, OH 45243	Vice President, Computer Manufacturing Operations, Dealer Computer Systems Division
Donald L. Prouty 740 Bickleigh Road Dayton, OH 45459	Vice President, Marketing, Business Systems Division
George E. A. Stewart 1222 S. Timberview Trail Bloomfield Hills, MI 48013	Vice President, Liaison
Douglas E. Strasser 2343 Barbados Drive San Ramon, CA 94583	Vice President, Marketing, Professional Systems Division
Budd L. Tipple 7712 Sweet Potato Ridge Road Brookville, OH 45309	Vice President, Services, Dealer Computer Systems Division

Gayle B. Price, Jr.
4970 Tait Road
Dayton, OH 45429

Director.
President and Chief Executive Officer,
Price Brothers Co.

William H. Scall
1213 Hidden Oaks Drive
Dayton, OH 45459

Director.
Partner, Coolidge, Wall, Matusoff,
Womsley & Lombard Co., L.P.A.

Robert F. Sharpe
25 Turret Shell Lane
Hilton Head Plantation
Hilton Head Island, SC 29928

Director.
Chairman of the Board,
Duriron Company, Inc.

Kenneth W. Thiele
4370 Overland Trail
Dayton, OH 45429

Director, Investor

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 REYNOLDS AND REYNOLDS COMPANY

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 REYNOLDS AND REYNOLDS COMPANY

SECOND: It is incorporated under the laws of Ohio

THIRD: The address of its registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island 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 P. O. Box 4005 - Tax Dept., Dayton, Ohio 45401

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Sale of business forms, EDP services and equipment

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

Name	Office	Address
	Director	
	Director	
SEE ATTACHED LIST	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	6-9 Series	Par Value per Share or Statement that Shares are without Par Value
5,000,000	Common	A	\$1.25
8,200,000	Common	B	\$0.0625

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A
B
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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>
4,458,976	Common	A	\$1.25
4,374,540	Common	B	\$0.0625

Dated May 28, 1980

THE REYNOLDS AND REYNOLDS COMPANY
(NAME OF CORPORATION)

By *Dale L. Medford*
DALE L. MEDFORD, ^{Its} TREASURER

LIST OF OFFICERS AND DIRECTORS OF THE REYNOLDS & REYNOLDS COMPANY

Richard H. Grant, Jr.
5328 Landau Drive, Apt. 50
Dayton, Ohio 45429

Chairman of the Board of Directors

Edwin F. Strasser
350 West David Road
Dayton, Ohio 45429

President, Chief Executive Officer
and Director

Robert G. Timberlake
6098 N. Quinella Way
Centerville, Ohio 45459

Executive Vice President and
Director

Richard H. Grant III
291 West Thurston Blvd.
Dayton, Ohio 45419

Senior Vice President and General
Manager, International Division

Gaynard W. Gross
6031 Buggy Whip Lane
Dayton, Ohio 45459

Senior Vice President and General
Manager, Business Systems Division

Leo M. Koskela
1042 Choctaw Ct.
Walnut Creek, CA 94598

Senior Vice President and General
Manager, Professional Systems Division

Frank Labosco
1130 Waterwyck Trail
Spring Valley, Ohio 45370

Senior Vice President and General
Manager, Computer Systems Division

Arnold H. Cantrell
5696 Overbrook
Dayton, Ohio 45440

Vice President - Research and
Development

Terry D. Carder
6338 Fireside Drive
Dayton, Ohio 45459

Vice President of Administration

Robert P. Copenhefer
2009 Meadow Side Lane
Dayton, Ohio 45459

Vice President Sales - Automotive
Forms

Robert H. Dugan
5328 Landau Drive, Apt. 46
Dayton, Ohio 45429

Vice President of Finance and
Director

William G. Eichner
1001 Hyde Park Drive
Dayton, Ohio 45429

Vice President of Manufacturing

David C. Enrici
30 Charles Hill Circle
Orinda, CA 94563

Vice President, Western Operations,
Professional Systems Division

Warren L. Geraldts
650 Oakwood Court
Troy, Ohio 45373

Vice President of Sales - Business
Systems

Peter A. Granson, Jr.
271 Walnut Grove
Dayton, Ohio 45459

Vice President, Marketing -
Computer Systems Division

Roger E. N. Kitzman
5845 Kimway Drive
Dayton, Ohio 45459

Vice President of Sales -
Computer Systems

Lee C. Lewis
1213 Chevington Court
Centerville, Ohio 45459

Vice President of Marketing -
Business Systems

Robert G. Rodenburg
4885 Morgan Territory Rd.
Clayton, CA 94517

Vice President, Sales -
Professional Systems Division

George E. A. Stewart
1222 S. Timberview Trail
Bloomfield Hills, MI 48013

Vice President of Liaison

Budd L. Tipple
7712 Sweet Potato Ridge Rd.
Brookville, OH 45309

Vice President of Services -
Computer Systems

James F. Watson
120 Peach Tree Circle N.E.
Atlanta, GA 30309

Vice President - Professional
Systems Division

Eugene F. Wefler
6 Nicholson Ct.
Dayton, Ohio 45459

Vice President of Public Relations

Ronald M. Harwith
9667 Quailwood Trail
Spring Valley, Ohio 45370

General Counsel and Secretary

Dale L. Medford
1711 Washington Creek Lane
Centerville, Ohio 45459

Treasurer

Gayle B. Price, Jr.
4970 Tait Road
Dayton, Ohio 45429

Director. President & Chief
Executive Officer, Price Brothers
Co.

William H. Seall
1213 Hidden Oaks Drive
Dayton, Ohio 45459

Director. Partner, Coolidge, Wall,
Matusoff, Womsley & Lombard Co.,
L.P.A.

Robert F. Sharpe
751 Greenhouse Drive
Dayton, Ohio 45419

Director. Chairman of the Board

Kenneth W. Thiele
4370 Overland Trail
Dayton, Ohio 45429

Director. Investor.

Reynolds and Reynolds Canada Ltd. "

Thomas McKay
20 River View Dr.
Brampton, Ontario, Canada L6W 2E5

President, R&R Canada Ltd.

Mike Murgatroyd
55 Lascelles Blvd.
Toronto, Ontario, Canada M5P 2C9

Vice President, R&R Canada Ltd.

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 REYNOLDS AND REYNOLDS COMPANY

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 Reynolds and Reynolds Company

SECOND: It is incorporated under the laws of Ohio

THIRD: The address of its registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island 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 800 Germantown Street, Dayton, Ohio 45407

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is sale of business forms, E.D.P. services and equipment

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

Name	Office	Address
	Director	
	Director	3
SEE ATTACHED LIST	Director	222
	Director	
	Director	1660A14
	Director	1500
	President	1500
	Vice President	
	Secretary	
	Treasurer	

APR 21 1979

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:

Par Value per Share
or Statement that

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:

<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>
5,000,000	Common	A	\$1.25
8,200,000	Common	B	\$.0625

FORM 31 35M 9-78

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

See Line "Third" on Page 1.

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>
4,503,368	Common	A	\$1.25
4,374,640	Common	B	\$.0625

Dated February 27, 1979

THE REYNOLDS AND REYNOLDS COMPANY
(NAME OF CORPORATION)

By 
D. L. Medford
Its Treasurer

LIST OF OFFICERS AND DIRECTORS OF THE REYNOLDS AND REYNOLDS COMPANY

Richard H. Grant, Jr.-----Chairman of the Board and a Director
5328 Landau Drive, Apt. 50
Dayton, Ohio 45429

Edwin F. Strasser-----President & Chief Executive Officer
350 West David Road and a Director
Dayton, Ohio 45429

Robert G. Timberlake-----Executive Vice President and a Director
1170 Cedar Creek Circle
Dayton, Ohio 45459

Gaynard W. Gross-----Senior Vice President and a Director
6031 Buggy Whip Lane
Dayton, Ohio 45459

Arnold H. Cantrell-----Vice President - Research & Development
5696 Overbrook
Dayton, Ohio 45440

Terry D. Carder-----Vice President - Administration
5285 Little Woods Lane
Dayton, Ohio 45429

Robert P. Copenhefer-----Vice President Sales - Automotive Forms
1239 Cedar Creek Circle
Dayton, Ohio 45459

Robert H. Dugan-----Vice President - Finance and a Director
5328 Landau Drive, Apt. 46
Dayton, Ohio 45429

William G. Eichner-----Vice President - Manufacturing
1001 Hyde Park Drive
Dayton, Ohio 45429

Warren L. Gerald-----Vice President of Sales - Business Syst
650 Oakwood Court
Troy, Ohio 45373

Richard H. Grant, III-----Vice President - Corporate Planning and
291 West Thruston Boulevard a Director
Dayton, Ohio 45419

Roger E. N. Kitzman-----Vice President of Sales - Computer Syst
5845 Kinway Drive
Dayton, Ohio 45429

Frank Labosco, Jr.-----Vice President of Marketing - Computer
1130 Water Wyck Trail Systems
Spring Valley, Ohio 45370

Lee C. Lewis-----Vice President of Marketing - Business
1213 Chevington Court Systems
Centerville, Ohio 45459

George E.A. Stewart-----Vice President - Liaison
4526 Ardmore Drive
Bloomfield Hills, Michigan 48013

Budd L. Tipple-----Vice President of Services - Computer
7712 Sweet Potato Ridge Road Systems
Brookville, Ohio 45309

James F. Watson-----Vice President - Data Systems Division
120 Peach Tree Circle N.E.
Atlanta, Georgia 30309

Ronald M. Harwith-----General Counsel and Secretary
9667 Quailwood Trail
Spring Valley, Ohio 45370

Dale L. Medford-----Treasurer
1711 Washington Creek Lane
Centerville, Ohio 45459

Gayle B. Price, Jr.-----Director
4970 Tait Road
Dayton, Ohio 45429

William H. Seall-----Director
1213 Hidden Oaks Drive
Dayton, Ohio 45459

Robert F. Sharpe-----Director
751 Greenhouse Drive
Dayton, Ohio 45419

Kenneth W. Thiele-----Director
4370 Overland Trail
Dayton, Ohio 45429

February 21, 1979

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 REYNOLDS AND REYNOLDS COMPANY

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 Reynolds and Reynolds Company

SECOND: It is incorporated under the laws of Ohio

THIRD: The address of its registered office in Rhode Island is 111 Westminister Street, Providence, Rhode Island 02903

and the name of its registered agent in Rhode Island at such address is
C2 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 800 Germantown Street, Dayton, Ohio 45407

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Sale of Business Forms, RDP Services and Equipment.

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

Name	Office	Address
	Director	
SEE ATTACHED LIST	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
5,000,000	Common	78A	\$1.25
8,200,000	Common	B	\$.0625

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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>
4,487,688	Common	A	\$1.25
4,374,640	Common	B	\$.0625

Dated February 24, 1978

The Reynolds and Reynolds Company
(NAME OF CORPORATION)

By *Dale J. Medford*

Its Assistant Secretary-Treasurer

LIST OF OFFICERS AND DIRECTORS OF THE REYNOLDS AND REYNOLDS COMPANY

Richard H. Grant, Jr. ----- Chairman of the Board and a Director
 5328 Landau Drive, Apt. 50
 Dayton, Ohio 45429

Edwin F. Strasser ----- President & Chief Executive Officer and a Director
 350 West David Road
 Dayton, Ohio 45429

Robert G. Timberlake ----- Executive Vice-President and a Director
 1170 Cedar Creek Circle
 Dayton, Ohio 45459

Gaynard Cross ----- Senior Vice-President and a Director
 6031 Buggy Whip Lane
 Dayton, Ohio 45459

Richard H. Grant, III ----- Vice-President - Corporate Planning and a Director
 291 West Thruston Boulevard
 Dayton, Ohio 45419

George E. Stewart ----- Vice-President - Liaison
 4526 Ardmore Drive
 Bloomfield Hills, Michigan 48013

Eugene F. Wefler ----- Vice-President - Public Relations
 6239 Wilmington Pike
 Dayton, Ohio 45459

Robert H. Dugan ----- Vice-President - Finance and a Director
 5328 Landau Drive, Apt. 46
 Dayton, Ohio 45429

William G. Eichner ----- Vice-President - Manufacturing
 1001 Hyde Park Drive
 Dayton, Ohio 45429

Roger E. Kitzman ----- Vice-President - Sales and Marketing,
 5845 Kimway Drive Business Systems
 Dayton, Ohio 45429

Terry D. Carder ----- Vice-President - Sales and Marketing,
 5285 Little Woods Lane Dealer Services
 Dayton, Ohio 45429

Budd L. Tipple ----- Vice-President - EDP Services
 7712 Sweet Potato Ridge Road
 Brookville, Ohio 45309

Kenneth R. Wiseman ----- Secretary and Treasurer
 6943 Mecker Road
 Dayton, Ohio 45414

Dale L. Medford ----- Assistant Secretary
 1711 Washington Creek Lane
 Centerville, Ohio 45459

Kenneth W. Thiele ----- Director
 4370 Overland Trail
 Dayton, Ohio 45429

Gayle B. Price, Jr. ----- Director
 4970 Tait Road
 Dayton, Ohio 45429

Robert F. Sharpe ----- Director
 751 Greenhouse Drive
 Dayton, Ohio 45419

William H. Seall ----- Director
 1213 Hidden Oaks Drive
 Dayton, Ohio 45459

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 REYNOLDS AND REYNOLDS COMPANY

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SECOND: It is incorporated under the laws of Ohio

THIRD: The address of its registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island 02903

and the name of its registered agent in Rhode Island at such address is CT 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 800 Germantown Street, Dayton, Ohio 45407

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Business Forms, Data Processing Services and Equipment

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

Name	Office	Address
------	--------	---------

SEE ATTACHED SCHEDULE	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
5,000,000	Common	A	\$1.25
8,200,000	Common	B	\$.0625

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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>
4,484,888	Common	A	\$1.25
4,374,640	Common	B	\$.0625

Dated February 28, , 1977

The Reynolds and Reynolds Company
(NAME OF CORPORATION)

By *Dale T. Medford*
Its Assistant Secretary

LIST OF OFFICERS AND DIRECTORS OF THE REYNOLDS AND REYNOLDS COMPANY

Richard H. Grant, Jr. ----- Chairman of the Board and a Director
 5328 Landau Drive, Apt. 50
 Dayton, Ohio 45429

Edwin F. Strasser ----- President & Chief Executive Officer and a Director
 350 West David Road
 Dayton, Ohio 45429

Robert G. Timberlake ----- Executive Vice-President and a Director
 1170 Cedar Creek Circle
 Dayton, Ohio 45459

Gaynard Gross ----- Senior Vice-President and a Director
 6031 Buggy Whip Lane
 Dayton, Ohio 45459

Richard H. Grant, III ----- Vice-President - Corporate Planning and a Director
 291 West Thruston Boulevard
 Dayton, Ohio 45419

George E. Stewart ----- Vice-President - Liaison
 4526 Ardmore Drive
 Bloomfield Hills, Michigan 48013

Eugene F. Wefler ----- Vice-President - Public Relations
 6239 Wilmington Pike
 Dayton, Ohio 45459

Robert H. Dugan ----- Vice-President - Finance and a Director
 5328 Landau Drive, Apt. 46
 Dayton, Ohio 45429

William G. Eichner ----- Vice-President - Manufacturing
 1001 Hyde Park Drive
 Dayton, Ohio 45429

Roger E. Kitzman ----- Vice-President - Sales
 5845 Kimway Drive
 Dayton, Ohio 45429

Terry D. Cardex ----- Vice-President - Marketing
 5285 Little Woods Lane
 Dayton, Ohio 45429

Budd L. Tipple ----- Vice-President - EDP Services
 7712 Sweet Potato Ridge Road
 Brookville, Ohio 45309

Kenneth R. Wiseman ----- Secretary and Treasurer
 7214 South Rangeline Road
 Union, Ohio 45322

Dale L. Medford ----- Assistant Secretary
 1711 Washington Creek Lane
 Centerville, Ohio 45459

Kenneth W. Thiele ----- Director
 4370 Overland Trail
 Dayton, Ohio 45429

Gayle B. Price, Jr. ----- Director
 4970 Tait Road
 Dayton, Ohio 45429

Robert F. Sharpe ----- Director
 751 Greenhouse Drive
 Dayton, Ohio 45419

William H. Seall ----- Director
 1213 Hidden Oaks Drive
 Dayton, Ohio 45429