



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

Matthew A. Brown, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401.222.3040

**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005**

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 87051		2. Name of Corporation Watchguard Registration Services, Inc.			
3. Street Address Principal Business Office 250 E. CARPENTER FREEWAY			City IRVING	State TX	Zip 75062
4. Business Phone No. (972) 652-5259 (813) 604-0394		5. State of Incorporation INDIANA		6. SIC Code 8888	
7. Brief Description of the Character of Business Conducted in Rhode Island MANAGE FEE INCOME PRODUCTS SOLD BY OR THROUGH ASSOCIATES INSURANCE GROUP.					
<b>8. NAMES AND ADDRESSES OF THE OFFICERS (X BOX FOR ATTACHMENT) [ ] FILL IN SPACES BEFORE USING ATTACHMENTS</b>					
President Name Ellen Alemany			Vice President Name Kerry Anderson		
Street Address 250 E. Carpenter Freeway			Street Address 250 E. Carpenter Freeway		
City Irving	State TX	Zip 75062	City Irving	State TX	Zip 75062
Secretary Name Robert W. Joven			Treasurer Name PAULA A. HAGA		
Street Address 250 E. Carpenter Freeway			Street Address 800 Citigroup Center Bldg G2-10		
City Irving	State TX	Zip 75062	City Tampa	State FL	Zip 33610
<b>9. NAMES AND ADDRESSES OF THE DIRECTORS (X BOX FOR ATTACHMENT) [ ] FILL IN SPACES BEFORE USING ATTACHMENTS</b>					
Director Name Robert G. Cook			Director Name		
Street Address 250 E. Carpenter Freeway			Street Address		
City Irving	State TX	Zip 75062	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
<b>10. SHARES AUTHORIZED (X BOX FOR ATTACHMENT) [ ]</b>			<b>11. SHARES ISSUED (X BOX FOR ATTACHMENT) [ ]</b>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	\$100.00 PAR VALUE		10	COMMON	\$100.00

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



8 7 0 5 1

File Date 1/25/05  
Check No. 5113388129  
By: DA  
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.

Paula A. Haga 1/11/2005  
Signature of Officer Date  
PAULA A. HAGA  
Print or Type Name of Officer  
Asst Secretary/Treasure  
Title of Officer

**Officers and Directors  
(Addendum to Annual Report)**

**Ellen Alemany, President and CEO**  
250 E. Carpenter Freeway  
Irving, Texas 75062

**Robert G. Cook, Director**  
250 E. Carpenter Freeway  
Irving, Texas 75062

**Robert W. Joven, SVP and Secretary**  
250 E. Carpenter Freeway  
Irving, Texas 75062

**Kerry Anderson, SVP and Assistant Secretary**  
250 E. Carpenter Freeway  
Irving, Texas 75062

**Paula A. Haga, Assistant Secretary**  
3800 Citigroup Center Drive  
Building G2-3  
Tampa, Florida 33610

87051

**FILED**

JAN 25 2005

By DA



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

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

**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2004

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

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 87051	2. Name of Corporation Watchguard Registration Services, Inc.
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3. Street Address Principal Business Office 250 CARPENTER FREEWAY	City IRVING	State TX	Zip 75062
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4. Business Phone No. 813 604 0462	5. State of Incorporation INDIANA	6. SIC Code 8888
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7. Brief Description of the Character of Business Conducted in Rhode Island  
MANAGE FEE INCOME PRODUCTS SOLD BY OR THROUGH ASSOCIATES INSURANCE GROUP.

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

President Name ROY GUTHRIE	Vice President Name PATRICK GREENE
Street Address 250 CARPENTER FREEWAY	Street Address 250 CARPENTER FREEWAY
City IRVING	City IRVING
State TX	State TX
Zip 75062	Zip 75062
Secretary Name	Treasurer Name
Street Address	Street Address
City	City
State	State
Zip	Zip

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

Director Name ROY GUTHRIE	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip
Director Name	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip

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

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	\$100.00 PAR VALUE		1000	COMMON	\$1

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



\* 8 7 0 5 1 \*

File Date \_\_\_\_\_  
Check No. \_\_\_\_\_  
By: \_\_\_\_\_  
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: PATRICK J. GREENE Date: 3/25/04  
Print or Type Name of Officer: **PATRICK J. GREENE**  
**ASS'T VICE PRESIDENT**  
**& ASS'T SECRETARY**

3/25/04  
140  
S0200100910



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

Edward S. Inman, III, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-133  
401-222-304



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003**  
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **87051** 2. Name of Corporation **Watchguard Registration Services, Inc.**  
3. Street Address Principal Business Office **250 Carpenter Freeway** City **Irving** State **TX** Zip **75062**  
4. Business Phone No. **972/652-5259** 5. State of Incorporation **INDIANA** 6. SIC Code **8888**  
7. Brief Description of the Character of Business Conducted in Rhode Island **Provides fee program administrative process for registration of credit cards, etc. for Associates National Bank (Delaware) and Associates Credit Card Services, Inc.**

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

President Name <b>Staley Cash</b>	Vice President Name <b>Patrick Greene (Assistant)</b>
Street Address <b>6400 Las Colinas Blvd</b>	Street Address <b>250 Carpenter Freeway</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75038</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>
Secretary Name <b>Tim Daly</b>	Treasurer Name <b>Richard Nichols</b>
Street Address <b>250. Carpenter Freeway</b>	Street Address <b>541 Sid Martin Road</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Gray</b> State <b>TN</b> Zip <b>37615</b>

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

Director Name <b>Tim Daly</b>	Director Name <b>Staley Cash</b>
Street Address <b>250 Carpenter Freeway</b>	Street Address <b>6400 Las Colinas Blvd</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75038</b>
Director Name	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip

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

AUTHORIZED SHARES	Class/Series	Par Value
<b>1,000 \$100.00 PAR VALUE</b>		

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

ISSUED SHARES	Class/Series	Par Value
<b>10</b>	<b>Common</b>	<b>\$100</b>

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



\* 8 7 0 5 1 \*

File Date: **FILED**

Check No.: **APR 04 2003**

By: **By G.M. 100001000**  
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 **Patrick J. Greene** Date **2/13/03**  
**PATRICK J. GREENE**  
Print or Type Name of Officer **ASS'T VICE PRESIDENT & ASS'T SECRETARY**



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

Edward S. Inman, III, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1333  
401-222-3044



**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. **87051**  
2. Name of Corporation **Watchguard Registration Services, Inc.**  
3. Street Address Principal Business Office  
**250 E Carpenter Freeway**  
4. Business Phone No. **972 652 5259** 5. State of Incorporation **INDIANA**  
7. Brief Description of the Character of Business Conducted in Rhode Island

City **Irving** State **TX** Zip **75062**  
6. SIC Code **8888**

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

President Name **Staley Cash**  
Street Address **6400 Las Colinas Blvd**  
City **Irving TX** Zip **75039**  
Secretary Name **Timothy Daly**  
Street Address **250 E Carpenter**  
City **Irving TX** Zip **75062**

Vice President Name **John Hughes**  
Street Address **250 E Carpenter**  
City **Irving TX** Zip **75062**  
Treasurer Name **John Hughes**  
Street Address **250 E Carpenter**  
City **Irving TX** Zip **75062**

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

Director Name **Staley Cash**  
Street Address **6400 Las Colinas Blvd**  
City **Irving TX** Zip **75062**  
Director Name **Alan Newman**  
Street Address **1 Court Square**  
City **Long Island City NY** Zip **11120**

Director Name **Timothy Daly**  
Street Address **250 E Carpenter**  
City **Irving TX** Zip **75062**

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

AUTHORIZED SHARES  
Number of Shares Class/Series Par Value  
**1,000 \$100.00 PAR VALUE**

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

ISSUED SHARES  
Number of Shares Class/Series Par Value  
**10 Common 100**

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



\* 8 7 0 5 1 \*

File Date: **4-22-02**

Check No.: **12175613**

By: **[Signature]**

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

Signature of Officer

Date

**Patrick C. Smith**

Print Name and Title  
**Senior Vice President**



**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. **87051** 2. Name of Corporation **WatchGuard Registration Services, Inc.**

3. Street Address Principal Business Office **250 CARPENTER FREEWAY** City **IRVING** State **TX** Zip **75062**

4. Business Phone No. **(972) 652-6277** 5. State of Incorporation **INDIANA** 6. ~~8888~~

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

**PROVIES FEE PROGRAM ADMIN. PROCESS FOR REGISTRATION OF CREDIT CARDS**

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

President Name  
**JOHN BROOKE DUVALL III**  
Street Address  
**250 CARPENTER FREEWAY**  
City State Zip  
**IRVING TX 75062**

Vice President Name  
**MARTIN J. WONG**  
Street Address  
**250 CARPENTER FREEWAY**  
City State Zip  
**IRVING TX 75062**

Secretary Name  
**(ASSISANT) MICHAEL J. FREDERICK**  
Street Address  
**250 CARPENTER FREEWAY**  
City State Zip  
**IRVING TX 75062**

Treasurer Name  
**ROBERT M. HURLEY**  
Street Address  
**250 CARPENTER FREEWAY**  
City State Zip  
**IRVING TX 75062**

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

Director Name  
**JOHN BROOKE DUVALL III**  
Street Address  
**250 CARPENTER FREEWAY**  
City State Zip  
**IRVING TX 75062**

Director Name  
**JAMES P. MURPHY**  
Street Address  
**250 CARPENTER FREEWAY**  
City State Zip  
**IRVING TX 75062**

Director Name  
Street Address  
City State Zip

Director Name  
Street Address  
City State Zip

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	1,000	\$100.00	PAR VALUE

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	10	COMMON	\$100.00

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



\* 8 7 0 5 1 \*

**FILED**

File Date: **FEB 05 2001**

Check No.: **By CA 98534**

By: \_\_\_\_\_

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

*Michael J. Frederick*  
Signature of Officer \_\_\_\_\_ Date \_\_\_\_\_

**Michael J. Frederick**  
Ass't Vice President  
Print or Type Name of Officer



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

James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-13.  
401-222-30



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000**

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

2. Name of Corporation

87051

Watchguard Registration Services, Inc.

3. Street Address Principal Business Office

City

State

Zip

250 E. Carpenter Freeway

Irving

TX

75062

4. Business Phone No.

5. State of Incorporation

6. SIC Code

(972) 652-6277

INDIANA

7880

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

Provides fee program admin. process for registration of credit cards

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

President Name

Vice President Name

John F. Hunter

Patrick J. Greene

Asst. VP/Asst. Sec

Street Address

Street Address

250 E. Carpenter Freeway

250 E. Carpenter Freeway

City

State

Zip

City

State

Zip

Irving

TX

75062

Irving

TX

75062

Secretary Name

Treasurer Name

Frederic C. Liskow

John F. Hughes

Street Address

Street Address

250 E. Carpenter Freeway

250 E. Carpenter Freeway

City

State

Zip

City

State

Zip

Irving

TX

75062

Irving

TX

75062

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

Director Name

Director Name

Timothy A. Daly

John F. Hunter

Street Address

Street Address

250 E. Carpenter Freeway

250 E. Carpenter Freeway

City

State

Zip

City

State

Zip

Irving

TX

75062

Irving

TX

75062

Director Name

Director Name

Joseph N. Scarpinato

Street Address

Street Address

250 E. Carpenter Freeway

City

State

Zip

City

State

Zip

Irving

TX

75062

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

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

AUTHORIZED SHARES

ISSUED SHARES

Number of Shares

Class/Series

Par Value

Number of Shares

Class/Series

Par Value

1,000 SHS \$100.00 PAR VAL

10

Common

\$100.00

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



\* 8 7 0 5 1 \*

File Date: \_\_\_\_\_

Check No.: 798742

By: GMA

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

Signature of Officer

Date

Patrick J. Greene

1/24/2000

Print or Type Name of Officer

Patrick J. Greene  
Asst Vice President



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

James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-13  
401-222-30

**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. **87051** 2. Name of Corporation **Watchguard Registration Services, Inc.**

3. Street Address Principal Business Office  
**250 Carpenter Freeway** City **Irving** State **TX** Zip **75062**

4. Business Phone No. **(972) 652-6277** 5. State of Incorporation **INDIANA** 6. SIC Code **0000**

7. Brief Description of the Character of Business Conducted in Rhode Island  
**Provides fee program admin. process for registration of credit cards**

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

President Name <b>Charles H. Kuebler</b>	Vice President Name <b>Patrick J. Greene Asst. VP/Asst. Sec</b>
Street Address <b>250 Carpenter Freeway</b>	Street Address <b>250 Carpenter Freeway</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>

Secretary Name <b>Frederic C. Liskow</b>	Treasurer Name <b>John F. Hughes</b>
Street Address <b>250 Carpenter Freeway</b>	Street Address <b>250 Carpenter Freeway</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>

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

Director Name <b>John D. Kines</b>	Director Name <b>Charles H. Kuebler</b>
Street Address <b>250 Carpenter Freeway</b>	Street Address <b>250 Carpenter Freeway</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>

Director Name <b>Timothy A. Daly</b>	Director Name
Street Address <b>250 Carpenter Freeway</b>	Street Address
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City State Zip

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

AUTHORIZED SHARES	Class/Series	Par Value
<b>1,000 SHS</b>	<b>\$100.00</b>	<b>PAR VAL</b>

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

ISSUED SHARES	Class/Series	Par Value
<b>10</b>	<b>Common</b>	<b>\$100.00</b>

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



\* 8 7 0 5 1 \*

File Date: Feb. 1, 99

Check No.: 335543

By: [Signature]

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

Signature of Officer: [Signature] Date: 1/25/99  
**PATRICK J. GREENE**  
**ASS'T VICE PRESIDENT**  
**& ASS'T SECRETARY**



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 98**

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 87051  
 2. Name of Corporation WATCHGUARD REGISTRATION SERVICES, INC.  
 3. Street Address Principal Business Office 250 CARPENTER FREEWAY  
 City Irving State TX Zip 75062  
 4. Business Phone No. (972) 652-4000  
 5. State of Incorporation Indiana  
 6. SIC Code 8888

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

President Name CHARLES H. KUEBLER Street Address 250 CARPENTER FRWY City IRVING State TX Zip 75062	Vice President Name PATRICK J. GREENE AVP & ASEC Street Address 250 CARPENTER FRWY City IRVING State TX Zip 75062
Secretary Name TIMOTHY M. HAYES Street Address 250 CARPENTER FREEWAY City IRVING State TX Zip 75062	Treasurer Name JOHN F. HUGHES Street Address 250 CARPENTER FRWY City IRVING State TX Zip 75062

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

Director Name JOHN D. KINES Street Address 250 CARPENTER FRWY City IRVING State TX Zip 75062	Director Name CHARLES H. KUEBLER Street Address 250 CARPENTER FRWY City IRVING State TX Zip 75062
Director Name HAROLD D. MARSHALL Street Address 250 CARPENTER FRWY City IRVING State TX Zip 75062	

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

Number of Shares	Class/Series	Par Value
1,000		\$100.00

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

Number of Shares	Class/Series	Par Value
10	Common	\$100.00

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

File Date: 3.20.98  
 Check No.: 533732  
 By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.  
 Signature of Officer: [Signature] Date: 3/13/98  
 Print or Type Name of Officer: PATRICK J. GREENE  
 ASST VP & ASST. SEC



**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. **87051** 2. Name of Corporation **Watchguard Registration Services, Inc.**  
3. Street Address Principal Business Office **250 Carpenter Frwy** City **Irving** State **TX** Zip **75062**  
4. Business Phone No. **(972) 652-4000** 5. State of Incorporation **INDIANA** 6. SIC Code **8888**

7. Brief Description of the Character of Business Conducted in Rhode Island  
**Administrative Process for Associates Credit Cards.**

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

President Name <b>Charles H. Kuebler</b>	Vice President Name <b>Patrick J. Greene. Asst.VP &amp; Asst.Sec</b>
Street Address <b>250 Carpenter Freeway</b>	Street Address <b>250 Carpenter Freeway</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>
Secretary Name <b>Timothy M. Hayes</b>	Treasurer Name <b>John F. Hughes</b>
Street Address <b>250 Carpenter Freeway</b>	Street Address <b>250 Carpenter Freeway</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>

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

Director Name <b>John D. Kines</b>	Director Name <b>Charles H. Kuebler</b>
Street Address <b>250 Carpenter Freeway</b>	Street Address <b>250 Carpenter Freeway</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>
Director Name <b>Harold D. Marshall</b>	Director Name <b>Charles H. Kuebler</b>
Street Address <b>250 Carpenter Freeway</b>	Street Address <b>250 Carpenter Freeway</b>
City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>	City <b>Irving</b> State <b>TX</b> Zip <b>75062</b>

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

AUTHORIZED SHARES	ISSUED SHARES
Number of Shares	Number of Shares
Class/Series	Class/Series
Par Value	Par Value
<b>1,000 SHS \$100.00 PAR VAL</b>	<b>10 Common 100.00</b>

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



File Date: 3-3-97  
Check No.: 371640  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.  
Signature of Officer: [Signature] Date: 02/24/97  
Print or Type Name of Officer: Patrick J. Greene  
Asst VP & Asst Secretary

**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) 277-304

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

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. <b>87051</b>		2. NAME OF CORPORATION <b>Watchguard Registration Services, Inc.</b>	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE <b>250 E. Carpenter Freeway</b>		CITY <b>Irving</b>	STATE <b>TX</b>
4. BUSINESS PHONE NO. <b>(214) 541-4000</b>		5. STATE OF INCORPORATION <b>Indiana</b>	6. SIC CODE <b>8888</b>

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND  
**Credit Card Registration**

**8. NAMES AND ADDRESSES OF THE OFFICERS**

PRESIDENT NAME <b>Charles H. Kuebler</b>			VICE PRESIDENT NAME <b>David W. Freidell</b>		
STREET ADDRESS <b>250 E. Carpenter Freeway</b>			STREET ADDRESS <b>250 E. Carpenter Freeway</b>		
CITY <b>Irving</b>	STATE <b>TX</b>	ZIP CODE <b>75062</b>	CITY <b>Irving</b>	STATE <b>TX</b>	ZIP CODE <b>75062</b>
SECRETARY NAME <b>Timothy M. Hayes</b>			TREASURER NAME <b>John F. Hughes</b>		
STREET ADDRESS <b>250 E. Carpenter Freeway</b>			STREET ADDRESS <b>250 E. Carpenter Freeway</b>		
CITY <b>Irving</b>	STATE <b>TX</b>	ZIP CODE <b>75062</b>	CITY <b>Irving</b>	STATE <b>TX</b>	ZIP CODE <b>75062</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS**

DIRECTOR NAME <b>John D. Kines</b>			DIRECTOR NAME <b>Charles H. Kuebler</b>		
STREET ADDRESS <b>250 E. Carpenter Freeway</b>			STREET ADDRESS <b>250 E. Carpenter Freeway</b>		
CITY <b>Irving</b>	STATE <b>TX</b>	ZIP CODE <b>75062</b>	CITY <b>Irving</b>	STATE <b>TX</b>	ZIP CODE <b>75062</b>
DIRECTOR NAME <b>John D. Kines</b>			DIRECTOR NAME <b>Charles H. Kuebler</b>		
STREET ADDRESS <b>250 E. Carpenter Freeway</b>			STREET ADDRESS <b>250 E. Carpenter Freeway</b>		
CITY <b>Irving</b>	STATE <b>TX</b>	ZIP CODE <b>75062</b>	CITY <b>Irving</b>	STATE <b>TX</b>	ZIP CODE <b>75062</b>

**10. SHARES AUTHORIZED AND ISSUED**

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1,000	Common	100	10	Common	100

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.

File Date:

**3/28/96**

Check No:

**245950**

**SEE ATTACHED**

Signature of Officer

**Patrick J. Greene**

Print or Type Name of Officer

Asst. VP & Asst. Secretary

02/23/96

