



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 83256		2. Name of Corporation U.S. Security Associates, inc.			
3. Street Address Principal Business Office 200 MANSELL COURT, STE. 500			City ROSWELL	State GA.	Zip 30076
4. Business Phone No. (770) 625-1500		5. State of Incorporation DELAWARE			6. SIC Code 7914
7. Brief Description of the Character of Business Conducted in Rhode Island THE ACQUISITION, DISPOSITION AND MANAGEMENT OF CONTRACT GUARD SECURITY COMPANY.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name CHARLES R. SCHNEIDER			Vice President Name KENNETH W. ORINGER		
Street Address 200 MANSELL COURT, STE. 500			Street Address 200 MANSELL COURT, STE. 500		
City ROSWELL	State GA.	Zip 30076	City ROSWELL	State GA.	Zip 30076
Secretary Name KENNETH W. ORINGER			Treasurer Name KENNETH W. ORINGER		
Street Address 200 MANSELL COURT, STE. 500			Street Address 200 MANSELL COURT, STE. 500		
City ROSWELL	State GA.	Zip 30076	City ROSWELL	State GA.	Zip 30076
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name CHARLES R. SCHNEIDER			Director Name KENNETH W. ORINGER		
Street Address 200 MANSELL COURT, STE. 500			Street Address 200 MANSELL CT., STE. 500		
City ROSWELL	State GA.	Zip 30076	City ROSWELL	State GA.	Zip 30076
Director Name JIM TEN BROEK			Director Name		
Street Address 1 TOWN SQUARE, STE. 780			Street Address		
City SOUTHFIELD	State MI	Zip 48076	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM \$0.01 PAR VALUE			1,000	COMMON	.01

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



83256

FILED

File Date MAY 20 2005 0237494
Check No. 15
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] Kenneth W. Oringer
Signature of Officer Date 2/25/05

Mark Reed KENNETH W. ORINGER
Print or Type Name of Officer

Corporate Exec. V.P.
Title of Officer



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. 83256		2. Name of Corporation U.S. Security Associates, Inc.					
3. Street Address Principal Business Office 200 MANSELL CT., STE. 500				City ROSWELL	State GA	Zip 30076	
4. Business Phone No. (770) 675-1500			5. State of Incorporation DELAWARE			6. SIC Code 7914	
7. Brief Description of the Character of Business Conducted in Rhode Island THE ACQUISITION, DISPOSITION AND MANAGEMENT OF CONTRACT GUARD SECURITY COMPANY.							
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS							
President Name CHARLES R. SCHNEIDER				Vice President Name KENNETH W. ORINGER			
Street Address 200 MANSELL CT., STE. 500				Street Address 200 MANSELL CT., STE. 500			
City ROSWELL	State GA.	Zip 30076		City ROSWELL	State GA.	Zip 30076	
Secretary Name KENNETH W. ORINGER				Treasurer Name KENNETH W. ORINGER			
Street Address 200 MANSELL CT., STE. 500				Street Address 200 MANSELL CT., STE. 500			
City ROSWELL	State GA.	Zip 30076		City ROSWELL	State GA.	Zip 30076	
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS							
Director Name CHARLES R. SCHNEIDER				Director Name KENNETH W. ORINGER			
Street Address 200 MANSELL CT., STE. 500				Street Address 200 MANSELL CT., STE. 500			
City ROSWELL	State GA.	Zip 30076		City ROSWELL	State GA.	Zip 30076	
Director Name JIM TEWBRICK				Director Name			
Street Address 1 TOWN SQUARE, STE. 780				Street Address			
City SOUTHFIELD	State MI	Zip 48076		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			
Number of Shares	Class/Series	Par Value		Number of Shares	Class/Series	Par Value	
1,000 COMM \$01 PAR VALUE				1,000	COM	.01	

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



* 8 3 2 5 6 *

File Date 1

Check No. MAR 01 2004 61923

By: ESY

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.

LEN LESPERANCE 2/25/04
Signature of Officer Date

LEN LESPERANCE
Print or Type Name of Officer

ASST. TREASURER
Title of Officer

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. **83256**
2. Name of Corporation **U.S. Security Associates, Inc.**
3. Street Address Principal Business Office
200 MANSELL CT., STE. 500
4. Business Phone No. **(700) 625-1500**
5. State of Incorporation **DELAWARE**
7. Brief Description of the Character of Business Conducted in Rhode Island
SECURITY GUARD SERVICES

City **ROSWELL** State **GA** Zip **30076**
6. SIC Code **7914**

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

President Name **CHARLES R. SCHUEIDER**
Street Address **200 MANSELL CT., STE. 500**
City **ROSWELL** State **GA** Zip **30076**
Secretary Name **KENNETH W. DRINGER**

Vice President Name **KENNETH W. DRINGER**
Street Address **200 MANSELL CT., STE. 500**
City **ROSWELL** State **GA** Zip **30076**
Treasurer Name **KENNETH W. DRINGER**

Street Address **200 MANSELL CT., STE. 500**
City **ROSWELL** State **GA** Zip **30076**

Street Address **200 MANSELL CT., STE. 500**
City **ROSWELL** State **GA** Zip **30076**

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

Director Name **CHARLES R. SCHUEIDER**
Street Address **200 MANSELL CT., STE. 500**
City **ROSWELL** State **GA** Zip **30076**

Director Name **KENNETH W. DRINGER**
Street Address **200 MANSELL CT., STE. 500**
City **ROSWELL** State **GA** Zip **30076**

Street Address **FILED**
City **ROSWELL** State **GA** Zip **30076**

Street Address **FILED**
City **ROSWELL** State **GA** Zip **30076**

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
110,251 \$0.01 PAR VALUE

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

ISSUED SHARES
Number of Shares Class/Series Value
1,000 COMMON

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



* 8 3 2 5 6 *

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.

Len Esperance 2-28-03
Signature of Officer Date

Len Esperance
Print or Type Name of Officer

Controller and Asst. Treasurer
Title of Officer

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAY 12 12 49 PM '03



U.S. SECURITY ASSOCIATES, INC.®

The following officers have been added to the Company effective January 1, 2002 as approved by the Board of Directors of U.S. Security Associates, Inc. (see attached).

John D. Marshali, General Counsel and Assistant Secretary
Leonard R. Lesperance, Controller and Assistant Treasurer
James P. Flower, Director of Administration & Assistant Secretary

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAY 12 12 49 PM '03

**UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
U.S. SECURITY ASSOCIATES, INC.**

By unanimous written consent in lieu of the annual meeting of the Board of the Directors of U. S. Security Associates, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, the Directors took the following action effective January 1, 2002:

WHEREAS, the Directors have determined that it is desirable to increase the number of officers of the Corporation to facilitate the management of the Corporation's business; and

WHEREAS, the Directors have the authority to appoint additional corporate officers pursuant to Article IV, Section I of the By-Laws;

NOW, THEREFORE, BE IT RESOLVED that the positions of General Counsel & Assistant Secretary, Controller & Assistant Treasurer, and Director of Administration & Assistant Treasurer are established as offices of the Corporation. The following persons are elected to fill those offices:

John D. Marshall, General Counsel and Assistant Secretary;
Leonard R. Lesperance, Controller and Assistant Treasurer; and
James P. Flowers, Director of Administration & Assistant Secretary.

Such officers have authority to act on behalf of the Corporation subject to such limitations as may be imposed by the Board of Directors or by the Corporation's Chief Executive or Chief Financial Officers.

RECEIVED
SECRETARY OF STATE
CORPORATION DIV.

MAY 12 12 49 PM '03

James P. TenBroek

Charles R. Schneider

Kenneth W. Oringer



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. **83256** 2. Name of Corporation **U.S. Security Associates, Inc.**
3. Street Address Principal Business Office **200 Mansell Court, Suite 500** City **Roswell** State **Georgia** Zip **30076**
4. Business Phone No. **(770)625-1532** 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**

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

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

President Name Charles R. Schneider Street Address 200 Mansell Court, Suite 500 City Roswell State Georgia Zip 30076	Vice President Name Kenneth W. Oringer Street Address 200 Mansell Court, Suite 500 City Roswell State Georgia Zip 30076
Secretary Name Kenneth W. Oringer Street Address 200 Mansell Court, Suite 500 City Roswell State Georgia Zip 30076	Treasurer Name Kenneth W. Oringer Street Address 200 Mansell Court, Suite 500 City Roswell State Georgia Zip 30076

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

Director Name Charles R. Schneider Street Address 200 Mansell Court, Suite 500 City Roswell State Georgia Zip 30076	Director Name Jim TenBroek Street Address 1 Town Square, Suite 780 City Southfield State Michigan Zip 48076
Director Name Kenneth W. Oringer Street Address 200 Mansell Court, Suite 500 City Roswell State Georgia Zip 30076	

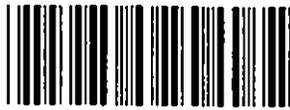
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
110,251 \$01 PAR VALUE

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

ISSUED SHARES
Number of Shares Class/Series Par Value
1,000 .01

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



* 8 3 2 5 6 *

File Date: 3-4-02
107746
Check No.: _____
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.

X [Signature] 2/26/02
Signature of Officer Date
Kenneth W. Oringer

Print or Type Name of Officer
Executive VP and CFO
Title of Officer

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. **83256** 2. Name of Corporation **U.S. Security Associates, Inc.**

3. Street Address Principal Business Office **200 MANSELL COURT, STE. 500** City **ROSWELL** State **GA.** Zip **30076**
4. Business Phone No. **(770) 625-1532** 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**

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

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

President Name **CHARLES R. SCHNEIDER**
Street Address **200 MANSELL COURT, STE. 500**
City **ROSWELL** State **GA.** Zip **30076**

Vice President Name **KENNETH W. ORINGER**
Street Address **200 MANSELL COURT, STE. 500**
City **ROSWELL** State **GA.** Zip **30076**

Secretary Name **KENNETH W. ORINGER**
Street Address **200 MANSELL COURT, STE. 500**
City **ROSWELL** State **GA.** Zip **30076**

Treasurer Name **KENNETH W. ORINGER**
Street Address **200 MANSELL COURT, STE. 500**
City **ROSWELL** State **GA.** Zip **30076**

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

Director Name **CHARLES R. SCHNEIDER**
Street Address **200 MANSELL COURT, STE. 500**
City **ROSWELL** State **GA.** Zip **30076**

Director Name **JIM TENBROEK**
Street Address **1 TOWN SQUARE, STE. 780**
City **SOUTHFIELD** State **MI** Zip **48076**

Director Name **KENNETH W. ORINGER**
Street Address **200 MANSELL COURT, STE. 500**
City **ROSWELL** State **GA.** Zip **30076**

Director Name
Street Address
City State Zip

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	10,000	A	.01
	94,737	B	.01
	5,514	C	.01

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	10,000	A	.01
	94,737	B	.01
	0	C	.01

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



* 8 3 2 5 6 *

File Date 2/26
Check No.: 213828
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 of Officer [Signature] Date 2-19-01
Print or Type Name of Officer Kenneth W. Oringer
Title of Officer Exec. V.P. AND CFO

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

James R. Langvin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1333
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 83256		2. Name of Corporation U.S. Security Associates, Inc.			
3. Street Address Principal Business Office 200 Mansell Court, Suite 500			City Roswell	State GA	Zip 30076
4. Business Phone No. (770)625-1532		5. State of Incorporation DELAWARE		6. SIC Code 7914	
7. Brief Description of the Character of Business Conducted in Rhode Island Security Guard Services					
President Name Charles R. Schneider			Vice President Name Kenneth W. Oringer		
Street Address 200 Mansell Court, Suite 500			Street Address 200 Mansell Court, Suite 500		
City Roswell	State GA	Zip 30076	City Roswell	State GA	Zip 30076
Secretary Name Kenneth W. Oringer			Treasurer Name Kenneth W. Oringer		
Street Address 200 Mansell Court, Suite 500			Street Address 200 Mansell Court, Suite 500		
City Roswell	State GA	Zip 30076	City Roswell	State GA	Zip 30076
Director Name Charles R. Schneider			Director Name Jim TenBroek		
Street Address 200 Mansell Court, Suite 500			Street Address 1 Town Square, Suite 780		
City Roswell	State GA	Zip 30076	City Southfield	State MI	Zip 48076
Director Name Kenneth W. Oringer			Director Name		
Street Address 200 Mansell Court, Suite 500			Street Address		
City Roswell	State GA	Zip 30076	City	State	Zip
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
10,000	A	.01c	10,000	A	.01c
94,737	B	.01c	94,737	B	.01c
5,514	C	.01c	0	C	.01c

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 therein are true and correct.

Signature of Officer

Date

[Handwritten Signature]

8/29/2000

Print or Type Name of Officer

CHARLES R. SCHNEIDER

Title of Officer

PRESIDENT / CEO

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. **83256** 2. Name of Corporation **U.S. Security Associates, Inc.**

3. Street Address Principal Business Office **200 Mansell Ct., Suite 500** City **Roswell** State **GA** Zip **30076**

4. Business Phone No. **(770)625-1532** 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**

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

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

<p>President Name Charles R. Schneider Street Address 200 Mansell Ct., Suite 500 City Roswell State GA Zip 30076 Secretary Name Ross Miller Street Address 200 Mansell Ct., Suite 500 City Roswell State GA Zip 30076</p>	<p>Vice President Name Kenneth W. Oringer Street Address 200 Mansell Ct., Suite 500 City Roswell State GA Zip 30076 Treasurer Name Kenneth W. Oringer Street Address 200 Mansell Ct., Suite 500 City Roswell State GA Zip 30076</p>
---	---

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

<p>Director Name Carl D. Thoma Street Address 6100 Sears Tower City Chicago State IL Zip 60606 Director Name Lee Mitchell Street Address 6100 Sears Tower City Chicago State IL Zip 60606</p>	<p>Director Name Charles R. Schneider Street Address 200 Mansell Ct., Suite 500 City Roswell State GA Zip 30076 Director Name Kenneth W. Oringer Street Address 200 Mansell Ct., Suite 500 City Roswell State GA Zip 30076</p>
---	--

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
10,000	A	.01¢	10,000	A	.01¢
94,737	B	.01¢	94,737	B	.01¢
5,514	C	.01¢	-0-	C	.01¢

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



File Date: Feb 26, 99
Check No.: 204429
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: 2/23/99
Print or Type Name of Officer: KENNETH W. ORINGER
Title of Officer: EXECUTIVE VICE PRESIDENT



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **83258**
2. Name of Corporation **U.S. Security Associates, Inc.**
3. Street Address Principal Business Office
200 Mansell Court East Suite 500
4. Business Phone No. **770-625-1537**
5. State of Incorporation **DELAWARE**

City **Roswell** State **GA** Zip **30076**
6. SIC Code **7914**

7. Brief Description of the Character of Business Conducted in Rhode Island
Security Guard Service Company

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

President Name
Charles R. Schneider
Street Address
200 Mansell Court East Suite 500
City **Roswell** State **GA** Zip **30076**

Vice President Name
Kenneth W. Oringer
Street Address
200 Mansell Court East Suite 500
City **Roswell** State **GA** Zip **30076**

Secretary Name
Kenneth W. Oringer
Street Address
200 Mansell Court East Suite 500
City **Roswell** State **GA** Zip **30076**

Treasurer Name
Kenneth W. Oringer
Street Address
200 Mansell Court East Suite 500
City **Roswell** State **GA** Zip **30076**

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

Director Name
Carl D. Thoma
Street Address
6100 Sears Tower
City **Chicago** State **IL** Zip **60606**

Director Name
Charles R. Schneider
Street Address
200 Mansell Court East Suite 500
City **Roswell** State **GA** Zip **30076**

Director Name
L. Mitchell
Street Address
6100 Sears Tower
City **Chicago** State **IL** Zip **60606**

Director Name
Kenneth Oringer
Street Address
200 Mansell Court East Suite 500
City **Roswell** State **GA** Zip **30076**

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	10,000	A	.01¢
	94,737	B	.01¢
	5,514	C	.01¢

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	10,000	A	.01¢
	94,737	B	.01¢
	0	C	.01¢

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



File Date: **2.23.98**
Check No.: **10230**
By: **LCP**
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.

Kenneth W. Oringer
Signature of Officer
Kenneth W. Oringer
Print or Type Name of Officer
Vice President
Title of Officer



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. **83256** 2. Name of Corporation **U.S. Security Associates, Inc.**
 3. Street Address Principal Business Office **2964 Peachtree Rd. NE** City **Atlanta** State **GA** Zip **30305**
 4. Business Phone No. **404 231-1210** 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**
 7. Brief Description of the Character of Business Conducted in Rhode Island
security guard services

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

President Name Charles R. Schneider	Vice President Name Kenneth W. Oringer
Street Address 2964 Peachtree Rd	Street Address 2964 Peachtree Rd
City Atlanta State GA Zip 30305	City Atlanta State GA Zip 30305
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)

Director Name Kenneth W. Oringer	Director Name
Street Address 2964 Peachtree Rd	Street Address
City Atlanta State GA Zip 30305	City
Director Name	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip

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
90000	B	.01	90000	B	.01

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.: **6398**
 By: **llp**

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

Signature of Officer: Date: **2/25/97**
 Charles R. Schneider
 Print or Type Name of Officer
 President and CEO
 Title of Officer

**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) 277-3041

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

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO 83256		2. NAME OF CORPORATION U.S. Security Associates, Inc.	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 2964 PEACHTREE RD NE STE 200		CITY ATLANTA	STATE GA
		ZIP CODE 30305	
4. BUSINESS PHONE NO 404-231-1210	5. STATE OF INCORPORATION DELAWARE		6. SIC CODE 7914
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND SECURITY GUARD SERVICE			

8. NAMES AND ADDRESSES OF THE OFFICERS			
PRESIDENT NAME Charles R. Schneider		VICE PRESIDENT NAME Kenneth W. Oringer	
STREET ADDRESS 2964 PEACHTREE RD NE STE 200		STREET ADDRESS 2964 PEACHTREE RD NE STE 200	
CITY ATLANTA	STATE GA	CITY ATLANTA	STATE GA
SECRETARY NAME Kenneth W. Oringer		TREASURER NAME Kenneth W. Oringer	
STREET ADDRESS 2964 PEACHTREE RD NE STE 200		STREET ADDRESS 2964 PEACHTREE RD NE STE 200	
CITY ATLANTA	STATE GA	CITY ATLANTA	STATE GA
		ZIP CODE 30305	

9. NAMES AND ADDRESSES OF THE DIRECTORS			
DIRECTOR NAME Carl D. Thoma		DIRECTOR NAME Lee Mitchell	
STREET ADDRESS 6100 SEARS Tower		STREET ADDRESS 6100 SEARS Tower	
CITY CHICAGO	STATE IL	CITY CHICAGO	STATE IL
		ZIP CODE 60606	
DIRECTOR NAME Bryan C. Cassey		DIRECTOR NAME Charles R. Schneider	
STREET ADDRESS 6100 SEARS Tower		STREET ADDRESS 2964 PEACHTREE RD NE STE 200	
CITY CHICAGO	STATE IL	CITY ATLANTA	STATE GA
		ZIP CODE 30305	

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
10,000	A	.01	10,000	A	.01
94,737	B	.01	94,737	B	.01

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.

Kenneth W. Oringer
Signature of Officer
Kenneth W. Oringer
Print or Type Name of Officer
Vice President
Title of Officer
2-26-96
Date

File Date: 3/1/96
Check No: 3634
By: CP

For Secretary of State Use Only