



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. 59567		2. Name of Corporation UPS Supply Chain Solutions, Inc.		
3. Street Address Principal Business Office 55 Glenlake Pkwy, NE		City Atlanta	State GA	Zip 30328
4. Business Phone No. (404) 828-6093		5. State of Incorporation DELAWARE		6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island CUSTOMS BROKERAGE/ FREIGHT FORWARDING/ LOGISTICS				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Michael L. Eskew		Vice President Name D. Scott Davis		
Street Address 55 Glenlake Pkwy NE		Street Address 55 Glenlake Pkwy, NE		
City Atlanta	State GA	Zip 30328	City Atlanta	State GA
Secretary Name Allen E Hill		Treasurer Name Eugene A. Pica (Asst. Treasurer)		
Street Address 55 Glenlake Pkwy, NE		Street Address 55 Glenlake Pkwy, NE		
City Atlanta	State GA	Zip 30328	City Atlanta	State GA
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Michael L. Eskew		Director Name D. Scott Davis		
Street Address 55 Glenlake Pkwy, NE		Street Address 55 Glenlake Pkwy, NE		
City Atlanta	State GA	Zip 30328	City Atlanta	State GA
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>	
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,000 COMM \$1.00 PAR VALUE			100	COMMON
				\$1

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



59567

File Date **2/25/05**
Check No. **347636**
By: **CCP**

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.

Eugene A. Pica
Signature of Officer
2/9/05
Date
Assistant Treasurer
Title of Officer

UPS Supply Chain Solutions, Inc.
List of Directors and Officers
Incorporated: Delaware
Date of Incorporation: 8/29/1988

Name	All Titles	Business Address	Business City & State
Agresta, Maurice M.	AS AT	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Azam, Mohammad	AT	55 Second Street	San Francisco, CA 94105
Baer, David	VP	12380 Morris Road	Alpharetta, GA 30005
Barth, Gary T.	AT	55 Glenlake Pkwy. NE	Atlanta, GA 30328
Barts, Dennis C.	VP	12380 Morris Road	Alpharetta, GA 30005
Bishop, Richard D.	AT	55 Glenlake Parkway, NE	Atlanta, GA 30328
Bowles, David W.	VP	12380 Morris Road	Alpharetta, GA 30005
Brashears, Gregory E.	VP	2010 Warsaw Road	Roswell, GA 30076
Brutto, Daniel J.	VP	55 Glenlake Parkway, NE	Atlanta, GA 30328
Calvert, Elizabeth W.	AS	55 Glenlake Parkway	Atlanta, GA 30328
Cocci, Charles D.	VP	660 Fritz Drive	Coppell, TX 75019
Comstock, Mary Ann	AS	226 First Street P.O. Box 164	Sweetgrass, MT 59484
Creamer, José E.	VP	12380 Morris Road	Alpharetta, GA 30201
Davis, D. Scott	AS D T VP	55 Glenlake Pkwy., NE	Atlanta, GA 30328
Delbrook, Thomas W.	AT	55 Glenlake Pkwy. NE	Atlanta, GA 30328
Enright, Anthony E.	VP	55 Second Street	San Francisco, CA 94105
Eskew, Michael L.	DC	55 Glenlake Parkway, NE	Atlanta, GA 30328
Fiordelisi, Clelia P.	AT	12380 Morris Road	Alpharetta, GA 30005
Firestone, Jeffrey D.	AS	55 Glenlake Parkway	Atlanta, GA 30328
Fitzgerald, Bradley J.	VP	55 Glenlake Parkway, NE	Atlanta, GA 30328
Fitzhugh, James M.	VP	1515 W. 190th Street Suite 300	Gardena, CA 90248

Title Legend:

DC - Director (Chairman)
DVC - Director (Vice Chairman)
D - Director
M - Manager (LLC)
G - Governor (LLC)
CEO - Chief Executive Officer
P - President

COO - Chief Operating Officer
CIO - Chief Information Officer
CFO - Chief Financial Officer
CSO - Chief Strategy Officer
EVP - Executive Vice President
SVP - Senior Vice President
VP - Vice President
AVP - Assistant Vice President

T - Treasurer
S - Secretary
AT - Assistant Treasurer
AS - Assistant Secretary
C - Chair
TR - Trustee
FQO - FMC Qualifying Officer
UQO - U.S. Customs Qualifying Officer

Gargaro, Michael G.	VP		55 Second Street	San Francisco, CA 94105
Gettings, Paul E	VP		12380 Morris Road	Alpharetta, GA 30005
Haack, John R.	VP		12380 Morris Road	Alpharetta, GA 30005
Hafferty, John J.	VP		2010 Warsaw Road	Roswell, GA 30076
Harper, Cathy A.	AS		55 Glenlake Parkway	Atlanta, GA 30328
Hill, Allen E.	AT	D S	VP 55 Glenlake Parkway	Atlanta, GA 30328
Jerome, William J.	VP		2701 Fortune Circle East Drive	Indianapolis, IN 46241
Johnson, Laurie A.	VP		55 Glenlake Pkwy. NE	Atlanta, GA 30328
Kasten, Mark S.	VP		2010 Warsaw Rd.	Roswell, GA 30076
Kohnke, Jerome	VP		2240 Outer Loop Road Building 5, Suite 15	Louisville, KY 40219
Kriske, Guy B	VP		12380 Morris Road	Alpharetta, GA 30005
Lambert, Rosa E.	AS	FQO	4720 Clinton Drive	Houston, TX 77020
Lanius, Jay	AS		309 Second Street	Sweetgrass, MT 59484
Lubeskie, David L.	AS		660 Fritz Drive	Coppell, TX 75019
Moseley, Heather L.	VP		660 Fritz Drive	Coppell, TX 75019
Mounts, David L.	AT	VP	55 Glenlake Parkway, NE	Atlanta, GA 30328
Noonan, Robert W.	VP		5000 Southridge Parkway	Atlanta, GA 30349
Panetta, Michael J.	VP		12380 Morris Road	Alpharetta, GA 30005
Perkins, Robert A.	AS		10 Leigh Fischer Blvd.	El Paso, TX 79906
Pica, Eugene A.	AS	AT	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Pyne, Joseph M.	D	VP	55 Glenlake Pkwy. NE	Atlanta, GA 30328
Sambrook, Terry	VP		12380 Morris Road	Alpharetta, GA 30005
Schenk, Norman T.	AS		1930 Bishop Lane	Louisville, KY 40218
Shacklette, Mark A.	AS		1930 Bishop Lane Suite #501	Louisville, KY 40218

Title Legend:

DC - Director (Chairman)
DVC - Director (Vice Chairman)
D - Director
M - Manager (LLC)
G - Governor (LLC)
CEO - Chief Executive Officer
P - President

COO - Chief Operating Officer
CIO - Chief Information Officer
CFO - Chief Financial Officer
CSO - Chief Strategy Officer
EVP - Executive Vice President
SVP - Senior Vice President
VP - Vice President
AVP - Assistant Vice President

T - Treasurer
S - Secretary
AT - Assistant Treasurer
AS - Assistant Secretary
C - Chair
TR - Trustee
FQO - FMC Qualifying Officer
UQO - U.S. Customs Qualifying Officer

Simone, John M	VP	2010 Warsaw Road	Roswell, GA 30076
Sizemore, Duane E.	VP	201 E. Oregon Rd	Lititz, PA 17543
Slifer, Stephen M.	AT	55 Glenlake Parkway, NE	Atlanta, Georgia 30328
Spencer, Richard L.	VP	3200 Inland Empire Blvd	Ontario, CA 91764
Staruch, Stephen	VP	12380 Morris Road	Alpharetta, GA 30005
Stoffel, Robert E.	P	12380 Morris Road	Alpharetta, GA 30005
Such, David R.	VP	2240 Outer Loop Road Building 5, Suite 15	Louisville, KY 40219
Sutthoff, John	VP	12380 Morris Road	Alpharetta, GA 30005
Tibshirany, John	VP	12380 Morris Road	Alpharetta, GA 94103
Tong, Winifer P.	AS AT	55 Glenlake Parkway, NE	Atlanta, GA 30328
Vander Yacht, Dale G.	AS	P.O Box 3549 2150 Peace Portal Dr.	Blaine, WA 98230
Vander Yacht, Gary R.	AS	P.O Box 3549 2150 Peace Portal Dr.	Blaine, WA 98230
Van Wallaghen, John M.	AS	1930 Bishop Lane Suite 200	Louisville, KY 40223
Ward, George P.	VP	12380 Morris Road	Alpharetta, GA 30005
Wood, Harry O.	AS	231 North Third Street	Pembina, ND 58271

Title Legend:

DC - Director (Chairman)
DVC - Director (Vice Chairman)
D - Director
M - Manager (LLC)
G - Governor (LLC)
CEO - Chief Executive Officer
P - President

COO - Chief Operating Officer
CIO - Chief Information Officer
CFO - Chief Financial Officer
CSO - Chief Strategy Officer
EVP - Executive Vice President
SVP - Senior Vice President
VP - Vice President
AVP - Assistant Vice President

T - Treasurer
S - Secretary
AT - Assistant Treasurer
AS - Assistant Secretary
C - Chair
TR - Trustee
FQO - FMC Qualifying Officer
UQO - U.S. Customs Qualifying Officer



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. *59567*		2. Name of Corporation UPS Supply Chain Solutions, Inc.			
3. Street Address Principal Business Office 55 Second Street			City SAN FRANCISCO	State CA	Zip 94105
4. Business Phone No. 4155380422		5. State of Incorporation DELAWARE			6. SIC Code 6650

7. Brief Description of the Character of Business Conducted in Rhode Island
CUSTOMS BROKERAGE/ FREIGHT FORWARDING/ LOGISTICS

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

President Name David Abney - CEO			Vice President Name Danny Yang		
Street Address 55 Glenlake Pkwy NE			Street Address 55 Second Street		
City Atlanta	State GA	Zip 30328	City San Francisco	State CA	Zip 94105
Secretary Name Joseph R. Moderow			Treasurer Name D. Scott Davis		
Street Address 55 Glenlake Pkwy NE			Street Address 55 Glenlake Pkwy NE		
City Atlanta	State GA	Zip 30328	City Atlanta	State GA	Zip 30328

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

Director Name Michael L. Eskew - Chairman			Director Name D. Scott Davis		
Street Address 55 Glenlake Pkwy NE			Street Address 55 Glenlake Pkwy NE		
City Atlanta	State GA	Zip 30328	City Atlanta	State GA	Zip 30328
Director Name Joseph R. Moderow			Director Name		
Street Address 55 Glenlake Pkwy NE			Street Address		
City Atlanta	State GA	Zip 30328	City	State	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
61,000,000	\$.01 PAR VALUE		36,853,873	common	\$.01

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



* 5 9 5 6 7 *

**59567* 2/12/03 3:38 PM
FILED
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: _____ Date: 2/24/03
FRED C. HUDON
Print or Type Name of Officer
ASST. SECRETARY
Title of Officer

UPS Supply Chain Solutions, Inc.
List of Directors and Officers
Incorporated: Delaware
Date of Incorporation: 8/29/1988

Name	Title	Business Address	City, State, ZIP
Abney, David P.	CEO	2010 Warsaw Road	Roswell, GA 30076
Agresta, Maurice M.	AT AS	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Azam, Mohammad	AT	55 Second Street	San Francisco, CA 94105
Barts, Dennis C.	VP	990 Hammond Drive Suite 400	Atlanta, GA 30328
Brashears, Gregory E.	VP	2010 Warsaw Road	Roswell, GA 30076
Brodsky, Paige E.	AS	55 Glenlake Parkway, NE	Atlanta, GA 30328
Calvert, Elizabeth W.	AS	55 Glenlake Pkwy., NE	Atlanta, GA 30328
Cocci, Charles D.	VP	660 Fritz Drive	Coppell, TX 75019
Davis, D. Scott	D VP T	55 Glenlake Pkwy., NE	Atlanta, GA 30328
Delbrook, Thomas W.	AT	55 Glenlake Pkwy. NE	Atlanta, GA 30328
Eskew, Michael L.	DC	55 Glenlake Parkway, NE	Atlanta, GA 30328
Firestone, Jeffrey D.	AS	55 Glenlake Parkway, NE	Atlanta, GA 30328
Flowers, Daniel R.	VP	980 Hammond Drive	Atlanta, GA 30328
Gargaro, Michael G.	VP	55 Second Street	San Francisco, CA 94105
Gervais, Richard	VP	410 St. Nicolas Suite 300	Montreal, H2Y 2P5
Hafferty, John J.	VP	2010 Warsaw Road	Roswell, GA 30076
Harper, Cathy A.	AS	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Higdon, Fred C.	AS UQO	55 Second Street	San Francisco, CA 94105
Kasten, Mark S.	VP	2010 Warsaw Rd.	Roswell, GA 30076
Lambert, Rosa E.	AS FQO	4720 Clinton Drive	Houston, TX 77020
Moderow, Joseph R.	D VP S	55 Glenlake Pkwy., NE	Atlanta, GA 30328
Noonan, Robert W.	VP	5000 Southridge Parkway	Atlanta, GA 30349
Perkins, Robert A.	AS	10 Leigh Fischer Blvd.	El Paso, TX 79906
Pica, Eugene A.	AT AS	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Pinard, Jocelyn L.	AT	55 Second Street	San Francisco, CA 94105
Reamy, Lee T.	AT	55 Second Street	San Francisco, CA 94105
Rolls, Michael A.	VP	14a Baker Street Botany 2019	New South Wales,
Schardt, Manfred	VP	Atlantic House - Noorderlaan 1	Antwerp, B-2030
Schenk, Norman T.	AS	1930 Bishop Lane	Louisville, KY 40218
Simone, John M.	VP	2010 Warsaw Road	Roswell, GA 30076
Strahan, Kevin J.	VP	55 Glenlake Parkway, NE	Atlanta, GA 30328
Tong, Winifer P.	AT AS	55 Glenlake Parkway, NE	Atlanta, GA 30328
Tse, T. K. Billy	VP	Unit 1-7 20/F Kowloon Plz 485 Castle Peak	Kowloon,
Van Wallaghen, John M.	AS	1930 Bishop Lane Suite 200	Louisville, KY 40223
Wojciechowski, Eugene E.	VP	55 Second Street	San Francisco, CA 94105
Yang, Danny	VP	12380 Morris Road	Alpharetta, GA 30005

Title Legend:

DC - Director (Chairman)
DVC - Director (Vice Chairman)
D - Director
M - Manager (LLC)
G - Governor (LLC)
CEO - Chief Executive Officer
P - President

COO - Chief Operating Officer
CIO - Chief Information Officer
CFO - Chief Financial Officer
CSO - Chief Strategy Officer
EVP - Executive Vice President
SVP - Senior Vice President
VP - Vice President
AVP - Assistant Vice President

T - Treasurer
S - Secretary
AT - Assistant Treasurer
AS - Assistant Secretary
C - Chair
TR - Trustee
FQO - FMC Qualifying Officer
UQO - U.S. Customs Qualifying Officer



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. **59567** 2. Name of Corporation **Fritz Companies, Inc.**

3. Street Address Principal Business Office **706 Mission Street** City **San Francisco** State **CA** Zip **94103**

4. Business Phone No. **415-538-0422** 5. State of Incorporation **DELAWARE** 6. SIC Code **0**

7. Brief Description of the Character of Business Conducted in Rhode Island
Freight Forwarding/Customs Brokerage/Logistics

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

President Name **None At Present** Vice President Name **Eugene Wojciechowski**

Street Address **706 Mission Street**

City **San Francisco** State **CA** Zip **94103**

Secretary Name **Jan H. Raymond** Treasurer Name **None at Present**

Street Address **706 Mission Street**

City **San Francisco** State **CA** Zip **94103**

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

Director Name **James P. Kelly** Director Name **D. Scott Davis**

Street Address **706 Mission Street** Street Address **706 Mission Street**

City **San Francisco** State **CA** Zip **94103** City **San Francisco** State **CA** Zip **94103**

Director Name **Joseph R. Moderow** Street Address

Street Address **706 Mission Street**

City **San Francisco** State **CA** Zip **94103** City State Zip

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

AUTHORIZED SHARES	ISSUED SHARES
Number of Shares	Number of Shares
Class/Series	Class/Series
Par Value	Par Value
61,000,000 \$0.01 PAR VALUE	36,853,873 common .01

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



File Date 2-19-02
Check No. 200069151
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 1/30/02
Print or Type Name of Officer Jan H. Raymond
Title of Officer Secretary



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. **59567** 2. Name of Corporation **Fritz Companies, Inc.**

3. Street Address Principal Business Office **706 Mission Street** City **San Francisco** State **CA** Zip **94103**

4. Business Phone No. **415-538-0422** 5. State of Incorporation **DELAWARE** 6. SIC Code **0**

7. Brief Description of the Character of Business Conducted in Rhode Island
Customs Brokerage/Freight Forwarding/Logistics

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

President Name **Graham Napier**
Street Address **706 Mission Street**
City **San Francisco** State **CA** Zip **94103**

Vice President Name **Richard Skidmore**
Street Address **706 Mission Street**
City **San Francisco** State **CA** Zip **94103**

Secretary Name **Jan Raymond**
Street Address **706 Mission Street**
City **San Francisco** State **CA** Zip **94103**

Treasurer Name **Ronald Dutt**
Street Address **706 Mission Street**
City **San Francisco** State **CA** Zip **94103**

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

Director Name **Lynn Fritz**
Street Address **706 Mission Street**
City **San Francisco** State **CA** Zip **94103**

Director Name **Preston Martin**
Street Address **706 Mission Street**
City **San Francisco** State **CA** Zip **94103**

Director Name **James Gilleran**
Street Address **706 Mission Street**
City **San Francisco** State **CA** Zip **94103**

Director Name **Paul Otellini**
Street Address **706 Mission Street**
City **San Francisco** State **CA** Zip **94103**

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

AUTHORIZED SHARES	Class/Series	Par Value
60,000,000	common	\$.01
1,000,000	preferred	\$.01

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

ISSUED SHARES	Class/Series	Par Value
36,702,000	common	\$.01
0	preferred	\$.01

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



* 5 9 5 6 7 *

File Date: 2/20

Check No. 200 002783

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 2/9/01

Print or Type Name of Officer Jan H. Raymond

Title of Officer Secretary



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. **59567** 2. Name of Corporation **Fritz Companies, Inc.**

3. Street Address Principal Business Office **706 Mission Street** City **San Francisco** State **CA** Zip **94103**

4. Business Phone No. **415-533-0423** 5. State of Incorporation **DELAWARE** 6. SIC Code **4700**

7. Brief Description of the Character of Business Conducted in Rhode Island
International Freight Forwarding/Customs Brokerage/Logistics/Warehousing

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

President Name	Vice President Name
	Brad Lee Skinner
Street Address	Street Address
	706 Mission Street
City	City
State	State
Zip	Zip
	San Francisco CA 94103
Secretary Name	Treasurer Name
Jan H. Raymond	Ronald Dutt
Street Address	Street Address
706 Mission Street	706 Mission Street
City	City
State	State
Zip	Zip
San Francisco CA 94103	San Francisco CA 94103

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

Director Name	Director Name
Lynn Fritz	Preston Martin
Street Address	Street Address
706 Mission Street	706 Mission Street
City	City
State	State
Zip	Zip
San Francisco CA 94103	San Francisco CA 94103
Director Name	Director Name
James Gilleran	William Razzouk
Street Address	Street Address
706 Mission Street	706 Mission Street
City	City
State	State
Zip	Zip
San Francisco CA 94103	San Francisco CA 94103

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

AUTHORIZED SHARES	Class/Series	Par Value
60,000,000	common	\$.01
1,000,000	preferred	\$.01

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

ISSUED SHARES	Class/Series	Par Value
36,420,000	common	\$.01
0	preferred	\$.01

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



* 5 9 5 6 7 *

File Date: 2/10/00
Check No. 10/24006
By: DC

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: 1/19/00
Jan H. Raymond
Print or Type Name of Officer
Executive Vice President
Title of Officer



Fritz Companies

OFFICERS

Lynn C. Fritz, Chairman of the Board/Chief Executive Officer
706 Mission Street, San Francisco, California 94103

Raymond Smith, Chief Operating Officer
706 Mission Street, San Francisco, California 94103

Ronald Dutt, Executive Vice President/Chief Financial Officer
706 Mission Street, San Francisco, California 94103

Jan H. Raymond, Executive Vice President/Secretary
706 Mission Street, San Francisco, California 94103

Brad Lee Skinner, Executive Vice President Global Sales & Marketing
706 Mission Street, San Francisco, California 94103

Gene Wojciechowski, Executive Vice President/Chief Information Officer
706 Mission Street, San Francisco, California 94103

Graham Napier, Executive Vice President – Engineering
706 Mission Street, San Francisco, California 94103

Janice Washburn, Vice President/Chief Accounting Officer/Controller
706 Mission Street, San Francisco, California 94103

Richard Gervais, Vice President – North American Operations
706 Mission Street, San Francisco, California 94103

Seamus Owen, Vice President – Human Resources
706 Mission Street, San Francisco, California 94103

DIRECTORS

Lynn C. Fritz, Chairman
706 Mission Street, San Francisco, California 94103

James Gilleran
706 Mission Street, San Francisco, California 94103

Preston Martin
706 Mission Street, San Francisco, California 94103

William Razzouk
706 Mission Street, San Francisco, California 94103

Paul Otellini
706 Mission Street, San Francisco, California 94103

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. **59587** 2. Name of Corporation **Fritz Companies, Inc.**
3. Street Address Principal Business Office
706 Mission Street City **San Francisco** State **California** Zip **94103**
4. Business Phone No. **415-533-0423** 5. State of Incorporation **DELAWARE** 6. SIC Code **4700**

7. Brief Description of the Character of Business Conducted in Rhode Island
INTERNATIONAL FREIGHT FORWARDING/CUSTOMS BROKERAGE/LOGISTICS

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

President Name DENNIS L. PELINO Street Address 706 MISSION STREET City State Zip SAN FRANCISCO CA 94103	Vice President Name JOSEPH CARNES EXEC V.P. Street Address 706 MISSION STREET City State Zip SAN FRANCISCO CA 94103
Secretary Name JAN H. RAYMOND Street Address 706 MISSION STREET City State Zip SAN FRANCISCO CA 94103	Treasurer Name ROBERT AROVAS Street Address 706 MISSION STREET City State Zip SAN FRANCISCO CA 94103

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

Director Name LYNN C. FRITZ Street Address 706 MISSION STREET City State Zip SAN FRANCISCO CA 94103	Director Name JAMES GILLERAN Street Address 706 MISSION STREET City State Zip SAN FRANCISCO CA 94103
Director Name DENNIS L. PELINO Street Address 706 MISSION STREET City State Zip SAN FRANCISCO CA 94103	Director Name PRESTON MARTIN Street Address 706 MISSION STREET City State Zip SAN FRANCISCO CA 94103

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	60,000,000	common	\$.01
	1,000,000	preferred	\$.01

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	35,896,000	common	\$.01
	0	preferred	\$.01

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



File Date: 4-29-99

Check No.: 10108936

By: AME

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: 2/24/99

Print or Type Name of Officer: Jan H. Raymond

Title of Officer: EXEC. V.P./SECRETARY

FRITZ COMAPNIES, INC.

Corp ID No. 59567

List of Officers:

LYNN C. FRITZ, CHAIRMAN/CEO
706 MISSION STREET, SAN FRANCISCO CA 94103

RAYMOND L. SMITH, COO
706 MISSION STREET, SAN FRANCISCO CA 94103

DENNIS L. PELINO, PRESIDENT
706 MISSION STREET, SAN FRANCISCO CA 94103

JOSEPH CARNES, EXEC. V. P.
706 MISSION STREET, SAN FRANCISCO CA 94103

JAN H. RAYMOND, EXEC. V.P. AND SECRETARY
706 MISSION STREET, SAN FRANCISCO CA 94103

ROBERT AROVAS, EXEC. V.P. AND CFO
706 MISSION STREET, SAN FRANCISCO CA 94103

BRAD LEE SKINNER, V.P. GLOBAL SALES & MARKETING
706 MISSION STREET, SAN FRANCISCO CA 94103

EUGENE WOJCIECHOWSKI, V.P./CIO
706 MISSION STREET, SAN FRANCISCO CA 94103

JANET HELVEY, V.P. ACCOUNTS RECEIVABLE
706 MISSION STREET, SAN FRANCISCO CA 94103

SEAMUS OWEN, V.P. HUMAN RESOURCES
706 MISSION STREET, SAN FRANCISCO CA 94103

JANICE WASHBURN, CONTROLLER/CAO
706 MISSION STREET, SAN FRANCISCO CA 94103

List of Directors:

LYNN C. FRITZ, CHAIRMAN/CEO
706 MISSION STREET, SAN FRANCISCO CA 94103

continued

DENNIS L. PELINO, PRESIDENT
706 MISSION STREET, SAN FRANCISCO CA 94103

JAMES GILLERAN, DIRECTOR
706 MISSION STREET, SAN FRANCISCO CA 94103

PRESTON MARTIN, DIRECTOR
706 MISSION STREET, SAN FRANCISCO CA 94103

WILLIAM RAZZOUK, DIRECTOR
706 MISSION STREET, SAN FRANCISCO CA 94103

PAUL S. OTELLINI, DIRECTOR
706 MISSION STREET, SAN FRANCISCO CA 94103

Report Officers/Directors
Business ID No. 59567

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 **59567** 2. Name of Corporation **Fritz Companies, Inc.**

3. Street Address Principal Business Office
706 Mission Street City San Francisco State CA Zip 94103
4. Business Phone No. (415) 538-0423 5. State of Incorporation **DELAWARE** 6. SIC Code 4700

7. Brief Description of the Character of Business Conducted in Rhode Island
INTERNATIONAL FREIGHT FORWARDING/CUSTOMS BROKERAGE/LOGISTICS

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

President Name DENNIS L. PELINO	Vice President Name GENE WOJCIECHOWSKI
Street Address 706 Mission Street	Street Address 706 Mission Street
City State Zip SAN FRANCISCO CA 94103	City State Zip SAN FRANCISCO CA 94103
Secretary Name JAN H. RAYMOND	Treasurer Name ROBERT AROVAS
Street Address 706 Mission Street	Street Address 706 Mission Street
City State Zip SAN FRANCISCO CA 94103	City State Zip SAN FRANCISCO CA 94103

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

Director Name LYNN C. FRITZ	Director Name JAMES GILLERAN
Street Address 706 Mission Street	Street Address 706 Mission Street
City State Zip SAN FRANCISCO CA 94103	City State Zip SAN FRANCISCO CA 94103
Director Name DENNIS L. PELINO	Director Name PRESTON MARTIN
Street Address 706 Mission Street	Street Address 706 Mission Street
City State Zip SAN FRANCISCO CA 94103	City State Zip SAN FRANCISCO CA 94103

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	60,000,000	Common	\$.01
	1,000,000	Preferred	\$.01

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	35,445,000	Common	\$.01
	0	Preferred	\$.01

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



File Date: 4.7.98
Check No.: 10265843
By: JP
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: 2/05/98
Print or Type Name of Officer: Jan H. Raymond
Title of Officer: Sr. Vice President

FRITZ COMPANIES, INC.
Corp File Number F 5849-485-2

List of Officers:

Lynn C. Fritz, CEO
34 Maple Street, San Francisco, CA 94118

Dennis L. Pelino, President and COO
3936 Quail Ridge Road, Lafayette, CA 94549

Jan H. Raymond, Sr. V.P. and Secretary
537 Bonnie Drive, El Cerrito, CA 94530

Robert Arovas, Exec. V.P. and CFO
26232 Mt. Diablo, Laguna Hills, CA 92653

Gene Wojciechowski, Sr. V.P. and Chief Information Officer
1224 Cortez Ave., Burlingame, CA 94010

Ron Womack, V.P., Chief Accounting Officer
156 Lombard Street, #12, San Francisco, CA 94111

Janet Helvey, V.P. Accounts Receivable
3 Flores Foothill, Richmond, CA 92610

List of Directors:

Lynn C. Fritz
706 Mission Street, San Francisco, CA 94103

Dennis Pelino
706 Mission Street, San Francisco, CA 94103

James Gilleran
706 Mission Street, San Francisco, CA 94103

Preston Martin
706 Mission Street, San Francisco, CA 94103

William Razzouk
706 Mission Street, San Francisco, CA 94103

Paul Otellini
706 Mission Street, San Francisco, CA 94103



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.

59667

2. Name of Corporation

Fritz Companies, Inc.

3. Street Address Principal Business Office

706 Mission Street

City

San Francisco

State

CA

Zip

94103

4. Business Phone No.

(415) 538-0423

5. State of Incorporation

DELAWARE

6. SIC Code

4700

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

International Freight Forwarding/Customs Brokerage/Logistics

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

President Name

Dennis L. Pelino

Vice President Name

Ronald A. Marcillac

Street Address

706 Mission Street

Street Address

706 Mission Street

City

San Francisco

State

CA

Zip

94103

City

San Francisco

State

CA

Zip

94103

Secretary Name

Jan H. Raymond

Treasurer Name

Ron Womack, Chief Accounting Officer

Street Address

706 Mission Street

Street Address

706 Mission Street

City

San Francisco

State

CA

Zip

94103

City

San Francisco

State

CA

Zip

94103

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

Director Name

Lynn C. Fritz

Director Name

Dennis L. Pelino

Street Address

706 Mission Street

Street Address

706 Mission Street

City

San Francisco

State

CA

Zip

94103

City

San Francisco

State

CA

Zip

94103

Director Name

James Gilleran

Director Name

Preston Martin

Street Address

706 Mission Street

Street Address

706 Mission Street

City

San Francisco

State

CA

Zip

94103

City

San Francisco

State

CA

Zip

94103

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

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

60,000,000

Common

.01

1,000,000

Preferred

.01

ISSUED SHARES

Number of Shares

Class/Series

Par Value

35,106,000

Common

.01

0

Preferred

.01

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



* 5 9 5 6 7 *

File Date: 2-3-97

Check No: 10247262

By: JHR

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

Jan H. Raymond

Print or Type Name of Officer

Sr. Vice President

Title of Officer

1/16/97

Date

FRITZ COMPANIES, INC.

List of Officers:

Lynn C. Fritz - CEO
706 Mission Street, San Francisco, CA 94103

Dennis L. Pelino - President and COO
706 Mission Street, San Francisco, CA 94103

John H. Johung - Executive Vice President
706 Mission Street, San Francisco, CA 94103

Ronald A. Marcillac - Sr. Vice President
706 Mission Street, San Francisco, CA 94103

Jan H. Raymond - Sr. Vice President and Secretary
706 Mission Street, San Francisco, CA 94103

Ron Womack, Sr. Vice President, Chief Accounting Officer and Controller
706 Mission Street, San Francisco, CA 94103

List of Directors:

Lynn C. Fritz - Chairman of the Board
706 Mission Street, San Francisco, CA 94103

Dennis L. Pelino - Director
706 Mission Street, San Francisco, CA 94103

Ronald A. Marcillac - Director
706 Mission Street, San Francisco, CA 94103

James Gilleran - Director
706 Mission Street, San Francisco, CA 94103

Preston Martin - Director
706 Mission Street, San Francisco, CA 94103

**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. 0059567
 2. NAME OF CORPORATION Fritz Companies, Inc.
 3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 706 Mission Street, Ste. 1000
 CITY San Francisco STATE CA ZIP CODE 94103
 4. BUSINESS PHONE NO (415) 904-8433
 5. STATE OF INCORPORATION Delaware
 6. SIC CODE 4700 8888
 7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND
 International Freight Forwarding/Logistics/Customs Brokerage/International & Domestic Transportation.

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME SEE ATTACHED LIST
 VICE PRESIDENT NAME
 STREET ADDRESS
 CITY STATE ZIP CODE
 SECRETARY NAME
 TREASURER NAME
 STREET ADDRESS
 CITY STATE ZIP CODE

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME SEE ATTACHED LIST
 DIRECTOR NAME
 STREET ADDRESS
 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
60,000,000	Common	\$.01	34,600,000	Common	\$.01
1,000,000	Preferred	\$.01	0	Preferred	\$0.01

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.

File Date: 5/6/96
 Check No: 139008 956
 By: *[Signature]*
 For Secretary of State Use Only

[Signature]
 Signature of Officer
 Jan H. Raymond
 Print or Type Name of Officer
 Sr. Vice President/Secretary
 Title of Officer
 Date

Fritz Companies, Inc.

Attachment to 1996 Annual Report

Name and Address of Directors

Lynn C. Fritz, President and CEO
706 Mission Street
San Francisco, CA 94103

Dennis L. Pelino, Senior Vice President and COO
706 Mission Street
San Francisco, CA 94103

Ronald A. Marcillac, Senior Vice President
706 Mission Street
San Francisco, CA 94103

Carsten Andersen, Executive Vice President
706 Mission Street
San Francisco, CA 94103

James Gilleran, Director
706 Mission Street
San Francisco, CA 94103

Preston Martin, Director
706 Mission Street
San Francisco, CA 94103

Name and Office of Principal Officers

Lynn C. Fritz, President and CEO
706 Mission Street
San Francisco, CA 94103

Dennis L. Pelino, Senior Vice President and COO
706 Mission Street
San Francisco, CA 94103

Ronald A. Marcillac, Senior Vice President
706 Mission Street
San Francisco, CA 94103

:

John H. Johung, Vice President and CFO
706 Mission Street
San Francisco, CA 94103

Stephen Mattesich, Vice President and Controller
706 Mission Street
San Francisco, CA 94103

Jan H. Raymond, Senior Vice President and Secretary
706 Mission Street
San Francisco, CA 94103



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.

0059567

1995

Corporate ID: Fritz Companies, Inc.

Annual Report for the year:

Name of Corporation:
 Business entity organized under the laws of the State of: Delaware
 For foreign entity, address and telephone number of principal office:

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

706 Mission Street
 San Francisco, CA 94103
 Phone: ()
 Address and telephone of the principal office of business entity in Rhode
 Island (Provide street address - Not P.O. Box):
 N/A

Brief statement of the character of business conducted in Rhode Island:
 None

Phone: ()

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE ATTACHED RIDER			
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE ATTACHED RIDER			
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE ATTACHED RIDER			
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE ATTACHED RIDER			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE ATTACHED RIDER			
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE ATTACHED RIDER			
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
PLEASE SEE ATTACHED RIDER			

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
1,000,000	Preferred	12,195,075	Common
60,000,000	Common		

Date March 1 19 95

By:
 Jan H. Raymond
 PRINT OR TYPE NAME OF OFFICER SIGNING
 Secretary
 TITLE OF OFFICER SIGNING

Form 31 1/95

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.

OT CORPORATION SYSTEM
 123 DYER STREET
 PROVIDENCE RI 02903

FILED
 MAR 07 1995
 B. Ce 217452

1995 ANNUAL REPORT - STATE OF RHODE ISLAND
FRITZ COMPANIES, INC.
SECRETARY OF STATE # 0059567

List of Officers:

Lynn C. Fritz, President and Chief Executive Officer
706 Mission Street, San Francisco, CA 94103

Dennis L. Pelino, Senior Vice President and Chief Operating Officer
706 Mission Street, San Francisco, CA 94103

Ronald A. Marcillac, Senior Vice President
706 Mission Street, San Francisco, CA 94103

John H. Johung, Senior Vice President and Chief Financial Officer
706 Mission Street, San Francisco, CA 94103

Jan H. Raymond, Senior Vice President, General Counsel and Secretary
706 Mission Street, San Francisco, CA 94103

Stephen Mattessich, Vice President and Accounting Officer
706 Mission Street, San Francisco, CA 94103

List of Directors

Lynn C. Fritz, Chairman of the Board
706 Mission Street, San Francisco, CA 94103

Dennis L. Pelino, Director
706 Mission Street, San Francisco, CA 94103

Ronald A. Marcillac, Director
706 Mission Street, San Francisco, CA 94103

James Gilleran, Director
706 Mission Street, San Francisco, CA 94103

Preston Martin, Director
706 Mission Street, San Francisco, CA 94103

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

Exp # 010-211555 MNC

File Annually
LLC Sept 1 - Nov 1
CORP Jan 1 - March 1

Corporate ID 0059567 Annual Report for the year 1994

Name of Business Entity: Fritz Companies, Inc.

Business entity organized under the laws of the State of Delaware

Federal Taxpayer Identification Number [REDACTED]

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

Fritz Companies, Inc.

706 Mission Street

San Francisco, CA 94103

Phone (415) 904-8352

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

N/A

Phone [REDACTED]

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:

Jean King

Legal Administrator

706 Mission Street, Suite 1000

San Francisco, CA 94103

Brief statement of the character of business conducted in Rhode Island

Customs brokerage, freight forwarding
(not currently conducting business in
Rhode Island)

Date of Organization: August 29, 1988

Date of Qualification to do business in Rhode Island (if foreign entity):

March 5, 1990

THE NAMES OF THE OFFICERS ARE:

<input checked="" type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input checked="" type="checkbox"/> PRESIDENT (SEE RIGL 7-1.1)	STREET ADDRESS	CITY STATE	ZIP CODE
Lynn C. Fritz, 706 Mission Street, San Francisco, CA 94103			
<input checked="" type="checkbox"/> CHIEF OPERATING OFFICER OR <input checked="" type="checkbox"/> VICE PRESIDENT (SEE RIGL 7-1.1)	STREET ADDRESS	CITY STATE	ZIP CODE
Dennis L. Pelino, 706 Mission Street, San Francisco, CA 94103			
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input type="checkbox"/> SECRETARY (SEE RIGL 7-1.1)	STREET ADDRESS	CITY STATE	ZIP CODE
Jan H. Raymond, 706 Mission Street, San Francisco, CA 94103			
<input checked="" type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input type="checkbox"/> TREASURER (SEE RIGL 7-1.1)	STREET ADDRESS	CITY STATE	ZIP CODE
John H. Johung, 706 Mission Street, San Francisco, CA 94103			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY STATE	ZIP CODE
Lynn C. Fritz, 706 Mission Street, San Francisco, CA 94103			
NAME	STREET ADDRESS	CITY STATE	ZIP CODE
Ronald A. Marcillac, 706 Mission Street, San Francisco, CA 94103			
NAME	STREET ADDRESS	CITY STATE	ZIP CODE
Dennis L. Pelino, 706 Mission Street, San Francisco, CA 94103			

NUMBER OF SHARES AUTHORIZED (If Applicable)

NUMBER 60,000,000

CLASS Common
N/A

SERIES

PAR VALUE ~~XXX~~ \$0.01

~~XXXXXXXXXX~~

NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)

NUMBER 10,981,407

CLASS Common
N/A

SERIES

PAR VALUE ~~XXX~~ \$0.01

~~XXXXXXXXXX~~

Date August 26, 1994

By: [Signature]

Ronald A. Marcillac
PRINT OUT TYPE NAME OF OFFICER SIGNING
Vice President/Director
TITLE OF OFFICER 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

FRITZ COMPANIES, INC.
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
CORPORATE ID # 0059567

Additional Officers

Vice President, Ronald A. Marcillac, 706 Mission Street, San Francisco, CA 94103

Additional Directors

James Gilleran, 706 Mission Street, San Francisco, CA 94103
Preston Martin, 706 Mission Street, San Francisco, CA 94103

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0059567 Annual Report for the year 1993

FIRST: The name of the corporation is Fritz Companies, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Customs brokerage/ freight forwarding

FOURTH: If foreign corporation, address of its principal office 706 Mission Street,
San Francisco, CA 94103

FIFTH: Business address in Rhode Island c/o CT Corporation System, 123 Dyer Street,
Providence, RI 02903

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

Name	Office	Address (including number, street, zip code)
Lynn C. Fritz	Director	706 Mission St., San Francisco, CA 94103
Ronald A. Marcillac	Director	706 Mission St., San Francisco, CA 94103
Dennis L. Pelino	Director	706 Mission St., San Francisco, CA 94103
Lynn C. Fritz	President	706 Mission St., San Francisco, CA 94103
Ronald L. Marcillac	Vice President	706 Mission St., San Francisco, CA 94103
Jan H. Raymond	Secretary	706 Mission St., San Francisco, CA 94103
John H. Johung	Treasurer	706 Mission St., San Francisco, CA 94103

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
60,000,000.00	Common	CCN 199201	\$0.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,582,500	Common	PAID & PREP MAR 01 1993	\$0.01

Dated February 25, 19 93

Fritz Companies, Inc.
(Name of Corporation)

By [Signature]

Title Secretary

(Report must be signed by an officer)

OFFICERS AND DIRECTORS LIST
FRITZ COMPANIES, INC.
CORPORATE ID 0059567

DIRECTORS

James Gilleran, 706 Mission Street, San Francisco, CA 94103
Martin Preston, 706 Mission Street, San Francisco, Ca 94103

OFFIERS

Dennis L. Pelino, Vice President, 706 Mission Street, San Francisco, CA 94103

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

3A
CE 19406

Corporate ID 0059587 Annual Report for the year 1992

FIRST: The name of the corporation is Fritz Companies, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Custom house brokerage and freight forwarding

FOURTH: If foreign corporation, address of its principal office 706 Mission Street,

San Francisco, CA 94103

FIFTH: Business address in Rhode Island N/A

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

Name	Office	Address (including number, street, zip code)
Lynn C. Fritz	Director	706 Mission Street, San Francisco, CA 94103
Ronald A. Marcillac	Director	706 Mission Street, San Francisco, CA 94103
Dennis L. Pelino	Director	706 Mission Street, San Francisco, CA 94103
Lynn C. Fritz	President	706 Mission Street, San Francisco, CA 94103
Ronald A. Marcillac	Vice President	706 Mission Street, San Francisco, CA 94103
Jan H. Raymond	Secretary	706 Mission Street, San Francisco, CA 94103
Jan H. Raymond	Treasurer	706 Mission Street, San Francisco, CA 94103

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
5,925	COMMON	---	\$ 0.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,975	COMMON	---	\$ 0.01

PAID

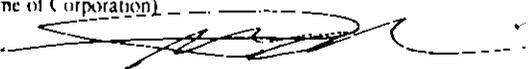
FEB 28 1992

SECY OF STATE

Dated February 21, 19 92

Fritz Companies, Inc.

(Name of Corporation)

By 

Title Vice President

(Report must be signed by an officer)

ADDITIONAL OFFICERS OF FRITZ COMPANIES, INC.

Dennis L. Pelino - Vice President
706 Mission Street, San Francisco, CA 94103

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

55

Corporate ID 0059567 Annual Report for the year 1991

FIRST: The name of the corporation is Fritz Companies, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Customs Brokerage, Freight Forwarding

FOURTH: If foreign corporation, address of its principal office 735 Market Street,
San Francisco, CA 94103

FIFTH: Business address in Rhode Island c/o CT Corporation System, 123 Dyer Street,
Providence, Rhode Island 02903

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

Name	Office	Address (including number, street, zip code)
Lynn C. Fritz	Director	735 Market Street, San Francisco, CA 94103
Martin R. Collins	Director	" "
Ronald A. Marcillac	Director	" "
Lynn C. Fritz	President	" "
	Vice President	
Martin R. Collins	Secretary	" "
Lynn C. Fritz	Treasurer	" "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
5,925	Common	----	\$ 0.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
5,925	Common	----	\$ 0.01

PAID
MAR 13 1991
SECY OF STATE

Dated March 11 19 91

Fritz Companies, Inc.
(Name of Corporation)

By [Signature]

Title Secretary

(Report must be signed by an officer)