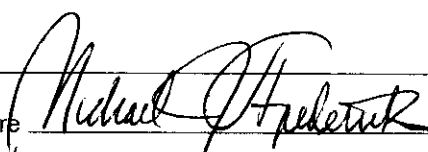


No. C 39960 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Sep 30, 2000 Annual Report Form 1. Mailing Address - Correct in this box, if applicable UNITED STATES AUTO CLUB, MOTORING D CORP TAX DEPT. 250 CARPENTER FREEWAY IRVING, TX 75062	2. Registered Agent and Office NO PO BOX PRENTICE-HALL CORP SYSTEM 1401 SHORELINE DR BOISE, ID 83702 3. <u>New</u> Registered Agent Signature
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4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
PRESIDENT	JOHN F. HUNTER	250 CARPENTER FREEWAY	IRVING	TX	75062
ASST. VP	MICHAEL J. FREDERICK	250 CARPENTER FREEWAY	IRVING	TX	75062
SECRETARY	FREDERIC C. LISKOW	250 CARPENTER FREEWAY	IRVING	TX	75062
DIRECTOR	JOSEPH N. SCARPINATO	250 CARPENTER FREEWAY	IRVING	TX	75062
DIRECTOR	JOHN F. HUNTER	250 CARPENTER FREEWAY	IRVING	TX	75062

5. Organized Under the Laws of: INDIANA C 39960	6.  Signature _____ Date <u>7/25/00</u> (Typed or Printed) Name <u>MICHAEL J. FREDERICK</u> Title: <u>ASST. VP & ASST. SEC.</u> XXXX
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