

No. **W 21340**

Due no later than November 30, 2003

Annual Report Form

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

**NO FILING FEE IF
RECEIVED BY DUE DATE**

1. Mailing Address - Correct in this box, if applicable.

GUARDSMARK, LLC

22 S 2ND ST

MEMPHIS, TN 38103 2695

2. Registered Agent and Office **NO PO BOX**

CT CORPORATION SYSTEM
300 N 6TH ST

BOISE, ID 83702

3. New Registered Agent Signature

4. Limited Liability Companies: Enter Names and Addresses of Managers.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
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- SEE ATTACHED -

5. Organized Under the Laws of:

DELAWARE
W 21340

6.

Signature

Date

11/25/03

Name (Typed or Printed)

Tommy K. YARBROUGH

Title

VP

GUARDSMARK, LLC
Members

Guardsmark Holdings, Inc.
22 South Second Street
Memphis, TN 38103

Lipman Brothers Partnership
22 South Second Street
Memphis, TN 38103

GUARDSMARK, LLC
Officers and Directors

IRA A. LIPMAN (*)
22 South Second Street
Memphis, Tennessee 38103

Chairman of the Board and President

WELDON L. KENNEDY
1151 E. Timberridge Road
Prescott, Arizona 86303

Vice Chairman, Group Executive

JEFFREY B. WESTCOTT
2 Maywood Road
Darien, Connecticut 06820

Vice Chairman

JOHN F. CLARK, JR.
930 River Park Drive
Memphis, Tennessee 38103

Senior Vice President, Manager,
Security Division Sales

JEROME C. JACQUES
3027 Carrick Drive
Germantown, Tennessee 38138

Senior Vice President, Chief
Financial Officer, and Treasurer

HOWARD B. SPECTOR
7513 Parker Circle
Germantown, TN 38138

Senior Vice President, External
Affairs, Government Affairs

GUSTAVE K. LIPMAN
22 South Second Street
Memphis, TN 38103

Senior Vice President,
Group Executive

DON K. PETTUS
13812 Rivercrest
Little Rock, Arkansas 72212

Senior Vice President,
Group Executive

JOSHUA S LIPMAN
22 South Second Street
Memphis, Tennessee 38103

Vice President and Secretary

ROBERT W. OVERMAN
5345 Shady Grove Road
Memphis, Tennessee 38120

Vice President, Manager
Human Resources

M BENJAMIN LIPMAN
22 South Second Street
Memphis, TN 38103

Vice President, Manager
Business Development

GARETH C. LEVITON
2082 E. Glenalden Dr.
Germantown, Tennessee 38139

Vice President,
General Counsel

TOMMY K. YARBROUGH
2711 Kelmscott Cove
Memphis, Tennessee 38119

Vice President,
Tax Manager

(*) Director