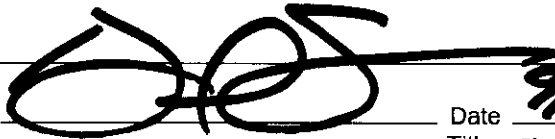


No. C 104008	Due no later than Nov 30, 2000		2. Registered Agent and Office NO PO BOX							
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Annual Report Form		CT CORPORATION SYSTEM							
	1. Mailing Address - Correct in this box, if applicable NATIONAL PROCESSING COMPANY 1231 DURRETT LANE		300 N 6TH ST BOISE, ID 83701							
	LOUISVILLE, KY 40285 13		3. <u>New Registered Agent Signature</u>							
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.										
<table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>					
SEE ATTACHED										
5. Organized Under the Laws of: KENTUCKY C 104008		6. Signature  Date <u>9/26/00</u> Name <small>(Typed or Printed)</small> <u>David E. Fountain</u> Title: <u>Chief Financial Officer</u> Title								

NATIONAL PROCESSING COMPANY

Directors

James R. Bell, III	1900 East Ninth Street	Cleveland, OH	44114
Jeffrey D. Kelly	1900 East Ninth Street	Cleveland, OH	44114
Robert G. Siefers	1900 East Ninth Street	Cleveland, OH	44114
Thomas A. Wimsett	1231 Durrett Lane	Louisville, KY	40213

Officers

Thomas A. Wimsett	1231 Durrett Lane	Louisville, KY	40213	President and CEO
David E. Fountain	1231 Durrett Lane	Louisville, KY	40213	Senior Vice President, Chief Financial Officer and Treasurer
Mark D. Pyke	1231 Durrett Lane	Louisville, KY	40213	Executive Vice President
Curtis M. Jacobs	101 South Fifth Street	Louisville, KY	40202	Secretary
Dennie K. Hurst	101 South Fifth Street	Louisville, KY	40202	Assistant Secretary