

| No. <b>W 2383</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Annual Report Form 1999</b><br><i>Due No Later Than November 30,</i>                                                               |                                                                                                                                                                                                                                                                                                                                                                      | 2. Registered Agent and Office <b>NOT A P.O. BOX</b><br><b>NORTHWEST DISTRIBUTION S</b><br><b>1750 W HWY 52</b><br><br><b>EMMETT ID 83617</b> |                                      |                     |                                                                     |                              |              |            |  |  |  |  |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------|---------------------------------------------------------------------|------------------------------|--------------|------------|--|--|--|--|--|--|
| Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><br><b>NO FEE REQUIRED</b><br><br><b>* FIRST NOTICE *</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1. Mailing Address - Please Correct, If Not Correct<br><b>FDS COMPANY, LLC</b><br><br><b>PO BOX 277</b><br><br><b>EMMETT ID 83617</b> |                                                                                                                                                                                                                                                                                                                                                                      | 3. Organized Under the Laws of:<br><b>CA W 2383</b>                                                                                           |                                      |                     |                                                                     |                              |              |            |  |  |  |  |  |  |
| 4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b><br>Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input checked="" type="checkbox"/> <b>Members</b> (check one) <b>SEE ATTACHED</b><br><br><table style="width: 100%; border: none;"> <thead> <tr> <th style="text-align: left; width: 20%;"><u>Office held</u></th> <th style="text-align: left; width: 20%;"><u>Name</u></th> <th style="text-align: left; width: 30%;"><u>Street or P.O. Address</u></th> <th style="text-align: left; width: 15%;"><u>City</u></th> <th style="text-align: left; width: 15%;"><u>State</u></th> <th style="text-align: left; width: 10%;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td style="height: 150px;"></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </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>          |                                                                     |                              |              |            |  |  |  |  |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                               |                                      |                     |                                                                     |                              |              |            |  |  |  |  |  |  |
| 5. Signature of New Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                       | 6. <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">           Signature <u><i>Barbara Binn</i></u> </td> <td style="width: 50%;">           Date <u>7/23/99</u> </td> </tr> <tr> <td>           Name (Typed or Printed) <u>BARBARA BINNS</u><br/> <u>619-696-3823</u> </td> <td>           Title <u>V.P. OF FINANCE</u> </td> </tr> </table> |                                                                                                                                               | Signature <u><i>Barbara Binn</i></u> | Date <u>7/23/99</u> | Name (Typed or Printed) <u>BARBARA BINNS</u><br><u>619-696-3823</u> | Title <u>V.P. OF FINANCE</u> |              |            |  |  |  |  |  |  |
| Signature <u><i>Barbara Binn</i></u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Date <u>7/23/99</u>                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                               |                                      |                     |                                                                     |                              |              |            |  |  |  |  |  |  |
| Name (Typed or Printed) <u>BARBARA BINNS</u><br><u>619-696-3823</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Title <u>V.P. OF FINANCE</u>                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                               |                                      |                     |                                                                     |                              |              |            |  |  |  |  |  |  |

ISSUED: 07-03-1999

351

**FDS COMPANY, LLC**

## Member List

**Shareholder Name & Address**

---

- 1) Good Source, Inc.  
6155 Cornerstone Court East  
Suite 225  
San Diego, California 92121
- 2) Northwest Distribution Services, Inc.  
1750 West Highway 52  
Emmett, Idaho 83605
- 3) Massachusetts Mutual Life Insurance Company  
1295 State Street  
Springfield, Massachusetts 01111
- 4) American Bankers Insurance Company of Florida  
11222 Quail Roost Drive  
Miami, Florida 33157
- 5) Federal Warranty Service Corporation  
11222 Quail Roost Drive  
Miami, Florida 33157
- 6) Regent Capital Partners, LP  
505 Park Avenue  
New York, New York
- 7) Jim C. Cowart  
28681 Abantes Place  
Laguna Niguel, California 92677
- 8) Steve Geller  
17212 Witehaven Drive  
Boca Raton, Florida 33496
- 9) John Grazer  
22646 Sacedon  
Mission Viejo, California 92691
- 10) Paul Higbee  
175 Elmsley Court  
Ridgewood, New Jersey 07450
- 11) Scott Howard  
Concorde Holdings  
50 East 42nd Street, Suite 2106  
New York, New York 10017
- 12) David Lahar, Trustee  
FBO EOS Capital, Inc. Profit Sharing Plan  
1737 Webster Street  
San Francisco, California 94115
- 13) R. Kirk Landon  
10 Edgewater Drive, Unit 16E  
Coral Gables, Florida 33133

**FDS COMPANY, LLC**

Member List

**Shareholder Name & Address**

---

- 14) Jack Langer  
188 Hudson Avenue  
Tenafly, New Jersey 07670
- 15) Alan S. Liebman Simplified Profit Sharing Plan  
300 West End Avenue  
New York, New York 10023
- 16) **TWO K-1'S**  
Eugene Matalene  
19 North Drive  
Plandome, New York 11030  
  
Eugene M. Matalene Profit Sharing Plan  
19 North Drive  
Plandome, New York 11030
- 17) Charles Menges  
5 Roderick Lane  
Garden City, New York 11530
- 18) Robert W. Pangia  
31 Hyde Circle  
Walchung, New Jersey 07060