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| No. C 96101 | Annual Report Form 1996 <i>Due No Later Than November 30,</i> | | 2. Registered Agent and Office NOT A P.O. BOX | |
| Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE * | 1. Mailing Address - Please Correct, If Not Correct JFFERMAN & COMPANY INCORPORATED PATRICIA S. BARTHOLOMEW 621 LILAC DR. N. MINNEAPOLIS MN 55422 4574 | | CT. CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE ID 83702 3. Organized Under the Laws of: MN C 96101 | |

Corporations: Enter Names and Addresses of **President, Secretary and Directors**
 Limited Liability Companies: Enter Names and Addresses of **Managers** or **Members** (check one)

| Office held | Name | Street or P.O. Address | City | State | Zip |
|-------------|------|------------------------|------|-------|-----|
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| NATURE OF BUSINESS SECURITIES BROKER & DEALER | 6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature <u><i>Jeffrey A. Schuh</i></u> Date <u>7/26/99</u> Name <u>Jeffrey A. Schuh</u> Title <u>SVP & CFO</u> | |
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ISSUED: 07-06-1996

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**OFFICERS AND DIRECTORS OF
OFFERMAN & COMPANY INCORPORATED
1999**

| | <u>HOME ADDRESS</u> | <u>BUSINESS ADDRESS</u> |
|--|---|---|
| John G. Flesch Chairman of the Board, | 8644 Great Waters Alcove Eden Prairie, MN 55347 | DCA 13100 Wayzata Boulevard, 4 th Fl. Minnetonka, MN 55305-1840 |
| Carin J. Offerman President, CEO & Director | 1668 Brunswick Avenue S. St. Louis Park, MN 55416 | Interchange Tower Suite 1100 600 Highway 169 South Minneapolis, MN 55426-1200 |
| Scott J. Offerman Senior Vice President & Director | 350 Cheyenne Trail Medina, MN 55391 | Interchange Tower Suite 1100 600 Highway 169 South Minneapolis, MN 55426-1200 |
| Jeffrey A. Schuh Senior Vice President, CFO, Sec. & Director | 6884 Sand Ridge Road Eden Prairie, MN 55346 | Interchange Tower Suite 1100 600 Highway 169 South Minneapolis, MN 55426-1200 |
| Jon V. Buss Senior Vice President | 1230 Marina Drive Amery, WI 54001 | Interchange Tower Suite 1100 600 Highway 169 South Minneapolis, MN 55426-1200 |
| Kevin J. Kluesner Senior Vice President | 29645 - 95 th Avenue St. Joseph, MN 56374 | Interchange Tower Suite 1100 600 Highway 169 South Minneapolis, MN 55426-1200 |