

INITIAL BIENNIAL REPORT

FILE NO.: 47363-D

As required by AS 10.06.811(d)

THIS REPORT MUST BE FILED WITHIN SIX MONTHS OF THE DATE OF INCORPORATION. THE CORPORATION WILL BE INVOLUNTARILY DISSOLVED IF THIS REPORT IS NOT FILED.

1. Registered agent and registered office of record:
 MCKINLEY CAPITAL MANAGEMENT, INC.
 KH&G SERVICE COMPANY
 255 E. Fireweed Lane, Ste. 200
 Anchorage, AK 99503

2. Corporation organized under the laws of state of Alaska.

3. Address of principal corporation office in the state or country where incorporated.
 3301 C Street, Suite 110, Anchorage, Alaska 99503

4. Write a description of the business activities of the corporation in Alaska. Write any changes in SIC code below preprinted data.

	Primary	Secondary	Other
financial management	6282		

5. Total number of authorized shares corporation may issue, as indicated in articles of incorporation.

No. of Shares	Class	Series	Par Value Per Share
1000	C		0.00

6. List the total number of issued shares. If no shares issued, write NA.

No. of Shares	Class	Series	Par Value Per Share
1000	C		0.00

7a. Write the names and addresses of the directors. Attach list if necessary. If none, write N/A.

Directors	Name	Address	City	State	Zip
	Robert B. Gillam	3301 C Street, Suite 110	Anchorage	Alaska	99503
	Vern Padgett	3301 C Street, Suite 110	Anchorage	Alaska	99503
	Diane Wilke	3301 C Street, Suite 110	Anchorage	Alaska	99503

7b. Write the names and addresses of the officers. Attach list if necessary. If none, write N/A.

Pres.	Vern Padgett	3301 C Street, Suite 110	Anchorage	Alaska	99503
V. Pres.	Vern Padgett	3301 C Street, Suite 110	Anchorage	Alaska	99503
Secy.	Diane Wilke	3301 C Street, Suite 110	Anchorage	Alaska	99503
Treas.	Diane Wilke	3301 C Street, Suite 110	Anchorage	Alaska	99503

8. Write the name and address of each alien affiliate and the percentage, if any, of shares controlled by each. Describe the relationship between the alien affiliates and the corporation. Attach list if necessary. If no alien affiliates, write NA.

n/a

9. Write the name, address and percentage of shares of each person owning at least 5% of the shares or of any class of shares. Attach list if necessary. If none, write NA.

Name	Address	City	State	Zip	% of Shares
Mary Couch	3301 C Street, Suite 110	Anchorage	Alaska	99503	100%

I understand that any officer or director who signs this form knowing it to contain information which is false in any material respect is subject to criminal prosecution under the provisions of AS 10.06.825.

4/30/91
Date

Vern L. Padgett
Signature

President
Title

For Office Use Only
 Filed for Record
 State of Alaska

MAY 15 1991

Department of Commerce
 and Economic Development

Mail To: Corporations Section
 P.O. Box D
 Juneau, Alaska 99811
 (907) 465-2530

NO FEE IS REQUIRED