

File Number 5070-4769

Cook County Recorder

31.50



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that J. F. AHERN CO., INCORPORATED IN THE STATE OF WISCONSIN AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON JULY 25, 1975, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this 10TH day of NOVEMBER A.D. 19 97



George H. Ryan
SECRETARY OF STATE

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Form **BCA-14.30**
 (Rev. July, 1995)
 George H. Ryan
 Secretary of State
 Department of Business Services
 Springfield, IL 62766
 Telephone (217) 782-6061

CUMULATIVE REPORT OF CHANGES IN ISSUED SHARES AND IN PAID-IN CAPITAL

(PLEASE TYPE OR PRINT LEGIBLY IN INK)

File # F 5070-416-9

Date 11-10-97
 License Fee \$
 Franchise Fee \$
 Filing Fee \$
 Penalty \$
 Interest \$
 Approved:

1. CORPORATE NAME: J. F. Ahern Co.

2. STATE OR COUNTRY OF INCORPORATION:

3. Authorized and issued shares as last reported:

Class	Series	Par Value	Number Authorized	Number Issued
Common		2.00	20,000	10,000
4% Preferred		100	5,000	0

4. Paid-in Capital as last reported: \$ 1,638,589
 *In any document other than an annual report

6. CURRENT REPORTING PERIOD TRANSACTIONS: (NOTE 1) 5-1-1996 to 4-30-1997

- List the total issuances and exchanges of shares by class previously reported to the Secretary of State and give the value of the entire consideration received (less expenses paid or incurred in connection with such issuances) and added or transferred to paid-in capital for or on account of such shares.
- List the total amount added or transferred to paid-in capital without the issuance of shares. (Contributions)
- List the total of all cancellations of shares by class not previously reported to the Secretary of State and the cost to paid-in capital for acquiring such shares.

Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
Issuance or Contributions				\$ 213,496
Cancellations				\$ ()
Cumulative Change (Enter on line (6a) below) (NOTE 2)				\$ 213,496

6. FRANCHISE TAX AND FEES:

(No additional franchise tax is due when cumulative change is negative amount.)

(a.) CUMULATIVE CHANGE	a.	213,496		
(b.) APPLICABLE ALLOCATION FACTOR (NOTE 3)	b.	.016658		
(c.) TAXABLE ILLINOIS CAPITAL (Multiply line (a) by line (b))	c.	35,371.319		
(d.) Multiply line (c) by .0015 (Round to nearest cent)	d.	53.06		
(e.) ADDITIONAL FRANCHISE TAX (Enter amount from line (d))	e.	36.98		
(f.) If Cumulative Report is late, multiply line (e) by .10 (Penalty)	f.	3.70		
(g.) If Additional Franchise Tax is late, multiply line (e) by .01 for each month late or part thereof (Interest)	g.	1.60		
(h.) FILING FEE (\$5)	h.	5.00		
(i.) TOTAL AMOUNT DUE (Add line (e) + line (f) + line (g) + line (h))	i.	41.28		

(COMPLETE BOTH SIDES OF REPORT)

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7. TRANSACTIONS OCCURRING DURING PREVIOUS REPORTING PERIOD(S) AND NOT REPORTED TO THE SECRETARY OF STATE; (note 4)

(The Secretary of State will compute fees, taxes, and penalties resulting from the following transactions.)

Date	Class of Shares	Surplus	Par Value	Number of Shares	Consideration Received/Cost
Issuance or Contributions					\$
					\$
					\$
					\$
Cancellations					\$ ()
					\$ ()
					\$ ()

8. Authorized and Issued shares after changes:

Class	Series	Par Value	Number Authorized	Number Issued
Common		2.00	20,000	10,000
4% Preferred		100	5,000	0

FILED

8. Paid-In Capital after changes: \$ 1,152,085

(*Paid-In Capital* replaces the terms Stated Capital and Paid-In Surplus and is equal to the total of these accounts.)

NOV 10 1997

ITEM 10 MUST BE SIGNED

GEORGE H. RYAN
SECRETARY OF STATE

10. The undersigned corporation has caused this statement to be signed and attested by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated November 9, 1997

J. F. Ahern Co.

(Exact Name of Corporation)

attested by Matthew J. Hall
(Signature of Secretary or Assistant Secretary)

by Michael H. Krueger
(Signature of President or Vice President)

Matthew J. Hall, Asst Secretary
(Type or Print Name and Title)

Michael H. Krueger, Vice President
(Type or Print Name and Title)

NOTES

- Note 1. "Current reporting period" for a corporation which has not established an extended filing month means the 12 month period ending with the last day of the third month prior to its anniversary month in the current year. In the case of a corporation which has established an extended filing month, the "current reporting period" refers to the 12 month period ending with the corporation's most recent fiscal year end.
- Note 2. "Cumulative change" means the difference arrived at by subtracting all reductions in paid-in capital (if any) from all increases in paid-in capital (if any).
- Note 3. "Applicable allocation factor" means the allocation factor established at the time of filing the annual report for the previous year. However, if no annual report was filed for the previous year, the applicable allocation factor will be that factor established on the articles of incorporation for a domestic corporation or on the application for original certificate of authority for a foreign corporation.
- Note 4. "Previous reporting period" means any time period occurring prior to the current reporting period.
- Note 5. If there have been changes reported in item 5 or 7 of the 14.30, Form 1430 must be submitted with the 14.30 and 7.00 Report, in the same envelope.

EXPEDITED

NOV 10 1997

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97947310

YEAR OF 1997
File Prior to:

STATE OF ILLINOIS FOREIGN CORPORATION ANNUAL REPORT

INCORPORATION 6 of 6
FILE NO. F5010.

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

1.) NOTE: A Change in the registered agent and/or registered office may only be effected by filing form BCA-5.10/5.20. If there have been any changes in items 6. or 7b; the enclosed BCA-14.30 must be completed and submitted in the same envelope.

2.) CORPORATE NAME, REGISTERED AGENT, REGISTERED OFFICE, CITY, IL, ZIP CODE

J. F. Aharn Co.
c/o CT Corporation System
208 South La Salle Street
Chicago, IL 60604-1135

RECEIVED

NOV 10 1997

GEORGE H. RYAN
SECRETARY OF STATE

3a.) State or Country of Incorporation: Wisconsin 3b.) Date Qualified To Do Business in IL: 7-25-75
4.) The names and residential addresses of ALL officers & directors MUST be listed here!

OFFICE	NAME	NUMBER & STREET	CITY	STATE	ZIP
President					
Secretary	Sam Aharn				
Treasurer					
Director					
Director					
Director					

5.) If 51% or more of the stock is owned by a minority or female, please check appropriate box. Minority Owned Female Owned
6.) Number of shares authorized and issued (as of 4-30-97):

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
Common		2.00	20,000	10,000
4% Preferred		100	5,000	0

IMPORTANT! Whenever the amount in item 6 or 7a differs from the Secretary of State's records, the enclosed BCA 14.30 must be completed.

7a.) The amount of paid-in capital as of 4-30-97 is: \$ 1,352,085
7b.) The Paid-in Capital on record with the Secretary of State is: \$ 1,538,587

(Paid-in Capital reflects the sum of the stated Capital and Paid-in surplus accounts.)

8.) By Michael H. Krueger Vice President 11-9-97
(Any Authorized Officer's Signature) (Title) (Date)

Under the penalty of perjury and as an authorized officer, I declare that this annual report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

RETURN TO:
George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62786
Telephone (217) 782-7800

ITEM 8 MUST BE SIGNED!

(PLEASE COMPLETE THE REVERSE SIDE OF THIS REPORT)

PRESIDENT
SECRETARY

IF THE ABOVE OFFICERS' NAMES AND ADDRESSES ARE MISSING OR HAVE CHANGED, ENTER ONLY THE ADDITIONS OR CORRECTIONS BELOW.

F5010-476-9
File No.

PRESIDENT	John E. (Tripp) Aharn, III	855 Morris St	Fond du Lac	WI	54935
	NAME	STREET ADDRESS	CITY	STATE	ZIP CODE
SECRETARY	Michael H. Krueger	855 Morris St.	Fond du Lac	WI	54935
	NAME	STREET ADDRESS	CITY	STATE	ZIP CODE

ENTER FEDERAL EMPLOYER IDENTIFICATION NUMBER IF NOT PRINTED: 39-0123200

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J. F. AHERN CO.

OFFICERS & DIRECTORS

John E. Ahern - Chairman & CEO 30.48% Shareholder	7156 Winnebago Dr. Fond du Lac, WI 54935 391-30-9465 414-922-4560
John E. Ahern, III - President & COO 16.50% Shareholder	N5061 Summit Dr., Fond du Lac, WI 54935 398-62-5846 414-922-6641
Anthony J. Ahern - Vice President - Fab Dept 10.02% Shareholder	882 Castle Rd., Fond du Lac, WI 54935 398-62-5894 414-922-7428
James H. Dhein - Vice President - Fire Prot 10.68% Shareholder	N105 W7325 Chatham, Cedarburg WI 53012 392-38-7909 414-577-5992
Robert J. Fischer - Vice President - WWater 7.83% Shareholder	N5048 Summit Dr., Fond du Lac, WI 54935 397-76-2473 414-921-1616
Michael H. Krueger - Vice President-Finance & 3.13% Shrhldr Administration and Secretary-Treasurer	W4197 David Dr., Fond du Lac, WI 54935 399-56-5492 414-921-6614
Alan R. Fox - Vice President - Fire Prot 10.68% Shareholder	8 DeNevue Circle, Fond du Lac, WI 54935 388-60-623 414-921-8524
Norbert J. Schmidt - Vice President - Mech 10.68% Shareholder	N5383 Buena Vista, Fond du Lac, WI 54935 398-62-1817 414-921-8560
Matthew J. Hall - Assistant Secretary	282 Cottage Ave. Fond du Lac, WI 54935 351-46-2837 414-923-1358

All of the above officers with the exception of Mr. Hall comprise the Board of Directors

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9. The amounts stated in parts (a) through (d) below are given for the twelve month period ending _____, 19_____.

- The value of the property (gross assets)
- (a) owned by the corporation, wherever located, was (a) \$ 23,536,128
 - (b) of the corporation located within the state of Illinois was (b) \$ 1,344,612
- The gross amount of business transacted by the corporation
- (c) everywhere for the above period was (c) \$ 71,312,930
 - (d) at or from places of business in Illinois for the above period was (d) \$ 5,821,985

Give the location of the principal places of business of the corporation in each state where authorized to transact business and the gross amount of business transacted in each state for the above period. (If necessary, attach a second sheet.)

ALLOCATION FACTOR + $\frac{b+d}{a+c} = \frac{.076558}{(8 \text{ decimal places})}$

(Write this figure on line 11b below.)

10. (a.) ALL property of the corporation is located in Illinois and ALL business of the corporation is transacted at or from places of business in Illinois.
 (b.) the corporation ELECTS to pay franchise tax on the basis of 100% of its total paid-in capital.

ALLOCATION FACTOR = 1.0000 (Write this figure on line 11b below.)

STOP! Item 9 or 10 must be completed before continuing To Item 1!

11. ANNUAL FRANCHISE TAX AND FEES

(a.) Total Paid-in Capital (Enter amount from Item 7a from the other side of report. If late, enter the greater of 7a or 7b.)	a.	1,162,085	
(b.) ALLOCATION FACTOR (Enter from Item 9 or Item 10 above)	b.	.076558	
(c.) ILLINOIS CAPITAL (Multiply line (a.) by Line (b.))	c.	132,384	
(d1.) Multiply line (c.) by .001 (Round to nearest cent)	d1.	132.38	
(d2.) ANNUAL FRANCHISE TAX (Enter amount from line (d1.), but not less than \$25)	d2.	132.38	132.38
(e1.) If Annual Report is late, multiply line(d2.) by .10	e1.	13.24	
(e2.) If Annual Franchise Tax is late, multiply line (d2.) by .01 for each month late or part thereof (minimum \$1.00)	e2.	4.86	
(e3.) INTEREST & PENALTIES (Add line (e1.) and line (e2.))	e3.		19.86
(f.) ANNUAL REPORT FILING FEE (\$25)	f.		+ 25.00
(g.) TOTAL ANNUAL FRANCHISE TAX, FEES, INTEREST, & PENALTIES DUE (Add line (d2.) + line (e3.) + line (f.))	g.		177.24

MAKE CHECKS PAYABLE TO ILLINOIS SECRETARY OF STATE.

IMPORTANT!

If there have been changes in Item 6 or 7, the enclosed form BCA 14.30 must be executed and submitted with this annual report in the same envelope.

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