



STATE OF ARIZONA
CORPORATION COMMISSION



BUSINESS CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE
DOMESTIC

FOR FISCAL YEAR ENDING 10/31/1996 ^{10/95}

DUE ON OR BEFORE 02/15/1997

The following information is required by A.R.S. §10-125 for all general corporations organized for profit, professional corporations, and business trusts authorized to transact business in Arizona. The Commission's authority to prescribe this form is A.R.S. §10-142. MAKE CHANGES OR CORRECTIONS WHERE NECESSARY.

Corporation File: -0160331-8
Corporation Name: JAMES B. WATKINS, LTD.
Address: 5740 DOUBLETREE RANCH RD

City, State, Zip: PARADISE VALLEY AZ 85253-
Domicile: ARIZONA
Type: PROFIT

RECEIVED

JAN 16 1997

Arizona Statutory Agent: RICHARD A BOOKSPAN PC
Street Address: 1110 E MISSOURI AVE #710
(NOT P.O. BOX)

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION



City, State, Zip: PHOENIX AZ 85014-2706

1. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation in Arizona.

- | | | |
|---|---|--|
| <input type="checkbox"/> 1. Accounting | <input type="checkbox"/> 16. General Consulting | <input type="checkbox"/> 31. Restaurant/Bar |
| <input type="checkbox"/> 2. Advertising | <input type="checkbox"/> 17. Health Care | <input type="checkbox"/> 32. Retail Sales |
| <input type="checkbox"/> 3. Aerospace | <input type="checkbox"/> 18. Hotel/Motel | <input type="checkbox"/> 33. Science/Research |
| <input type="checkbox"/> 4. Agriculture | <input type="checkbox"/> 19. Import/Export | <input type="checkbox"/> 34. Sports/Sporting Events |
| <input type="checkbox"/> 5. Architecture | <input type="checkbox"/> 20. Insurance | <input type="checkbox"/> 35. Tax Services |
| <input type="checkbox"/> 6. Attorneys at Law | <input type="checkbox"/> 21. Legal Services | <input type="checkbox"/> 36. Technology (Computer) |
| <input type="checkbox"/> 7. Banking/Finance | <input type="checkbox"/> 22. Manufacturing | <input type="checkbox"/> 37. Technology (General) |
| <input type="checkbox"/> 8. Barbers/Cosmetology | <input type="checkbox"/> 23. Medicine/Dentistry | <input type="checkbox"/> 38. Television/Radio |
| <input type="checkbox"/> 9. Construction | <input type="checkbox"/> 24. Mining | <input type="checkbox"/> 39. Tourism/Convention Services |
| <input type="checkbox"/> 10. Contractor | <input type="checkbox"/> 25. News Media | <input type="checkbox"/> 40. Transportation |
| <input type="checkbox"/> 11. Credit/Collection | <input type="checkbox"/> 26. Pharmaceutical | <input type="checkbox"/> 41. Utilities |
| <input type="checkbox"/> 12. Education | <input type="checkbox"/> 27. Publishing/Printing | <input type="checkbox"/> 42. Veterinary Medicine/
Animal Care |
| <input type="checkbox"/> 13. Engineering | <input type="checkbox"/> 28. Ranching/Livestock | <input type="checkbox"/> 43. Other _____ |
| <input type="checkbox"/> 14. Entertainment | <input checked="" type="checkbox"/> 29. Real Estate | |
| <input type="checkbox"/> 15. Farming | <input type="checkbox"/> 30. Resort | |

ACC USE ONLY	
Fee	\$ _____
Penalty	\$ _____
Total	\$ <u>45</u>

2. NUMBER OF EMPLOYEES: Please check one. (For statistical purposes only.)

25 or Less X 26 - 100 _____ 101 - 500 _____ Over 500 _____

3. --- If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below ---
--- and PRESIDENT or VICE PRESIDENT must sign page 4 of this report. ---

I, (individual) or We, (corporation) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Statutory Agent Name

Address

Signature

City, State, Zip

4. **CAPITALIZATION:** (NOTE: Business Trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.)

Number of Shares Authorized	Class	Series	Par Value
1,000,000	COMMON		\$1.00

Number of Shares Issued	Class	Series	Par Value
500	COMMON		\$1.00

-- ATTACH ADDITIONAL SHEETS IF NECESSARY --

5. **OFFICERS**

PRESIDENT: JAMES B. WATKINS

VICE PRESIDENT: _____

Address: 5740 DOUBLETREE RANCH ROAD

Address: _____

PARADISE VALLEY, ARIZONA 85253

Date taking office: 11/01/83

Date taking office: _____

SECRETARY: CHERYL A. WATKINS

TREASURER: CHERYL A. WATKINS

Address: 5740 DOUBLETREE RANCH ROAD

Address: 5740 DOUBLETREE RANCH ROAD

PARADISE VALLEY, ARIZONA 85253

PARADISE VALLEY, ARIZONA 85253

Date taking office: 11/01/83

Date taking office: 11/01/83

6. **DIRECTORS** Must List a Minimum of 1 Director.

NAME: JAMES B. WATKINS

NAME: CHERYL A. WATKINS

Address: 5740 DOUBLETREE RANCH ROAD

Address: 5740 DOUBLETREE RANCH ROAD

PARADISE VALLEY, ARIZONA 85253

PARADISE VALLEY, ARIZONA 85253

Date taking office: 11/01/83

Date taking office: 11/01/83

NAME: _____

NAME: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

7. **SHAREHOLDERS** of record holding more than 20% of any class of shares issued by the corporation or having more than 20% beneficial interest in the corporation. If none, so state.

NAME JAMES B. WATKINS

NAME _____

NAME _____

NAME _____

JAMES B. WATKINS, LTD.

FILE #160331-8

YEAR ENDED OCTOBER 31, 1996

The Statement of Financial Condition - Balance Sheet (Section H) of the Arizona Corporation Commission Annual Report of James B. Watkins, Ltd. as of October 31, 1996 has been compiled by us.

Our compilation was limited to presenting in the form prescribed by the Arizona Corporation Commission information that is the representation of management. We have not audited or reviewed the financial statement referred to above and, accordingly, do not express an opinion or any other form of assurance on them.

This financial statement is presented in accordance with the requirements of the Arizona Corporation Commission, which differ from generally accepted accounting principles. Accordingly this financial statement is not designed for those who are not informed about such differences.

Henges & Befort, Ltd.
HENGES & BEFORT, LTD.
Certified Public Accountants

December 5, 1996

JAMES B. WATKINS, LTD.

86-0464848

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Form 1120 (1995)

Schedule L Balance Sheets		Beginning of tax year		End of tax year	
	Assets	(a)	(b)	(c)	(d)
1	Cash		44629.		12883.
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts	()		()	
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities		352.		
6	Other current assets (attach schedule)		8649.		9048.
7	Loans to stockholders				
8	Mortgage and real estate loans		110140.		169658.
9	Other investments (attach schedule)				
10a	Buildings and other depreciable assets	27254.		29847.	
b	Less accumulated depreciation	(20160.)	7094.	(6998.)	22849.
11a	Depletable assets				
b	Less accumulated depletion	()		()	
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)				
b	Less accumulated amortization	()		()	
14	Other assets (attach schedule)				
15	Total assets		170864.		214438.
Liabilities and Stockholders' Equity					
16	Accounts payable				
17	Mortgages, notes, bonds payable in less than 1 year		30134.		30000.
18	Other current liabilities (attach schedule)				
19	Loans from stockholders				
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (attach schedule)				
22	Capital stock: a Preferred stock				
b	Common stock	500.	500.	500.	500.
23	Paid-in or capital surplus				
24	Retained earnings—Appropriated (attach schedule)		140230.		183938.
25	Retained earnings—Unappropriated		()		()
26	Less cost of treasury stock		170864.		214438.
27	Total liabilities and stockholders' equity				

9.A. CERTIFICATE OF DISCLOSURE (A.R.S. §10-128)

Has any person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate;

2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate;

3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order:

(a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or

(b) involved the violation of the consumer fraud laws of that jurisdiction, or

(c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

YES _____

NO X _____

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

1. Full name and prior names used.

2. Full birth name.

3. Present home address.

4. Prior addresses (for immediate preceding 7 year period).

5. Date and location of birth.

6. Social Security Number

7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case.

9.B. STATEMENT OF BANKRUPTCY (A.R.S. §10-128.01)

Are you currently in federal bankruptcy proceedings, and if so, under which chapter of federal bankruptcy law is the action filed and on what date?

Yes _____ Chapter _____ Date Filed _____ Case Number _____ No X _____

10. This report must be executed by the corporation and attested by its president, a vice-president, secretary, assistant secretary or treasurer. (If the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation.)

I DECLARE, UNDER PENALTY OF LAW, THAT ALL CORPORATE INCOME TAX RETURNS REQUIRED BY TITLE 43 OF THE ARIZONA REVISED STATUTES HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

By

B. Watkins

Date

1.12.97

By

Cheryl Watkins

Date

1.12.97

Title PRESIDENT

Title SECRETARY