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**STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE**

DUE ON OR BEFORE 11/07/2001

FY01-02

FILING FEE \$45.00

The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121.A. & 10-3121.A. **YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM.** Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions for proper format. **REFER TO THE INSTRUCTIONS ON PAGE 4.**

1. F-0048677-3
HUTTIG BUILDING PRODUCTS, INC.
14500 S FORTY OUTER RD ***
PO BOX 1041
CHESTERFIELD, MO 63006

RECEIVED

NOV 6 - 2001

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Business Phone: 314-216-2600 (Business phone is optional)
State of Domicile: DELAWARE Type of Corporation: PROFIT

RECEIVED

JAN 15 2002

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

2. Arizona Statutory Agent: C T CORPORATION SYSTEM
Street Address: 3225 N CENTRAL AVE
PHOENIX, AZ 85012
City, State, Zip:

Use this box only if appointing a new Statutory Agent

ACC USE ONLY

Fee

\$45

Penalty \$

Reinstate \$

Expedite \$

Resubmit \$

If appointing a new statutory agent, the new agent MUST consent to this appointment by signing below.

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

Signature of new Statutory Agent

3. Secondary Address: 3601 N 34TH AVE
PO BOX 11529
PHOENIX, AZ 85017

(Foreign Corporations are
REQUIRED to complete
this section.)

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- ☐ 1. Accounting
- ☐ 2. Advertising
- ☐ 3. Aerospace
- ☐ 4. Agriculture
- ☐ 5. Architecture
- ☐ 6. Banking/Finance
- ☐ 7. Barbers/Cosmetology
- ☐ 8. Construction
- ☐ 9. Contractor
- ☐ 10. Credit/Collection
- ☐ 11. Education
- ☐ 12. Engineering
- ☐ 13. Entertainment
- ☐ 14. General Consulting
- ☐ 15. Health Care
- ☐ 16. Hotel/Motel
- ☐ 17. Import/Export
- ☐ 18. Insurance
- ☐ 19. Legal Services
- ☐ 20. Manufacturing
- ☐ 21. Mining
- ☐ 22. News Media
- ☐ 23. Pharmaceutical
- ☐ 24. Publishing/Printing
- ☐ 25. Ranching/Livestock
- ☐ 26. Real Estate
- ☐ 27. Restaurant/Bar
- ☐ 28. Retail Sales
- ☐ 29. Science/Research
- ☐ 30. Sports/Sporting Events
- ☐ 31. Technology(Computers)
- ☐ 32. Technology(General)
- ☐ 33. Television/Radio
- ☐ 34. Tourism/Convention Services
- ☐ 35. Transportation
- ☐ 36. Utilities
- ☐ 37. Veterinary Medicine/Animal Care
- ☒ 38. Other Wholesale-Millwork

NON-PROFIT CORPORATIONS

- ☐ 1. Charitable
- ☐ 2. Benevolent
- ☐ 3. Educational
- ☐ 4. Civic
- ☐ 5. Political
- ☐ 6. Religious
- ☐ 7. Social
- ☐ 8. Literary
- ☐ 9. Cultural
- ☐ 10. Athletic
- ☐ 11. Science/Research
- ☐ 12. Hospital/Health Care
- ☐ 13. Agricultural
- ☐ 14. Animal Husbandry
- ☐ 15. Homeowner's Association
- ☐ 16. Professional, commercial
Industrial or trade association
- ☐ 17. Other

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

Number of Shares/Certificates Authorized 30,000,000 Common Class _____ Series Within Class (if any) _____

Number of Shares/Certificates Issued 20,797,812 Class Common Series Within Class (if any) _____

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation. **Please Type or Print Clearly.**

Name: The Rugby Group, PLC Name: _____

NONE ☒

Name: _____ Name: _____

7. OFFICERS **Please Type or Print Clearly.**

Name: See attachment A

Name: _____

Title: _____

Title: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

Name: _____

Name: _____

Title: _____

Title: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

8. DIRECTORS **Please Type or Print Clearly.**

Name: See Attachment B

Name: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

Name: _____

Name: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

**Huttig Building Products, Inc.
Officer's**

Officer's Title	Name	Home Address	Business Address	Social Security No.	Date of Office
President Chief Executive Officer	Barry J. Kulpa	3 Glen Forest St. Louis, MO 63124	Huttig Building Products 14500 South Outer Forty, Ste 400 Chesterfield, MO 63017	145-40-7231	18-Oct-99
Vice President Chief Financial Officer	Ken Thompson	232 N. Kingshighway, #1708 St. Louis, MO 63108	Huttig Building Products 14500 South Outer Forty, Ste 400 Chesterfield, MO 63017	445-42-3876	25-Sep-00
Vice President Regional	Dan Geller	7411 Noland Shawnee, KS 66216	Huttig Building Products 14500 South Outer Forty, Ste 400 Chesterfield, MO 63017	322-62-1202	2-Aug-99
Vice President Operations	John Mullin	907 Castle Pines Ballwin, MO 63021	Huttig Building Products 14500 South Outer Forty, Ste 400 Chesterfield, MO 63017	497-15-0506	1-Oct-01
Vice President Sales & Marketing	Jay Dickens	758 Havenwood Circle Dr. Warson Woods, MO 63122	Huttig Building Products 14500 South Outer Forty, Ste 400 Chesterfield, MO 63017	492-80-6092	1-Jan-00
Vice President General Counsel & Secretary	Nick Varsam	832 Castle Pines Ballwin, MO 63021	Huttig Building Products 14500 South Outer Forty, Ste 400 Chesterfield, MO 63017	500-74-3236	28-Apr-01
Controller/Treasurer	Tom McHugh	939 Castle Pines Ballwin, MO 63021	Huttig Building Products 14500 South Outer Forty, Ste 400 Chesterfield, MO 63017	036-48-4888	24-Jan-00

ATTACHMENT A

9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-11622.A.9)

Nonprofit corporations **must attach** a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6) Nonprofit Corporations Only:

This corporation **does** ☐ **does not** ☐ have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person 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 been:
[Underlined portion pertains to profit corporations only]

1. 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. 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. 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 involved the violation of:

- (a) fraud or registration provisions of the securities laws of that jurisdiction, or
- (b) the consumer fraud laws of that jurisdiction, or
- (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked:

YES ☐

NO ☒

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. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 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. |
| 4. Prior addresses (for immediate preceding 7-year period). | |

11. STATEMENT OF BANKRUPTCY (A.R.S. §§10-202.D.2 & 10-3202.02)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation? [Underlined portion pertains to profit corporations only]

One box must be marked:

YES ☐

NO ☒

Chapter _____

Date Filed _____

Case Number _____

If "YES", the following information must be submitted as an attachment to this report for each person subject to the statement above:
1) The names and addresses of each corporation and the person or persons involved. 2) The state in which each corporation was incorporated b) transacted business. 3) The dates of corporate operation.

12. SIGNATURES

CAUTION: Annual Reports must be signed by a duly authorized officer. Annual Reports submitted with incorrect signatures will be rejected.

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.

Name Thomas S. McHugh Date 10/25/01 Name _____ Date _____

Signature Thm S McHugh Signature _____

Title Controller Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)