



# CORPORATION COMMISSION CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE



01347272

DUE ON OR BEFORE 09/23/2005

FY05-06

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 on page 4 for proper format.

1.

-0172559-6  
DMB ASSOCIATES, INC.  
7600 E DOUBLETREE RANCH RD  
#300  
SCOTTSDALE, AZ 85258-2137

A.C.C. CORPORATIONS DIV.  
RECEIVED

SEP 20 2005

DOCUMENTS ARE SUBJECT  
TO REVIEW BEFORE FILING

Business Phone: \_\_\_\_\_

(Business phone is optional.)

State of Domicile: ARIZONA

Type of Corporation: PROFIT

2.

Statutory Agent: PIQ HOLDINGS INC  
Mailing Address: 7600 E DOUBLETREE RANCH RD  
#300  
City, State, Zip: SCOTTSDALE, AZ 85258-2137

Physical Address, if Different.

Physical Address:

City, State, Zip:

## ACC USE ONLY

Fee \$ 45

Penalty \$ \_\_\_\_\_

Reinstate \$ \_\_\_\_\_

Expedite \$ \_\_\_\_\_

Resubmit \$ \_\_\_\_\_

IPR

10/03

Use this box only if appointing a new Statutory Agent

If appointing a new statutory agent, the new agent **MUST** consent to that 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

Printed Name of new Statutory Agent

3. Secondary Address:

(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

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

## NON-PROFIT CORPORATIONS

- |  |
|--|
| <input type="checkbox"/> 1. Charitable   |
| <input type="checkbox"/> 2. Benevolent   |
| <input type="checkbox"/> 3. Educational  |
| <input type="checkbox"/> 4. Civic  |
| <input type="checkbox"/> 5. Political  |
| <input type="checkbox"/> 6. Religious  |
| <input type="checkbox"/> 7. Social   |
| <input type="checkbox"/> 8. Literary   |
| <input type="checkbox"/> 9. Cultural   |
| <input type="checkbox"/> 10. Athletic  |
| <input type="checkbox"/> 11. Science/Research  |
| <input type="checkbox"/> 12. Hospital/Health Care  |
| <input type="checkbox"/> 13. Agricultural  |
| <input type="checkbox"/> 14. Animal Husbandry  |
| <input type="checkbox"/> 15. Homeowner's Association                                     |
| <input type="checkbox"/> 16. Professional, commercial<br>Industrial or trade association |
| <input type="checkbox"/> 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. **Please Print or Type Clearly.**

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
1,000 / 500,000	common / common	voting / non-voting

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**.

Number of Shares/Certificates Issued	Class	Series Within Class (if any)
3 / 77,981	common / common	voting / non-voting

**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.**

NONE ☐ Name: The Brown Family Trust dated August 30, 1980, as amended Name: Bennett Dorrance, Trustee of Bennett Dorrance Trust dated April 21, 1989, as amended

Name: The Mark N. Sklar Trust dated May 18, 1972, as amended

**7. OFFICERS** Please Type or Print Clearly. You Must List at Least One. See complete list attached.

Name: Drew M. Brown

Name: Mark N. Sklar

Title: President

Title: Vice President/Secretary

Address: 7600 E. Doubletree Ranch Rd., #300  
Scottsdale, AZ 85258-2137

Address: 7600 E. Doubletree Ranch Rd., #300  
Scottsdale, AZ 85258-2137

Date taking office: 12/5/01\*

Date taking office: 12/5/01\*

Name: Bennett Dorrance

Name: Michael A. DeBell

Title: Treasurer

Title: Executive Vice President/Assistant Secretary

Address: 7600 E. Doubletree Ranch Rd., #300  
Scottsdale, AZ 85258-2137

Address: 7600 E. Doubletree Ranch Rd., #300  
Scottsdale, AZ 85258-2137

Date taking office: 12/5/01\*

Date taking office: 12/5/01\*

\*as subsequently reelected

**8. DIRECTORS** Please Type or Print Clearly. You Must List at Least One.

Name: Drew M. Brown

Name: Bennett Dorrance

Address: 7600 E. Doubletree Ranch Rd., #300  
Scottsdale, AZ 85258-2137

Address: 7600 E. Doubletree Ranch Rd., #300  
Scottsdale, AZ 85258-2137

Date taking office: 12/5/01\*\*

Date taking office: 12/5/01\*\*

Name: Mark N. Sklar

Name: \_\_\_\_\_

Address: 7600 E. Doubletree Ranch Rd., #300  
Scottsdale, AZ 85258-2137

Address: \_\_\_\_\_

Date taking office: 12/5/01\*\*

Date taking office: \_\_\_\_\_

\*\*as subsequently reappointed

**9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)**

Nonprofit corporations must attach a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure.

**9A. MEMBERS (A.R.S. § 10-11622.A.6)**

Only Nonprofit Corporations must answer this question.

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/or 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 business 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;                                   |
| 4. Prior addresses (for immediate preceding 7 year period). | the date and location; the court and public agency involved, and the file or cause number of the case. |

**11. STATEMENT OF BANKRUPTCY, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.D.2, 10-1623 & 10-11623)**

A) Has the corporation filed a petition for bankruptcy or appointed a receiver?

One box must be marked:

YES ☐ NO ☒

B) Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity OR held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

[Underlined portion pertains to business corporations only]

One box must be marked:

YES ☒ NO ☐

If "YES" to A and/or B, 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. (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business.
3. The dates of corporate operation.
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation.
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed.
6. Name and address of court appointed receiver.

**12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they 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 Timothy A. Kaehr Date 9/1/05 Name \_\_\_\_\_ Date \_\_\_\_\_

Signature  Signature \_\_\_\_\_

Title Executive Vice President Title \_\_\_\_\_

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

DMB ASSOCIATES, INC.  
File # 0172559-6

7. **Officers**

Drew M. Brown - President - elected 12/5/01\*  
Mark N. Sklar - Vice President/Secretary - elected 12/5/01\*  
Bennett Dorrance - Treasurer - elected 12/5/01\*  
Timothy A. Kaehr - Executive Vice President/Asst. Secretary - elected 12/5/01\*  
Eneas A. Kane - Executive Vice President/Asst. Secretary - elected 5/1/04\*  
Michael A. DeBell - Executive Vice President/Asst. Secretary - elected 12/5/01\*  
James C. Hoselton - Vice President - elected 12/5/01\*  
Terry D. Randall - Vice President - elected 12/5/01\*  
Charley Freericks - Vice President - elected 12/5/01\*  
John Bradley - Vice President - elected 12/5/01\*  
Brent E. Herrington - Vice President - elected 12/5/01\*  
Mary S. Alexander - Vice President - elected 2/9/04\*  
Robert A. Mayhew - Vice President - elected 7/1/04\*  
Karrin Kunasek Taylor - Vice President - elected 6/27/05  
Michael J. Roberts - Vice President - elected 12/5/01\*  
Andrew S. Beams - Vice President - elected 1/1/03\*  
Nickolas A. Taratsas - Vice President - elected 12/3/03\*  
Fawn E. Medesha - Vice President- Information Systems - elected 12/5/01\*  
Irene Carroll - Vice President - elected 1/1/04\*  
Nadine Corrigan Naliboff - Vice President - elected 1/1/04\*  
Thomas E. Lucas - Vice President - elected 1/1/05  
Andrew W. Smith - Vice President - elected 1/1/05

Mailing address for all officers is: 7600 E. Doubletree Ranch Road  
Suite 300  
Scottsdale, Arizona 85258-2137

\*as subsequently reelected

Statement Attached to and Made a Part of  
The Annual Report for  
DMB Associates, Inc.  
File No. 0172559-6

Details relating to Question 11B—Bankruptcy and Receivership Matters

Introduction

Bennett Dorrance is a director of DMB Associates, Inc. Mr. Dorrance and his affiliates make private investments in numerous businesses. Often Mr. Dorrance will acquire a significant position (greater than 20%) in an organization. In addition, Mr. Dorrance will generally take a seat on the board of directors or other governing body to monitor the investment, but they do not assume managerial control. The address of Mr. Dorrance is 7600 East Doubletree Ranch Road, Suite 300, Scottsdale, Arizona 85258. Two of Mr. Dorrance's investments may be reportable under Section 11B of the Certificate of Disclosure.

Belae Brands

Belae Brands, Inc., 15458-A North 28<sup>th</sup> Avenue, Phoenix, Arizona 85053, filed for bankruptcy on January 17, 2003 in the United States Bankruptcy Court for the District of Arizona, Case No. B-03-00836-PHX-GBN. At the time of Belae's filing, a trust controlled by Mr. Dorrance was a major holder of preferred stock. Belae Brands was incorporated on September 17, 1998 in the State of Delaware, and transacted business in all 50 states. Belae Brands, Inc. converted its bankruptcy filing to Chapter 7 on May 27, 2004 and is no longer in operation.

XPO Network Limited

XPO Network Limited, c/o Smith & Williamson, No. 1 Bishops Wharf, Walnut Tree Close, Guildford Surrey GU14RA UK, Attention Robert Horton, sought a court-appointed liquidator for its business on September 6, 2002 in the United Kingdom. At the time of XPO's filing, Mr. Dorrance was on the board of directors and was a major holder of preferred stock. XPO was incorporated on January 31, 2000 in the United Kingdom and transacted business worldwide. The name and address of the liquidator is as stated above.