



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



DUE ON OR BEFORE 12/19/1998

FILING FEE \$45.00

The following information is required by A.R.S. §10-1622 & §10-2501 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. & §10-2545.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.

RECEIVED

1. ELECTION SYSTEMS & SOFTWARE, INC.
% C T CORPORATION SYSTEM
3225 N CENTRAL AVE
PHOENIX, AZ 85012

DEC 22 1998

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

F-0826926-9

Business Phone: (402) 593-0101 Business Address: _____
State of Domicile: DELAWARE Type of Corporation: BUSINESS

2. Arizona Statutory Agent: C T CORPORATION SYSTEM
Street Address: 3225 N CENTRAL AVE
(NOT P.O. BOX)
City, State, Zip: PHOENIX AZ 85012-

Use this box only if appointing a new Statutory Agent

ACC USE ONLY	
Fee	\$ 41.00
Penalty	\$ _____
Reinstate	\$ _____
Expedite	\$ _____
Total	\$ _____
FY98-99	

PAID

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

1209 ORANGE ST
WILMINGTON, DE 19801

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

- 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 _____

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	Class	Series Within Class (if any)
1,500,000	Common	
500,000	Preferred	
Number of Shares/Certificates Issued	Class	Series Within Class (if any)
699,475	Common	
400,000	Preferred	

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.

NONE <input checked="" type="checkbox"/>	Name: Omaha World Herald	Name: _____
	Name: McCarthy & Company	Name: _____

7. OFFICERS (If no changes since last report, check here _____ and go on to Section 8.) See Attached List

Name: WILLIAM F WELSH II	Name: TODD V UROSEVICH
Title: PRESIDENT/CEO	Title: VICE-PRESIDENT
Address: 11208 JOHN GALT BLVD	Address: 11208 JOHN GALT BLVD
OMAHA, NE 68137-	OMAHA, NE 68137-

Date taking office: 12-19-97	Date taking office: 12-19-97
Name: RICHARD J JABLONSKI	Name: RICHARD J JABLONSKI
Title: SECRETARY	Title: TREASURER
Address: 11208 JOHN GALT BLVD	Address: 11208 JOHN GALT BLVD
OMAHA, NE 68137-	OMAHA, NE 68137-

Date taking office: 12-19-97	Date taking office: 12-19-97
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8. DIRECTORS (If no changes since last report, check here _____ and go on to Section 9.) See Attached List

Name: JOHN GOTTSCHALK	Name: MICHAEL McCARTHY
Address: OMAHA WORLD HERALD	Address: 1126 S 103RD ST #450
OMAHA, NE 68124-	OMAHA, NE 68124-
Date taking office: 12-19-97	Date taking office: 12-19-97
Name: WILLIAM F WELSH II	Name: TODD V UROSEVICH
Address: 11208 JOHN GALT BLVD	Address: 11208 JOHN GALT BLVD
OMAHA, NE 68137-	OMAHA, NE 68137-
Date taking office: 12-19-97	Date taking office: 12-19-97



ELECTION SYSTEMS & SOFTWARE

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	William F. Welsh, II	11208 John Galt Blvd Omaha, NE 68137
Senior Vice-Presidents	John S. Groh	11208 John Galt Blvd Omaha, NE 68137
	Robert P. Hostetler	3739 National Drive, Suite 125 Raleigh, NC 27612
	Michael P. Limas	11208 John Galt Blvd Omaha, NE 68137
	Geoffrey Ryan	200 N LaSalle, Suite 600 Chicago, IL 60601
Vice-President	Todd V. Urosevich	11208 John Galt Blvd. Omaha, NE 68137
	Richard J. Jablonski	11208 John Galt Blvd. Omaha, NE 68137
	Lee Storbeck	601 28 th Avenue South Waite Park, MN 56387
Secretary	Richard J. Jablonski	11208 John Galt Blvd. Omaha, NE 68137
Assistant Secretary	Michael P. Limas	11208 John Galt Blvd. Omaha, NE 68137
Treasurer	Richard J. Jablonski	11208 John Galt Blvd. Omaha, NE 68137
Assistant Treasurer	Michael P. Limas	11208 John Galt Blvd. Omaha, NE 68137
Directors	William Kernen	World Herald Square Omaha, NE 68102
	John Gottschalk	World Herald Square Omaha, NE 68102
	Michael McCarthy	1125 South 103 rd S., Ste 450 Omaha, NE 68124
	William F. Welsh, II	11208 John Galt Blvd. Omaha, NE 68137

Proven Solutions for the World of Elections

11208 John Galt Boulevard, Omaha, NE 68137-2364 USA
PHONE: (402) 593-0101 • Toll Free Inside U.S.: (800) 247-8683 • FAX: (402) 593-8107
www.essvote.com

9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-2501.A.6)

Only 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.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-2505.A)

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:

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)

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?

One box must be marked:

YES

NO

If YES, enter the following: 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 a) incorporated b) transacted business.
- 3) The dates of corporate operation.

12. SIGNATURES

CAUTION: Signature requirements vary according to the type of corporation. See the instruction sheet for specific rules. 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 Richard J. Jablonski Date 12/15/98 Name William F. Welsh II Date 12/15/98

Signature Richard J. Jablonski Signature William F. Welsh II

Title Secretary/Treasurer Title President

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