

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**May 04 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 809612 (5)

1. Corporation Name
BAUSCH & LOMB INCORPORATED



Principal Place of Business ONE BAUSCH AND LOMB PLACE TAX DEPT ROCHESTER NY 14604-701 US	Mailing Address ONE BAUSCH AND LOMB PLACE C/O TAX DEPT ROCHESTER NY 14604-2701 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 01/02/1954	
4. FEI Number 16-0345235	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25				2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30				9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code			
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	SVP	<input type="checkbox"/> DELETE	11 TITLE	SVP CFO	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	MCCLUSKI, STEPHEN C.		12 NAME				
STREET ADDRESS	23 CHELSEA PARK		13 STREET ADDRESS	35 Wexford Glen			
CITY-ST-ZIP	PITTSFORD NY		14 CITY-ST-ZIP				
TITLE	D	<input type="checkbox"/> DELETE	21 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	WALTRIP, WILLIAM		22 NAME				
STREET ADDRESS	ONE BAUSCH AND LOMB PLACE		23 STREET ADDRESS				
CITY-ST-ZIP	ROCHESTER NY		24 CITY-ST-ZIP				
TITLE	DPCE	<input type="checkbox"/> DELETE	31 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	CARPENTER, WILLIAM M		32 NAME				
STREET ADDRESS	98 KNOLLWOOD DRIVE		33 STREET ADDRESS				
CITY-ST-ZIP	ROCHESTER NY		34 CITY-ST-ZIP				
TITLE	VT	<input type="checkbox"/> DELETE	41 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	RESNICK, ALAN H.		42 NAME				
STREET ADDRESS	4213 ST PAUL BLVD.		43 STREET ADDRESS				
CITY-ST-ZIP	ROCHESTER, NY 0		44 CITY-ST-ZIP				
TITLE	SVPS	<input checked="" type="checkbox"/> DELETE	51 TITLE	S	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME	HELLRUNG, STEPHEN		52 NAME	Geisel, Jean F.			
STREET ADDRESS	4230 E AVE		53 STREET ADDRESS	139 Sheldon Rd.			
CITY-ST-ZIP	ROCHESTER NY		54 CITY-ST-ZIP	Honeoye Falls, NY 14472			
TITLE		<input type="checkbox"/> DELETE	61 TITLE	See Attached Schedules	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME			62 NAME				
STREET ADDRESS			63 STREET ADDRESS				
CITY-ST-ZIP			64 CITY-ST-ZIP				

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, on an attachment with an address.

SIGNATURE _____

CR2E034 (10/97)

BAUSCH & LOMB INCORPORATED
ROCHESTER, NEW YORK
NAMES/ADDRESSES OF OFFICERS

<i>Name</i>	<i>SS #</i>	<i>Business Address</i>	<i>Residence Address</i>	<i>Date Office Taken</i>
William H. Waltrip Chairman	443-32-9196	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	1261 Pequot Avenue Southport, CT 06490	01/01/97
William M. Carpenter President and Chief Executive Officer	321-44-0251	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	36 Knollwood Drive Rochester, NY 14618	01/01/97
EXECUTIVE VICE PRESIDENTS				
Dwain L. Hahs Executive Vice President and President, Global Eyewear	490-56-6393	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	18 Inverness Circle Fairport, NY 14450	04/01/97
Carl E. Sassano Executive Vice President and President Global Vision Care	058-42-6379	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	42 Sunrise Park Pittsford, NY 14534	12/10/96
SENIOR VICE PRESIDENTS				
Daryl M. Dickson Sr. Vice President, Human Resources	380-58-5660	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	6 Dartmouth Court Pittsford, NY 14534	10/21/96

Name	SS #	Business Address	Residence Address	Date Office Taken
James C. Foster Sr. Vice President, President and Chief Executive Officer, Charles River Laboratories, Inc.	031-36-1601	251 Ballardvale Street Wilmington, MA 01887 (508) 658-6000	16 Hancock Road Weston, MA 02193	01/24/95
Stephen C. McCluski Sr. Vice President and Chief Financial Officer	074-44-4913	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	35 Wexford Glen Pittsford, NY 14534	02/28/95
Thomas M. Riedhammer, Ph.D Sr. Vice President and President Worldwide Pharmaceutical, Surgical and Hearing Care Products	068-40-7662	8500 Hidden River Parkway Tampa, FL 33637 (813) 975-7700	309 Hidden Lake Drive Brandon, FL 33511	12/13/92
Robert B. Stiles Sr. Vice President and General Counsel	079-42-7397	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	1010 Allens Creek Road Rochester, NY 14618	06/24/97
VICE PRESIDENTS				
Robert D. Colangelo Vice President and Chief Information Officer	125-56-4911	One Bausch & Lomb Place Rochester, NY 14609-2701 (716) 338-6000	1925 Clark Road Penfield, NY 14526	11/1/97
Alan P. Dozier Vice President and President, North American Vision Care	231-86-2726	1400 N. Goodman Street Rochester, NY 14609 (716) 338-6000	7 Sunrise Park Pittsford, NY 14534	04/25/95
Alan H. Farnsworth Vice President, Business Development	079-44-0293	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	18 Countryside Road Fairport, NY 14450	07/21/97

<i>Name</i>	<i>SS #</i>	<i>Business Address</i>	<i>Residence Address</i>	<i>Date Office Taken</i>
James T. Horn Vice President Global Product Supply, Eyewear	403-58-0464	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	20 Arbor Creek Pittsford, NY 14534	12/13/94
Barbara M. Kelley Vice President, Corporate Communications	088-38-9948	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	346 Beach Avenue Rochester, NY 14612	04/27/93
Jurij Z. Kushner Vice President - Controller	110-38-3479	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	8 Foxboro Lane Fairport, NY 14450	02/28/95
Thomas W. Lance Vice President, Global Operations, Vision Care	012-46-5238	1400 N. Goodman Street Rochester, NY 14609 (716) 338-6000	159 Woodcreek Pittsford, NY 14534	07/21/97
John M. Loughlin President, North Asia Division	070-38-2366	Suites 906-912 Cityplaza 4 Taikooching, Hong Kong 852-2886-1728	1893 Tower 17, Hong Kong Parkview 88 Tai Tam Reservoir Road Hong Kong	07/21/97
Read McNamara President, Latin America Division	040-42-4919	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 33-6000	777 Allens Creek Road Rochester, NY 14618	07/21/97
James F. Milton Vice President and President, Japan	105-40-5467	Bausch & Lomb Japan Tower B-O-mori Bellport 6-26-2, Minami-Oi Shinagawa-ku, Tokyo 140 Japan	Domus Hiroo West #501 1-5-5 Hiroo Shibuya-ku-Tokyo 150, Japan	12/13/94

<i>Name</i>	<i>SS #</i>	<i>Business Address</i>	<i>Residence Address</i>	<i>Date Office Taken</i>
Steven J. Osbaldeston Vice President, Marketing, North American Vision Care	058-84-8905	1400 North Goodman Street Rochester, NY 14609 (716) 338-6000	60 McCoord Woods Drive Fairport, NY 14450	06/25/96
Angela Panzarella Vice President, Investor Relations	131-54-5958	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	13 Carefree Lane Hilton, NY 14468	07/21/97
W. Jeff Pontius Vice President Global Business Manager, Eyewear	358-52-2303	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	5 Sunrise Park Pittsford, NY 14534	04/01/96
Alan H. Resnick Vice President, Treasurer	023-32-0510	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	4213 St. Paul Blvd. Rochester, NY 14617	04/29/82
J. Paul Ruddlesdin Vice President and President of Vision Care, Europe, Middle East and Africa Division	(Not on system)	Bausch & Lomb House 106-114 London Road Kingston-Upon-Thames Surrey KT2 6QJ England	Online Rodona Road St. Georges Hill Weybridge Surrey KT13 ONP England	12/8/97
James J. Ward Vice President, Re-engineering Initiatives	160-30-1531	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	44 Sheldon Road Honeoye Falls, NY 14472	09/28/83
David G. Whalen Vice President and President, North American Eyewear	032-38-9518	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	159 Woodcreek Pittsford, NY 14534	07/21/97

SECRETARY	<i>Name</i>	<i>SS #</i>	<i>Business Address</i>	<i>Residence Address</i>	<i>Date Office Taken</i>
	Jean F. Geisel Secretary	170-34-1248	One Bausch & Lomb Place Rochester, NY 14604-2701 (716) 338-6000	139 Sheldon Road Honeoye Falls, NY 14472	07/22/97

BAUSCH & LOMB INCORPORATED
ROCHESTER, NEW YORK
BOARD OF DIRECTORS

<i>Name</i>	<i>Business Address</i>	<i>Residence Address</i>
Franklin E. Agnew	600 Grant Street, Suite 660 Pittsburgh, PA 15219	170 Forest Drive Pittsburgh, PA 15238
William Balderston III	The Chase Manhattan Bank One Chase Square Rochester, NY 14643	28 Whitestone Lane Rochester, NY 14618
William M. Carpenter	Bausch & Lomb Inc. One Bausch & Lomb Place Rochester, NY 14604-2701	36 Knollwood Drive Rochester, NY 14618
Domenico De Sole	Gucci Group N.V. Via Don Lorenzo Perosi, 6 50018 Scandicci, Florence, Italy	Villa LaQuerce Via Imprunetana Per Tavarnuzze, 30 50023 Impruneta Firenze, Italy
Jonathan S. Linen	American Express Company 200 Vesey Street New York, NY 10285	17 Lenox Road Summit, NJ 07901

<i>Name</i>	<i>Business Address</i>	<i>Residence Address</i>
Ruth R. McMullin	8 Breckenridge Lane Savannah, GA 31411	8 Breckenridge Lane Savannah, GA 31411
John R. Purcell	Grenadier Associates Ltd. 14155 U.S. Highway One, Suite 310 Juno Beach, FL 33408	12300 Banyan Road N. Palm Beach, FL 33408
Linda Johnson Rice	Johnson Publishing Company 820 South Michigan Avenue Chicago, IL 60605	1040 North Lakeshore Dr., Apt.35B Chicago, IL 60611
Alvin W. Trivelpiece, Ph.D.	8 Rivers Run Way Oak Ridge, TN 37830	8 Rivers Run Way Oak Ridge, TN 37830
William H. Waltrip	Bausch & Lomb Incorporated One Bausch & Lomb Place Rochester, NY 14604-2701	1261 Pequot Avenue Southport, CT 06490
Kenneth L. Wolfe	Hershey Foods Corporation 100 Crystal A Drive Hershey, PA 17033	1203 Quail Hollow Road Hummelstown, PA 17036