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**Apr 29 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 836798 (9)
1. Corporation Name
NALCO CHEMICAL COMPANY



Principal Place of Business Mailing Address
ONE NALCO CENTER NAPERVILLE IL 60563-1198
ONE NALCO CENTER NAPERVILLE IL 60563-1252

3. Date Incorporated or Qualified **08/02/1976** 3a. Date of Last Report **04/29/1996**
4. FEI Number **36-1520480** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 SOUTH 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

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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	V <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEEBER, W.S.	1.2 NAME	
STREET ADDRESS	ONE NALCO CENTER	1.3 STREET ADDRESS	
CITY- ST- ZIP	NAPERVILLE IL	1.4 CITY- ST- ZIP	
TITLE	COB <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOONEY, E.J.	2.2 NAME	
STREET ADDRESS	ONE NALCO CENTER	2.3 STREET ADDRESS	
CITY- ST- ZIP	NAPERVILLE IL	2.4 CITY- ST- ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARSHALL, W G	3.2 NAME	
STREET ADDRESS	ONE NALCO CENTER	3.3 STREET ADDRESS	
CITY- ST- ZIP	NAPERVILLE IL	3.4 CITY- ST- ZIP	
TITLE	C <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RATLIFF, R.L.	4.2 NAME	
STREET ADDRESS	ONE NALCO CENTER	4.3 STREET ADDRESS	
CITY- ST- ZIP	NAPERVILLE IL	4.4 CITY- ST- ZIP	
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GIOIMO, S.J.	5.2 NAME	
STREET ADDRESS	ONE NALCO CENTER	5.3 STREET ADDRESS	
CITY- ST- ZIP	NAPERVILLE IL	5.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		6.4 CITY- ST- ZIP	

14. I do 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, or on an attachment with an address.

SIGNATURE: *S. Gioimo* **SCOTT J. Gioimo** 04/23/97 (630) 305-1360
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

04/23/97

ACTIVE LIST OF OFFICERS AND DIRECTORS

NALCO CHEMICAL COMPANY

Directors

J. L. Ballesteros
H. G. Bernthal
H. Corless
H. M. Dean
J. P. Frazee Jr.
A. L. Kelly
F. A. Krehbiel
E. J. Mooney
W. A. Pogue
J. J. Shea

Officers

Title

E. J. Mooney	Chairman, Chief Executive Officer and President
W. S. Weeber	Executive Vice President-Operations Staff
M. B. Harp Jr.	Executive Vice President-Operations
P. Dabringhausen	Group Vice President-President, Process Chemicals Division
S. D. Newlin	Group Vice President-President, Nalco Europe
J. D. Tinsley	Group Vice President-President, Water & Waste Treatment Division
G. Pinzon	Group Vice President-President, Nalco Latin America
G. M. Brannon	Group Vice President-President, Nalco Pacific
R. J. Allain	Senior Vice President-Research & Development
D. R. Bertran	Senior Vice President-Manufacturing & Logistics
J. F. Lambe	Senior Vice President-Human Resources
W. E. Buchholz	Senior Vice President-Chief Financial Officer
D. W. Walker	Vice President-Corporate Sales
J. D. Berthoud	Vice President-Marketing & Quality Management
A. J. Sadowski	Vice President-Environmental Health & Safety
W. E. Parry	Vice President-General Counsel
R. L. Ratliff	Controller
W. G. Marshall	Treasurer
S. J. Gioimo	Secretary
E. R. Ewing	Assistant Treasurer
C. J. Roderhess	Assistant Treasurer