


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

**FILED**  
**May 15 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Northam</b> Secretary of State DIVISION OF CORPORATIONS
--	---	---

**DOCUMENT # 836798 (9)**

1. Corporation Name  
**NALCO CHEMICAL COMPANY**



Principal Place of Business <b>ONE NALCO CENTER                  NAPERVILLE IL 60563-1198</b>	Mailing Address <b>ONE NALCO CENTER                  NAPERVILLE IL 60563-1198</b>
--	--

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>08/02/1976</b>	
21 Suite, Apt. #, etc	22 City & State	23 Zip	24 Country	25 Suite, Apt. #, etc	26 City & State
27 Zip	28 Country	29 Zip	30 Country	4. FEI Number <b>36-1520480</b>	Applied For <input type="checkbox"/> Not Applicable
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
<b>CT CORPORATION SYSTEM                  1200 SOUTH PINE ISLAND ROAD                  PLANTATION FL 33324</b>				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				85 Zip Code	
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>					
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>					
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

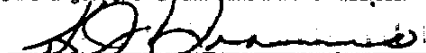
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>V</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WEEBER, W.S.</b>	1.2 NAME	
STREET ADDRESS	<b>ONE NALCO CENTER</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NAPERVILLE IL</b>	1.4 CITY-ST-ZIP	
TITLE	<b>COB</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MOONEY, E.J.</b>	2.2 NAME	
STREET ADDRESS	<b>ONE NALCO CENTER</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NAPERVILLE IL</b>	2.4 CITY-ST-ZIP	
TITLE	<b>T</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MARSHALL, W G</b>	3.2 NAME	
STREET ADDRESS	<b>ONE NALCO CENTER</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NAPERVILLE IL</b>	3.4 CITY-ST-ZIP	
TITLE	<b>C</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RATLUFF, R.L.</b>	4.2 NAME	
STREET ADDRESS	<b>ONE NALCO CENTER</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NAPERVILLE IL</b>	4.4 CITY-ST-ZIP	
TITLE	<b>S</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GIOIMO, S.J.</b>	5.2 NAME	
STREET ADDRESS	<b>ONE NALCO CENTER</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NAPERVILLE IL</b>	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 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. J. Gioimo** 04/29/98 (630) 305-1360

CR2E034 (10/97)

04/29/98

Directors and Officers

**NALCO CHEMICAL COMPANY**

<u>Directors</u>	<u>Title</u>
J. L. Ballesteros	Director
H. G. Bernthal	Director
H. Corless	Director
H. M. Dean	Director
J. P. Frazee Jr.	Director
A. L. Kelly	Director
B. S. Kelly	Director
F. A. Krehbiel	Director
E. J. Mooney	Director
S. A. Penrose	Director
J. J. Shea	Director

<u>Officers</u>	<u>Title</u>
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
G. Pinzon	Group Vice President-President, Nalco Latin America
G. M. Brannon	Group Vice President-President, Industrial Division
S. D. Newlin	Group Vice President-President, Specialty Division
P. Dabringhausen	Group Vice President-President, Pulp & Paper Division
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
J. D. Tinsley	Senior 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
J. T. Burns	Vice President-President, Nalco Pacific Division
W. J. Roe	Vice President-President, Process Division
D. W. Walker	Vice President
R. L. Ratliff	Controller
W. G. Marshall	Treasurer
S. J. Gioimo	Secretary
E. R. Ewing	Assistant Treasurer
C. J. Holderness	Assistant Treasurer
M. K. Mrozak	Assistant Controller, Financial Reporting
L. J. Plankis	Assistant Controller, Planning & Analysis