

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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F95000004608 (4)
 1. Corporation Name
THE TIMKEN COMPANY



Principal Place of Business: **1835 DUEBER AVE., SW GNE-12 CANTON OH 44706-0928**
 Mailing Address: **1835 DUEBER AVE., SW GNE-12 CANTON OH 44706-0928**

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified: **09/21/1995**

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

4. FEI Number: **34-0577130** 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent:
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent (81-85):
 81 Name: _____
 82 Street Address (P.O. Box Number is Not Acceptable): _____
 83 _____
 84 City: _____ 85 Zip Code: **FL** _____

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	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAHONEY, ROBERT W.	1.2 NAME	See attached list of Directors and Officers
STREET ADDRESS	1835 DUEBER AVE., S.W.	1.3 STREET ADDRESS	
CITY-ST-ZIP	CANTON OH	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GAULT, STANLEY C	2.2 NAME	
STREET ADDRESS	1835 DUEBER AVE., SW	2.3 STREET ADDRESS	
CITY-ST-ZIP	CANTON OH 44706	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAFORCE, J. CLAYBURN JR.	3.2 NAME	
STREET ADDRESS	1835 DUEBER AVE., SW	3.3 STREET ADDRESS	
CITY-ST-ZIP	CANTON OH 44706	3.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, LARRY R	4.2 NAME	
STREET ADDRESS	THE TIMKEN CO, 1835 DUEBER AVE SW	4.3 STREET ADDRESS	
CITY-ST-ZIP	CANTON OH 28	4.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ELSASSER, JON T	5.2 NAME	
STREET ADDRESS	THE TIMKEN CO, 1835 DUEBER AVE SW	5.3 STREET ADDRESS	
CITY-ST-ZIP	CANTON OH 28	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TIMKEN, JOHN M JR.	6.2 NAME	
STREET ADDRESS	1835 DUEBER AVE., SW	6.3 STREET ADDRESS	
CITY-ST-ZIP	CANTON OH 44706	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 any attachment with an address.

SIGNATURE: *[Signature]* DIRECTOR OF TAX *4/28/98* (330) 471-3008

CR2E034 (10/97)

THE TIMKEN COMPANY

DIRECTORS

Robert Anderson (not seeking re-election April 21, 1998)
Stanley C. Gault
J. Clayburn La Force, Jr.
Robert W. Mahoney -- Chairman - Audit Committee
Jay A. Precourt
John M. Timken, Jr.
Ward J. Timken
W. R. Timken, Jr.
Joseph F. Toot, Jr. -- Chairman - Executive Committee
Martin D. Walker
Charles H. West
Alton W. Whitehouse -- Chairman - Compensation Committee

OFFICERS

W. R. Timken, Jr.	-- Chairman, President and Chief Executive Officer
Robert L. Leibensperger	-- Executive Vice President, Chief Operating Officer, and President - Bearings
Bill J. Bowling	-- Executive Vice President, Chief Operating Officer, and President - Steel
Larry R. Brown	-- Senior Vice President and General Counsel
Jon T. Elsasser	-- Group Vice President - Bearings - Rail, Europe, Africa and West Asia
James W. Griffith	-- Group Vice President - Bearings - North American Automotive, Asia Pacific and Latin America
Karl P. Kimmerling	-- Group Vice President - Alloy Steel
Gene E. Little	-- Senior Vice President - Finance
Salvatore J. Miraglia, Jr.	-- Group Vice President - Bearings - North American Industrial and Super Precision
Stephen A. Perry	-- Senior Vice President - Human Resources, Purchasing and Communications
Hans J. Sack	-- Group Vice President - Specialty Steel and President - Latrobe Steel Company
John J. Schubach	-- Senior Vice President - Strategic Management and Continuous Improvement
Thomas W. Strouble	-- Senior Vice President - Technology
Ward J. Timken	-- Vice President & Officer

(Larry R. Brown - Statutory Agent)

(Larry R. Brown also elected Secretary)

(Gene E. Little also elected Treasurer)