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**Feb 12 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 # P10071 (9)**  
1. Corporation Name  
**CATERPILLAR INC.**



Principal Place of Business Mailing Address  
**100 N.E. ADAMS STREET PEORIA IL 61629-7310 US**

3. Date Incorporated or Qualified **05/12/1986** 3a. Date of Last Report **03/25/1996**  
4. FEI Number **37-0602744** 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  
8751 WEST BROWARD BLVD.  
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 signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>AFFINITO, LILYAN, H</b>
STREET ADDRESS	<b>599 LEXINGTON AVE, 23RD FLOOR</b>
CITY-ST-ZIP	<b>NEW YORK NY</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>FONDAHL, JOHN W.</b>
STREET ADDRESS	<b>12810 VISCAINO ROAD</b>
CITY-ST-ZIP	<b>LOS ALTOS HILLS CA</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>GOODE, DAVID R</b>
STREET ADDRESS	<b>THREE COMMERCIAL PLACE</b>
CITY-ST-ZIP	<b>NORFOLK VA</b>
TITLE	<b>DC</b> <input type="checkbox"/> DELETE
NAME	<b>FITES, DONALD, V</b>
STREET ADDRESS	<b>100 NE ADAMS ST</b>
CITY-ST-ZIP	<b>PEORIA IL</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>GORTER, JAMES P.</b>
STREET ADDRESS	<b>200 W. MADISON, ST 3510</b>
CITY-ST-ZIP	<b>CHICAGO IL</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>BLOUNT, W. F</b>
STREET ADDRESS	<b>LEVEL 15,231 ELIZABETH ST.</b>
CITY-ST-ZIP	<b>SYDNEY NS</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>See attached listing.</b>
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
6.2 NAME	
6.3 STREET ADDRESS	
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: *Mary J. Callahan* **Mary J. Callahan** 1/23/97 (309) 675-4429  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Assistant Secretary Date Daytime Phone #

CR2E034 (9/96)

January 7, 1997

DIRECTOR'S ADDRESSES

<u>Name</u>	<u>Mailing Address</u>
Lilyan H. Affinito	870 U.N. Plaza, Apt. 16B New York, NY 10017
W. Frank Blount	Telstra Corporation Level 15, 231 Elizabeth Street Sydney, NSW 2000 Australia
Donald V. Fites	Caterpillar Inc. 100 N.E. Adams Street Peoria, IL 61629-7210
John W. Fondahl	12810 Viscaino Road Los Altos Hills, CA 94022
David R. Goode	Norfolk Southern Corporation Three Commercial Place Norfolk, VA 23510-2191
James P. Gorter	Baker, Fentress & Company 200 W. Madison, Suite 3510 Chicago, IL 60606
Jerry R. Junkins	Deceased May, 1996
Peter A. Magowan	San Francisco Giants Candlestick Park P. O. Box 24308 San Francisco, CA 94124
Gordon R. Parker	Newmont Mining Corporation 1700 Lincoln, Suite 2800 Denver, CO 80203
George A. Schaefer	Caterpillar Inc. 100 N. E. Adams Street Peoria, IL 61629-6210

Name

Mailing Address

Joshua I. Smith

The MAXIMA Corporation  
4200 Parliament Place  
Lanham, MD 20706-1849

Clayton K. Yeutter

1325 Merrie Ridge Road  
McLean, VA 22101

January 7, 1997

**CATERPILLAR INC. OFFICERS**

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Donald V. Fites	Chairman and Chief Executive Officer	Caterpillar Inc. Peoria, IL 61629-7210
Glen A. Barton	Group President	Caterpillar Inc. Peoria, IL 61629-7240
Gerald S. Flaherty	Group President	Caterpillar Inc. Peoria, IL 61629-7230
James W. Owens	Group President	Caterpillar Inc. Peoria, IL 61629-7220
Richard L. Thompson	Group President	Caterpillar Inc. Peoria, IL 61629-7250
R. Rennie Atterbury III	Vice President, General Counsel, and Secretary	Caterpillar Inc. Peoria, IL 61629-7310
James W. Baldwin	Vice President	Caterpillar Inc. Peoria, IL 61629-9210

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Vito H. Baumgartner	Vice President	Caterpillar Overseas S.A. 76 Route de Frontenex Case Postale 60000 1211 Geneva 6, Switzerland
James S. Beard	Vice President	Caterpillar Financial Services Corporation 3322 W. End Avenue Nashville, TN 37203-1071
Richard A. Benson	Vice President	Caterpillar Inc. Peoria, IL 61629-2495
Ronald P. Bonati	Vice President	Caterpillar Inc. Peoria, IL 61629-1205
James E. Despain	Vice President	Caterpillar Inc. LC2100 East Peoria, IL 61630
Roger E. Fischbach	Vice President	Caterpillar Inc. 954 NC 42 East Clayton, NC 27520
Michael A. Flexsenhar	Vice President	Caterpillar Inc. P. O. Box 1430 Decatur, IL 62525-1819

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Donald M. Ings	Vice President	Solar Turbines Incorporated P. O. Box 85376 San Diego, CA 92186-5376
Duane H. Livingston	Vice President	Caterpillar Inc. Peoria, IL 61629-3305
Daniel M. Murphy	Vice President	Caterpillar Inc. P. O. Box 610 Mossville, IL 61552-0610
Douglas R. Oberhelman	Vice President Chief Financial Officer	Caterpillar Inc. Peoria, IL 61629-5390
Gerald Palmer	Vice President	Caterpillar Inc. P. O. Box 1875 Peoria, IL 61656-1875
Robert C. Peterson	Vice President	Caterpillar Inc. Peoria, IL 61629-6105
John E. Pfeiffer	Vice President	Shin Caterpillar Mitsubishi Ltd. SBS Tower 4-10-1, Yoga Setagaya-ku, Tokyo 158, Japan
Siegfried R. Ramseyer	Vice President	Caterpillar Inc. Peoria, IL 61629-4490

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Alan J. Rassi	Vice President	Caterpillar Inc. P. O. Box 348 Aurora, IL 60507
Gerald L. Shaheen	Vice President	Caterpillar Inc. P. O. Box 610 Mossville, IL 61552-0610
Gary A. Stroup	Vice President	Caterpillar Inc. Peoria, IL 61629-6415
Sherril K. West	Vice President	Caterpillar Inc. Peoria, IL 61629-3400
Donald G. Western	Vice President	Caterpillar Inc. P. O. Box 610 Mossville, IL 61552-0610
Wayne M. Zimmermann	Vice President	Caterpillar Inc. Peoria, IL 61629-4190
F. Lynn McPheeters	Treasurer	Caterpillar Inc. Peoria, IL 61629-5350
Robin D. Beran	Assistant Treasurer	Caterpillar Inc. Peoria, IL 61629-4295

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Robert R. Gallagher	Controller	Caterpillar Inc. Peoria, IL 61629-5280
Mary J. Callahan	Assistant Secretary	Caterpillar Inc. Peoria, IL 61629-7310
Laurie J. Huxtable	Assistant Secretary	Caterpillar Inc. Peoria, IL 61629-7310