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**Jan 30 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 # P23896 (4)

1. Corporation Name
CUMMINS ENGINE COMPANY, INC.



Principal Place of Business
**500 JACKSON STREET
M/C 60113
COLUMBUS IN 47201-6258**

Mailing Address
**500 JACKSON STREET
M/C 60113
COLUMBUS IN 47201-6258**

3. Date Incorporated or Qualified **04/14/1989** 3a. Date of Last Report **03/12/1996**

2. Principal Place of Business

2a. Mailing Address

4. FEI Number **35-0257090** Applied For Not Applicable

21. Suite, Apt. #, etc.

26. Suite, Apt. #, etc.

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

22. City & State

27. City & State

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

23. Zip

28. Zip

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

24. Country

29. Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**C T CORPORATION SYSTEM
8751 WEST BROWARD BLVD.
PLANTATION FL 33324**

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

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D	<input type="checkbox"/> DELETE
NAME	SCHACHT, H.B.	
STREET ADDRESS	500 JACKSON ST	
CITY - ST - ZIP	COLUMBUS IN	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	HENDERSON, JAMES A	
STREET ADDRESS	500 JACKSON ST	
CITY - ST - ZIP	COLUMBUS IN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BROWN, HAROLD	
STREET ADDRESS	500 JACKSON ST	
CITY - ST - ZIP	COLUMBUS IN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DARNALL, ROBERT J.	
STREET ADDRESS	500 JACKSON ST.	
CITY - ST - ZIP	COLUMBUS IN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GRAY, HANNA H.	
STREET ADDRESS	500 JACKSON ST	
CITY - ST - ZIP	COLUMBUS IN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WALTER, Y. ELISHA	
STREET ADDRESS	500 JACKSON STREET	
CITY - ST - ZIP	COLUMBUS IN	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: *Mark R. Gerstle* **Mark R. Gerstle** **1/21/97** **812 377-1438**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**CUMMINS ENGINE COMPANY, INC.
OFFICERS & DIRECTORS**

DIRECTORS:

Henry B. Schacht	500 Jackson St., Columbus IN 47201
James A. Henderson	500 Jackson St., Columbus IN 47201
Harold Brown	500 Jackson St., Columbus IN 47201
Robert J. Darnall	500 Jackson St., Columbus IN 47201
Walter Y. Elisha	500 Jackson St., Columbus IN 47201
Hanna H. Gray	500 Jackson St., Columbus IN 47201
Dana G. Mead	500 Jackson St., Columbus IN 47201
J. Irwin Miller	500 Jackson St., Columbus IN 47201
William I. Miller	500 Jackson St., Columbus IN 47201
Donald S. Perkins	500 Jackson St., Columbus IN 47201
William D. Ruckelshaus	500 Jackson St., Columbus IN 47201
Franklin A. Thomas	500 Jackson St., Columbus IN 47201
J. Lawrence Wilson	500 Jackson St., Columbus IN 47201

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Address</u>
James A. Henderson	Chairman & Chief Executive Officer	500 Jackson St., Columbus IN 47201
Theodore M. Solso	President & Chief Operating Officer	500 Jackson St., Columbus IN 47201
Mark E. Chesnut	V.P.--Corporate Responsibility and Public Affairs	500 Jackson St., Columbus IN 47201
C. Roberto Cordaro	Group V.P.--Marketing	500 Jackson St., Columbus IN 47201
John K. Edwards	V.P.--International	500 Jackson St., Columbus IN 47201
VACANCY	V.P.--Business Strategy and Treasurer	500 Jackson St., Columbus IN 47201
Mark R. Gerstle	V.P.--General Counsel and Secretary	500 Jackson St., Columbus IN 47201
M. David Jones	V.P.--Aftermarket Group	500 Jackson St., Columbus IN 47201
F. Joseph Loughery	Group V.P.--Worldwide Operations and Technology	500 Jackson St., Columbus IN 47201
Kiran M. Patel	V.P. & Chief Financial Officer	500 Jackson St., Columbus IN 47201
Brenda S. Pitts	V.P.--Human Resources	500 Jackson St., Columbus IN 47201
Richard B. Stoner, Jr.	V.P.--Cummins Power Generation Group and President -- Onan Corporation	500 Jackson St., Columbus IN 47201
John A. Swaim	V.P. -- Quality	500 Jackson St., Columbus IN 47201
Dennis C. Banks	V.P.--Air Handling Technology	500 Jackson St., Columbus IN 47201
Iain M. Barrowman	President--Cummins Wartsila Engine Company	500 Jackson St., Columbus IN 47201
Charles J. Bumb	V.P.--National Accounts	500 Jackson St., Columbus IN 47201
Russell J. Bunio	V.P.-- Corporate Materials and Purchasing Management	500 Jackson St., Columbus IN 47201
W. Michael Cantrell	V.P. -- Manufacturing Technology	500 Jackson St., Columbus IN 47201
Keith E. Chambers	V.P. -- Heavy Duty Engine Program	500 Jackson St., Columbus IN 47201
J. Thompson Dewing	V.P. - India and Chairman, Kirloskar Cummins Limited	500 Jackson St., Columbus IN 47201
Wayne H. Draeger	V.P.--Financial Administration	500 Jackson St., Columbus IN 47201
George Fauerbach	V.P.--Business Development	500 Jackson St., Columbus IN 47201
Patrick F. Flynn	V.P.--Research	500 Jackson St., Columbus IN 47201
Dale F. Good	V.P.--Automotive Business	500 Jackson St., Columbus IN 47201
G. Michael Groenewold	V.P.--Engineering	500 Jackson St., Columbus IN 47201
Wynne W. Gulden, Jr.	V.P.-- Information Processes and Technology	500 Jackson St., Columbus IN 47201

CUMMINS ENGINE COMPANY, INC.

Samuel D. Hires	V.P. -- High-Horsepower Engine Development	500 Jackson St., Columbus IN 47201
Jeffrey D. Jones	V.P.--Automotive Fleet Sales and Service	500 Jackson St., Columbus IN 47201
James D. Kelly	V.P. -- Heavy-Duty/High-Horsepower Manufacturing	500 Jackson St., Columbus IN 47201
Stephen P. Knaebel	V.P. -- Cummins Mexico Operations	500 Jackson St., Columbus IN 47201
H. Karl Kuehner	V.P.--Fuel Systems	500 Jackson St., Columbus IN 47201
Mark A. Levett	V.P.--International Markets	500 Jackson St., Columbus IN 47201
Frank J. McDonald	V.P.--MidRange Manufacturing	500 Jackson St., Columbus IN 47201
Peter V. McDowell	V.P. -- High-Horsepower Engine Program	500 Jackson St., Columbus IN 47201
John McLachlan	V.P.--Corporate Controller	500 Jackson St., Columbus IN 47201
Michael F. Mitchell	V.P. -- Power Generation Group Operations	500 Jackson St., Columbus IN 47201
Gottfried Muench	V.P. -- Distribution and Customer Support	500 Jackson St., Columbus IN 47201
Michael J. Percy	V.P.--Cummins Technical Center Operations	500 Jackson St., Columbus IN 47201
Paul R. Rabe	V.P. and General Manager - Cummins Marine	500 Jackson St., Columbus IN 47201
Kenneth G. Sanford	V.P. and Managing Director --Central Area Business Organization	500 Jackson St., Columbus IN 47201
John H. Stang	V.P.--Automotive Engineering	500 Jackson St., Columbus IN 47201
Bryan W. Swank	V.P. -- Advanced Midrange Engine Program	500 Jackson St., Columbus IN 47201
James E. Sweetnam	V.P. and Group Managing Director -- Holset Engineering Co., Ltd.	500 Jackson St., Columbus IN 47201
Ronald H. Temple	V.P.--Control Systems	500 Jackson St., Columbus IN 47201
Bharat S. Vedak	V.P.-Industrial Business	500 Jackson St., Columbus IN 47201
Christine M. Vujovich	V.P.--Bus, Light Commercial Automotive and Environmental Management	500 Jackson St., Columbus IN 47201
John C. Wall	V.P. -- Research and Development	500 Jackson St., Columbus IN 47201
Robert J. Weimer	V.P. -- Customer Support	500 Jackson St., Columbus IN 47201
Steven L. Zeller	V.P. and Managing Director - Newage International Ltd.	500 Jackson St., Columbus IN 47201