

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # 800676

(9)

1. Corporation Name

THE QUAKER OATS COMPANY



Principal Place of Business

Mailing Address

321 N CLARK ST.
P O BOX 9001 #25-3
CHICAGO IL 60604-9001

321 N CLARK ST.
P O BOX 9001 #25-3
CHICAGO IL 60604-9001

3. Date Incorporated or Qualified

11/27/1914

3a. Date of Last Report

04/28/1995

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

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
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

Signature, typed or printed name of registered agent and the applicable

NOTE: Registered Agent's signature required when resigning

DATE

12.

OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

SD
MCKINNEY, LUTHER C
321 N CLARK ST.
CHICAGO IL

DELETE

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

AS
LAZ, MARCIA S.
321 N CLARK ST.
CHICAGO IL

DELETE

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

PD
MARINEAU, PHILIP A
321 N. CLARK STREET
CHICAGO IL

DELETE

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

VT
COOPER, JANET K
321 N. CLARK STREET
CHICAGO IL

DELETE

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

C
SMITHBURG, WILLIAM D
321 N. CLARK STREET
CHICAGO IL

DELETE

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

DELETE

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP

Change Addition

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP

Change Addition

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP

Change Addition

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

Change Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(x), 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

6/10/96

312-222-7829

800676

**THE QUAKER OATS COMPANY
DIRECTORS**

Frank C. Carlucci, Outside Director
c/o The Carlyle Group
1001 Pennsylvania Ave., N.W.
Washington, D.C. 20004

Silas S. Cathcart, Outside Director
c/o Kidder, Peabody Group, Inc.
125 S. Wacker Drive
Chicago, IL 60606

Kenneth I. Chenault
321 N. Clark
Chicago, IL 60610

Vernon R. Loucks, Outside Director
c/o Baxter International Inc.
One Baxter Parkway
Deerfield, IL 60015

Dr. Thomas C. MacAvoy, Outside Director
c/o University of Virginia
Colgate Darden School of Business
Charlottesville, VA 22906

Luther C. McKinne, Inside Director
321 North Clark
Chicago, IL 60610

**THE QUAKER OATS COMPANY
DIRECTORS**

Mrs. Gertrude G. Michelson, Outside Director
c/o R. H. Macy & Co., Inc.
151 W. 34th Street
New York, NY 10001

Dr. Walter J. Salmon, Outside Director
c/o Harvard Business School
Fowler House - Rm 24
Soldiers Field Road
Boston, MA 02163

William D. Smithburg, Inside Director
321 N. Clark
Chicago, IL 60610

William L. Weiss, Outside Director
c/o Ameritech
30 South Wacker Drive
Suite 3800
Chicago, IL 60606

**THE QUAKER OATS COMPANY
OFFICERS LIST**

William D. Smithburg 321 N. Clark Chicago, IL 60610	Chairman, and Chief Executive Officer
Robert S. Thomason 321 N. Clark Chicago, IL 60610	Senior Vice President - Chief Financial Officer
James F. Doyle 321 N. Clark Chicago, IL 60610	Executive Vice President-Worldwide Beverages
Luther C. McKinney 321 N. Clark Chicago, IL 60610	Senior Vice President - Law, Corporate Affairs
Douglas W. Mills 321 N. Clark Chicago, IL 60610	Executive Vice President U.S. and Canadian Quaker Food Products
Douglas J. Ralston 321 N. Clark Chicago, IL 60610	Senior Vice President - Human Resources
Michael L. Cohen 321 N. Clark Chicago, IL 60610	Vice President-Human Resource Development
John H. Calhoun 321 N. Clark Chicago, IL 60610	Vice President-International Law
Barbara R. Allen 321 N. Clark Chicago, IL 60610	Executive Vice President- International Quaker Food Products
John A. Boynton 321 N. Clark Chicago, IL 60610	Vice President and Chief Customer Service
Penelope C. Cate 321 N. Clark Chicago, IL 60610	Vice President -Government and Community Relations

**THE QUAKER OATS COMPANY
OFFICERS LIST**

**Margaret M. Elchman
321 N. Clark
Chicago, IL 60610**

**Vice President -Investor Relations and
Corporate Communications**

**Jeffery A. Atkins
321 N. Clark
Chicago, IL 60610**

Vice President-Corporate Planning

**Janet K. Cooper
321 N. Clark
Chicago, IL 60610**

Vice President and Treasurer

**Thomas L. Gettings
321 N. Clark
Chicago, IL 60610**

Vice President - Corporate Controller

**R. Thomas Howell, Jr.
321 N. Clark
Chicago, IL 60610**

**Vice President and General Corporate Counsel
and Corporate Secretary**

**John G. Jartz
321 N. Clark
Chicago, IL 60610**

Vice President - Business Development

**Mart C. Matthews
Patent Counsel
321 N. Clark
Chicago, IL 60610**

**Vice President and Associate General
Corporate Counsel**

**Kenneth W. Murray
321 N. Clark
Chicago, IL 60610**

Vice President Internal Auditing

**Arthur R. Skantz
321 N. Clark
Chicago, IL 60610**

Vice President Corporate Growth

6-4

THE QUAKER OATS COMPANY OFFICERS LIST

**Gerald A. Cassloppi
321 N. Clark
Chicago, IL 60604**

Counsel and Assistant Secretary

**Susan C. Ball
321 N. Clark
Chicago, IL 60610**

**Assistant Secretary and Director
Transportation, Meeting Services**

**Marcia S. Laz
321 N. Clark
Chicago, IL 60610**

Assistant Secretary

**W. Stephen Perry
321 N. Clark
Chicago, IL 60610**

Vice President-Corporate Tax