

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

FILED  
Apr 29 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **800676** (9)  
1. Corporation Name  
**THE QUAKER OATS COMPANY**

Principal Place of Business <b>321 N CLARK ST. P O BOX 9001 #25-3 CHICAGO IL 60604-9001</b>	Mailing Address <b>321 N CLARK ST. P O BOX 9001 #25-3 CHICAGO IL 60604-9001</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>11/27/1914</b>	
21		26		4. FEI Number <b>36-1655315</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For <input type="checkbox"/> Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
23		28		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
Zip	Country	Zip	Country		
24	25	29	30		

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>				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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	SD	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	See Attached <input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	MCKINNEY, LUTHER C			1.2 NAME			
STREET ADDRESS	321 N CLARK ST.			1.3 STREET ADDRESS			
CITY-ST-ZIP	CHICAGO IL			1.4 CITY-ST-ZIP			
TITLE	AS	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	LAZ, MARCIA S.			2.2 NAME			
STREET ADDRESS	321 N CLARK ST.			2.3 STREET ADDRESS			
CITY-ST-ZIP	CHICAGO IL			2.4 CITY-ST-ZIP			
TITLE	PD	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	MARINEAU, PHILIP A			3.2 NAME			
STREET ADDRESS	321 N. CLARK STREET			3.3 STREET ADDRESS			
CITY-ST-ZIP	CHICAGO IL			3.4 CITY-ST-ZIP			
TITLE	VT	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	COOPER, JANET K			4.2 NAME			
STREET ADDRESS	321 N. CLARK STREET			4.3 STREET ADDRESS			
CITY-ST-ZIP	CHICAGO IL			4.4 CITY-ST-ZIP			
TITLE	C	<input checked="" type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	SMITHBURG, WILLIAM D			5.2 NAME	See Attached		
STREET ADDRESS	321 N. CLARK STREET			5.3 STREET ADDRESS			
CITY-ST-ZIP	CHICAGO IL			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: *JBH Donaldson James* 4/9/98 (311) 222-7072

CR2E034 (10/97)

**THE QUAKER OATS COMPANY  
OFFICERS LIST**

**Robert S. Morrison  
321 N. Clark  
Chicago, IL 60610**

**Chairman, President and Chief Executive Officer**

**Robert S. Thomason  
321 N. Clark  
Chicago, IL 60610**

**Senior Vice President - Chief Financial Officer**

**Susan D. Wellington  
321 N. Clark  
Chicago, IL 60610**

**Vice President - US Beverages**

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

**Senior Vice President- General Counsel  
Business Development & Corporate Secretary**

**Douglas J. Ralston  
321 N. Clark  
Chicago, IL 60610**

**Senior Vice President - Human Resources**

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

**Vice President- Investor Relations &  
Corporate Affairs**

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

**Vice President and Treasurer**

**Douglas A. James  
321 N. Clark  
Chicago, IL 60610**

**Assistant Treasurer**

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

**Vice President - Corporate Controller**

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

**Vice President - Audit Services and Chief Ethics Officers**

**THE QUAKER OATS COMPANY  
OFFICERS LIST**

**Joseph W. Bean  
321 N. Clark  
Chicago, IL 60610**

**Assistant Secretary**

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

**Assistant Secretary**

**Gerald A. Cassioppi  
321 N. Clark  
Chicago, IL 60610**

**Assistant Secretary**

**Michael D. Annes  
321 N. Clark  
Chicago, IL 60610**

**Officer**

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

**Officer**

**John H. Calhoun  
321 N. Clark  
Chicago, IL 60610**

**Officer**

**Penny C. Cate  
321 N. Clark  
Chicago, IL 60610**

**Officer**

**Charles I. Mathews  
321 N. Clark  
Chicago, IL 60610**

**Officer**

**Michael T. Welch  
321 N. Clark  
Chicago, IL 60610**

**Officer**

**Russell A. Young  
321 N. Clark  
Chicago, IL 60610**

**Officer**

**Michael D. Annes  
321 N. Clark  
Chicago, IL 60610**

**Officer**

**THE QUAKER OATS COMPANY  
DIRECTORS**

**Frank C. Carlucci, Outside Director  
Chairman  
c/o The Carlyle Group  
1001 Pennsylvania Ave., N.W.  
Washington, D.C. 20004-2505**

**Silas S. Cathcart, Outside Director  
Retired Chairman  
c/o Illinois Tool Works, Inc.  
222 Wisconsin Avenue  
Suite 103  
Lake Forest, IL 60045**

**Kenneth I. Chenault, Outside Director  
Vice Chairman  
c/o American Express Company  
American Express Tower, 40th Floor  
World Financial Center  
200 Vesey Street  
New York, NY 10285-4000**

**John H. Costello  
Senior Executive Vice President- Marketing  
Sears, Roebuck and Co.  
3333 Beverly Road  
Goffman Estates, IL 60179**

**Judy C. Lewent, Outside Director  
Senior Vice President &  
Chief Financial Officer  
c/o Merck & Co., Inc.  
One Merck Drive  
P.O. Box 100  
Whitehouse Station, NJ 08889-0100**

**Vernon R. Loucks, Jr. , Outside Director  
Chairman and Chief Executive Officer  
c/o Baxter International Inc.  
One Baxter Parkway  
Deerfield, IL 60015**

**THE QUAKER OATS COMPANY  
DIRECTORS**

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

**Dr. Walter J. Salmon, Outside Director  
c/o Harvard Business School  
Morgan Hall - Room 175  
Soldiers Field Road  
Boston, MA 02163**

**Robert S. Morrison, Inside Director  
Chairman, President and CEO  
c/o The Quaker Oats Company (Suite 27-13)  
P.O. Box 049001  
Chicago, IL 60604-9001**

**William L. Weiss, Outside Director  
c/o Ameritech Corporation  
One First National Plaza  
21 South Clark Street  
Suite 2530C  
Chicago, IL 60603-2006**