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PROFIT CORPORATION ANNUAL REPORT 1996

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



DOCUMENT # **805459** (5)

1. Corporation Name
W.W. GRAINGER INC.

Principal Place of Business: **5500 W HOWARD STREET SKOKIE IL 60077**

Mailing Address: **5500 W HOWARD STREET SKOKIE IL 60077**

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields with sub-fields for Suite, City & State, Zip, and Country.

3. Date Incorporated or Qualified: **02/04/1942**

3a. Date of Last Report: **05/01/1995**

4. FEI Number: **36-1150280**

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

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

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, State, and 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 to whom applicable) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE	D <input type="checkbox"/> DELETE
NAME	ELBERSON, ROBERT E
STREET ADDRESS	3 1ST NAT'L PLAZA
CITY-ST-ZIP	CHICAGO IL
TITLE	VPS <input type="checkbox"/> DELETE
NAME	BAISLEY, JAMES M
STREET ADDRESS	5500 W. HOWARD ST.
CITY-ST-ZIP	SKOKIE, ILL 6
TITLE	VP <input type="checkbox"/> DELETE
NAME	PAPPANO, ROBERT D
STREET ADDRESS	5500 W HOWARD STREET
CITY-ST-ZIP	SKOKIE, ILL 6
TITLE	D <input type="checkbox"/> DELETE
NAME	BAKER, GEORGE R
STREET ADDRESS	335 SHADOWOOD LANE
CITY-ST-ZIP	NORTHFIELD IL
TITLE	COB <input type="checkbox"/> DELETE
NAME	GRAINGER, DAVID W
STREET ADDRESS	5500 W HOWARD STREET
CITY-ST-ZIP	SKOKIE, ILL 6
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	DOUGLASS, KINGMAN JR
STREET ADDRESS	135 S LASALLE, RM 1117
CITY-ST-ZIP	CHICAGO IL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Elberson, Robert E.
1.3 STREET ADDRESS	1030 N. State St., Apt. 22-K
1.4 CITY-ST-ZIP	Chicago IL 60610
2.1 TITLE	V/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Baisley, James M.
2.3 STREET ADDRESS	455 Knightsbridge Parkway
2.4 CITY-ST-ZIP	Lincolnshire IL 60069-3620
3.1 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Pappano, Robert D.
3.3 STREET ADDRESS	455 Knightsbridge Parkway
3.4 CITY-ST-ZIP	Lincolnshire IL 60069-3620
4.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Baker, George R. C/O WMS Industries, Inc
4.3 STREET ADDRESS	3401 N. California
4.4 CITY-ST-ZIP	Chicago IL 60618
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	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Turner, Fred L.
6.3 STREET ADDRESS	1570 Woodale Ave
6.4 CITY-ST-ZIP	Deerfield IL 60015

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)(k), 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: *Asst. C.J. Bellmore* 4/29/96 847-982-3496

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

C.J. Bellmore Asst. Secretary

CR2E034 (12/95)

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W.W. GRAINGER, INC.
OFFICERS & DIRECTORS

NAME & TITLE	ADDRESS	BOARD MEMBER
JAMES M. BAISLEY SENIOR VICE PRESIDENT, GENERAL COUNSEL & SECRETARY	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
DONALD E. BIHLINSKI SENIOR VICE PRESIDENT, MARKETING AND SALES	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
BARBARA M. CHILSON VICE PRESIDENT, PARTS COMPANY OF AMERICA	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
WESLEY M. CLARK VICE PRESIDENT, FIELD OPERATIONS AND QUALITY	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
TIMOTHY M. FERRARELL VICE PRESIDENT, PRODUCT LINE DEVELOPMENT	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
JERE D. FLUNO VICE CHAIRMAN	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	YES
GARY J. GOBERVILLE VICE PRESIDENT, HUMAN RESOURCES	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
DAVID W. ORAINOER CHAIRMAN OF THE BOARD	5500 WEST HOWARD STREET, SKOKIE, IL 60077-2699	CHAIRMAN
RICHARD H. HANTKE VICE PRESIDENT, DISTRIBUTION OPERATIONS	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
RICHARD L. KEYSER PRESIDENT & CHIEF EXECUTIVE OFFICER	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	YES
MICHAEL R. KIGHT VICE PRESIDENT AND GENERAL MANAGER, INTEGRATED SUPPLY	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
FRED E. LOEPP VICE PRESIDENT, PRODUCT LINE OPERATIONS	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
P. OODEN LOUX VICE PRESIDENT, FINANCE	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
MICHAEL G. MURRAY VICE PRESIDENT, ADMINISTRATIVE SERVICES	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
ROBERT D. PAPPANO VICE PRESIDENT, FINANCIAL REPORTING AND INVESTOR RELATIONS & ASSISTANT SECRETARY	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
RICHARD D. QUAST VICE PRESIDENT, REAL ESTATE	5500 WEST HOWARD STREET, SKOKIE, IL 60077-2699	
JOHN J. ROZWAT VICE PRESIDENT AND GENERAL MANAGER, DIRECT SALES	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
JAMES T. RYAN VICE PRESIDENT, INFORMATION SERVICES	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
JOHN A. SCHWEIG VICE PRESIDENT AND GENERAL MANAGER, DIRECT MARKETING	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
JOHN W. SLAYTON, JR. SENIOR VICE PRESIDENT, PRODUCT MANAGEMENT	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
PAUL J. WALLACE VICE PRESIDENT, FINANCIAL SERVICES	5500 WEST HOWARD STREET, SKOKIE, IL 60077-2699	
DOUGLAS E. WITT VICE PRESIDENT, NATIONAL ACCOUNTS	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
PHILIP M. WEST TREASURER	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
CHRISTOPHER J. BELLMORE ASSISTANT SECRETARY	5500 WEST HOWARD STREET, SKOKIE, IL 60077-2699	
KENNETH S. KIRSNER ASSISTANT SECRETARY	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
GEORGE R. BAKER	C/O WMS INDUSTRIES, INC., 3401 N. CALIFORNIA, CHICAGO, IL 60618	YES
ROBERT E. ELMERSON	1030 N. STATE STREET, APT. 22-K, CHICAGO, IL 60610	YES
WILBUR H. GANTZ	PATHOGENESIS CORP., 5215 OLD ORCHARD ROAD, SUITE 910, SKOKIE, IL 60077	YES
JOHN W. McCARTER JR.	BOOZ, ALLEN & HAMILTON, INC., 225 W. WACKER DRIVE -SUITE 1700, CHICAGO, IL 60606	YES
JAMES D. SLAVIK	MARK IV PROPERTIES INC., 19000 MAC ARTHUR BLVD., SUITE 610, IRVINE, CA 92715	YES
HAROLD B. SMITH, JR.	ILLINOIS TOOL WORKS INC., 3600 W. LAKE AVE., GLENVIEW, IL 60025	YES
FRED L. TURNER	1570 WOODALE AVE., DEERFIELD, IL 60015	YES
JANIECE S. WELB	MOTOROLA, INC. 1303 EAST ALOONQUIN ROAD, SCHAUMBURG, IL 60196	YES