

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

**FILED**

**May 13 1997 8:00am**  
 Cer **Secretary of State**

**PROFIT CORPORATION ANNUAL REPORT 1997**



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 60077-2620**

3. Date Incorporated or Qualified: **02/04/1942**  
 3a. Date of Last Report: **05/01/1996**  
 4. FEI Number: **36-1150280**  
 Applied For:  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. 199.03? Florida Statutes:  Yes  No

2. Principal Place of Business  
 21 Sulte, Apt. #, etc.  
 22 City & State  
 23 Zip  
 24 Country  
 25  
 2a. Mailing Address  
 26 Sulte, Apt. #, etc.  
 27 City & State  
 28 Zip  
 29 Country  
 30

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 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		
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>ELBERSON, ROBERT E</b>	
STREET ADDRESS	<b>1030 N. STATE SR.,APT 22-K</b>	
CITY-ST-ZIP	<b>CHICAGO IL</b>	
TITLE	<b>VS</b>	<input type="checkbox"/> DELETE
NAME	<b>BASLEY, JAMES M</b>	
STREET ADDRESS	<b>455 KNIGHTSBRIDGE PKWY</b>	
CITY-ST-ZIP	<b>LINCOLNSHIRE IL</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>PAPPANO, ROBERT D</b>	
STREET ADDRESS	<b>455 KNIGHTSBRIDGE PKWY</b>	
CITY-ST-ZIP	<b>LINCOLNSHIRE IL</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>BAKER, GEORGE R</b>	
STREET ADDRESS	<b>3401 N.CALIFORNIA</b>	
CITY-ST-ZIP	<b>CHICAGO IL</b>	
TITLE	<b>COB</b>	<input type="checkbox"/> DELETE
NAME	<b>GRAINGER, DAVID W</b>	
STREET ADDRESS	<b>5500 W HOWARD STREET</b>	
CITY-ST-ZIP	<b>SKOKIE, ILL 6</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>TURNER, FRED L.</b>	
STREET ADDRESS	<b>1570 WOODALE AVE</b>	
CITY-ST-ZIP	<b>DEERFIELD IL</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	<b>Turner, Fred L.</b>	
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: *[Signature]* DATE: **4/30/97** 947.082.2406

CR2E034 (9/96)

W.W. GRAINGER, INC.  
OFFICERS & DIRECTORS

NAME & TITLE	ADDRESS	BOARD MEMBER
RICK ADAMS PRESIDENT, PARTS COMPANY OF AMERICA	1657 SHERMER ROAD, NORTHBROOK, IL 60062-5362	
JAMES M. BAISLEY SENIOR VICE PRESIDENT, GENERAL COUNSEL & SECRETARY	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
DONALD E. BIBLINSKI SENIOR VICE PRESIDENT, MARKETING AND SALES	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
BARBARA M. CHILSON VICE PRESIDENT AND GENERAL MANAGER, PARTS COMPANY OF AMERICA	1657 SHERMER ROAD, NORTHBROOK, IL 60062-5362	
WESLEY M. CLARK SENIOR VICE PRESIDENT, OPERATIONS AND QUALITY	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
TIMOTHY M. FERRARELLI 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. GOBBRVILLE VICE PRESIDENT, HUMAN RESOURCES	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
DAVID W. GRAINGER CHAIRMAN OF THE BOARD	5500 WEST HOWARD STREET, SKOKIE, IL 60077-2699	CHAIRMAN
DENNIS JENSEN VICE PRESIDENT, FIELD OPERATIONS	333 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3639	
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 B. LOEPP VICE PRESIDENT, PRODUCT LINE OPERATIONS	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
P. OGDEN LOUX SENIOR VICE PRESIDENT, FINANCE AND CHIEF FINANCIAL OFFICER	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. SCHWIG VICE PRESIDENT, BUSINESS DEVELOPMENT AND GENERAL MANAGER, INTERNATIONAL	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
JOHN W. SLAYTON, JR. SENIOR VICE PRESIDENT, PRODUCT MANAGEMENT	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
JIM TENZILLO VICE PRESIDENT AND GENERAL MANAGER, DIRECT MARKETING	333 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3639	
PETE TORRENTI VICE PRESIDENT AND GENERAL MANAGER, INTEGRATED SUPPLY	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
PAUL J. WALLACE VICE PRESIDENT, FINANCIAL SERVICES	5500 WEST HOWARD STREET, SKOKIE, IL 60077-2699	
DOUGLAS B. 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. ELBERSON	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 CAPITAL, INC., 100 BAYVIEW CIRCLE, SUITE 4500, NEWPORT BEACH, CA 92660	YES
HAROLD B. SMITH, JR.	ILLINOIS TOOL WORKS INC., 3600 W. LAKE AVE., GLENVIEW, IL 60025	YES
FRED L. TURNER	1570 WOODLIF AVE., DEERFIELD, IL 60015	YES
JANECE S. WEBB	MOTOROLA, INC. 1303 EAST ALGONQUIN ROAD, SCHAUMBURG, IL 60196	YES