

Certified # P919985955
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May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/04/1942	
21	22	26	27	4. FEI Number 36-1150280	Applied For <input type="checkbox"/> Not Applicable
23. City & State		28. City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24. Zip		29. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
25. Country		30. Country		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ELBERSON, ROBERT E	1.2 NAME	
STREET ADDRESS	1030 N. STATE SR., APT 22-K	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	1.4 CITY-ST-ZIP	
TITLE	VS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAISLEY, JAMES M	2.2 NAME	
STREET ADDRESS	455 KNIGHTSBRIDGE PKWY	2.3 STREET ADDRESS	
CITY-ST-ZIP	LINCOLNSHIRE IL	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAPPANO, ROBERT D	3.2 NAME	
STREET ADDRESS	455 KNIGHTSBRIDGE PKWY	3.3 STREET ADDRESS	
CITY-ST-ZIP	LINCOLNSHIRE IL	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, GEORGE R	4.2 NAME	
STREET ADDRESS	3401 N.CALIFORNIA	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	4.4 CITY-ST-ZIP	
TITLE	COB <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRAINGER, DAVID W	5.2 NAME	
STREET ADDRESS	5500 W HOWARD STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	SKOKIE, ILL 6	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TURNER, FRED L	6.2 NAME	
STREET ADDRESS	1570 WOODALE AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD IL	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: *C.J. Bellmore* Assist. Sec. 4-30-98 847-982-3496

CR2E034 (1097)

W.W. GRAINGER, INC.
OFFICERS & DIRECTORS

NAME & TITLE	ADDRESS	BOARD MEMBERS
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. BIELINSKI GROUP PRESIDENT	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
BARBARA M. CHILSON VICE PRESIDENT AND GENERAL MANAGER, INTERNET COMMERCE	1657 SHERMER ROAD, NORTHBROOK, IL 60062-5362	
WESLEY M. CLARK GROUP PRESIDENT	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
DOUG CUMMING PRESIDENT, ACKLANDS-GRAINGER, INC.	11708 167th STREET, EDMONTON, ALBERTA CANADA T5M3Z2	
TIMOTHY M. FERRARELL VICE PRESIDENT, MARKETING COMMUNICATIONS	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
IRB 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. GRAINGER SENIOR CHAIRMAN OF THE BOARD	5500 WEST HOWARD STREET, SKOKIE, IL 60077-2699	YES
DENNIS JENSEN VICE PRESIDENT, FIELD OPERATIONS	333 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3639	
RICHARD L. KEYSER PRESIDENT, CHIEF EXECUTIVE OFFICER, CHAIRMAN OF THE BOARD	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	YES
MICHAEL R. KIGHT VICE PRESIDENT AND GENERAL MANAGER, CUSTOM SOLUTIONS BUSINESS	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
FRED B. LOBPP 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	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, BUSINESS DEVELOPMENT AND GENERAL MANAGER, INTERNATIONAL	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
JOHN W. SLAYTON, JR. SENIOR VICE PRESIDENT, SUPPLY CHAIN MANAGEMENT	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
JIM TENZILLO VICE PRESIDENT AND GENERAL MANAGER, DIRECT MARKETING	333 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3639	
ROBERT A. THRUSH VICE PRESIDENT, PRODUCT MANAGEMENT	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	
PHILIP M. WEST VICE PRESIDENT, 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	YES
JAMES D. SLAVIK	MARK IV CAPITAL, INC., 100 BAYVIEW CIRCLE, SUITE 4500, NEWPORT BEACH, CA	YES
HAROLD B. SMITH, JR.	ILLINOIS TOOL WORKS INC., 3600 W. LAKE AVE., GLENVIEW, IL 60025	YES
FRED L. TURNER	1570 WOODALE AVB., DEERFIELD, IL 60015	YES
JANICE S. WEBB	MOTOROLA, INC. 1303 EAST ALGONQUIN ROAD, SCHAUMBURG, IL 60196	YES