

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

CEF

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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90042 008 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 805459

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**



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
02/04/1942

2. Principal Place of Business
 21
 Suite, Apt. #, etc.
 22
 City & State
 23
 Zip Country
 24

2a. Mailing Address
 26
 Suite, Apt. #, etc.
 27
 City & State
 28
 Zip Country
 29

4. FEI Number
36-1150280
 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 owes the current year Intangible Personal Property Tax. 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 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	D <input type="checkbox"/> DELETE
NAME	ELBERSON, ROBERT E
STREET ADDRESS	1030 N. STATE SR., APT 22-K
CITY-ST-ZIP	CHICAGO IL
TITLE	VS <input type="checkbox"/> DELETE
NAME	BAISLEY, JAMES M
STREET ADDRESS	455 KNIGHTSBRIDGE PKWY
CITY-ST-ZIP	LINCOLNSHIRE IL
TITLE	V <input type="checkbox"/> DELETE
NAME	PAPPANO, ROBERT D
STREET ADDRESS	455 KNIGHTSBRIDGE PKWY
CITY-ST-ZIP	LINCOLNSHIRE IL
TITLE	D <input type="checkbox"/> DELETE
NAME	BAKER, GEORGE R
STREET ADDRESS	3401 N.CALIFORNIA
CITY-ST-ZIP	CHICAGO 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 type="checkbox"/> DELETE
NAME	TURNER, FRED L
STREET ADDRESS	1570 WOODALE AVE
CITY-ST-ZIP	DEERFIELD IL

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 type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: *[Signature]* **C. J. Bellmore**
 Assistant Secretary 4-29-99 847-982-3496

CR2E034 (11/98)

W.W. GRAINGER, INC.
OFFICERS & DIRECTORS

545 570 40042-8
Doc# 805459

NAME & TITLE	ADDRESS	BOARD MEMBERS
RICK ADAMS VICE PRESIDENT, LOGISTICS	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	1657 SHERMER ROAD, NORTHBROOK, IL 60062-5362	
WESLEY M. CLARK GROUP PRESIDENT	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
TIMOTHY M. FERRARELL VICE PRESIDENT, BUSINESS DEVELOPMENT AND QUALITY	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. GRAINGER SENIOR CHAIRMAN OF THE BOARD	5500 WEST HOWARD STREET, SKOKIE, IL 60077-2699	YES
DANIEL M. HAMBURGER VICE PRESIDENT	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
DENNIS JENSEN VICE PRESIDENT	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	455 KNIGHTSBRIDGE PARKWAY, LINCOLNSHIRE, IL 60069-3620	
FRED E. LOEPP VICE PRESIDENT, PRODUCT MANAGEMENT	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	
BEN RANDAZZO VICE PRESIDENT, GENERAL MANAGER, MEXICO AND PUERTO RICO	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	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, MARKETING DEVELOPMENT AND PLANNING	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	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 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 WOODALE AVE., DEERFIELD, IL 60015	YES
JANIECE S. WEBB	MOTOROLA, INC. 1303 EAST ALGONQUIN ROAD, SCHAUMBURG, IL 60196	YES