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Jan 27 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 805824 (0)

1. Corporation Name
N L INDUSTRIES, INC.



Principal Place of Business: **16825 NORTHCASE DR SUITE 1200 HOUSTON TX 77060 US**
 Mailing Address: **16825 NORTHCASE DR SUITE 1200 HOUSTON TX 77060-8004 US**

3. Date Incorporated or Qualified: **09/29/1944**
 3a. Date of Last Report: **06/05/1996**
 4. FEI Number: **13-5267260**
 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. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 Section 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

| | | |
|----------------|--------------------------------------|---------------------------------|
| TITLE | VSG | <input type="checkbox"/> DELETE |
| NAME | GARTEN, DAVID | |
| STREET ADDRESS | 16825 NORTHCASE DR SUITE 1200 | |
| CITY- ST- ZIP | HOUSTON TX | |
| TITLE | CD | <input type="checkbox"/> DELETE |
| NAME | SIMMONS, HAROLD C. | |
| STREET ADDRESS | 3 LINCOLN CENTER | |
| CITY- ST- ZIP | DALLAS TX | |
| TITLE | COP | <input type="checkbox"/> DELETE |
| NAME | MARTIN, J.L. | |
| STREET ADDRESS | 16825 NORTHCASE DR SUITE 1200 | |
| CITY- ST- ZIP | HOUSTON TX | |
| TITLE | VC | <input type="checkbox"/> DELETE |
| NAME | NEWKIRK, DENNIS | |
| STREET ADDRESS | 16825 NORTHCASE DR SUITE 1200 | |
| CITY- ST- ZIP | HOUSTON TX | |
| TITLE | T | <input type="checkbox"/> DELETE |
| NAME | ALDERTON, S.E. | |
| STREET ADDRESS | 70 E 55TH ST 11TH FLOOR | |
| CITY- ST- ZIP | NEW YORK, NY 00000 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | SIMMONS, G.R. | |
| STREET ADDRESS | 3 LINCOLN CENTER | |
| CITY- ST- ZIP | DALLAS TX | |

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 type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 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: *Sandra B. Mortham* 1/17/97 281/423-3300
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: *Sandra B. Mortham, Assistant Secretary*
 U.S. Daytime Phone #

CR2E034 (9/96)

NL INDUSTRIES, INC.

OFFICERS

| <u>NAME</u> | <u>ADDRESS</u> |
|---|---|
| J. Landis Martin President & Chief Executive Officer | 16825 Northchase Dr., Suite 1200 Houston, TX 77060 |
| Lawrence A. Wigdor Executive Vice President | Wyckoffs Mill Rd. Hightstown, NJ 08520 |
| Joseph S. Compofelice Vice President & Chief Financial Officer | 16825 Northchase Dr., Suite 1200 Houston, TX 77060 |
| Susan E. Alderton Vice President & Treasurer | 70 E. 55th St., 8th Floor New York, NY 10022 |
| David B. Garten Vice President, Secretary and General Counsel | 16825 Northchase Dr., Suite 1200 Houston, TX 77060 |
| Dennis G. Newkirk Vice President & Controller | 16825 Northchase Dr., Suite 1200 Houston, TX 77060 |
| Steven L. Watson Assistant Secretary | 5430 LBJ Freeway, Suite 1700 Dallas, TX 75240 |
| Lourdes T. Hernandez Assistant Secretary | 16825 Northchase Dr., Suite 1200 Houston, TX 77060 |
| Robert D. Hardy Assistant Treasurer | 16825 Northchase Dr., Suite 1200 Houston, TX 77060 |

Revised: 5/8/96