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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # 840294 (3)

1. Corporation Name

THE BABCOCK & WILCOX COMPANY



Principal Place of Business

P O BOX 61038
1450 POYDRAS ST
NEW ORLEANS LA 70161
US

Mailing Address

P O BOX 61038
1450 POYDRAS ST
NEW ORLEANS FL 70161
US

3. Date Incorporated or Qualified

03/24/1978

3a. Date of Last Report

04/20/1995

2. Principal Place of Business

2a. Mailing Address

21

Suite Apt. #, etc.

25

Suite Apt. #, etc.

22

City & State

27

City & State

23

Zip

Country

28

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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)

SEE ATTACHED LISTING

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

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CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

T
JOLLIFF, R A
1450 POYDRAS ST
NEW ORLEANS FL

CD
HOWSON, R.E.
1450 POYDRAS ST
NEW ORLEANS LA

VD
HATTOX, B.A.
1450 POYDRAS ST
NEW ORLEANS LA

VSD
PURTELL, LR
1450 POYDRAS ST
NEW ORLEANS LA

V
HENZLER, TA
1450 POYDRAS ST
NEW ORLEANS LA

PO
STEWART, J. J.
20 S. VAN BUREN AVE.
BARBERTON OH

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

801 N ELDRIDGE STREET
HOUSTON TX 77079

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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

T.A. HENZLER
V.P., -TAX ADMIN
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/25/96

Date

(504) 587-4411

Daytime Phone #

CR2E034 (12/95)

**OFFICERS AND DIRECTORS LISTING OF
THE BABCOCK & WILCOX COMPANY**

Officers

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
R.E. Howson Chairman of the Board & Chief Executive Officer	1450 Poydras Street New Orleans, LA 70112	One River Place Suite 10C/D #3 Poydras Street New Orleans, LA 70130
W.E. Boomer President, Babcock & Wilcox Power Generation Group	20 S. Van Buren Avenue Barberton, OH 44203	593 Pine Point Drive Akron, OH 44333
J.J. Stewart President, Babcock & Wilcox Government Group	20 S. Van Buren Avenue Barberton, OH 44203	137 E. Fairlawn Blvd Akron, OH 44313
B.A. Hattox Executive Vice President and Chief Financial Officer	801 N. Eldridge Street Houston, TX 77079	19206 Hanston Court Houston, TX 77094
R.E. Woolbert Executive Vice President and Chief Administrative Officer	1450 Poydras Street New Orleans, LA 70112	7466 Jade Street New Orleans, LA 70124
E.O. Hooker Senior Vice President and Group Executive	Mt. Athos Rd.-Rt. 726 Lynchburg, VA 24501	1601 Langhorne Road Lynchburg, VA 24503
P.P. Koenderman Senior Vice President and Group Executive	20 S. Van Buren Avenue Barberton, OH 44203	3734 North Shore Drive Akron, OH 44333
E.A. Womack, Jr. Senior Vice President and Chief Technical Officer	1450 Poydras Street New Orleans, 70112	7412 Jade Street New Orleans, LA 70124
P.E. Ralston Vice President and Group Executive	20 S. Van Buren Avenue Barberton, OH 44203	259 Summit Street Wadsworth, OH 44281
D.R. Gaubert Vice President, Finance and Controller	1450 Poydras Street New Orleans, LA 70112	18 Muirfield Place New Orleans, LA 70131
J.A. Conner, Jr. Vice President and General Manager	Mt. Athos Rd. - Rt. 726 Lynchburg, VA 24501	Rt. 2, Box 484 Lynchburg, VA 24522
W.M. Farrell, Jr. Vice President and General Manager	20 S. Van Buren Avenue Barberton, OH 44203	5626 Foxchase Avenue, NW Canton, OH 44718

Pg 294

NAMEBUSINESS ADDRESSRESIDENCE ADDRESS

R.D. Pummell
Vice President and General Manager

J.R. Woolsey
Vice President and General Manager

F.C. Allen, Jr.
Vice President

G.J. Clessuras
Vice President

T.A. Henzler
Vice President-Tax Administration

J.D. Krueger
Vice President

J.E. Pollock
Vice President

J.M. Rackley
Vice President

J. Ruckert, Jr.
Vice President

R.A. Jolliff
Treasurer

J.W. Brombacher
Assistant Treasurer

J.M. Arnold
Assistant Secretary

T.L. Harnden
Assistant Secretary

J.S. Tsai
Assistant Secretary

S.W. Murphy
Acting Secretary

R.E. Stumpf
Assistant Secretary

20 S. Van Buren Avenue
Barberton, OH 44203

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Barberton, OH 44203

1450 Poydras Street
New Orleans, LA 70112

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Barberton, OH 44203

1450 Poydras Street
New Orleans, LA 70112

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New Orleans, LA 70112

20 S. Van Buren Avenue
Barberton, OH 44203

1562 Beeson Street
Alliance, OH 44601

1450 Poydras Street
New Orleans, LA 70112

1450 Poydras Street
New Orleans, LA 70112

1450 Poydras Street
New Orleans, LA 70112

20 S. Van Buren Avenue
Barberton, OH 44203

1450 Poydras Street
New Orleans, LA 70112

1450 Poydras Street
New Orleans, LA 70112

1450 Poydras Street
New Orleans, LA 70112

4845 Earls court Circle, NW
Canton, OH 44718

413 Church Street
Doylestown, OH 44230

855 E. Scenic Drive
Pass Christian, MS 39571

30 Wellgate
Hudson, OH 44236

26 Belle Grove Drive
Destrehan, LA 70047

2409 Chelsea Drive
New Orleans, LA 70131

1721 Rock Hill Lane
Akron, OH 44313

1870 Federal Avenue
Alliance, OH 44601

6215 Clara Street
New Orleans, LA 70118

3 Patricia Court
Luling, LA 70070

121 N. Livingston Place
Metairie, LA 70005

2709 Comet Street
New Orleans, LA 70131

640 Austin Drive
Barberton, OH 44203

6477 Louis XIV Street
New Orleans, LA 70124

201 Nicholson Avenue
Waveland, MS 39576

2710 Valentine Court
New Orleans, LA 70131

pg 384

NAME

J. Tusa, Jr.
Assistant Controller

DIRECTOR

R.E. Howson, Chairman

B.A. Hattox

H:\WPDOCS\OLISTS\HW
Revised: 04/15/96

BUSINESS ADDRESS

1450 Poydras Street
New Orleans, LA 70112

1450 Poydras Street
New Orleans, LA 70112

801 N. Eldridge Street
Houston, TX 77079

RESIDENCE ADDRESS

526 Madison Street, Apt 9
New Orleans, LA 70116

One River Place
Suite 10C/D
#3 Poydras Street
New Orleans, LA 70130

19206 Hanston Court
Houston, TX 77094

PS 4874