

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

FILED
Feb 02 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998
 FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS



DOCUMENT # 857318 (0)
 1. Corporation Name
BINDLEY WESTERN INDUSTRIES, INC.



Principal Place of Business: 4212 W. 71ST ST INDIANAPOLIS IN 46268
 Mailing Address: 4212 W. 71ST ST INDIANAPOLIS IN 46268

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 08/04/1983
 4. FEI Number: 84-0601662 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 or has paid the current year intangible Personal Property Tax due June 30: Yes No

9. Name and Address of Current Registered Agent: LAPORTE, GARY, 2600 TITAN ROW, ORLANDO FL 32809
 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: FL

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)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD BINDLEY, WILLIAM E. (CHRMN)	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	4212 W. 71ST ST INDIANAPOLIS IN	1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VS D MCCORMICK, MICHAEL D.	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	4212 W 71ST ST. INDIANAPOLIS IN	2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D BURKS, KEITH W	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	4212 WEST 71ST STREET INDIANAPOLIS IN	3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	D HARRIS, SETH B	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	80107 BAVARIA ROAD MACEDONIA OH	4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D WILLIAM F. BINDLEY II	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	27801 WINDING WAY MALIBU CA	5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	DCFO SALENTINE, THOMAS J	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	4212 WEST 71ST STREET INDIANAPOLIS IN	6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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)(f), 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: *Michael D. McConville* 1/23/98 317/248-9900

CR2E034 (10/97)

BWI BOARD OF DIRECTORS

NAME	TITLE	BUSINESS ADDRESS	HOME ADDRESS	SS#	DATE OF BIRTH
William E. Bindley	Chairman, CEO, President	Bindley Western Industries, Inc. 10333 North Meridian Street, Ste. 300 Indianapolis, IN 46290	1390 Regal Drive Carmel, IN 46032	308-88-2140	10-06-40
William F. Bindley II	Director	Heartland Films, Inc. 24955 Pacific Coast Highway #301 Malibu, CA 90265	27801 Winding Way Malibu, CA 90265	313-72-3212	04-06-62
Keith W. Burks	Director	Bindley Western Industries, Inc. 10333 North Meridian Street, Ste. 300 Indianapolis, IN 46290	10401 High Grove Carmel, IN 46032	312-62-2514	12-19-57
Seth B. Harris	Director	Frieder The Source 20401 Fargo Road Bedford Heights, OH 44146	3467 Kersdale Road Pepper Pike, OH 44124	296-30-3656	02-10-40
Robert L. Koch, II	Director	George Koch Sons, Inc. 10 South 11th Avenue Evansville, IN 47744	4120 Mulberry Place Evansville, IN 47715	305-86-8818	01-06-39
Michael D. McCormick	Director Executive V.P. General Counsel	Bindley Western Industries, Inc. 10333 North Meridian Street, Ste. 300 Indianapolis, IN 46290	11905 E. County Road 500 S. Zionsville, IN 46077	317-48-9013	08-18-48
John Timothy McGinley	Director	House Investments 10401 N. Meridian Street, Ste. 275 Indianapolis, IN 46290	427 Tulip Poplar Crest Carmel, IN 46032	311-40-4277	04-27-40
James K. Risk, III	Director	Kirby Risk Supply Co., Inc. Sagamore Parkway North P. O. Box 5089 Lafayette, IN 47903	2113 South Sixth Street Lafayette, IN 47905	305-42-5487	10-04-41
Thomas J. Salentine	Director Exec. V.P. C.F.O.	Bindley Western Industries, Inc. 10333 North Meridian Street, Ste. 300 Indianapolis, IN 46290	13540 Brentwood Lane Carmel, IN 46033	397-36-7231	08-08-39
Kenneth Clay Smith	Director	Underwood Machinery Transport, Inc. 940 W. Troy Avenue Indianapolis, IN 46206	3318 Bay Road S. Drive Indianapolis, IN 46240	315-36-1811	09-29-37
Dr. Carolyn Y. Woo	Director	Dean, College of Business Administration University of Notre Dame Notre Dame, IN 46556-0399	3610 Sullivan Ersikine Manor South Bend, IN 46614	306-70-8515	04-19-54

BWI OFFICERS

Name	Title	Home	SS #	Date of Birth	Drivers Lic. No.
Gregory S. Beyerl (317) 298-9890	Vice President & Controller	188 Lansdowne Noblesville, IN 46060	304-66-2694	02/19/58	IN 8923-04-5632
William E. Bindley (317) 298-9890	Chairman, CEO, President	1330 Regal Drive Carmel, IN 46032	308-38-2149	10/06/40	IN 8944-88-3839
Keith W. Burks (317) 298-9890	Executive Vice President	10401 High Grove Carmel, IN 46032	312-62-2514	12/19/57	IN 8919-15-5065
Michael D. McCormick (317) 298-9890	Executive Vice President General Counsel & Secretary	11905 E. County Road 500 S. Zionsville, IN 46077	317-48-9013	03/18/48	IN 8914-22-7679
Thomas J. Salentine (317) 298-9890	Executive Vice President and CFO	13540 Brentwood Lane Carmel, IN 46033	397-36-7231	08/08/39	IN 8906-10-9611
Michael L. Shinn (317) 298-9890	Treasurer	7543 Pinesprings E. Drive Indianapolis, IN 46256	311-58-5204	01/20/54	IN 8918-57-8333

Bindley, Burks, McCormick, and Salentine are at 10333 N. Meridian, Ste. 300, Indianapolis, IN 46290.

G. Beyerl and M. Shinn are at 4212 West 71st Street, Indianapolis, IN 46268