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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 857318

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

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26	8909 Purdue Road	08/04/1983	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
				84-0601662	
22. City & State		27. City & State		5. Certificate of Status Desired	
23. Indianapolis, IN		28. Indianapolis, IN		<input type="checkbox"/> \$8.75 Additional Fee Required	
24. Zip		29. 46268		6. Election Campaign Financing	
25. Country		30. USA		<input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes the current year Intangible Personal Property Tax.	
				<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
LAPORTE, GARY 2800 TITAN ROW ORLANDO FL 32809				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) DATE _____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PCD	<input type="checkbox"/> DELETE	1.1 TITLE	CEO & Chairman	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BINDLEY, WILLIAM E. (CHRMN)		1.2 NAME	Bindley, William E.	
STREET ADDRESS	4212 W. 71ST ST		1.3 STREET ADDRESS	8909 Purdue Rd,	
CITY-ST-ZIP	INDIANAPOLIS IN		1.4 CITY-ST-ZIP	Indianapolis, IN 46268	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	VSD	<input type="checkbox"/> DELETE	2.1 TITLE	8909 Purdue Rd.	
NAME	MCCORMICK, MICHAEL D.		2.2 NAME	Indianapolis, IN 46268	
STREET ADDRESS	4212 W 71ST ST.		2.3 STREET ADDRESS		
CITY-ST-ZIP	INDIANAPOLIS IN		2.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURKS, KEITH W		3.2 NAME	8909 Purdue Rd.	
STREET ADDRESS	4212 WEST 71ST STREET		3.3 STREET ADDRESS	Indianapolis, IN 46268	
CITY-ST-ZIP	INDIANAPOLIS IN		3.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARRIS, SETH B		4.2 NAME		
STREET ADDRESS	80107 BAVARIA ROAD		4.3 STREET ADDRESS		
CITY-ST-ZIP	MACEDONIA OH		4.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAM F. BINDLEY II		5.2 NAME		
STREET ADDRESS	27801 WINDING WAY		5.3 STREET ADDRESS		
CITY-ST-ZIP	MALIBU CA		5.4 CITY-ST-ZIP		
TITLE	DCFO	<input type="checkbox"/> DELETE	6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SALENTINE, THOMAS J		6.2 NAME	8909 Purdue Rd.	
STREET ADDRESS	4212 WEST 71ST STREET		6.3 STREET ADDRESS	Indianapolis, In 46268	
CITY-ST-ZIP	INDIANAPOLIS IN		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: *Michael D. Salentine* SIGNATURE REQUIRED & Gen. Counsel 1/18/99 (317) 704-4000

247330-90056-7
857318

BWI OFFICERS

Name	Title	Home	SS #	Date of Birth	Drivers Lic. No.
Gregory S. Beyert (317) 704-4000	Vice President & Controller	188 Lansdowne Noblesville, IN 46060	304-66-2694	02/19/58	IN 8923-04-5632
William E. Bindley (317) 704-4000	Chairman, CEO, President	1330 Regal Drive Carmel, IN 46032	308-38-2149	10/06/40	IN 8944-88-3839
Keith W. Burks (317) 704-4000	Executive Vice President	10401 High Grove Carmel, IN 46032	312-62-2514	12/19/57	IN 8919-15-5065
Michael D. McCormick (317) 704-4000	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) 704-4000	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) 704-4000	Treasurer	7543 Pinesprings E. Drive Indianapolis, IN 46256	311-58-5204	01/20/54	IN 8918-57-8333

All officers are located at 8909 Purdue Road, Indianapolis, IN 46268

247330-90050-7
857318

BWI BOARD OF DIRECTORS

NAME	TITLE	BUSINESS ADDRESS	HOME ADDRESS	SS#	DATE OF BIRTH
William E. Bindley 317-704-4000 317-704-4612 - Fax	Chairman, CEO, President	Bindley Western Industries, Inc. 8909 Purdue Road Indianapolis, IN 46268	1330 Regal Drive Carmel, IN 46032	308-38-2149	10-06-40
William F. Bindley II 310-317-4311 310-317-4314 - Fax	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 317-704-4000 317-704-4613 - Fax	Director	Bindley Western Industries, Inc. 8909 Purdue Road Indianapolis, IN 46268	10401 High Grove Carmel, IN 46032	312-62-2514	12-19-57
Seth B. Harris 216-464-5000 ext. 210 216-896-0550 - Fax	Director	Frieder The Source 26401 Fargo Road Bedford Heights, OH 44146	3467 Kersdale Road Pepper Pike, OH 44124	296-30-3656	02-10-40
Robert L. Koch, II 812-465-9869 812-465-9613 - Fax	Director	George Koch Sons, Inc. 10 South 11th Avenue Evansville, IN 47744	4120 Mulberry Place Evansville, IN 47715	305-36-3318	01-06-39
Michael D. McCormick 317-704-4000 317-704-4603 - Fax	Director Executive V.P. General Counsel	Bindley Western Industries, Inc. 8909 Purdue Road Indianapolis, IN 46268	11905 E. County Road 500 S. Zionsville, IN 46077	317-48-9013	03-18-48
J. Timothy McGintley 580-2539 580-2545 - Fax	Director	House Investments 10401 N. Meridian Street, Ste. 275 Indianapolis, IN 46268	427 Tulip Poplar Crest Carmel, IN 46032	311-40-4277	04-27-40
James K. Risk, III 765-448-4567 765-449-4649 - Fax	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 317-704-4000 317-704-4603 - Fax	Director Exec. V.P. C.F.O.	Bindley Western Industries, Inc. 8909 Purdue Road Indianapolis, IN 46268	13540 Brentwood Lane Carmel, IN 46033	397-36-7231	08-08-39
K. Clay Smith 783-9235 782-2769 - Fax	Director	Underwood Machinery Transport, Inc. 940 W. Troy Avenue Indianapolis, IN 46206	3318 Bay Road S. Drive Indianapolis, IN 46240	315-36-1811	08-29-37
Dr. Carolyn Y. Woo 219-631-9791 219-631-4825 - Fax	Director	Dean, College of Business Administration University of Notre Dame Notre Dame, IN 46556-0399	3610 Sullivan Erskine Manor South Bend, IN 46614	306-70-8515	04-19-54