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**Apr 29 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 # F94000004538 (4)

1. Corporation Name
NALCO/EXXON ENERGY CHEMICALS, INC.



Principal Place of Business: **7701 HWY 90-A SUGAR LAND TX 77478 US**
Mailing Address: **7701 HWY 90-A SUGAR LAND TX 77478-2121 US**

3. Date Incorporated or Qualified: **08/31/1994** 3a. Date of Last Report: **04/24/1996**
4. FEI Number: **76-0444292** 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: 2a. Mailing Address
21. Suite, Apt. #, etc. 26. 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

**C T CORPORATION SYSTEM
1200 SOUTH 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: _____ (NOTE: Registered Agent signature required when re-instating) DATE: _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D	<input type="checkbox"/> DELETE
NAME	WEEBER, W S	
STREET ADDRESS	ONE NALCO CENTER	
CITY- ST- ZIP	NAPERVILLE IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HUMPHREYS, RICHARD F	
STREET ADDRESS	7701 HWY 90-A	
CITY- ST- ZIP	SUGAR LAND TX	
TITLE	S	<input type="checkbox"/> DELETE
NAME	NEWTON, J M	
STREET ADDRESS	ONE NALCO CENTER	
CITY- ST- ZIP	NAPERVILLE IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BUCHHOLZ, WILLIAM E.	
STREET ADDRESS	ONE NALCO CENTER	
CITY- ST- ZIP	NAPERVILLE IL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		

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:

Michael Newton

Michael Newton

04/23/97

(630) 305-1294

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Florida #

CR2E034 (9/96)

04/23/97

ACTIVE LIST OF OFFICERS AND DIRECTORS

NALCO/EXXON ENERGY CHEMICALS, INC.

Directors

W. E. Buchholz
M. B. Harp Jr.
R. F. Humphreys
J. R. Lowe
G. A. Rizzo
W. S. Weeber

Officers

J. R. Sutley

Title

Chief Executive Officer
President

N. E. Odam

Senior Vice President

J. A. Shubert

Senior Vice President

H. Bleier

Vice President

D. W. Detwiler

Vice President

M. C. Gibson

Vice President

M. R. Smith

Vice President

D. J. Blair

Vice President, Finance

Treasurer

M. J. Newton

Secretary

D. J. Blair

Assistant Secretary

C. J. Holderness

Assistant Treasurer

W. G. Marshall

Assistant Treasurer