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FILED
May 12 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 # F96000002868 (5)

1. Corporation Name

NORTH AMERICAN CHEMICAL COMPANY

Principal Place of Business

8300 COLLEGE BLVD.
OVERLAND PARK KS 66210

Mailing Address

8300 COLLEGE BLVD.
OVERLAND PARK KS 66210-1841

2. Principal Place of Business

21 Suite, Apt. #, etc.
22 City & State
23 Zip

2a. Mailing Address

26 Suite, Apt. #, etc.
27 City & State
28 Zip

Country

Country

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

3. Date Incorporated or Qualified

06/10/1996

3a. Date of Last Report

4. FEI Number

13-3579263

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

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

Signature, typed or printed name of registered agent and title, if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY, ST, ZIP

COO
BOYCE, MICHAEL R
8300 COLLEGE BLVD.
OVERLAND PARK KS 66210

TITLE NAME STREET ADDRESS CITY, ST, ZIP

P
HOLT, WILLIAM S
8300 COLLEGE BLVD.
OVERLAND PARK KS 66210

TITLE NAME STREET ADDRESS CITY, ST, ZIP

VCFO
DE TERESI, EMANUEL J
399 PARK AVE., 32ND FL.
NEW YORK NY 10022

TITLE NAME STREET ADDRESS CITY, ST, ZIP

V
HUANG, JACOB C
13068 MAIN ST
TRONA CA 93562

TITLE NAME STREET ADDRESS CITY, ST, ZIP

VS
KILPATRICK, DONALD G
399 PARK AVE., 32ND FL.
NEW YORK NY 10022

TITLE NAME STREET ADDRESS CITY, ST, ZIP

V
MOAK, CARL F
13217 MAIN ST.
TRONA CA 93562

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

SEE ATTACHED

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/25/97

Daytime Phone: 8

CR2E034 (9/96)

NORTH AMERICAN CHEMICAL COMPANY OFFICERS AND DIRECTOR

OFFICERS	NAME	ADDRESS
Chief Operating Officer	Michael R. Boyce	8300 College Boulevard Overland Park, Kansas 66210
President	John F. Tancredi	8300 College Boulevard Overland Park, Kansas 66210
Vice President and Chief Financial Officer	Emanuel J. Di Teresi	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President and Assistant Secretary	Richard J. Donahue	399 Park Avenue - 32nd Floor New York, New York 10022
Senior Vice President/Technology and Development	Jacob C. Huang	13200 Main Street Trona, California 93562
Vice President, Secretary and General Counsel	Donald G. Kilpatrick	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President/Operations	Carl F. Moak	62090 First Street Trona, California 93562
Vice President, Treasurer and Assistant Secretary	Richard J. Nick	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President and Controller	Gerald A. Gasparovich	8300 College Boulevard Overland Park, Kansas 66210
Vice President/ Human Resources	William J. Slohko, Jr.	8300 College Boulevard Overland Park, Kansas 66210
Vice President/Sales and Marketing	John E. Crick	8300 College Boulevard Overland Park, Kansas 66210
Vice President, Assistant Secretary and Associate General Counsel	Matthew J. Dowd	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President, Assistant Secretary and Assistant Treasurer	Susan E. Day	8300 College Boulevard Overland Park, Kansas 66210
Assistant Secretary	Phillip M. Burright	8300 College Boulevard Overland Park, Kansas 66210
DIRECTOR	NAME	ADDRESS
Director	Donald G. Kilpatrick	399 Park Avenue - 32nd Floor New York, New York 10022