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FILED

May 02 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 # P05198

(7)

1. Corporation Name  
WITCO CORPORATION

Principal Place of Business

ONE AMERICAN LANE  
GREENWICH CT 06831  
US

Mailing Address

ONE AMERICAN LANE  
GREENWICH CT 06831-2560  
US



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

3. Date Incorporated or Qualified

03/05/1985

3a. Date of Last Report

04/23/1996

4. FEI Number

13-1870000

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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM  
1200 S. 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

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	CD	<input checked="" type="checkbox"/> DELETE
NAME	TOLLER, WILLIAM R	
STREET ADDRESS	ONE AMERICAN LANE	
CITY-ST-ZIP	GREENWICH CT	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	MAHONEY, WILLIAM	
STREET ADDRESS	ONE AMERICAN LANE	
CITY-ST-ZIP	GREENWICH CT	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	DUSTIN, MCCOY	
STREET ADDRESS	ONE AMERICAN LANE	
CITY-ST-ZIP	GREENWICH CT	
TITLE	GVP	<input checked="" type="checkbox"/> DELETE
NAME	FULLWOOD, MICHAEL	
STREET ADDRESS	ONE AMERICAN LANE	
CITY-ST-ZIP	GREENWICH CT	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	RUTLEDGE, JAMES M	
STREET ADDRESS	ONE AMERICAN LANE	
CITY-ST-ZIP	GREENWICH CT	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ANTHONY, NICHOLAS	
STREET ADDRESS	ONE AMERICAN LANE	
CITY-ST-ZIP	GREENWICH CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	E. GARY COOK	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	SVP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	GARY KATZ	
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	SVP, CFO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	DAN DEFRANCESCO	
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:

*N. Anthony*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Asst. Secretary 4/22/97 203-552-3155  
Date Daytime Phone #

CR2E034 (9/96)

**WITCO CORPORATION**

**LIST OF OFFICERS AND DIRECTORS**

**as of: December 31, 1996**

<b><u>Name</u></b>	<b><u>Title</u></b>
E. Gary Cook	Chairman of the Board President and CEO
Camillo J. DiFrancesco	Senior Vice President and Chief Financial Officer
Dustan E. McCoy	Senior Vice President General Counsel and Corporate Secretary
Gerald Katz	Senior Vice President
Roger L. Sharp	Senior Vice President
Nirmal Jain	Group Vice President
Georg Urban	Group Vice President
David Verner	Group Vice President
Yuan-Hu Liu	Group Vice President
Peter Loewrigkeit	Group Vice President
Frederick A. Shinnars	Group Vice President
Peter J. Biancotti	Vice President; Controller
Clifford E. Montgomery	Vice President
Bruce G. Davis	Vice President
Ronald E. Edelstein	Vice President and CIO
Eric R. Myers	Group Vice President
James M. Rutledge	Vice President; Treasurer
Donald E. Weinberg	Vice President

## Witco Corporation, List of Officers and Directors (continued)

<u>Name</u>	<u>Title</u>
Nicholas A. Anthony	Assistant Secretary
Geraldine J. Eustace	Assistant Secretary
Simeon Brinberg	Director
William G. Burns	Director
William R. Grant	Director
Richard M. Hayden	Director
Harry G. Hohn	Director
Dan J. Samuel	Director
Bruce F. Wesson	Director
William Wishnick	Director
E. Gary Cook	Director
Bruce R. Bond	Director - Effective 4/23/97