

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

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Mar 05 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 # P11844 (8)
1. Corporation Name: VAN WATERS & ROGERS INC.



Principal Place of Business: 6100 CARILLON POINT, KIRKLAND WA 98033, US
Mailing Address: P O BOX 34325, SEATTLE WA 98124-1325, US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		10/20/1986	03/18/1996
22		27		4. FEI Number	Applied For
23		28		91-1347935	Not Applicable
24		29		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		30		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 <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			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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	P <input type="checkbox"/> DELETE	11 TITLE	P/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOUGH, PAUL	12 NAME	
STREET ADDRESS	6100 CAR	13 STREET ADDRESS	
CITY-ST-ZIP	KIRKLAND WA	14 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HECKENBERG, BRUCE	2.2 NAME	
STREET ADDRESS	6100 CARILLON PT	2.3 STREET ADDRESS	
CITY-ST-ZIP	KIRKLAND WA	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CATES, BEVAN A.	3.2 NAME	
STREET ADDRESS	6100 CARILLON PT	3.3 STREET ADDRESS	
CITY-ST-ZIP	KIRKLAND WA	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	V/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUTLER, WILLIAM, A	4.2 NAME	
STREET ADDRESS	6100 CARILLON PT	4.3 STREET ADDRESS	
CITY-ST-ZIP	KIRKLAND WA	4.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	5.1 TITLE	V/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRUITT, GARY E.	5.2 NAME	
STREET ADDRESS	6100 CARILLON PT	5.3 STREET ADDRESS	
CITY-ST-ZIP	KIRKLAND WA	5.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LARRABEE, LINDA C	6.2 NAME	Robert J. Gregg
STREET ADDRESS	6100 CARILLON PT	6.3 STREET ADDRESS	6100 Carillon Point
CITY-ST-ZIP	KIRKLAND WA	6.4 CITY-ST-ZIP	Kirkland, WA 98033

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: _____ DATE: 2/25/97 (Gary E. Pruitt) DAYTIME PHONE: (206) 889-3733

CR2E034 (9/96)

VAN WATERS & ROGERS INC.

OFFICER INFORMATION

<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>	<i>OFFICE HELD</i>	<i>DATE OF BIRTH (month, day, year)</i>
Hough, Paul H.	6100 Carillon Point Kirkland, WA 98033 (206) 889-3404 (206) 889-4160 (Fax)	President	10/24/38
Butler, William A.	6100 Carillon Point Kirkland, WA 98033 (206) 889-3990 (206) 889-4136 (Fax)	Senior V.P., General Counsel & Corporate Secretary	04/02/51
Cates, Bevan A.	6100 Carillon Point Kirkland, WA 98033 (206) 889-3405 (206) 889-4133 (Fax)	Vice President - Professional Products & Services	08/04/39
Gregg, Robert J.	6100 Carillon Point Kirkland, WA 98033 (206)889-3491 (206) 889-4138(Fax)	Vice President - Engineering & Facility Planning	01/12/45
Grotheer, Wayne E.	6100 Carillon Point Kirkland, WA 98033 (206)889-3470 (206) 889-4133(Fax)	Vice President - Environmental Affairs	07/09/57
Heckenberg, Bruce D.	6100 Carillon Point Kirkland, WA 98033 (206) 889-3589 (206) 889-4133 (Fax)	Vice President - Procurement	09/20/46

<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>	<i>OFFICE HELD</i>	<i>DATE OF BIRTH (month, day, year)</i>
Irvine, Terrance	600 Hunter Drive Ste. 300 Oakbrook, IL 60521-1926 (708) 573-4300 (708) 573-2536	Vice President - Midwest Region	12/22/44
Landry, L. Dwight	6100 Carillon Point Kirkland, WA 98033 (206) 889-3498 (206) 889-4138 (fax)	Vice President - Operations	08/24/45
Nugent, Rodney	8201 S. 212th Kent, WA 98032-1925 (206) 872-5050 (206) 872-5041	Vice President - Western Region	
Pruitt, Gary E.	6100 Carillon Point Kirkland, WA 98033 (206) 889-3440 (206) 889-4132 (Fax)	Senior V.P. Finance and Administration, Treasurer & Assistant Corporate Secretary	03/04/50
Riemath, Robert J.	6100 Carillon Point Kirkland, WA 98033 (206) 889-3903	Vice President- Information Systems	05/13/45
Sievers, Dean	160 Essex Ave. East Avenel, NJ 07001-2020 (908) 686-4660 (908) 636-1938	Vice President - Northeast Region	11/21/46
Simpson, Darwin H.	2145 Skyland Ct. Norcross, GA 30071-2960 (770) 246-7700 (770) 662-0394 (Fax)	Vice President - Southern Region	09/12/43

VAN WATERS & ROGERS INC.

DIRECTOR INFORMATION

<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>	<i>YEAR TOOK OFFICE</i>
Hough, Paul H.	Pakhoed Distribution Corporation 6100 Carillon Point Kirkland, WA 98033 Phone: 206-889-3404 Fax: 206-889-4160	1995
Butler, William A.	Pakhoed Distribution Corporation 6100 Carillon Point Kirkland, WA 98033 Phone: 206-889-3990 Fax: 206-889-4136	1992
Pruitt, Gary E.	Pakhoed Distribution Corporation 6100 Carillon Point Kirkland, WA 98033 Phone: 206-889-3440 Fax: 206/889-4132	1996