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FILED
Feb 22, 1999 8:00 am
Secretary of State

02-22-1999 90069 003 ***150.00



PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # P11844

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/20/1986
 4. FEI Number: 91-1347935
 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 owes the current year Intangible Personal Property Tax: Yes

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25
 2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOUGH, PAUL	1.2 NAME	Grotheer, Wayne
STREET ADDRESS	6100 CAR	1.3 STREET ADDRESS	6100 Carillon Pt
CITY-ST-ZIP	KIRKLAND WA	1.4 CITY-ST-ZIP	Kirkland, Wa 98033
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HECKENBERG, BRUCE	2.2 NAME	Irvine, Terrance H.
STREET ADDRESS	6100 CARILLON PT	2.3 STREET ADDRESS	8500 W. 68th St.
CITY-ST-ZIP	KIRKLAND WA	2.4 CITY-ST-ZIP	Bedford Park, FL 32601
TITLE	V	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	VSD	4.1 TITLE	<input 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	VTD	5.1 TITLE	<input 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	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREGG, ROBERT J	6.2 NAME	
STREET ADDRESS	6100 CARILLON POINT	6.3 STREET ADDRESS	
CITY-ST-ZIP	KIRKLAND WA	6.4 CITY-ST-ZIP	

SEE LIST FOR ADDITIONAL OFFICERS

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: _____ DATE: 1/12/99 DAYTIME PHONE #: (425) 888-3733
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

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<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>	<i>OFFICE HELD</i>	<i>DATE TOOK OFFICE</i>
Morton, Ron	10889 Bekay Street Dallas, TX 75238-1313 (214) 340-7300 (214) 340-9113 (Fax)	Vice President - Southern Region	
Nugent, Rod S.	8201 S 212th Kent, WA 98032-1925 (253) 872-5000 (253) 872-5041 (Fax)	Vice President - Western Region	5/1/89
Pruitt, Gary E.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3440 (425) 889-4132 (Fax)	Senior Vice President - Finance & Administration	7/18/96
Riemath, Robert J.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3903 (425) 889-4110 (Fax)	Vice President - Information Systems	6/13/96
Sievers, Dean A.	160 Essex Ave. E Avenel, NJ 07001 (908) 636-4660 (908) 636-1938 (Fax)	Vice President - Northeast Region	1/30/96

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VAN WATERS & ROGERS

OFFICER INFORMATION

<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>	<i>OFFICE HELD</i>	<i>DATE TOOK OFFICE</i>
Hough, Paul H.	6100 Carillon Point Kirkland, WA 98033 (425) 889-4162 (425) 889-4160 (Fax)	President	10/26/95
Butler, William A.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3990 (425) 889-4136 (Fax)	Senior Vice President, General Counsel	7/18/96
Cates, Bevan A.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3405 (425) 889-4133 (Fax)	Vice President - Professional Products & Services	5/1/89
Grotheer, Wayne	6100 Carillon Point Kirkland, WA 98033 (425)889-3470 (425)889-4133 (Fax)	Vice President - Environmental Affairs	11/07/96
Heckenberg, Bruce D.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3589 (4256) 889-4133 (Fax)	Vice President - Procurement	8/24/95
Irvine, Terrance H.	8500 W. 68 th St. Bedford Park, IL 60501 (708) 728-6740 (708) 278-6801	Vice President - Midwest Region	1/30/96
Landry, L. Dwight	6100 Carillon Point Kirkland, WA 98033 (425) 889-3498 (425) 889-4138 (Fax)	Vice President - Operations	2/15/96