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Mar 25 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 # P18137 (0)

1. Corporation Name
WHEELABRATOR CLEAN AIR SYSTEMS INC.



Principal Place of Business
3003 BUTTERFIELD ROAD
OAK BROOK IL 60521
US

Mailing Address
3003 BUTTERFIELD ROAD
OAK BROOK IL 60521-1107
US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 3003 Butterfield Road Suite, Apt. #, etc.		26 40004 Cook Street Suite, Apt. #, etc.		02/24/1988		04/15/1996	
22 City & State		27 City & State		4. FEI Number		Applied For	
23 Oak Brook, IL		28 Palm Desert CA		25-0770660		Not Applicable	
24 60521		29 92211		5. Certificate of Status Desired		8.75 Additional Fee Required	
25 DuPage		30 Riverside		6. Election Campaign Financing Trust Fund Contribution		5.00 May Be Added to Fees	
26		31		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		Yes No	

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

B1 Name	B2 Street Address (P.O. Box Number is Not Acceptable)	B3	B4 City	B5 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 from the date when I 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	
1.1 TITLE	P	1.1 TITLE	P D
1.2 NAME	FEIRA, PAUL J.	1.2 NAME	Andrew D. Seidel
1.3 STREET ADDRESS	441 SMITHFIELD ST	1.3 STREET ADDRESS	40004 Cook Street
1.4 CITY-ST-ZIP	PITTSBURGH PA 15222	1.4 CITY-ST-ZIP	Palm Desert, CA 92211
1.5 TITLE	AS	2.1 TITLE	VP D
1.6 NAME	RZOSKI, LEONARD	2.2 NAME	Kevin L. Spence
1.7 STREET ADDRESS	441 SMITHFIELD ST	2.3 STREET ADDRESS	40004 Cook Street
1.8 CITY-ST-ZIP	PITTSBURGH PA 15222	2.4 CITY-ST-ZIP	Palm Desert, CA 92211
1.9 TITLE	VTD	3.1 TITLE	VP S D
1.10 NAME	SANFORD, JOHN D	3.2 NAME	Damian C. Georgino
1.11 STREET ADDRESS	LIBERTY LANE	3.3 STREET ADDRESS	40004 Cook Street
1.12 CITY-ST-ZIP	HAMPTON NH	3.4 CITY-ST-ZIP	Palm Desert, CA 92211
1.13 TITLE	VASD	4.1 TITLE	VP T
1.14 NAME	PAUL, MARK P.	4.2 NAME	James W. Dierker
1.15 STREET ADDRESS	LIBERTY LANE	4.3 STREET ADDRESS	40004 Cook Street
1.16 CITY-ST-ZIP	HAMPTON NH	4.4 CITY-ST-ZIP	Palm Desert, CA 92211
1.17 TITLE	VS	5.1 TITLE	AT
1.18 NAME	MELROY, ROBERT L	5.2 NAME	Duane K Huennekens
1.19 STREET ADDRESS	55 E. SHUMAN BLVD	5.3 STREET ADDRESS	40004 Cook Street
1.20 CITY-ST-ZIP	NAPERVILLE IL	5.4 CITY-ST-ZIP	Palm Desert, CA 92211
1.21 TITLE	AT	6.1 TITLE	AS
1.22 NAME	TURNER, LORNA	6.2 NAME	Amy G. Gossin
1.23 STREET ADDRESS	3003 BUTTERFIELD RD.	6.3 STREET ADDRESS	40004 Cook Street
1.24 CITY-ST-ZIP	OAK BROOK IL	6.4 CITY-ST-ZIP	Palm Desert, CA 92211

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 furnished 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:

Amy Gossin

Amy Gossin Ass + 1-17-97 619340098
Sec

CR2E034 (9/96)