



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 23210		2. Name of Corporation BASF CORPORATION			
3. Street Address Principal Business Office 100 Campus Dr.			City Florham Park	State NJ	Zip 07932
4. Business Phone No. 973-245-6558		5. State of Incorporation DELAWARE			6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island SALE OF INDUSTRIAL CHEMICALS					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Klaus Peter Loebbe			Vice President Name Hans-Ulrich Engel		
Street Address 100 Campus Dr. -			Street Address 100 Campus Dr.		
City Florham Park	State NJ	Zip 07932	City Florham Park	State NJ	Zip 07932
Secretary Name David M. Stryker			Treasurer Name Philip E. Kaplan		
Street Address 100 Campus Dr.			Street Address 100 Campus Dr.		
City Florham Park	State NJ	Zip 07932	City Florham Park	State NJ	Zip 07932
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Klaus Peter Loebbe			Director Name Patrick M. Prevost		
Street Address 100 Campus Dr.			Street Address 100 Campus Dr.		
City Florham Park	State NJ	Zip 07932	City Florham Park	State NJ	Zip 07932
Director Name Hans-Ulrich Engel			Director Name Eckhard Mueller - BASF Aktiengesellschaft		
Street Address 100 Campus Dr.			Street Address 67056 Ludwigshafen		
City Florham Park	State NJ	Zip 07932	City	State Germany	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	COMM NO PAR VALUE		1,000	Common	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



23210

File Date 2.22.05
Check No. 724667
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/16/05
Anthony S. Germinario
Print or Type Name of Officer

Assistant Secretary
Title of Officer

**BASF CORPORATION
- DIRECTORS**

Name	Business Address
Klaus Peter Loebbe, Chairman	100 Campus Drive Florham Park, NJ 07932
Hans-Ulrich Engel	100 Campus Drive Florham Park, NJ 07932
Eckhard Mueller	BASF Aktiengesellschaft 67056 Ludwigshafen Germany
Patrick M. Prevost	100 Campus Drive Florham Park, NJ 07932
Eckart Suenner	BASF Aktiengesellschaft 67056 Ludwigshafen Germany

BASF CORPORATION
- OFFICERS

Title	Name	Business Address
President & Chief Executive Officer	Klaus Peter Loebbe	100 Campus Drive Florham Park, NJ 07932
Executive Vice President & Chief Financial Officer	Hans-Ulrich Engel	100 Campus Drive Florham Park, NJ 07932
Executive Vice President	Frank E. McKulka	26701 Telegraph Road Southfield, MI 48034
Executive Vice President	Patrick M. Prevost	100 Campus Drive Florham Park, NJ 07932
Executive Vice President	Hans-Walther Reiners	100 Campus Drive Florham Park, NJ 07932
Senior Vice President General Counsel & Secretary	David M. Stryker	100 Campus Drive Florham Park, NJ 07932
Senior Vice President Planning & Controlling	Robert E. Malone	100 Campus Drive Florham Park, NJ 07932
Treasurer	Philip E. Kaplan	100 Campus Drive Florham Park, NJ 07932
Senior Vice President Information Systems	Willi Kamp	100 Campus Drive Florham Park, NJ 07932
Senior Vice President Logistics	David J. McGregor	100 Campus Drive Florham Park, NJ 07932
Assistant Controller	Anthony Bruzzi	100 Campus Drive Florham Park, NJ 07932
Assistant Secretary	Keith H. Ansbacher	100 Campus Drive Florham Park, NJ 07932

BASF CORPORATION
- OFFICERS

Title	Name	Business Address
Assistant Secretary	Maira L. Brophy	100 Campus Drive Florham Park, NJ 07932
Assistant Secretary	Theresa Donahue Egler	100 Campus Drive Florham Park, NJ 07932
Assistant Secretary	Anthony S. Germinario	100 Campus Drive Florham Park, NJ 07932
Assistant Secretary	Steven J. Goldberg	100 Campus Drive Florham Park, NJ 07932
Assistant Secretary	Douglas E. Martin	100 Campus Drive Florham Park, NJ 07932
Assistant Secretary	Brian W. Stegman	100 Campus Drive Florham Park, NJ 07932
Assistant Secretary	E. James Woodhouse	26 Davis Drive Research Triangle Park, NC 27709
Assistant Treasurer	Charles D. Miller	100 Campus Drive Florham Park, NJ 07932



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 23210		2. Name of Corporation BASF CORPORATION		
3. Street Address Principal Business Office 3000 Continental Drive - North		City Mount Olive	State NJ	Zip 07828-1234
4. Business Phone No. 973-425-3068		5. State of Incorporation DELAWARE		6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island SALE OF INDUSTRIAL CHEMICALS				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Klaus Peter Loebbe		Vice President Name Hans-Ulrich Engel		
Street Address 3000 Continental Dr. - North		Street Address 3000 Continental Dr. - North		
City Mt. Olive	State NJ	Zip 07828-1234	City Mount Olive	State NJ
Secretary Name (Open)		Treasurer Name Philip E. Kaplan		
Street Address		Street Address 3000 Continental Dr. - North		
City	State	Zip	City Mount Olive	State NJ
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Klaus Peter Loebbe		Director Name Frank E. Mc Kulka		
Street Address 3000 Continental Dr. - N.		Street Address 3000 Continental Dr. - N.		
City Mount Olive	State NJ	Zip 07828-1234	City Mount Olive	State NJ
Director Name Hans-Ulrich Engel		Director Name Patrick M. Prevost		
Street Address 3000 Continental Dr. - N.		Street Address 3000 Continental Dr. - N.		
City Mount Olive	State NJ	Zip 07828-1234	City Mount Olive	State NJ
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>				
AUTHORIZED SHARES			ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,000 COMM NO PAR VALUE			1,000	Common
				None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 2 1 0 *

File Date 2/19/04
Check No. 00589700
By: 18
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/12/04
Anthony S. Germinario
Print or Type Name of Officer
Assistant Secretary
Title of Officer

**BASF CORPORATION
- DIRECTORS**

Name		Business Address	
Klaus Peter Loebbe, Chairman		3000 Continental Drive - North Mount Olive, NJ 07828-1234	
Hans-Ulrich Engel		3000 Continental Drive - North Mount Olive, NJ 07828-1234	
Frank E. McKulka		26701 Telegraph Road Southfield, MI 48034	
Eckhard Mueller		BASF Aktiengesellschaft 67056 Ludwigshafen Germany	
Patrick M. Prevost		3000 Continental Drive - North Mount Olive, NJ 07828-1234	
Eckart Suenner		BASF Aktiengesellschaft 67056 Ludwigshafen Germany	

BASF CORPORATION

- OFFICERS

Title	Name	Business Address
President & Chief Executive Officer	Klaus Peter Loebbe	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President & Chief Financial Officer	Hans-Ulrich Engel	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Frank E. McKulka	26701 Telegraph Road Southfield, MI 48034
Executive Vice President	Patrick M. Prevost	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Hans-Walther Reiners	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President General Counsel & Secretary	(Open)	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Planning & Controlling	Robert E. Malone	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Treasurer	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Information Systems	Willi Kamp	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Logistics	David J. McGregor	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Controller	Anthony Bruzzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Keith H. Ansbacher	3000 Continental Drive - North Mount Olive, NJ 07828-1234

**BASF CORPORATION
- OFFICERS**

Title	Name	Business Address
Assistant Secretary	Maira L. Brophy	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Theresa Donahue Egler	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Anthony S. Germinario	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Steven J. Goldberg	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Douglas E. Martin	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Brian W. Stegman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	E. James Woodhouse	26 Davis Drive Research Triangle Park, NC 27709
Assistant Treasurer	Charles D. Miller	3000 Continental Drive - North Mount Olive, NJ 07828-12324



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *23210*		2. Name of Corporation BASF CORPORATION			
3. Street Address Principal Business Office 3000 CONTINENTAL DRIVE NORTH			City MOUNT OLIVE	State NJ	Zip 07828-01234
4. Business Phone No. 9734263068		5. State of Incorporation DELAWARE			6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island SALE OF INDUSTRIAL CHEMICALS					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Klaus Peter Loebbe			Vice President Name Hans Ulrich Engel		
Street Address 3000 Continental Dr. - N.			Street Address 3000 Continental Dr. - N.		
City Mount Olive	State NJ	Zip 07828	City Mount Olive	State NJ	Zip 07828
Secretary Name Thomas Y. Allman			Treasurer Name Philip E. Kaplan		
Street Address 3000 Continental Dr. - N.			Street Address 3000 Continental Dr. - N.		
City Mount Olive	State NJ	Zip 07828	City Mount Olive	State NJ	Zip 07828
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Klaus Peter Loebbe			Director Name Carl A. Jennings		
Street Address 3000 Continental Dr. - N.			Street Address 3000 Continental Dr. - N.		
City Mount Olive	State NJ	Zip 07828	City Mount Olive	State NJ	Zip 07828
Director Name Hans-Ulrich Engel			Director Name Frank E. McKulka		
Street Address 3000 Continental Dr. - N.			Street Address 3000 Continental Dr. - N.		
City Mount Olive	State NJ	Zip 07828	City Mount Olive	State NJ	Zip 07828
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM NO PAR VALUE			1,000	Common	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



23210 FBC2/24/039:08:19 AM

File Date 3.3.03

Check No. 450039

By: UP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature]
Signature of Officer

2/25/03
Date

Anthony S. Germinario
Print or Type Name of Officer

Assistant Secretary
Title of Officer

BASF CORPORATION

- OFFICERS

Title	Name	Business Address
President & Chief Executive Officer	Klaus Peter Loebbe	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President & Chief Financial Officer	Hans-Ulrich Engel	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Harold L. McDonald	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Frank E. McKulka	26701 Telegraph Road Southfield, MI 48034
Executive Vice President	Hans-Walther Reiners	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President General Counsel & Secretary	Thomas Y. Allman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Planning & Controlling	Robert E. Malone	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Treasurer	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Information Systems	Willi Kamp	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Logistics	David J. McGregor	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Controller	Anthony Bruzzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234

BASF CORPORATION
- OFFICERS

Title	Name	Business Address
Assistant Secretary	Keith H. Ansbacher	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Maira L. Brophy	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Theresa D. Egler	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Anthony S. Germinario	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Steven J. Goldberg	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Douglas Martin	4824 Parkway Plaza Charlotte, NC 28217
Assistant Secretary (until June 30, 2003)	David F. Ryer	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Brian W. Stegman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	E. James Woodhouse	26 Davis Drive Research Triangle Park, NC 27709
Assistant Treasurer	Charles D. Miller	3000 Continental Drive - North Mount Olive, NJ 07828-12324

BASF CORPORATION - DIRECTORS

Name	Business Address
Klaus Peter Loebbe, Chairman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Hans-Ulrich Engel	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Frank E. McKuika	26701 Telegraph Road Southfield, MI 48034
Eckhard Mueller	BASF Aktiengesellschaft 67056 Ludwigshafen Germany
Eckart Suenner	BASF Aktiengesellschaft 67056 Ludwigshafen Germany



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23210** 2. Name of Corporation **BASF CORPORATION**
3. Street Address Principal Business Office **3000 Continental Dr. - North** City **Mount Olive** State **NJ** Zip **07828-1234**
4. Business Phone No. **(973) 426-3068** 5. State of Incorporation **DELAWARE** 6. SIC Code **2815**
7. Brief Description of the Character of Business Conducted in Rhode Island
Sale of industrial chemicals

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Peter Oakley	Vice President Name Hans-Ulrich Engel
Street Address 3000 Continental Dr. - N.	Street Address 3000 Continental Dr. - N.
City State Zip Mount Olive NJ 07828-1234	City State Zip Mount Olive NJ 07828-1234
Treasurer Name Philip E. Kaplan	
Street Address 3000 Continental Dr. - N.	
City State Zip Mount Olive NJ 07828-1234	

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Peter Oakley	Director Name Wolfgang Hapke
Street Address 3000 Continental Dr. - North	Street Address 3000 Continental Dr. - North
City State Zip Mount Olive NJ 07828-1234	City State Zip Mount Olive NJ 07828-1234
Director Name Hans-Ulrich Engel	Director Name Carl A. Jennings
Street Address 3000 Continental Dr. - N.	Street Address 3000 Continental Dr. - N.
City State Zip Mount Olive NJ 07828-1234	City State Zip Mount Olive NJ 07828-1234

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES **1,000**
Number of Shares Class/Series Par Value
1,000 COMM NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
1,000 Common None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 2 1 0 *

File Date: 2-19-02
Check No.: 277563
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: [Signature] Date: 2/11/02

Anthony S. Germinario
Print or Type Name of Officer
Assistant Secretary
Title of Officer

BASF CORPORATION - DIRECTORS

Name	Business Address	
Peter Oakley Chairman	3000 Continental Drive - North Mount Olive, NJ 07828-1234	
Hans-Ulrich Engel	3000 Continental Drive - North Mount Olive, NJ 07828-1234	
Wolfgang Hapke	3000 Continental Drive - North Mount Olive, NJ 07828-1234	
Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234	
William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234	
Frank E. McKuika	26701 Telegraph Road Southfield, MI 48034	
Eckhard Mueller	BASF Aktiengesellschaft 67056 Ludwigshafen Germany	
Eckart Suenner	BASF Aktiengesellschaft 67056 Ludwigshafen Germany	

BASF CORPORATION
- OFFICERS

Title	Name	Business Address
President & Chief Executive Officer	Peter Oakley	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President & Chief Financial Officer	Hans-Ulrich Engel	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Wolfgang Hapke	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Harold L. McDonald	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Frank E. McKulka	26701 Telegraph Road Southfield, MI 48034
Senior Vice President General Counsel & Secretary	Thomas Y. Allman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Planning & Controlling	Robert E. Malone	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Treasurer	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Information Systems	Willi Kamp	3000 Continental Drive - North Mount Olive, NJ 07828-1234

BASF CORPORATION
- OFFICERS

Title	Name	Business Address
Senior Vice President Logistics	Fabian J. Federico	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Controller	Anthony Bruzzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Keith H. Ansbacher	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Maira L. Brophy	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Anthony S. Germinario	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Douglas Martin	4824 Parkway Plaza Charlotte, NC 28217
Assistant Secretary	David F. Ryer	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Brian W. Stegman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	E. James Woodhouse	26 Davis Drive Research Triangle Park, NC 27709
Assistant Treasurer	Klaus Morgenstern	3000 Continental Drive - North Mount Olive, NJ 07828-1234



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23210** 2. Name of Corporation **BASF CORPORATION**

3. Street Address Principal Business Office
3000 Continental Dr. - North City **Mount Olive** State **NJ** Zip **07828-1234**

4. Business Phone No. **(973)426-3068** 5. State of Incorporation **DELAWARE** 6. SIC Code **2815**

7. Brief Description of the Character of Business Conducted in Rhode Island

Sale of industrial chemicals

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Peter Oakley Street Address 3000 Continental Dr. - North City State Zip Mt. Olive NJ 07828-1234	Vice President Name Hans Ulrich Engel Street Address 3000 Continental Dr. - North City State Zip Mt. Olive NJ 07828-1234
Secretary Name Thomas Y. Allman Street Address 3000 Continental Dr. - North City State Zip Mt. Olive NJ 07828-1234	Treasurer Name Mark A. Kerschner Street Address 3000 Continental Dr. - North City State Zip Mt. Olive NJ 07828-1234

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name Peter Oakley Street Address 3000 Continental Dr. - North City State Zip Mt. Olive NJ 07828-1234	Director Name Wolfgang Hapke Street Address 3000 Continental Dr. - North City State Zip Mt. Olive NJ 07828-1234
Director Name Hans-Ulrich Engel Street Address 3000 Continental Dr. - North City State Zip Mt. Olive NJ 07828-1234	Director Name Carl A. Jennings Street Address 3000 Continental Dr. - North City State Zip Mt. Olive NJ 07828-1234

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	1,000				
Number of Shares	1,000	Class/Series	Common	Par Value	None

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES					
Number of Shares	1,000	Class/Series	Common	Par Value	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 2 1 0 *

File Date: 2/20/01

Check No.: 82817

By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/20/01

Signature of Officer Date

Philip E. Kaplan

Print or Type Name of Officer

Assistant Secretary

Title of Officer

Name	Business Address
Peter Oakley Chairman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Hans-Ulrich Engel	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Wolfgang Hapke	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Frank E. McKulka	26701 Telegraph Road Southfield, MI 48034
Eckhard Mueller	BASF Aktiengesellschaft 67056 Ludwigshafen Germany
Eckart Suenner	BASF Aktiengesellschaft 67056 Ludwigshafen Germany

BASCO CORPORATION
- OFFICERS

Title	Name	Business Address
President & Chief Executive Officer	Peter Oakley	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President & Chief Financial Officer	Hans-Ulrich Engel	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Wolfgang Hapke	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Harold L. McDonald	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Frank E. McKulka	26701 Telegraph Road Southfield, MI 48034
Senior Vice President General Counsel & Secretary	Thomas Y. Allman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Planning & Controlling	Robert E. Malone	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President & Treasurer	Mark A. Kerschner	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Information Systems	Andrew G. Pike	3000 Continental Drive - North Mount Olive, NJ 07828-1234

BASCO CORPORATION
- OFFICERS

Senior Vice President Logistics	Fabian J. Federico	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Controller	Anthony Bruzzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Keith H. Ansbacher	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Moira L. Brophy	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Douglas Martin	4824 Parkway Plaza Charlotte, NC 28217
Assistant Secretary	David F. Ryer	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Gary E. Smith	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Brian W. Stegman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	E. James Woodhouse	26 Davis Drive Research Triangle Park, NC 27709
Assistant Treasurer	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **23210** 2. Name of Corporation **BASF CORPORATION**
3. Street Address Principal Business Office **3000 Continental Dr. - North** City **Mount Olive** State **NJ** Zip **07828-1234**
4. Business Phone No. **(973) 426-3068** 5. State of Incorporation **DELAWARE** 6. SIC Code **2815**

7. Brief Description of the Character of Business Conducted in Rhode Island

Sale of Industrial Chemicals

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Peter Oakley Street Address 3000 Continental Dr. - North City State Zip Mount Olive NJ 07828-1234 Secretary Name Thomas Y. Allman Street Address 3000 Continental Dr. - North City State Zip Mount Olive NJ 07828-1234	Vice President Name Kurt W. Bock Street Address 3000 Continental Dr. - N. City State Zip Mount Olive NJ 07828-1234 Treasurer Name Mark A. Kerschner Street Address 3000 Continental Dr. - N. City State Zip Mount Olive NJ 07828-1234
--	--

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Peter Oakley Street Address 3000 Continental Dr. - N. City State Zip Mount Olive NJ 07828-1234	Director Name Wolfgang Hapke Street Address 3000 Continental Dr. - N. City State Zip Mount Olive NJ 07828-1234
Director Name Kurt W. Bock Street Address 3000 Continental Dr. - N. City State Zip Mount Olive NJ 07828-1234	Director Name Carl A. Jennings Street Address 3000 Continental Dr. - N. City State Zip Mount Olive NJ 07828-1234

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
1,000	Common	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
1,000	Common	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 3 2 1 0 *

2/25/00

File Date: _____

422 & 307

Check No.: _____

u

By: _____

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

2/17/00
Signature of Officer Date

Philip E. Kaplan
Print or Type Name of Officer

Assistant Secretary

Title of Officer

BASF DIRECTORS - OFFICERS

23210

Name	Business Address
Peter Oakley Chairman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Kurt W. Bock	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Wolfgang Hapke	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Hans Kast	3000 Continental Drive - North Mount Olive, NJ 07828-1234
William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Frank E. McKulka	26701 Telegraph Road Southfield, MI 48034
Eckhard Mueller	BASF Aktiengesellschaft 67056 Ludwigshafen Germany
Eckart Suenner	BASF Aktiengesellschaft 67056 Ludwigshafen Germany

DC

Title	Name	Business Address
President & Chief Executive Officer	Peter Oakley	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President & Chief Financial Officer	Kurt W. Bock	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Wolfgang Hapke	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Hans Kast	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Harold L. McDonald	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Frank E. McKulka	26701 Telegraph Road Southfield, MI 48034
Senior Vice President General Counsel & Secretary	Thomas Y. Allman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Planning & Controlling	Albert V. Cardinale	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President & Treasurer	Mark A. Kerschner	3000 Continental Drive - North Mount Olive, NJ 07828-1234

Senior Vice President Information Systems	Andrew G. Pike	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Logistics	Fabian J. Federico	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Controller	Anthony Bruzzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Maira L. Brophy	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Douglas Martin	4824 Parkway Plaza Charlotte, NC 28217
Assistant Secretary	David F. Ryer	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Gary E. Smith	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Brian W. Stegman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	E. James Woodhouse	26 Davis Drive Research Triangle Park, NC 27709
Assistant Treasurer	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23210		2. Name of Corporation BASF CORPORATION			
3. Street Address Principal Business Office 3000 Continental Drive - North			City Mount Olive	State NJ	Zip 07828-1234
4. Business Phone No. (973) 426-3068		5. State of Incorporation DELAWARE			6. SIC Code 2815
7. Brief Description of the Character of Business Conducted in Rhode Island Sale of Industrial Chemicals					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Peter Oakley			Vice President Name Kurt W. Bock		
Street Address 3000 Continental Dr. - North			Street Address 3000 Continental Dr. - North		
City Mount Olive	State NJ	Zip 07828-1234	City Mount Olive	State NJ	Zip 07828-1234
Secretary Name Thomas Y. Allman			Treasurer Name Mark A. Kerschner		
Street Address 3000 Continental Dr. - North			Street Address 3000 Continental Dr. - North		
City Mount Olive	State NJ	Zip 07828-1234	City Mount Olive	State NJ	Zip 07828-1234
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Peter Oakley			Director Name Werner Burgert		
Street Address 3000 Continental Dr. - N.			Street Address 3000 Continental Dr. - N.		
City Mount Olive	State NJ	Zip 07828-1234	City Mount Olive	State NJ	Zip 07828-1234
Director Name Kurt W. Bock			Director Name Carl A. Jennings		
Street Address 3000 Continental Dr. - N.			Street Address 3000 Continental Dr. - N.		
City Mount Olive	State NJ	Zip 07828-1234	City Mount Olive	State NJ	Zip 07828-1234
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Common		1,000	Common	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 1/19/99
Check No.: 4014323
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/19/99
Signature of Officer Date
Philip E. Kaplan
Print or Type Name of Officer
Assistant Secretary
Title of Officer

BAS CORPORATION
- DIRECTORS

Name	Business Address
Peter Oakley Chairman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Kurt W. Bock	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Werner Burgent	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Harald Grunert	BASF Aktiengesellschaft 67056 Ludwigshafen Germany
Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Hans Kast	3000 Continental Drive - North Mount Olive, NJ 07828-1234
William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Frank McKulka	26701 Telegraph Road Southfield, MI 48034
Eckart Suenner	BASF Aktiengesellschaft 67056 Ludwigshafen Germany

**BASF CORPORATION
- OFFICERS**

Title	Name	Business Address
President & Chief Executive Officer	Peter Oakley	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President & Chief Financial Officer	Kurt W. Bock	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Werner Burgert	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Hans Kast	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Harold McDonald	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Frank McKulka	26701 Telegraph Road Southfield, MI 48034
Senior Vice President General Counsel & Secretary	Thomas Y. Allman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Planning & Controlling	Albert V. Cardinale	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President & Treasurer	Mark A. Kerschner	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Information Technology	Gerard de Beuckelaer	3000 Continental Drive - North Mount Olive, NJ 07828-1234

**BASF CORPORATION
- OFFICERS**

Title	Name	Business Address
Senior Vice President Logistics	Fabian J. Federico	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Controller	Anthony Bruzzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Keith Ansbacher	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Moira L. Brophy	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Douglas Martin	4824 Parkway Plaza Charlotte, NC 28217
Assistant Secretary	David F. Ryer	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Gary E. Smith	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	E. James Woodhouse	26 Davis Drive Research Triangle Park, NC 27709
Assistant Treasurer	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234

1998



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporation ID No. **23210** 2. Name of Corporation **BASF CORPORATION**
3. Street Address Principal Business Office
3000 Continental Drive - North City Mount Olive State NJ Zip 07828-1234
4. Business Phone No. (973) 426-3068 5. State of Incorporation **DELAWARE** 6. SIC Code 2815
7. Brief Description of the Character of Business Conducted in Rhode Island
Sale of Industrial Chemicals

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Eggert Voscherau	Vice President Name Manfred Buller
Street Address 3000 Continental Dr. - North	Street Address 3000 Continental Dr. - North
City State Zip Mount Olive NJ 07828-1234	City State Zip Mount Olive NJ 07828-1234
Secretary Name Thomas Y. Allman	Treasurer Name Mark A. Kerschner
Street Address 3000 Continental Dr. - North	Street Address 3000 Continental Dr. - North
City State Zip Mount Olive NJ 07828-1234	City State Zip Mount Olive NJ 07828-1234

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Eggert Voscherau	Director Name Carl A. Jennings
Street Address 3000 Continental Dr. - North	Street Address 3000 Continental Dr. - North
City State Zip Mount Olive NJ 07828-1234	City State Zip Mount Olive NJ 07828-1234
Director Name Carl A. Jennings	Director Name Werner Burgert
Street Address 3000 Continental Dr. - North	Street Address 3000 Continental Dr. - North
City State Zip Mount Olive NJ 07828-1234	City State Zip Mount Olive NJ 07828-1234

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
Number of Shares		
1,000	Common	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
Number of Shares		
1,000	Common	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2.25.98
Check No.: 3779810
By: ICP
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2/6/98
Philip E. Kaplan
Print or Type Name of Officer
Assistant Secretary
Title of Officer



PROFIT CORPORATION ANNUAL REPORT 1997
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 23210
2. Name of Corporation BASF Corporation
3. Street Address Principal Business Office 3000 Continental Drive - North
City Mount Olive State NJ Zip 07828-1234
4. Business Phone No. (201) 426-3068
5. State of Incorporation DE
6. SIC Code 2815
7. Brief Description of the Character of Business Conducted in Rhode Island
Sale of Industrial Chemicals

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Eggert Voscherau Street Address 3000 Continental Dr. - North City Mount Olive State NJ Zip 07828-1234 Secretary Name Thomas Y. Allman Street Address 3000 Continental Dr. - North City Mount Olive State NJ Zip 07828-1234	Vice President Name Manfred Buller Street Address 3000 Continental Dr. - North City Mount Olive State NJ Zip 07828-1234 Treasurer Name Mark A. Kerschner Street Address 3000 Continental Dr. - North City Mount Olive State NJ Zip 07828-1234
--	--

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Joseph Dieter Stein Street Address 3000 Continental Drive - North City Mount Olive State NJ Zip 07828-1234 Director Name Carl A. Jennings Street Address 3000 Continental Drive - North City Mount Olive State NJ Zip 07828-1234	Director Name Manfred Buller Street Address 3000 Continental Drive - North City Mount Olive State NJ Zip 07828-1234 Director Name Werner Burgert Street Address 3000 Continental Drive - North City Mount Olive State NJ Zip 07828-1234
---	--

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Common	None	1,000	Common	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 3.17.97
Check No.: 35383411
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Philip E. Kaplan [Signature] 3/12/97
Signature of Officer Date
Assistant Secretary
Title of Officer

**PROFIT CORPORATION
ANNUAL REPORT**

1996



STATE OF RHODE ISLAND AND PROVIDENCE TERRITORIES
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 23210		2. NAME OF CORPORATION BASF CORPORATION	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 3000 Continental Drive - North		CITY Mount Olive	STATE NJ
4. BUSINESS PHONE NO. (201) 426-3068		5. STATE OF INCORPORATION DELAWARE	
6. SIC CODE			
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Sale of industrial chemicals			

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME Joseph Dieter Stein			VICE PRESIDENT NAME Manfred Buller		
STREET ADDRESS 3000 Continental Drive - North			STREET ADDRESS 3000 Continental Drive - North		
CITY Mount Olive	STATE NJ	ZIP CODE 07828-1234	CITY Mount Olive	STATE NJ	ZIP CODE 07828-1234
SECRETARY NAME Thomas Y. Allman			TREASURER NAME Mark A. Kerschner		
STREET ADDRESS 3000 Continental Drive - North			STREET ADDRESS 3000 Continental Drive - North		
CITY Mount Olive	STATE NJ	ZIP CODE 07828-1234	CITY Mount Olive	STATE NJ	ZIP CODE 07828-1234

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Joseph Dieter Stein			DIRECTOR NAME Manfred Buller		
STREET ADDRESS 3000 Continental Drive - North			STREET ADDRESS 3000 Continental Drive - North		
CITY Mount Olive	STATE NJ	ZIP CODE 07828-1234	CITY Mount Olive	STATE NJ	ZIP CODE 07828-1234
DIRECTOR NAME Frederick W. Bernthal			DIRECTOR NAME Werner Burgert		
STREET ADDRESS 3000 Continental Drive - North			STREET ADDRESS 3000 Continental Drive - North		
CITY Mount Olive	STATE NJ	ZIP CODE 07828-1234	CITY Mount Olive	STATE NJ	ZIP CODE 07828-1234

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1,000	Common	None	1,000	Common	None

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 2/29/96
Check No: 3270693
By: 16P/6P

Thomas A. Himes
Signature of Officer
Assistant Secretary
Print or Type Name of Officer

For Secretary of State Use Only

Title of Officer
Date 2-26-96

DETACH BOTTOM BEFORE RETURNING

FORM 31 1205



ANNUAL REPORT

Please Type or Print
 File Annually - Jan. 1 - March 1
 Filing Fee \$50.00
 Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0025210

1995

Corporate ID: _____ Annual Report for the year: _____

EASF CORPORATION

Name of Corporation: _____

Business entity organized under the laws of the State of: Delaware

Business Entity is (check one):

For foreign entity, address and telephone number of principal office:
 3000 Continental Drive - North

Business Corporation (See RIGL Chapter 7-1.1)

Professional Service Corporation (See RIGL Chapter 7-5.1)

Mount Olive, NJ 07828-1234

Brief statement of the character of business conducted in Rhode Island:
 Sale of Industrial Chemicals

Phone: (201) 426-3068

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

201 Armistice Blvd.
 Pawtucket, RI 02861

Phone: (201) 263-5228

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
Joseph Dieter Stein	3000 Continental Dr. - North	Mount Olive, NJ	07828-1234
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
Klaus H. Messinger	3000 Continental Dr. - North	Mount Olive, NJ	07828-1234
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
Thomas Y. Allman	3000 Continental Dr. - North	Mount Olive, NJ	07828-1234
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE
Klaus J. Boehm	3000 Continental Dr. - North	Mount Olive, NJ	07828-1234

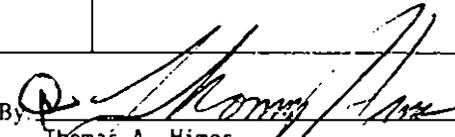
THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Joseph Dieter Stein	3000 Continental Dr. - North	Mount Olive, NJ	07828-1234
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Frederick W. Bernthal	3000 Continental Dr. - North	Mount Olive, NJ	07828-1234
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Klaus H. Messinger	3000 Continental Dr. - North	Mount Olive, NJ	07828-1234

NUMBER OF SHARES AUTHORIZED (Rider may be attached) NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

Number of Shares	Class / Series	Number of Shares	Class / Series
1,000	Common	1,000	Common

Date February 27, 19 95

By: 
 Thomas A. Himes
 PRINT OR TYPE NAME OF OFFICER SIGNING Assistant Secretary
 TITLE OF OFFICER SIGNING

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
 123 DYER STREET
 PROVIDENCE RI 02903

FILED
 MAR 03 1995
 By: Cor 2974460

Filename: BASF CORPORATION - OFFICERS

Updated 12/12/94

Title	Name	Business Address
Chairman, President & CEO	Joseph Dieter Stein	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Vice Chairman	Frederick W. Bernthal	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Executive Vice President	Manfred Buller	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Executive Vice President	Werner Burgert	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Executive Vice President	Richard Wayne Godwin	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Executive Vice President	Carl A. Jemmings	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Executive Vice President, Chief Financial Officer	Klaus H. Messinger	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Executive Vice President	Eggert Voscherau	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Group Vice President, General Counsel & Secretary	Thomas Y. Allman	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Senior Vice President & Controller	Albert V. Cardinale	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Senior Vice President & Treasurer	Klaus J. Boehm	3000 Continental Dr-North Mount Olive, NJ 07828-1234

Filename: BASF CORPORATION - OFFICERS

Updated 12/12/94

Title	Name	Business Address
Senior Vice President Information Services	Gerald de Beuckelaer	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Senior Vice President Logistics	K. Bernd Flickinger	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Assistant Controller	Anthony Bruzzi	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Assistant Secretary	Charles B. Margett	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Assistant Secretary	Thomas A. Himes	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Assistant Secretary	N. Woodrow Pusey	6805 Morrison Boulevard Charlotte, NC 28211
Assistant Secretary	Robert M. Shaw	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Assistant Secretary	Gary E. Smith	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Assistant Secretary	David F. Ryer	3000 Continental Dr-North Mount Olive, NJ 07828-1234

Filename: BASF CORPORATION - DIRECTORS
Updated:12/12/94

Name	Business Address
J. Dieter Stein	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Frederick W. Bernthal	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Manfred Buller	3000 Continental Dr-North Mount Olive, NJ 07828-1234
R. Wayne Godwin	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Harald Grunert	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany
Carl A. Jennings	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Werner Burgert	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Klaus H. Messinger	3000 Continental Dr-North Mount Olive, NJ 07828-1234
Eckart Suenner	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany
Eggert Voscherau	3000 Continental Dr-North Mount Olive, NJ 07828-1234

Corporate ID: 0023210

Annual Report for the year: 20th 1994

Name of Business Entity: BASF CORPORATION

Business entity organized under the laws of the State of Delaware

Federal Taxpayer Identification Number: [REDACTED]

Foreign entity, address and telephone number of principal office
8 Campus Drive
Parsippany, NJ 07054

Telephone (201) 397-2790

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)
201 Armistice Blvd.
Pawtucket, RI 02861

Telephone (201) 263-5228

Business Entity is (check one):

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:
Anthony S. Germinario

Manager State Income
8 Campus Drive
Parsippany, NJ 07054

Brief statement of the character of business conducted in Rhode Island:
Sale of Industrial Chemicals

Date of Organization: 8-11-77

Date of Qualification to do business in Rhode Island (if foreign entity):
02/25/93 mac

THE NAMES OF THE OFFICERS ARE:

OFFICER	STREET ADDRESS	CITY/STATE	ZIP CODE
CHIEF EXECUTIVE OFFICER OR <input checked="" type="checkbox"/> PRESIDENT (Check One) Joseph Dieter Stein	8 Campus Drive	Parsippany, NJ	07054
CHIEF OPERATING OFFICER OR <input type="checkbox"/> VICE PRESIDENT (Check One) Klaus H. Messinger	8 Campus Drive	Parsippany, NJ	07054
CLERK OR <input checked="" type="checkbox"/> SECRETARY (Check One) Nicola M. Palmieri	100 Cherry Hill Rd.	Parsippany, NJ	07054
CHIEF FINANCIAL OFFICER OR <input checked="" type="checkbox"/> TREASURER (Check One) Klaus J. Boehm	8 Campus Drive	Parsippany, NJ	07054

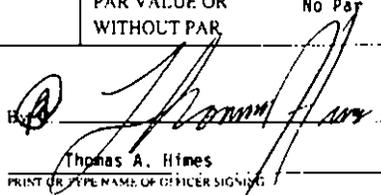
THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Joseph Dieter Stein	8 Campus Drive	Parsippany, NJ	07054
Werner Burgert	8 Campus Drive	Parsippany, NJ	07054
Klaus H. Messinger	8 Campus Drive	Parsippany, NJ	07054

NUMBER OF SHARES AUTHORIZED (If Applicable)
NUMBER 1,000
CLASS Common
PAR VALUE OR WITHOUT PAR No Par

NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)
NUMBER 1,000
CLASS Common
SERIES
PAR VALUE OR WITHOUT PAR No Par

Date 2-28 1994


Thomas A. Hines
Assistant Secretary

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

JUN 15 1994

By [Signature]

CT CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE RI 02903

Filename: BASF CORPORATION - OFFICERS
 Updated 2/23/94

Title	Name	Business Address
Chairman, President & CEO	Joseph Dieter Stein	8 Campus Drive Parsippany, NJ 07054
Vice Chairman	Frederick W. Bernthal	8 Campus Drive Parsippany, NJ 07054
Executive Vice President	Manfred Butler	100 Cherry Hill Road Parsippany, NJ 07054
Executive Vice President	Werner Burgert	8 Campus Drive Parsippany, NJ 07054
Executive Vice President	Richard Wayne Godwin	Route 60E P.O. Drawer D Williamsburg, VA 23185
Executive Vice President	Carl A. Jennings	100 Cherry Hill Road Parsippany, NJ 07054
Executive Vice President, Chief Financial Officer	Klaus H. Messinger	8 Campus Drive Parsippany, NJ 07054
Executive Vice President	Eggert Voscherau	100 Cherry Hill Road Parsippany, NJ 07054
Group Vice President, General Counsel & Secretary	Nicola M. Palmieri	8 Campus Drive Parsippany, NJ 07054
Senior Vice President & Controller	Albert V. Cardinale	1255 Broad Street Clifton, NJ 07015
Senior Vice President & Treasurer	Klaus J. Boehm	8 Campus Drive Parsippany, NJ 07054

Filename: BASF CORPORATION - OFFICERS

Updated 2/23/94

Title	Name	Business Address
Senior Vice President Information Services	Gerald de Beuckelaer	100 Cherry Hill Road Parsippany, NJ 07054
Senior Vice President Logistics	H. Bernd Flickinger	100 Cherry Hill Road Parsippany, NJ 07054
Assistant Controller	Anthony Bruzzi	8 Campus Drive Parsippany, NJ 07054
Assistant Secretary	Charles B. Hargett	100 Cherry Hill Road Parsippany, NJ 07054
Assistant Secretary	Thomas A. Hines	8 Campus Drive Parsippany, NJ 07054
Assistant Secretary	N. Woodrow Pusey	6805 Morrison Boulevard Charlotte, NC 28211
Assistant Secretary	Robert M. Shaw	100 Cherry Hill Road Parsippany, NJ 07054
Assistant Secretary	Gary E. Smith	100 Cherry Hill Road Parsippany, NJ 07054
Assistant Treasurer	Richard F. Schmidt	8 Campus Drive Parsippany, NJ 07054

Filename: BASF CORPORATION - DIRECTORS
Updated: 2/23/94

Name	Business Address
J. Dieter Stein	8 Campus Drive Parsippany, NJ 07054
Frederick W. Bernthal	8 Campus Drive Parsippany, NJ 07054
Manfred Buller	100 Cherry Hill Road Parsippany, NJ 07054
R. Wayne Gookin	100 Cherry Hill Road Parsippany, NJ 07054
Harald Grunert	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany
Carl A. Jennings	100 Cherry Hill Road Parsippany, NJ 07054
Werner Burgert	8 Campus Drive Parsippany, NJ 07054
Klaus H. Messinger	8 Campus Drive Parsippany, NJ 07054
Eckart Suenner	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany
Eggert Voscherau	100 Cherry Hill Road Parsippany, NJ 07054

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....0023210..... Annual Report for the year.....1993.....

FIRST: The name of the corporation is.....BASF CORPORATION.....

SECOND: It is incorporated under the laws of.....Delaware.....

THIRD: Character of business, briefly stated, is.....Manufacture and Sale of Industrial chemicals.....

FOURTH: If foreign corporation, address of its principal office.....8 Campus Drive
Parsippany, NJ 07054.....

FIFTH: Business address in Rhode Island.....201 Armistice Blvd.
Pawtucket, RI 02861.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)
Name Office Address (including number, street, zip code)

.....	Director	.....
.....	Director	.....
See Attached Listing	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

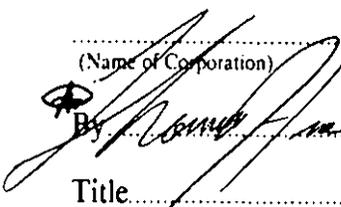
SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	CCN 2726197	No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	REC'D & FILED FEB 25 1993	No Par

Dated February 22, 19 93

.....BASF Corporation
(Name of Corporation)
By  Thomas A. Himes
Title Assistant Secretary

(Report must be signed by an officer)

Filename: BASF Corporation - Officers
 Updated: 2/22/93

Title	Name	SS#	Business Address	Residence Address
Chairman, President & CEO	Joseph Dieter Stein	144-84-8431	8 Campus Drive Parsippany, NJ 07054	25 Crystal Road Mountain Lakes, NJ 07046
Vice Chairman - Chief Financial & Administrative Officer	Frederick W. Bernthal	374-22-5215	8 Campus Drive Parsippany, NJ 07054	26 Sunrise Drive Morris Plains, NJ 07950
Executive Vice President	Manfred Buller	142-54-2931	100 Cherry Hill Road Parsippany, NJ 07054	8 Conifer Drive Mendham, NJ 07945
Executive Vice President	Richard Wayne Godwin	085-34-2184	Route 60E P.O. Drawer D Williamsburg, VA 23185	227 Archer's Mead (Kingsmill) Williamsburg, VA 23185
Executive Vice President	James Larry Jameson	401-50-4482	100 Cherry Hill Road Clifton, NJ 07015	19 Junard Drive Mendham, NJ 07945
Executive Vice President, Chief Financial Officer	Klaus H. Messinger	010-44-9771	8 Campus Drive Parsippany, NJ 07054	94A Pleasant Hill Road Succasunna, NJ 07876
Executive Vice President	Eggert Voscherau	137-92-0132	100 Cherry Hill Road Parsippany, NJ 07054	29 Ripplewood Drive Randolph, NJ 07869
Group Vice President, General Counsel & Secretary	Nicola W. Palmieri	148-72-9425	8 Campus Drive Parsippany, NJ 07054	330 Boulevard Mountain Lakes, NJ 07046
Senior Vice President & Controller	Albert V. Cardinale	139-30-6298	1255 Broad Street Clifton, NJ 07015	21 Manor Lane Morris Plains, NJ 07950
Senior Vice President & Treasurer	Klaus J. Boehm	150-88-5798	8 Campus Drive Parsippany, NJ 07054	45 Meadowbrook Road Randolph, New Jersey 07869

Filename: BASF Corporation - Officers
 Updated: 2/22/93

Title	Name	SS#	Business Address	Residence Address
Senior Vice President Information Services	Gerald de Beuckelaer	140-92-9097	100 Cherry Hill Road Parsippany, NJ 07054	8 Shaker Road Randolph, NJ 07869
Senior Vice President Logistics	H. Bernd Flickinger	231-51-9239	100 Cherry Hill Road Parsippany, NJ 07054	15 Craven Road Mountain Lakes, NJ 07046
Assistant Controller	Anthony Bruzzi	153-36-9388	8 Campus Drive Parsippany, NJ 07054	3 Ashlyn Road Parsippany, NJ 07054
Assistant Secretary	William M. Caviston	370-26-7031	Route 60E P.O. Drawer D Williamsburg, VA 23185	104 Sheriff's Place Williamsburg, VA 23185
Assistant Secretary	Charles B. Hargett	228-52-9760	100 Cherry Hill Road Parsippany, NJ 07054	24 Post Terrace Basking Ridge, NJ 07920
Assistant Secretary	Thomas A. Himes	444-38-6633	8 Campus Drive Parsippany, NJ 07054	72 Briarcliff Road Mountain Lakes, NJ 07046
Assistant Secretary	Robert M. Shaw	171-46-5685	100 Cherry Hill Road Parsippany, NJ 07054	44 Guinard Drive Watchung, NJ 07060
Assistant Secretary	Gary E. Smith	282-34-5836	100 Cherry Hill Road Parsippany, NJ 07054	Apt. P5-#4 Panther Valley Hackettstown, NJ 07840
Assistant Treasurer	Michael J. Staver	137-50-6371	8 Campus Drive Parsippany, NJ 07054	14 Marlin Drive Whippany, NJ 07981
Assistant Treasurer	Richard F. Schmidt	156-34-2981	8 Campus Drive Parsippany, NJ 07054	8 Granville Way Basking Ridge, NJ 07920

Filename: BASF Corporation - Directors
Updated: 2/22/93

Name	SS#	Business Address	Residence Address
J. Dieter Stein	144-84-8431	8 Campus Drive Parsippany, NJ 07054	25 Crystal Road Mountain Lakes, NJ 07046
Frederick W. Bernthal	374-22-5215	8 Campus Drive Parsippany, NJ 07054	26 Sunrise Drive Morris Plains, NJ 07950
Manfred Buller	142-54-2931	100 Cherry Hill Road Parsippany, NJ 07054	8 Conifer Drive Mendham, NJ 07945
Elmar Frommer	NONE	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	Federal Republic of Germany
Helmut Glassen	NONE	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	Federal Republic of Germany
R. Wayne Godwin	085-34-2184	Route 60E P.O. Drawer D Williamsburg, VA 23185	227 Archer's Mead (Kingsmill) Williamsburg, VA 23185
Harald Grunert	NONE	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	Belchenstrasse 43 6800 Mannheim 1 Federal Republic of Germany
Carl A. Jennings	326-38-1003	100 Cherry Hill Road Parsippany, NJ 07054	59 Nicole Drive Denville, NJ 07834
J. Larry Jameson	401-50-4482	1255 Broad Street Clifton, NJ 07015	29 Horizon Drive Mendham, NJ 07945

Filename: BASF Corporation - Directors

Updated: 2/22/93

Name	SS#	Business Address	Residence Address
Werner Kuesters	362-06-4634	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	6703 Limburgerhof Flossbachstrasse 8 Federal Republic of Germany
Klaus H. Messinger	010-44-9771	8 Campus Drive Parsippany, NJ 07054	94A Pleasant Hill Road Succasunna, NJ 07876
Eckart Suenner	NONE	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	Federal Republic of Germany
Eggert Voscherau	137-92-0132	100 Cherry Hill Road Parsippany, NJ 07054	29 Ripplewood Drive Randolph, NJ 07869

Filing Fee \$50.00

CA 1711850

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0023210 Annual Report for the year 1992

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SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and Sale of Industrial Chemicals

FOURTH: If foreign corporation, address of its principal office 8 Campus Drive
Parsippany, NJ 07054

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Pawtucket, RI 02861

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
	Director	
	Director	
See Attached Listing	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par

PAID

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par

FEB 28 1992

SECY OF STATE

Dated February 24 19 92

BASF Corporation
(Name of Corporation) Assistant Secretary

By Thomas A. Himes

Title Assistant Secretary

(Report must be signed by an officer)

Filename: BASF Corporation - Officers
 Updated: 2/10/92

Title	Name	SS#	Business Address	Residence Address
Chairman, President & CEO	Joseph Dieter Stein	144-84-8431	8 Campus Drive Parsippany, NJ 07054	25 Crystal Road Mountain Lakes, NJ 07046
Vice Chairman - Chief Financial & Administrative Officer	Frederick W. Bernthal	374-22-5215	8 Campus Drive Parsippany, NJ 07054	26 Sunrise Drive Morris Plains, NJ 07950
Executive Vice President	Manfred Butler	142-54-2931	100 Cherry Hill Road Parsippany, NJ 07054	8 Conifer Drive Mendham, NJ 07945
Executive Vice President	Richard Wayne Godwin	085-34-2184	Route 60E P.O. Drawer D Williamsburg, VA 23185	227 Archer's Mead (Kingsmill) Williamsburg, VA 23185
Executive Vice President	Peter R. Heinze	142-56-4946	100 Cherry Hill Road Parsippany, NJ 07054	19 Junard Drive Morristown, NJ 07960
Executive Vice President	James Larry Jameson	401-50-4482	1255 Broad Street Clifton, NJ 07015	29 Horizon Drive Mendham, NJ 07945
Executive Vice President, Chief Financial Officer	Klaus H. Messinger	010-44-9771	8 Campus Drive Parsippany, NJ 07054	94A Pleasant Hill Road Succasunna, NJ 07876
Executive Vice President	Eggert Voscherau	137-92-0132	100 Cherry Hill Road Parsippany, NJ 07054	29 Ripplewood Drive Randolph, NJ 07869
Group Vice President, General Counsel & Secretary	Nicola M. Palmieri	148-72-9425	8 Campus Drive Parsippany, NJ 07054	330 Boulevard Mountain Lakes, NJ 07046
Senior Vice President & Controller	Dietrich von Hanstein	153-80-1835	8 Campus Drive Parsippany, NJ 07054	61 Baltusrol Way Short Hills, NJ 07078
Senior Vice President & Treasurer	Klaus J. Boehm	150-88-5798	8 Campus Drive Parsippany, NJ 07054	45 Meadowbrook Road Randolph, New Jersey 07869

Filename: BASF Corporation - Officers
 Updated: 2/10/92

Title	Name	SS#	Business Address	Residence Address
Senior Vice President Information Services	Albert V. Cardinale	139-30-6298	100 Cherry Hill Road Parsippany, NJ 07054	21 Manor Lane Morris Plains, New Jersey 07950
Senior Vice President Logistics	Wulf E. Crasselt	151-84-7404	1255 Broad Street Clifton, New Jersey 07015	29 Brittany Road Montville, New Jersey 07045
Assistant Controller	Anthony Bruzzi	153-36-9388	8 Campus Drive Parsippany, NJ 07054	3 Ashlyn Road Parsippany, NJ 07054
Assistant Secretary	William M. Caviston	370-26-7031	Route 60E P.O. Drawer D Williamsburg, VA 23185	104 Sheriff's Place Williamsburg, VA 23185
Assistant Secretary	Charles B. Hargett	228-52-9760	100 Cherry Hill Road Parsippany, NJ 07054	24 Post Terrace Basking Ridge, NJ 07920
Assistant Secretary	Thomas A. Himes	444-38-6633	8 Campus Drive Parsippany, NJ 07054	72 Briarcliff Road Mountain Lakes, NJ 07046
Assistant Secretary	Robert M. Shaw	171-46-5685	100 Cherry Hill Road Parsippany, NJ 07054	44 Guinard Drive Watchung, NJ 07060
Assistant Secretary	Gary E. Smith	282-34-5836	100 Cherry Hill Road Parsippany, NJ 07054	Apt. P5-#4 Panther Valley Hackettstown, NJ 07840
Assistant Treasurer	Michael J. Stavar	137-50-6371	8 Campus Drive Parsippany, NJ 07054	14 Marlin Drive Whippany, NJ 07981
Assistant Treasurer	Richard F. Schmidt	156-34-2981	8 Campus Drive Parsippany, NJ 07054	8 Granville Way Basking Ridge, NJ 07920

Filename: BASF Corporation - Directors
 Updated: 2/10/92

Name	SS#	Business Address	Residence Address
J. Dieter Stein	144-84-8431	8 Campus Drive Parsippany, NJ 07054	25 Crystal Road Mountain Lakes, NJ 07046
Frederick W. Bernthal	374-22-5215	8 Campus Drive Parsippany, NJ 07054	26 Sunrise Drive Morris Plains, NJ 07950
Manfred Buller	142-54-2931	100 Cherry Hill Road Parsippany, NJ 07054	8 Conifer Drive Mendham, NJ 07945
Elmar Frommer		BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	Federal Republic of Germany
Helmut Glassen		BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	Federal Republic of Germany
R. Wayne Godwin	085-34-2184	Route 60E P.O. Drawer D Williamsburg, VA 23185	227 Archer's Mead (Kingsmill) Williamsburg, VA 23185
Harald Grumert	NONE	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	Belchenstrasse 43 6800 Mannheim 1 Federal Republic of Germany
Peter R. Heinze	142-56-4946	100 Cherry Hill Road Parsippany, NJ 07054	19 Junard Drive Morristown, NJ 07960
J. Larry Jameson	401-50-4482	1255 Broad Street Clifton, NJ 07015	29 Horizon Drive Mendham, NJ 07945

Filename: BASF Corporation - Directors
Updated: 2/10/92

Name	SS#	Business Address	Residence Address
Werner Kuesters	362-06-4634	BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	6703 Limburgerhof Flossbachstrasse 8 Federal Republic of Germany
Klaus H. Messinger	010-44-9771	8 Campus Drive Parsippany, NJ 07054	94A Pleasant Hill Road Succasunna, NJ 07876
Eckart Suenner		BASF Aktiengesellschaft 6700 Ludwigshafen/Rhein Federal Republic of Germany	Federal Republic of Germany
Eggert Voscherau	137-92-0132	100 Cherry Hill Road Parsippany, NJ 07054	29 Ripplewood Drive Randolph, NJ 07869

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0023210 Annual Report for the year 1991

FIRST: The name of the corporation is BASF CORPORATION

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and sale of
industrial chemicals

FOURTH: If foreign corporation, address of its principal office 8 Campus Drive
Parsippany, NJ. 07054

FIFTH: Business address in Rhode Island 201 Armistice Blvd.
Pawtucket, RI 02861

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
	Director	
See Attached Schedule	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par

PAID
FEB 20 1991
SEC'Y OF STATE

Dated February 25 19 91

BASF Corporation
(Name of Corporation)
By [Signature]
Title Assistant Secretary

(Report must be signed by an officer)

Filename: BASF Corporation - Officers

Updated: 12/14/90

Title	Name	SS#	Business Address	Residence Address
Chairman, President & CEO	Joseph Dieter Stein	144-84-8431	8 Campus Drive Parsippany, NJ 07054	25 Crystal Road Mountain Lakes, NJ 07046
Vice Chairman - Chief Financial & Administrative Officer	Frederick W. Bernthal	374-22-5215	8 Campus Drive Parsippany, NJ 07054	26 Sunrise Drive Morris Plains, NJ 07950
Executive Vice President	Manfred Buller	142-54-2931	100 Cherry Hill Road Parsippany, NJ 07054	8 Conifer Drive Mendham, NJ 07945
Executive Vice President	Richard Wayne Godwin	085-34-2184	Route 60E P.O. Drawer D Williamsburg, VA 23185	227 Archer's Head (Kingsmill) Williamsburg, VA 23185
Executive Vice President	Peter R. Heinze	142-56-4946	100 Cherry Hill Road Parsippany, NJ 07054	19 Junard Drive Morristown, NJ 07960
Executive Vice President	Manfred Hopp	014-42-2372	99 Cherry Hill Road Parsippany, NJ 07054	260 Terrace Road Franklin Lakes, NJ 07417
Executive Vice President	James Larry Jameson	401-50-4482	1255 Broad Street Clifton, NJ 07015	29 Horizon Drive Mendham, NJ 07945
Group Vice President, General Counsel & Secretary	Nicola M. Palmieri	148-72-9425	8 Campus Drive Parsippany, NJ 07054	330 Boulevard Mountain Lakes, NJ 07046
Senior Vice President & Controller	Dietrich von Hanstein	153-80-1835	8 Campus Drive Parsippany, NJ 07054	61 Baltusrol Way Short Hills, NJ 07078
Senior Vice President & Treasurer	Klaus J. Boehm	150-88-5798	8 Campus Drive Parsippany, NJ 07054	45 Meadowbrook Road Randolph, New Jersey 07869

Filename: BASF Corporation - Officers
 Updated: 12/14/90

Title	Name	SS#	Business Address	Residence Address
Senior Vice President Information Services	Albert V. Cardinale	139-30-6298	100 Cherry Hill Road Parsippany, NJ 07054	21 Manor Lane Morris Plains, New Jersey 07950
Senior Vice President Logistics	Wulf E. Crasselt	151-84-7404	1255 Broad Street Clifton, New Jersey 07015	29 Brittany Road Montville, New Jersey 07045
Assistant Controller	Anthony Bruzzi	153-36-9388	8 Campus Drive Parsippany, NJ 07054	3 Ashlyn Road Parsippany, NJ 07054
Assistant Secretary	Helmuth Aldinger	145-82-0037	110 Cherry Hill Road Parsippany, NJ 07054	13 Fairfax Terrace Chatham, New Jersey 07928
Assistant Secretary	William M. Caviston	370-26-7031	Route 60E P.O. Drawer D Williamsburg, VA 23185	104 Sheriff's Place Williamsburg, VA 23185
Assistant Secretary	William G. Conger	146-361-154	1609 Biddle Avenue Wyandotte, Michigan 48192	8415 Bridge Road Gross Ile, Michigan 48138
Assistant Secretary	Bruce E. Harang	377-507-710	Sand Hill Road Enka, NC. 28728	370 Sondley Drive East Asheville, North Carolina 28805

Filename: BASF Corporation - Officers

Updated: 12/14/90

Title	Name	SS#	Business Address	Residence Address
Assistant Secretary	Charles B. Hargett	228-52-9760	100 Cherry Hill Road Parsippany, NJ 07054	24 Post Terrace Basking Ridge, NJ 07920
Assistant Secretary	Thomas A. Himes	444-38-6633	8 Campus Drive Parsippany, NJ 07054	72 Briarcliff Road Mountain Lakes, NJ 07046
Assistant Secretary	Roger Kissan	364-42-0397	100 Cherry Hill Road Parsippany, New Jersey 07054	150 Columbia Heights, Apt. 3F Brooklyn, New York 11201
Assistant Treasurer	Michael J. Stavar	137-50-6371	8 Campus Drive Parsippany, NJ 07054	14 Marlin Drive Whippany, NJ 07981
Assistant Treasurer	Richard F. Schmidt	156-34-2981	8 Campus Drive Parsippany, NJ 07054	8 Granville Way Basking Ridge, NJ 07920

Filename: BASF Corporation - Directors
Updated: 12/14/90

Name	SS#	Business Address	Residence Address
J. Dieter Stein	144-84-8431	8 Campus Drive Parsippany, NJ 07054	25 Crystal Road Mountain Lakes, NJ 07046
Frederick W. Bernthal	374-22-5215	8 Campus Drive Parsippany, NJ 07054	26 Sunrise Drive Morris Plains, NJ 07950
Manfred Buller	142-54-2931	100 Cherry Hill Road Parsippany, NJ 07054	8 Conifer Drive Mendham, NJ 07945
R. Wayne Godwin	085-34-2184	Route 60E P.O. Drawer D Williamsburg, VA 23185	227 Archer's Mead (Kingsmill) Williamsburg, VA 23185
Harald Grunert	NONE	BASF Aktiengesellschaft Zentralbereich Recht, Steuern und Versicherung D-6700 Ludwigshafen West Germany	Belchenstrasse 43 6800 Mannheim 1 West Germany
Peter R. Heinze	142-56-4946	100 Cherry Hill Road Parsippany, NJ 07054	19 Junard Drive Morristown, NJ 07960
Manfred Kopp	014-42-2372	99 Cherry Hill Road Parsippany, NJ 07054	260 Terrace Road Franklin Lakes, NJ 07417
J. Larry Jameson	401-50-4482	1255 Broad Street Clifton, NJ 07015	29 Horizon Drive Mendham, NJ 07945

Filename: BASF Corporation - Directors
Updated: 12/14/90

Name	SS#	Business Address	Residence Address
Werner Kuesters	362-06-4634	BASF Aktiengesellschaft Zentralbereich Personal Gruppe D-6700 Ludwigshafen West Germany	6703 Limburgerhof Flossbachstrasse 8 West Germany
Gerhard Paul	376-94-8499	BASF Aktiengesellschaft Zentralbereich Personal Gruppe D-6700 Ludwigshafen West Germany	Tannenstrasse 32 D-6700 Ludwigshafen West Germany
Wolfgang Ritter	NONE	BASF Aktiengesellschaft Zentralbereich Recht, Steuern und Versicherung D-6700 Ludwigshafen West Germany	Pierstr. 3 D-6710 Frankenthal West Germany
Norbert Rudolph	NONE	BASF Aktiengesellschaft Zentralbereich Planung und Controlling D-6700 Ludwigshafen West Germany	Mannheimer Str. 41 D-6703 Limburgerhof West Germany

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

active
800105478-5

Corporate ID 0023210 Annual Report for the year 1990

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SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

.....	Director	.....
<u>See schedule Attached</u>	Director	.....
.....	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class
<u>1,000</u>	<u>Common</u>

Series **PAID**

Par Value or statement that shares are without par value

MAR 02 1991

NO PAR

SEC'Y. OF STATE

EIGHTH: Number of Shares issued:

No. of Shares	Class
<u>1,000</u>	<u>Common</u>

Series

Par Value or statement that shares are without par value

NO PAR

Dated February 27 19 90

BASF Corporation
(Name of Corporation)

By [Signature]

Title Assistant Secretary

(Report must be signed by an officer)

Filename: BASF Corporation - Officers

Title	Name	Business Address
Chairman, President & CEO	J. Dieter Stein	8 Campus Drive Parsippany, NJ 07054
Vice Chairman - Chief Financial & Administrative Officer	Frederick W. Bernthal	8 Campus Drive Parsippany, NJ 07054
Executive Vice President	Manfred Buller	100 Cherry Hill Road Parsippany, NJ 07054
Executive Vice President	R. Wayne Godwin	Route 60E P.O. Drawer D Williamsburg, VA 23185
Executive Vice President	Peter R. Heinze	100 Cherry Hill Road Parsippany, NJ 07054
Executive Vice President	Manfred Hopp	76 Ninth Avenue New York, NY 10011
Executive Vice President	J. Larry Jameson	1255 Broad Street Clifton, NJ 07015
Group Vice President, General Counsel & Secretary	Nicola W. Palmieri	8 Campus Drive Parsippany, NJ 07054
Senior Vice President & Controller	Dietrich von Hanstein	8 Campus Drive Parsippany, NJ 07054
Senior Vice President & Treasurer	Christoph von Krafft	8 Campus Drive Parsippany, NJ 07054
Assistant Controller	Anthony Bruzzi	3 Campus Drive Parsippany, NJ 07054
Assistant Secretary	Helmuth Aldinger	110 Cherry Hill Road Parsippany, NJ 07054
Assistant Secretary	William M. Caviston	Route 60E P.O. Drawer D Williamsburg, VA 23185
Assistant Secretary	William G. Conger	1609 Biddle Avenue Wyandotte, Michigan 48192
Assistant Secretary	Bruce E. Harang	
Assistant Secretary	Charles B. Hargett	100 Cherry Hill Road Parsippany, NJ 07054

Filename: BASF Corporation - Officers

Title	Name	Business Address
Assistant Secretary	Thomas A. Himes	8 Campus Drive Parsippany, NJ 07054
Assistant Secretary	Roger Kissam	100 Cherry Hill Road Parsippany, New Jersey 07054
Assistant Treasurer	Charles L. Truett	8 Campus Drive Parsippany, NJ 07054

Filename: BASF Corporation - Directors

Name	Business Address
J. Dieter Stein	8 Campus Drive Parsippany, NJ 07054
Frederick W. Bernthal	8 Campus Drive Parsippany, NJ 07054
Manfred Buller	100 Cherry Hill Road Parsippany, NJ 07054
R. Wayne Godwin	Route 60E P.O. Drawer D Williamsburg, VA 23185
Harald Grunert	BASF Aktiengesellschaft Zentralbereich Recht, Steuern und Versicherung D-6700 Ludwigshafen West Germany
Peter R. Heinze	100 Cherry Hill Road Parsippany, NJ 07054
Manfred Hopp	76 Ninth Avenue New York, NY 10011
J. Larry Jameson	1255 Broad Street Clifton, NJ 07015
Gerhard Paul	BASF Aktiengesellschaft Zentralbereich Personal Gruppe D-6700 Ludwigshafen West Germany
Wolfgang Ritter	BASF Aktiengesellschaft Zentralbereich Recht, Steuern und Versicherung D-6700 Ludwigshafen West Germany
Norbert Rudolphi	BASF Aktiengesellschaft Zentralbereich Planung und Controlling D-6700 Ludwigshafen West Germany

Filename: BASF Corporation - Directors

Name	Business Address
.....	

Hans-Uwe Schenck	BASF Aktiengesellschaft Zentralbereich Hauptlaboratorium D-6700 Ludwigshafen West Germany
------------------	--

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0033210

Annual Report for the year 1989

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SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
<u>See Schedule Attached</u>	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par

Dated February 19 89

PAID
MAR 2 1989
SECY OF STATE

BASF Corporation
(Name of Corporation)

Title Assistant Secretary

(Report must be signed by an officer)

BASF CORPORATION - Officers

Title	Name	Business Address
Chairman, President & CEO	J. Dieter Stein	8 Campus Drive Parsippany, NJ 07054
Vice Chairman - Chief Financial & Administrative Officer	Frederick W. Bernthal	8 Campus Drive Parsippany, NJ 07054
Executive Vice President	R. Wayne Godwin	Route 60E P.O. Drawer D Williamsburg, VA 23185
Executive Vice President	J. Larry Jameson	1255 Broad Street Clifton, NJ 07015
Executive Vice President	Peter R. Heinze	100 Cherry Hill Road Parsippany, NJ 07054
Group Vice President, General Counsel & Secretary	Nicola W. Palmieri-Egger	8 Campus Drive Parsippany, NJ 07054
Group Vice President	Werner Praetorius	8 Campus Drive Parsippany, NJ 07054
Senior Vice President & Controller	Dietrich von Hanstein	8 Campus Drive Parsippany, NJ 07054
Senior Vice President & Treasurer	Christoph von Krafft	8 Campus Drive Parsippany, NJ 07054
Assistant Secretary	William M. Caviston	Route 60E P.O. Drawer D Williamsburg, VA 23185
Assistant Secretary	Charles B. Hargett	100 Cherry Hill Road Parsippany, NJ 07054
Assistant Secretary	Thomas A. Hines	8 Campus Drive Parsippany, NJ 07054
Assistant Secretary	Helmuth Aldinger	1255 Broad Street Clifton, NJ 07015
Assistant Controller	Anthony Bruzzi	8 Campus Drive Parsippany, NJ 07054
Assistant Treasurer	Charles L. Truett	8 Campus Drive Parsippany, NJ 07054

BASF CORPORATION - Directors

Name	Business Address
J. Dieter Stein	8 Campus Drive Parsippany, NJ 07054
Frederick W. Bernthal	8 Campus Drive Parsippany, NJ 07054
R. Wayne Godwin	Route 60E P.O. Drawer D Williamsburg, VA 23185
J. Larry Jameson	1255 Broad Street Clifton, NJ 07015
Peter R. Heinze	100 Cherry Hill Road Parsippany, NJ 07054
Johannes Grohmann	BASF Aktiengesellschaft Zentralbereich Personal Gruppe D-6700 Ludwigshafen West Germany
Wolfgang Ritter	BASF Aktiengesellschaft Zentralbereich Recht, Steuern und Versicherung D-6700 Ludwigshafen West Germany
Norbert Rudolphi	BASF Aktiengesellschaft Zentralbereich Planung und Controlling D-6700 Ludwigshafen West Germany
Hans-Uwe Schenck	BASF Aktiengesellschaft Zentralbereich Hauptlaboratorium D-6700 Ludwigshafen West Germany
Harald Grunert	

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23210 Annual Report for the year 1988

FIRST: The name of the corporation is BASF Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and Sale of Industrial
Chemicals

FOURTH: If foreign corporation, address of its principal office 8 Campus Drive
Parsippany, N.J. 07054

FIFTH: Business address in Rhode Island 201 Armistice Blvd., Pawtucket, R.I. 02861

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
<u>See Schedule</u>	Director	
<u>Attached</u>	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1,000</u>	<u>Common</u>		<u>No Par</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1,000</u>	<u>Common</u>		<u>No Par</u>

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SECY OF STATE

APA

Dated February 23, 1988

BASF Corporation
(Name of Corporation)

By *[Signature]*

Title Assistant Secretary

(Report must be signed by an officer)

12/10/87

BASF CORPORATION
OFFICERS

President and Chief Executive Officer	Juergen F. Strube	(1)
Executive Vice President, Finance	Frederick W. Bernthal	(1)
Executive Vice President	R. Wayne Godwin	(3)
Executive Vice President	J. Larry Jameson	(4)
Executive Vice President	Edwin L. Stenzel	(2)
Group Vice President, Secretary & General Counsel	Nicola W. Palmieri-Egger	(1)
Group Vice President	Werner Praetorius	(1)
Senior Vice President & Controller	Dietrich von Hanstein	(1)
Senior Vice President & Treasurer	Christoph von Krafft	(1)
Assistant Secretary	William M. Caviston	(3)
Assistant Secretary	Charles B. Hargett	(2)
Assistant Secretary	Thomas A. Himes	(1)
Assistant Secretary	Roger H. Kissam	(4)
Assistant Controller	Anthony Bruzzi	(1)
Assistant Treasurer	Charles L. Truett	(1)

For locations, see next page.....

LOCATIONS

- (1) 8 Campus Drive, Parsippany, New Jersey 07054
- (2) 100 Cherry Hill Road, Parsippany, New Jersey 07054
- (3) Route 60E, P. O. Drawer D, Williamsburg, Virginia 23185
- (4) 1255 Broad Street, Clifton, New Jersey 07015

BASF CORPORATION
DIRECTORS

Rev. 11/1/87

<u>Name</u>	<u>Business Address</u>
Frederick W. Bernthal	Eight Campus Drive Parsippany, NJ 07054
R. Wayne Godwin	Fibers Division Route 60E Williamsburg, Virginia 23185
Johannes Grohmann	BASF Aktiengesellschaft Zentralbereich Personal Gruppe D-6700 Ludwigshafen West Germany
J. Larry Jameson	Inmont Division 1255 Broad Street Clifton, NJ 07015-6001
Juergen-Friedrich Kammer	BASF Aktiengesellschaft Zentralbereich Finanzen D-6700 Ludwigshafen West Germany
Wolfgang Ritter	BASF Aktiengesellschaft Zentralbereich Recht, Steuern und Versicherung D-6700 Ludwigshafen West Germany
Norbert Rudolphi	BASF Aktiengesellschaft Zentralbereich Planung und Controlling D-6700 Ludwigshafen West Germany
Hans Uwe Schenck	BASF Aktiengesellschaft Zentralbereich Hauptlaboratorium D-6700 Ludwigshafen West Germany
Edwin L. Stenzel	100 Cherry Hill Road Parsippany, NJ 07054
Juergen F. Strube	Eight Campus Drive Parsippany, NJ 07054

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23210 Annual Report for the year 1987

FIRST: The name of the corporation is BASF CORPORATION

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and sale of Industrial Chemical

FOURTH: If foreign corporation, address of its principal office 8 Campus Drive, Parsippany, NJ
07054

FIFTH: Business address in Rhode Island 201 Armistice Blvd., Pawtucket 02861

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
<u>SEE SCHEDULE</u>	Director	.....
<u>ATTACHED</u>	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1,000</u>	<u>Common</u>		<u>No Par</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1,000</u>	<u>Common</u>	<u>MAR 10 1987</u>	<u>No Par</u>

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MAR 10 1987
SEC'Y OF STATE

MAY 11 1987

Dated February 27 19 87

BASF Corporation
(Name of Corporation)

By [Signature]

Title Assistant Secretary

(Report must be signed by an officer)

BASF CORPORATION

DIRECTORS

Business

Juergen F. Strube	BASF Corporation 8 Campus Drive Parsippany, New Jersey 07054
Frederick W. Bernthal	BASF Corporation 8 Campus Drive Parsippany, New Jersey 07054
Johannes Grohmann	BASF AG Zentralabteilung Recht 6700 Ludwigshafen, West Germany
J. Larry Jameson	BASF Corporation - Inmont Division 1255 Broad Street Post Office Box 6001 Clifton, New Jersey 07015-6001
Juergen-Friedrich Kammer	BASF AG Zentralabteilung Recht 6700 Ludwigshafen, West Germany
Hans-Harald Kopper	BASF Corporation Fiber Division Post Office Drawer D Williamsburg, Virginia 23185
Wolfgang Ritter	BASF AG Zentralabteilung Recht 6700 Ludwigshafen, West Germany
Norbert Rudolphi	BASF AG Zentralabteilung Recht 6700 Ludwigshafen, West Germany
Hans-Uwe Schenck	BASF AG Zentralabteilung Recht 6700 Ludwigshafen, West Germany
Edwin L. Stenzel	BASF Corporation Cherry Hill Road Parsippany, New Jersey 07054

BASF CORPORATION

OFFICERS

President

Juergen F. Strube

8 Campus Drive
Parsippany, NJ 07054

Executive Vice President

Edwin L. Stenzel

100 Cherry Hill Road
Parsippany, NJ 07054

Executive Vice President

Hans-Harald Kopper

Fibers Division
Rt. 60 E
Williamsburg, VA 23185

Executive Vice President

J. Larry Jameson

1255 Broad St.
Clifton, NJ 07015-6001

Executive Vice President,
Finance

Frederick W. Bernthal

8 Campus Drive
Parsippany, NJ 07054

Corporate Vice President

Werner Praetorius

8 Campus Drive
Parsippany, NJ 07054

Corporate Vice President,
Secretary & General Counsel

Nicola W. Palmeri-Egger

8 Campus Drive
Parsippany, NJ 07054

Treasurer

Christoph von Krafft

8 Campus Drive
Parsippany, NJ 07054

Assistant Secretary

William M. Caviston

Fibers Division
Rt. 60 E
Williamsburg, VA 23185

Assistant Secretary

Charles B. Hargett

100 Cherry Hill Road
Parsippany, NJ 07054

Assistant Secretary

Thomas A. Himes

8 Campus Drive
Parsippany, NJ 07054

Assistant Secretary

Roger H. Kissam

1255 Broad Street
Clifton, NJ 07015-6001

Assistant Secretary

Michael J. Walsh

Crosby Drive
Bedford, MA 01730

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903



Corporate ID 23210 Annual Report for the year 1986

FIRST: The name of the corporation is Inmont Corporation
(Name changed to "BASF Corporation.")

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and sale of coatings, fibers and chemical products.

FOURTH: If foreign corporation, address of its principal office 1255 Broad Street Clifton, N.J. 07015-6001

FIFTH: Business address in Rhode Island 201 Armistice Blvd., Pawtucket, Rhode Island 02861

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	See attached for list of Directors
.....	Director	.....
.....	Director	.....
Juergen F. Strube	President	9 Campus Dr., Parsippany, N.J. 07054
J. Larry Jameson	Exec. Vice President	1255 Broad St., Clifton, N.J. 07015
Nicola W. Palmieri-Egger	V.P. and Secretary	9 Campus Dr., Parsippany, N.J. 07054
Frederick W. Bernthal	Treasurer	9 Campus Dr., Parsippany, N.J. 07054

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	-	Shares are without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	-	Shares are without par value

Dated February 28, 19 86

BASF Corporation

(Name of Corporation)

By [Signature]

N.W. Palmieri-Egger

Title V.P. and Secretary

(Report must be signed by an officer)

MAR 13 1986

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BASF Corporation

Directors

Frederick W. Bernthal	Nine Campus Drive Parsippany, N.J. 07054
Johannes Grohmann	BASF AG Zentralabteilung Recht 6700 Ludwigshafen West Germany
J. Larry Jameson	1255 Broad Street Clifton, N.J. 07015-6001
Juergen-Friedrich Kammer	Zentralabteilung Recht 6700 Ludwigshafen West Germany
Hans-Harald Kopper	Fibers Division P.O. Drawer D Williamsburg, Virginia 23185
Wolfgang Ritter	Zentralabteilung Recht 6700 Ludwigshafen West Germany
Nobert Rudolphi	Zentralabteilung Recht 6700 Ludwigshafen West Germany
Hans-Uwe Schenck	Zentralabteilung Recht 6700 Ludwigshafen West Germany
Edwin L. Stenzel	100 Cherry Hill Road P.O. Box 181 Parsippany, N.J. 07054
Juergen F. Strube	Nine Campus Drive Parsippany, N.J. 07054

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23210

Annual Report for the year 1985

FIRST: The name of the corporation is Inmont Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and sale of inks, paints, chemical coatings and related products.

FOURTH: If foreign corporation, address of its principal office 1255 Broad Street, Clifton, New Jersey 07015-6001

FIFTH: Business address in Rhode Island 201 Armistice Blvd., Pawtucket, Rhode Island 02861

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Stillman B. Brown	Director	UTC, One Financial Plaza, Hartford, CT 06101
Leonard L. DeSantis	Director	1255 Broad St., Clifton, NJ 07015-6001
Edward M. Irving	Director	UTC, One Financial Plaza, Hartford, CT 06101
Edward W. Large	Director	UTC, One Financial Plaza, Hartford, CT 06101
Leonard L. DeSantis	President	1255 Broad St., Clifton, NJ 07015-6001
Walter F. O'Keefe	Sr. Vice President	1255 Broad St., Clifton, NJ 07015-6001
Roger H. Kissam	Secretary	1255 Broad St., Clifton, NJ 07015-6001
Rochelle F. McNeeley	Asst. Sec'y	1255 Broad St., Clifton, NJ 07015-6001
Charles C. Easton, Jr.	Treasurer	1255 Broad St., Clifton, NJ 07015-6001

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	-	\$10.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	-	\$10.00

Dated February 21, 1985

Inmont Corporation
(Name of Corporation)

By Rochelle F. McNeeley
Rochelle F. McNeeley
Title Assistant Secretary

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(Report must be signed by an officer) 1985

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1984

FIRST: The name of the corporation is Inmont Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and sale of inks, paints, chemical coatings and related products

FOURTH: If foreign corporation, address of its principal office 1255 Broad Street, Clifton, N.J. 07015

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 201 Armistice Blvd., Pawtucket, R.I. 02861

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Stillman B. Brown	Director	United Technologies Corporation, 1 Financial Plaza, Hartford, CT 06101
Robert J. Carlson	Director	United Technologies Corporation, 1 Financial Plaza, Hartford, CT 06101
Leonard L. DeSantis	Director	1255 Broad Street, Clifton, N.J. 07015
Edward M. Irving	Director	United Technologies Corporation, 1 Financial Plaza, Hartford, Ct. 06101
Edward W. Large	Director	United Technologies Corporation, 1 Financial Plaza, Hartford, CT. 06101
Leonard L. DeSantis	President	1255 Broad St., Clifton, N.J. 07015
Walter F. O'Keefe	Vice President	1255 Broad St., Clifton, N.J. 07015
Roger H. Kissam	Secretary	1255 Broad St., Clifton, N.J. 07015
Rochelle F. McNeeley	Asst. Sec'y.	1255 Broad St., Clifton, N.J. 07015
Charles C. Easton, Jr.	Treasurer	1255 Broad St., Clifton, N.J. 07015

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	-	\$10.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	3	\$10.00

Dated: February 21 19 84

MAR 27 1984
LR

Inmont Corporation

(Name of Corporation)

By Rochelle F. McNeeley
Title Assistant Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1983

FIRST: The name of the corporation is Inmont Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and sale of inks, paints, chemical coatings and related products.

FOURTH: If foreign corporation, address of its principal office 1255 Broad Street, Clifton, N.J. 07015

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 201 Armistice Blvd., Pawtucket, R.I. 02861

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Stillman B. Brown	Director	United Technologies Corp., One Financial Plaza, Hartford, Ct. 06101
Edward M. Irving	Director	1255 Broad St., Clifton, N.J. 07015
Edward W. Large	Director	United Technologies Corp., One Financial Plaza, Hartford, Ct. 06101
Edward M. Irving	President	1255 Broad St., Clifton, N.J. 07015
Walter F. O'Keefe	Vice President	1255 Broad St., Clifton, N.J. 07015
Roger H. Kissam	VP & Secretary	1255 Broad St., Clifton, N.J. 07015
Rochelle F. McNeeley	Asst. Secretary	1255 Broad St., Clifton, N.J. 07015
Charles C. Easton, Jr.	Treasurer	1255 Broad St., Clifton, N.J. 07015

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	-	\$10.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	-	\$10.00

Dated: January 28 19 83

Inmont Corporation
(Name of Corporation)

FEB 2 1983

By Rochelle F. McNeeley
Title Assistant Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1982

FIRST: The name of the corporation is Inmont Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Manufacture and sale of inks, paints, chemical coatings and related products.

FOURTH: If foreign corporation, address of its principal office
1255 Broad Street, Clifton, N.J. 07015

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 201 Armistice Blvd., Pawtucket, R.I. 02861

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Stillman B. Brown	Director	United Technologies Corp., One Financial Plaza, Hartford, Ct. 06101
Edward M. Irving	Director	1255 Broad St., Clifton, N.J. 07015
Edward W. Large	Director	United Technologies Corp., One Financial Plaza, Hartford, CT. 06101
Edward M. Irving	President	1255 Broad St., Clifton, N.J. 07015
Walter F. O'Keefe	Vice President	1255 Broad St., Clifton, N.J. 07015
Roger H. Kissam	Secretary	1255 Broad St., Clifton, N.J. 07015
Rochelle F. McNeeley		1255 Broad St., Clifton, N.J. 07015
Charles C. Easton, Jr.	Treasurer	1255 Broad St., Clifton, N.J. 07015

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	-	\$10.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	-	\$10.00

Dated: January 18, 1982

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Inmont Corporation

(Name of Corporation)

By Rochelle F. McNeeley
Title Assistant Secretary

(Report must be signed by an officer)

JAN 28 1982
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If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

FOREIGN CORPORATION

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Inmont Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is 111 Westminister Street, Providence, Rhode Island 02903
and the name of its registered agent in Rhode Island at such address is CT Corporation System

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Company, 100 W. Tenth St., Wilmington, Delaware 19899

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is manufacture and sale of inks, paints, chemical coatings and related products.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Melvin C. Holm	Director Director	Carrier Corp., P.O. Box 4800, Syracuse, N.Y. 13221
Edward M. Irving	Director Director	1255 Broad St., Clifton N.J. 07015
E. Douglas Kenna	Director Director	Carrier Corp., P.O. Box 4800, Syracuse, N.Y. 13221
Edward M. Irving	President	As above indicated
Roland C. Gravenkemper	Vice President	200 Gregg St., Lodi, N.J. 07644
Roger H. Kissam	Secretary	1255 Broad St., Clifton, N.J. 07015
Charles C. Easton, Jr.	Treasurer	1255 Broad St., Clifton, N.J. 07015
Rochelle F. McNeeley	Asst. Secretary	1255 Broad St., Clifton, N.J. 07015

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100	Common	3 0 41	\$10.00

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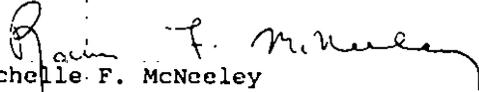
EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	-	\$10.00

Dated February 18, 19 81

INMONT CORPORATION
(NAME OF CORPORATION)

By


Rochelle F. McNeeley

Its Assistant Secretary

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT
OF

Foreign Corporation

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Inmont Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island 02903

and the name of its registered agent in Rhode Island at such address is CT Corporation System

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Company, 100 W. Tenth St., Wilmington, Delaware 19899

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Manufacture and sale of inks, paints, chemical coatings and related products.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
William R. Barrett, Sr.	Director	1133 Ave. of the Americas N.Y., N.Y. 10036
	Director	
Melvin C. Holm	Director	Carrier Corp., P.O. Box 4800 Syracuse, N.Y. 13221
	Director	
E. Douglas Kenna	Director	Carrier Corp., P.O. Box 4800 Syracuse, N.Y. 13221
	Director	
William R. Barrett, Sr.	President	as above indicated
James J. Kerrigan, Jr.	Vice President	1133 Ave. Americas, N.Y., N.Y. 10036
Roger H. Kissam	Secretary	1133 Ave. Americas, N.Y., N.Y. 10036
Charles C. Easton, Jr.	Treasurer	1133 Ave. Americas, N.Y., N.Y. 10036
Rochelle F. McNeeley	Asst. Sec'y.	1133 Ave. Americas, N.Y., N.Y. 10036

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	1 Series	Par Value per Share or Statement that Shares are without Par Value
100	Common	-	\$10.00

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	-	\$10.00

Dated January 17, 1980

Inmont Corporation
(NAME OF CORPORATION)

By *Rochelle F. McNeeley*
Rochelle F. McNeeley
Its Assistant Secretary

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

Foreign Corporation

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Inmont Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island 02903

and the name of its registered agent in Rhode Island at such address is CT Corporation System

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Company, 100 W. Tenth St., Wilmington, Delaware 19899

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Manufacture and sale of inks, paints, chemical coatings and related products.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
William R. Barrett, Sr.	Director	1133 Avenue of the Americas New York, N. Y. 10036
William J. Bailey	Director	Carrier Corp., P.O. Box 4800 Syracuse, N. Y. 13221
Melvin C. Holm	Director	Carrier Corp., P.O. Box 4800 Syracuse, N. Y. 13221
William R. Barrett, Sr.	President	As above indicated.
James J. Kerrigan, Jr.	Vice President	1133 Avenue of the Americas New York, N. Y. 10036
Roger M. Kissam	Secretary	1133 Avenue of the Americas New York, N. Y. 10036
Charles C. Easton, Jr.	Treasurer	1133 Avenue of the Americas New York, N. Y. 10036

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100	Common	3 5 79	\$10.00

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	-	\$10.00

Dated February 23. , 1979

INMONT CORPORATION

(NAME OF CORPORATION)

By

Roger H. Kissam
Roger H. Kissam
Its Secretary

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

FOREIGN CORPORATION

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is MEW Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island 02903

and the name of its registered agent in Rhode Island at such address is C T Corporation System

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Company, 100 W. Tenth St., Wilmington, Delaware 19899

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Manufacture and sale of inks, paints, chemical coatings and related products.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
William R. Barrett, Sr.	Director Director	1133 Avenue of the Americas New York, N.Y. 10036
William J. Bailey	Director Director	Carrier Corp., P.O. Box 4800, Syracuse, N.Y. 13221
Melvin C. Holm	Director Director	Carrier Corp., P.O. Box 4800, Syracuse, N.Y. 13221
William R. Barrett, Sr.	President	As above indicated
Joseph F. St. Georges	Vice President	1133 Ave. of the Americas New York, N.Y. 10036
James J. Kerrigan, Jr.	Secretary	1133 Ave. of the Americas, New York, N.Y. 10036
Charles C. Easton, Jr.	Treasurer	1133 Ave. of the Americas New York, N.Y. 10036

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100	Common	3 28 - 78	\$10.00

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	-	\$10.00

Dated Feb. 24, 1978

MEW CORPORATION

(NAME OF CORPORATION)

By



James J. Kerrigan, Jr.

Its Vice-President