

No. C 32437	Annual Report Form 1997 Due No Later Than November 30,		2. Registered Agent and Office NOT A P.O. BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct ASHLAND INC. CHARLES D. ELLIS P. O. BOX 14000 LEXINGTON KY 40512		C. T. CORPORATION SYSTEM 300 NORTH SIXTH STREET BOISE ID 83701 3. Organized Under the Laws of: KY C 32437													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of ☐ Managers or ☐ Members (check one) <table border="0"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;">SEE SCHEDULE ATTACHED</td> </tr> </tbody> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	SEE SCHEDULE ATTACHED					
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5.	6. <table border="0"> <tr> <td>Signature <i>jd Charles D. Ellis</i></td> <td>Date <u>10/21/97</u></td> </tr> <tr> <td>Name (Typed or Printed) <u>Charles D. Ellis</u></td> <td>Title <u>Asst. Treasurer</u></td> </tr> </table>				Signature <i>jd Charles D. Ellis</i>	Date <u>10/21/97</u>	Name (Typed or Printed) <u>Charles D. Ellis</u>	Title <u>Asst. Treasurer</u>								
Signature <i>jd Charles D. Ellis</i>	Date <u>10/21/97</u>															
Name (Typed or Printed) <u>Charles D. Ellis</u>	Title <u>Asst. Treasurer</u>															

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

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**DIRECTORS AND OFFICERS
OF
ASHLAND INC.
OFFICE ADDRESSES**

DIRECTORS

OFFICE ADDRESSES

Jack S. Blanton

700 Louisiana
Suite 3920
Houston, TX 77002

Thomas E. Bolger

4301 Gulf Shore Blvd., North
Apt. 703
Naples, FL 33940

and

P.O. Box 9211
4605 Indian Springs Drive
Jackson, WY 83001

Samuel C. Butler

Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019

Frank C. Carlucci

The Carlyle Group
1001 Pennsylvania Ave., N.W.
Washington, DC 20004-2505

Paul W. Chellgren

P. O. Box 391
Ashland, KY 41114

James B. Farley

Villa D'Este
2665 North Ocean Blvd.
Delray Beach, FL 33483

and

51 Taylor Road
Short Hills, NJ 07078

Ralph E. Gomory

Alfred P. Sloan Foundation
630 Fifth Ave., Suite 2550
New York, NY 10111-0242

Mannie L. Jackson

Harlem Globetrotters International, Inc.
One Arizona Center
400 East Van Buren St., Suite 300
Phoenix, AZ 85004

Patrick F. Noonan

The Conservation Fund
1800 North Kent St.
Suite 1120
Arlington, VA 22209

Jane C. Pfeiffer

90 Field Point Circle
Greenwich, CT 06830

Michael D. Rose

Promus Hotel Corporation
755 Crossover Lane
Memphis, TN 38117

William L. Rouse, Jr.

2201 Regency Road
Suite 602
Lexington, KY 40503

Dr. Robert B. Stobaugh

Harvard Business School
Soldiers' Field Road
Boston, MA 02163

Mailing Address:

243 Marsh Street
Belmont, MA 02178

<u>EXECUTIVE OFFICERS</u>	<u>OFFICE ADDRESSES</u>	<u>TITLES</u>
Paul W. Chellgren	P. O. Box 391 Ashland, KY 41114	Chairman of the Board and Chief Executive Officer
John A. Brothers	P.O. Box 391 Ashland, KY 41114	Executive Vice President
James R. Boyd	P. O. Box 391 Ashland, KY 41114	Senior Vice President and Group Operating Officer
J. Marvin Quin	P. O. Box 391 Ashland, KY 41114	Senior Vice President and Chief Financial Officer
Thomas L. Feazell	P. O. Box 391 Ashland, KY 41114	Senior Vice President, General Counsel and Secretary
D. Duane Gilliam	P. O. Box 391 Ashland, KY 41114	Senior Vice President and President, Ashland Petroleum Company
Harry M. Zachem	P. O. Box 391 Ashland, KY 41114	Senior Vice President, External Affairs
David J. D'Antoni	P. O. Box 2219 Columbus, OH 43216	Senior Vice President; President, Ashland Chemical Company
John F. Pettus	P. O. Box 14000 Lexington, KY 40512	Senior Vice President; President, SuperAmerica Group
Charles F. Potts	900 Ashwood Parkway Suite 700 Atlanta, GA 30338-4780	Senior Vice President; President, APAC, Inc.
James J. O'Brien	P.O. Box 14000 Lexington, KY 40512	Senior Vice President; President, The Valvoline Company
John W. Dansby	P. O. Box 391 Ashland, KY 41114	Administrative Vice President; Treasurer

Kenneth L. Aulen

P. O. Box 391
Ashland, KY 41114

Administrative Vice
President; Controller

Philip W. Block

P. O. Box 391
Ashland, KY 41114

Administrative Vice
President

Fred E. Lutzeier

P. O. Box 391
Ashland, KY 41114

Auditor

William R. Sawran

P. O. Box 14000
Lexington, KY 40512

Vice President; Chief
Information Officer;
President, Ashland
Services Company

OTHER OFFICERSOFFICE ADDRESSESTITLES

Sean T. Crimmins	P. O. Box 391 Ashland, KY 41114	Vice President
William G. Haddeland	601 Pennsylvania Avenue, N.W. North Building, Suite 540 Washington, DC 20004	Vice President
William P. Hartl	P.O. Box 391 Ashland, KY 41114	Vice President
James D. Lacy	P. O. Box 391 Ashland, KY 41114	Vice President
Andrew C. Meko	P. O. Box 391 Ashland, KY 41114	Vice President
Carl A. Pecko	P. O. Box 391 Ashland, KY 41114	Vice President
Timothy J. Berry	P. O. Box 14000 Lexington, KY 40512	Assistant Secretary
Thomas F. Davis	P. O. Box 2219 Columbus, OH 43216	Assistant Secretary
Michael F. Jordan	P. O. Box 391 Ashland, KY 41114	Assistant Secretary
Richard P. Thomas	P. O. Box 391 Ashland, KY 41114	Assistant Secretary
T. Cody Wales	P. O. Box 391 Ashland, KY 41114	Assistant Secretary
J. Michael Wilder	P. O. Box 14000 Lexington, KY 40512	Assistant Secretary
John C. Biehl	P. O. Box 14000 Lexington, KY 40512	Assistant Secretary
Charles M. Hedrick	P. O. Box 391 Ashland, KY 41114	Assistant Treasurer

Daniel B. Huffman

P. O. Box 391
Ashland, KY 41114

Assistant Treasurer

Charles H. Seal

P.O. Box 391
Ashland, KY 41114

Assistant Treasurer

October 1, 1997