

NO. C100741

Annual Report Form 1999
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

HILL'S PET NUTRITION, INC.
ROBERT WHEELER
PO BOX 148**CT CORPORATION SYSTEM**
300 N 6TH ST
BOISE ID 83701

3. Organized Under the Laws of:

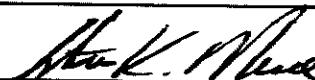
DE C1007414. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**Limited Liability Companies: Enter Names and Addresses of **Managers** or **Members** (check one)

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President	P. Dorset Sutton	400 SW 8th Street	Topeka	KS	66603
Secretary	Michele C. Mayes	300 Park Avenue	New York	NY	10022
Director	Andrew D. Hendry	300 Park Avenue	New York	NY	10022
Director	Stephen C. Patrick	300 Park Avenue	New York	NY	10022
Director	Robert C. Wheeler	400 SW 8th Street	Topeka	KS	66603

5. Signature of New Registered Agent

6.

Signature

Date 8/9/99Name (Typed or
Printed)

Steven K. Morse

Title VP & Asst. Sec.

ISSUED: 07-03-1999

4247 C-38