

ISSUED: 07-05-1994

No. 103285

Return To
 Secretary of State
 Room 203, Statehouse
 P.O. BOX 83720
 Boise, ID 83720-0080

* FIRST NOTICE *
 NO FEE REQUIRED

Idaho Corporation Annual Report Form
 Due No Later Than November 1, 1994

1. Mailing Address —
 GROW GROUP, INC.
 RUSSELL BANKS
 200 PARK AVE
 NEW YORK NY 10155

2. Registered Agent and Office
 CT CORPORATION SYSTEM
 300 N 6TH ST
 BOISE ID 83701


3. Incorporated Under The Laws
 of NY
 NO: 103285

4. Names and Addresses of Officers and Directors

	Name	Street or P.O. Address	City	State	Zip
President:	RUSSELL BANKS	200 PARK AVENUE	NEW YORK	NY	10166
Secretary:	LLOYD FRANK	200 PARK AVENUE	NEW YORK	NY	10166
Directors:	SEE ATTACHED	LIST			

5. Nature of Business
 SALE OF PAINT

6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.

Signature: 
 Name (Typed or Printed): FRANK V. ESSER

Date: SEP 01 1994
 Title: TILGASUMER

GROW GROUP, INC.
OFFICERS

Officer's Name and Title

Business Address

Russell Banks
President

200 Park Avenue
New York, NY 10166

Joseph M. Quinn
Executive VP and
Chief Operating Officer

4000 Dupont Circle
Louisville, KY 40207

John F. Gleason
Executive Vice President

200 Park Avenue
New York, NY 10166

Stephen L. Dearborn
Senior Vice President -
Strategic Planning & Operations

200 Park Avenue
New York, NY 10166

Henry W. Jones
Vice President,
Regulatory Affairs

4000 Dupont Circle
Louisville, KY 40207

Frank V. Esser
Treasurer and Chief
Financial Officer

200 Park Avenue
New York, NY 10166

Lloyd Frank
Secretary

200 Park Avenue
New York, NY 10166

David B. Russell
Assistant Secretary

200 Park Avenue
New York, NY 10166

Judith Krupka
Assistant Secretary

200 Park Avenue
New York, NY 10166

Evelyn Charney
Assistant Secretary

2320 E. Dominguez Street
Long Beach, CA 90810

William G. Beavin
Assistant Secretary

4000 Dupont Circle
Louisville, KY 40207

6/28/94

**GROW GROUP, INC.
BOARD OF DIRECTORS**

6/28/94

Officer's Name and Title

Business Address

**Russell Banks
President**

200 Park Avenue
New York, NY 10166

**Harold G. Bittle
Director**

c/o Grow Group, Inc.
200 Park Avenue
New York, NY 10166

**Arthur W. Broslat
Director**

Jet Cargo International
Corimon M-674
P.O. Box 020010
Miami, FL 33102-0010

**Philippe Erard
Director**

Jet Cargo International
Corimon M-674
P.O. Box 020010
Miami, FL 33102-0010

**Lloyd Frank
Director**

200 Park Avenue
New York, NY 10166

**John F. Gleason
Director**

200 Park Avenue
New York, NY 10166

**Peter L. Keane
Director**

Lord Day & Lord,
Barrett Smith
1675 Broadway
New York, NY 10019

**Angus N. MacDonald
Director**

c/o Grow Group, Inc.
200 Park Avenue
New York, NY 10166

**Robert Milano
Director**

c/o Grow Group, Inc.
200 Park Avenue
New York, NY 10166

**Tully Plesser
Director**

Data Plan Inc.
666 Fifth Avenue
New York, NY 10103

**Joseph M. Quinn
Director**

Devoe & Reynolds Co.
4000 Dupont Circle
Louisville, KY 40207

**William H. Turner
Director**

Chemical Banking Corp.
270 Park Avenue
New York, NY 10017-2070