

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

(See Reverse Side for Filing Instructions)

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RECORD # 0003417

DUE JUNE 30, 1997

(4) FILING FEE

15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

BEARINGS, INC.
1711 S. FLOYD ST.
LOUISVILLE, KY 40217-0000

(5) STATE OR COUNTRY OF INCORPORATION

KY

(2) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO:

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS

01/31/1944

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

ROBERT G. PFEIFFER
1805 SOUTH FLOYD ST.
LOUISVILLE, KY 40217-0000

(7) PLEASE MAIL A STATEMENT OF CHANGE FORM TO:

RECEIVED
JUL 3 1997
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

Changes made to the registered agent or registered office cannot be made on this form.
See Filing Instructions on reverse side

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS.
IF SOLE OFFICER, PLEASE CHECK

PRESIDENT Richard N. Pfeiffer 1711 So. Floyd St. Louisville, KY 40208
VICE PRESIDENT _____
SECRETARY Richard N. Pfeiffer 1711 So. Floyd St. Louisville KY 40208
TREASURER / CEO Robert G. Pfeiffer 1711 So. Floyd St. Louisville, KY 40208

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S DIRECTORS.

Directors are required to be listed. No listing of directors is verification that the corporation has dispensed with the board of directors. Non-profit corporations must list three (3) or more directors. See Filing Instructions on reverse side.

BOARD OF DIRECTORS See attached schedule

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

AUTHORIZED SIGNATURE *Robert G. Pfeiffer* TITLE Controller DATE 6/30/97

PROFESSIONAL SERVICE CORPORATIONS ONLY: In addition to the annual report content requirement, there shall be included a list of names and addresses of all shareholders of the professional service corporation and the president shall sign the certificate below.

CERTIFICATE OF PROFESSIONAL SERVICE CORPORATION

I, President of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE *Robert G. Pfeiffer*

BOARD OF DIRECTORS - Bearings, Inc.

Fred Pfeiffer, Jr. - 740 Zorn Ave, 2B, Louisville, Ky 40206

Robert G. Pfeiffer - 1711 S. Floyd St, Louisville, KY 40208

Richard H. Pfeiffer - 1711 S. Floyd St, Louisville, KY 40208

George H. Pfeiffer - 4575 Jennings Lane, Louisville, KY 40218

M. H. Young, Jr. - 806 Samoa Way, Louisville, KY 40207

Valerie Young - 3201 South Highway 1694, Crestwood, KY 40014

Nancy Hassett - 217 Gibson, Louisville, KY 40207