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Mar 31 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 825304 (9)
1. Corporation Name
THE PROSPECT COMPANY



Principal Place of Business
ONE TOWER SQUARE
C/O CORPORATE TAX - 5PB
HARTFORD CT 06183-8180

Mailing Address
ONE TOWER SQUARE
C/O CORPORATE TAX - 5PB
HARTFORD CT 06183-0001

3. Date Incorporated or Qualified: 11/02/1970
3a. Date of Last Report: 02/29/1996
4. FEI Number: 51-009394
Applied For: Net Applicable
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
21. State, Apt. #, etc.
22. City & State
23. Zip
24. Country
25. Country

2a. Mailing Address
26. Suite, Apt. #, etc.
27. City & State
28. Zip
29. Country
30. Country

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code
FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

T
GILLIS, LAWRENCE
63 KNOLLWOOD DR
GLASTONBURY CT

V
SPROULS, JOSEPH
18 HENLEY WAY
AVON CT

DP
LEWIS, SUSAN W
75 DANIEL TRACE
BURLINGTON CT 06033

D
WEILL, MARC P
170 EAST 87TH STREET APT. WEST 11C
NEW YORK NY 10128

D
FOLEY, RONALD E. J
43 BANBURY LANE
WEST HARTFORD CT

S
SPROULS, JOSEPH W
18 HENLEY WAY
AVON CT

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP

6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information included on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Lawrence A. Gillis, Jr.* 3/24/97
Lawrence A. Gillis, Jr. 860 954-8138
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

THE PROSPECT COMPANY
OFFICERS AND DIRECTORS
12/31/96

NAME, TITLE, SOCIAL SECURITY #	BUSINESS ADDRESS	HOME ADDRESS
Lawrence A. Gillis, Jr. Director and Treasurer 006-44-1161	One Tower Square Hartford, CT 06183	63 Knollwood Drive Glastonbury, CT 06033
Ronald E. Foley, Jr. Director 024-34-3131	One Tower Square Hartford, CT 06183	43 Banbury Lane West Hartford, CT 06107
Susan W. Lewis Director and President 029-48-2816	One Tower Square Hartford, CT 06183	75 Daniel Trace Burlington, CT 06013
Marc P. Weill Director, Chairman of the Board 053-52-8035	One Tower Square Hartford, CT 06183	170 East 87th Street Apt. West 11C New York, NY 10128
Edward J. Geraghty Vice President and Assistant Secretary 073-42-3461	One Tower Square Hartford, CT 06183	8 Merrywood Drive Simsbury, CT 06070
Kent A. Kelley Vice President 459-82-2768	One Tower Square Hartford, CT 06183	31 Farm Drive Farmington, CT 06032
B. Charles Milner Vice President 059-40-0447	One Tower Square Hartford, CT 06183	11 Elliott Drive Simsbury, CT 06070
Joseph E. Rueli, Jr. Vice President 028-38-1891	One Tower Square Hartford, CT 06183	65 Somerwynd Lane Suffield, CT 06078
Joseph W. Sprouls Secretary 144-38-7464	One Tower Square Hartford, CT 06183	18 Henley Way Avon, CT 06001
Jordan M. Stitzer Vice President 092-44-9315	One Tower Square Hartford, CT 06183	775 Reservoir Road Cheshire, CT 06410-2922

David A. Tyson
Vice President
096-50-7643

One Tower Square
Hartford, CT 06183

53 Country Club Lane
East Granby, CT 06026-9638

R. Michael Wyman
Assistant Secretary
264-66-0720

One Tower Square
Hartford, CT 06183

18 Pilgrim Drive
Tolland, CT 06084

Daniel W. Jackson
Assistant Secretary
296-50-7401

One Tower Square
Hartford, CT 06183

423 Fern Street
West Hartford, CT 06107

Edward F. Hinchcliffe, III
Cashier
041-40-0967

One Tower Square
Hartford, CT 06183

151 White Birch Road
East Hampton, CT 06424-1332