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Mar 10 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 # 835469 (8)

1. Corporation Name  
WARBURG, PINCUS COUNSELLORS, INC.



Principal Place of Business  
WARBURG PINCUS COUNSELLORS  
466 LEXINGTON AVENUE 10TH FL  
NEW YORK NY 10017  
US

Mailing Address  
WARBURG PINCUS COUNSELLORS  
466 LEXINGTON AVENUE 10TH FLOOR  
NEW YORK NY 10017-3147  
US

3. Date Incorporated or Qualified 11/24/1975  
3a. Date of Last Report 02/06/1996

21	22	23	24	25	26	27	28	29	30
1. Business					2a. Mailing Address				
Suite, Apt. #, etc.					Suite, Apt. #, etc.				
City & State					City & State				
Zip		Country			Zip		Country		

4. FEI Number 13-2673503	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

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 \_\_\_\_\_  
Signature: Typed or printed name of registered agent and fee if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	PINCUS, LIONEL I.	
STREET ADDRESS	466 LEXINGTON AVE 10 FL.	
CITY - ST - ZIP	NEW YORK, NY 00000	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	FURTH, JOHN L.	
STREET ADDRESS	466 LEXINGTON AVE 10 FL.	
CITY - ST - ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	VOGELSTEIN, JOHN L.	
STREET ADDRESS	277 PARK AVENUE	
CITY - ST - ZIP	NEW YORK, NY 00000	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	LEIBOWITZ, REUBEN S.	
STREET ADDRESS	466 LEXINGTON AVE 10 FL.	
CITY - ST - ZIP	NEW YORK, NY 00000	
TITLE		<input type="checkbox"/> DELETE
NAME	see Attachment A	
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 indicated 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: *[Signature]*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/3/97  
Date

CR2E034 (9/96)

**Attachment A**

John L. Furth, Chairman of the Board of Directors and Managing Director  
Lionel I. Pincus, Director, Chief Executive Officer and Managing Director  
John L. Vogelstein, Director and Managing Director  
Susan Black, Senior Managing Director  
Stephen Distler, Managing Director and Treasurer  
Stephen J. Lurito, Managing Director  
S. Scott Marsh III, Managing Director  
Anthony G. Orphanos, Managing Director  
Eugene L. Podsiadlo, Managing Director  
Arnold M. Reichman, Senior Managing Director and Assistant Secretary  
Roger Reinlieb, Managing Director  
Sheila N. Scott, Managing Director  
George U. Wyper, Senior Managing Director  
Paul N. Edwards, Managing Director  
Harold W. Ehrlich, Managing Director  
Eugene P. Grace, Senior Vice President  
Brady T. Lipp, Managing Director  
Lynn C. Martin, Managing Director  
Maryanne Mullarkey, Senior Vice President  
Sharon B. Parante, Senior Vice President  
Robert E. Rescoe, Senior Vice President  
Brian Posner, Managing Director  
John Zarro, III, Managing Director  
Laxmi C. Bhandari, Senior Vice President  
Kyle F. Frey, Senior Vice President  
Robert S. Janis, Senior Vice President  
Vincent McBride, Senior Vice President  
Christopher M. Nawn, Senior Vice President  
Steven G. Rung, Senior Vice President  
Donald C. Schultheis, Senior Vice President  
Barbara Tarmy, Senior Vice President  
M. Anthony Van Daalen, Senior Vice President  
Donna Vandenbulcke, Senior Vice President  
Patricia F. Widner, Senior Vice President

The address for individuals listed above is as follows:

466 Lexington Avenue  
New York, NY 10017-3147