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Apr 22 1997 8:00am
Secretary of StatePROFIT
CORPORATION
ANNUAL REPORT
1997FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONSDOCUMENT # 805399 (3)
1. Corporation Name
STONE & WEBSTER ENGINEERING CORPORATIONPrincipal Place of Business
250 W. 34TH STREET
P.O. BOX 1244 TAX DEPT
NEW YORK NY 10116Mailing Address
250 W. 34TH STREET
P.O. BOX 1244 TAX DEPT
NEW YORK NY 10116-12443. Date Incorporated or Qualified 08/12/1941
3a. Date of Last Report 05/01/1996

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

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25

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9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33321

10. Name and Address of New Registered Agent

B1 Name

B2 Street Address (P.O. Box Number is Not Acceptable)

B3

B4 City

FL B5 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY- ST- ZIP

S DURNING, PETER F.
1 PENN PLAZA
NEW YORK NY
CD WIESEL, ROBERT C.
245 SUMMER STREET
BOSTON MA
PD KELLY, RICHARD B
245 SUMMER STREET
BOSTON MA
VCD KOSEGLU, SABRI F
1430 ENCLAVE PKWY
HOUSTON TX
DV CROCKER, CHARLES E JR.
3 EXECUTIVE CAMPUS
CHERRY HILL NJ

TITLE NAME STREET ADDRESS CITY- ST- ZIP

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TITLE NAME STREET ADDRESS CITY- ST- ZIP

TITLE NAME STREET ADDRESS CITY- ST- ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

C/D H. Kerner Smith
245 SUMMER STREET
BOSTON, MA 02107
VC/D/P (vice chairman)

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

VC/P/D EDWARD J. WALSH
250 WEST 34TH STREET
NEW YORK, NY 10119

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

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

6.1 TITLE 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 in an attachment with an address.

SIGNATURE:

PETER F. DURNING
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

PETER F. DURNING

4/8/97

212.290.7515

Daytime Phone #

CR2E034 (9/96)