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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 COUNSELORS, 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. Principal Place of Business		2a. Mailing Address	
22. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.	
23. City & State		27. City & State	
24. Zip	25. Country	28. Zip	29. Country
30. 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	FL 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

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	see Attachment A	<input type="checkbox"/> DELETE
NAME		
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