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Secretary of State

03-05-1999 90121 034 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 838666

1. Corporation Name
COPELAND ASSOCIATES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
 2 TOWER CENTER
 21ST FLOOR TAX DEPT
 E BRUNSWICK NJ 08816
 US

Mailing Address
 2 TOWER CENTER
 21ST FLOOR TAX DEPT
 E BRUNSWICK NJ 08816
 US

3. Date Incorporated or Qualified
06/28/1977

4. FEI Number
13-2862391

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 owes the current year Intangible Personal Property Tax. Yes No

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

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUGHI, ROBERT C	1.2 NAME	Please see Attached List
STREET ADDRESS	525 VALLEY RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	WATCHUNG NJ	1.4 CITY-ST-ZIP	
TITLE	SV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CODY, WINTHROP B. JR.	2.2 NAME	
STREET ADDRESS	275 GROVE AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	METUCHEN, NJ 0	2.4 CITY-ST-ZIP	
TITLE	C <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUGHI, ROBERT C.	3.2 NAME	
STREET ADDRESS	525 VALLEY RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	WATCHUNG NJ	3.4 CITY-ST-ZIP	
TITLE	SV <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GASEY, DENNIS M.	4.2 NAME	
STREET ADDRESS	2 RUSH COURT	4.3 STREET ADDRESS	
CITY-ST-ZIP	PLAINSBORO NJ	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FEINBERG, PAUL S.	5.2 NAME	
STREET ADDRESS	20 OVERBROOK ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	RANDOLPH NJ	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SKINNER, MARK M.	6.2 NAME	
STREET ADDRESS	26 HILLTOP TERRACE	6.3 STREET ADDRESS	
CITY-ST-ZIP	CHATHAM NJ	6.4 CITY-ST-ZIP	

14. I 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 has 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 the 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, with all other information.

SIGNATURE: *[Signature]* **REQUIRED**

MICHAEL R. ZARETSKY
SR. VICE PRESIDENT-FINANCE

1-12-99 732-514-2000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

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COPELAND ASSOCIATES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Directors

Robert C. Dughi
525 Valley Road
Watchung, NJ 07060

William A. Arnold
7 Evan Drive
Cranbury, NJ 08512

Paul J. Chong
16 Hughes Road
Bridgewater, NJ 08807

Paul S. Feinberg
20 Overbrook Road
Randolph, NJ 07869

Mark M. Skinner
26 Hilltop Terrace
Chatham, NJ 07928

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COPELAND ASSOCIATES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Officers

- | | |
|---|---|
| K. Shane Arnold
90 Libby Lane
North Branch, NJ 08876 | Vice President, Information Systems |
| William A. Arnold
7 Evan Drive
Cranbury, NJ 08512 | Senior Vice President, Chief Financial
Officer and Treasurer |
| John F. Carey
15 Hebron Road
Bolton, CT 06043 | Vice President, Financial Planning
for Retirement |
| Jacqueline Carmon
7 Mulberry Court
Montgomery, NJ 08502 | Vice President, Administrative
Systems |
| Craig S. Cheyne
8036 Kelok Way
Clayton, CA 94517 | Regional Vice President |
| Paul J. Chong
16 Hughes Road
Bridgewater, NJ 08807 | Senior Vice President (President, Plan
Services) |
| Winthrop B. Cody, Jr.
8 Adams Drive
Cranbury, NJ 08512 | Senior Vice President, Information
Technologies |
| Paul Coller
12 Sun Watch Court
Ramsey, NJ 07446 | Senior Vice President, Human
Resources |
| David R. Cotton
32 Dayton Lane
Manalapan, NJ 07726 | Vice President, IT Operations |
| Guy DeFazio
11 Katie Way
Hamilton Square, NJ 08690 | Vice President, 401(k) Recordkeeping
Services |
| Robert C. Dughi
525 Valley Road
Watchung, NJ 07060 | Chairman of the Board |

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COPELAND ASSOCIATES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Hazel E. Durand
160 Pelham Island Road
Wayland, MA 01778

Regional Vice President

Paul H. Eddy
63 Hamilton Road
Belmont, MA 02778

Assistant Secretary

James R. Famularo
4 Vermont Avenue
Jackson, NJ 08527

Vice President, Financial Operations

Paul S. Feinberg
20 Overbrook Road
Randolph, NJ 07869

Senior Vice President, General
Counsel, and Secretary

Ellen Fong
35 Woodland Road
Maplewood, NJ 07040

Vice President, Corporate
Development

Mark E. Freemyer
72 Cooper Avenue
Dumont, NJ 07628

Vice President, Financial Product
Management

Gary E. Ganakas
924 Pebblebrook Lane
East Lansing, MI 48823

Senior Vice President

Harvey J. Gannon
27 Allen Street
Basking Ridge, NJ 07920

Vice President, Client
Communications and Services

William M. Gardner
166 Druid Drive
McMurray, PA 15317

Senior Vice President

Sage D. Grumbach
26 Apple Tree Road
Flemington, NJ 08822

Vice President, Field Training and
Development

Peter J. Gulia
504 South 22nd Street
Philadelphia, PA 19146

Vice President, Counsel and
Assistant Secretary

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COPELAND ASSOCIATES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

Stuart Jentis
5 Parkview Drive
Millburn, NJ 07041

Assistant Secretary

Robert C. Kniceley
11 Linden Drive
Spring Lake Heights, NJ 07762

Senior Vice President, Government
Markets

Robert D. Liotto
P.O. Box 7544
North Brunswick, NJ 08902

Vice President, 401(k) Recordkeeping
Services

Andrew C. Lovasz
3 Joann Court
Sayreville, NJ 08872

Vice President, Audit

Donna Luciano
10 Switzlik Road
Hamilton, NJ 08690

Vice President, Corporate Systems

Stephen E. Maschino
14470 Clubcreek Drive
Alpharetta, GA 30201

Regional Vice President

C. Kurt Miller
11 Oakwood Lane
Rumson, NJ 07760

Vice President, Healthcare Markets

Mary F. Nolan
3 Shetland Green
Belle Mead, NJ 08502

Vice President, Marketing

Elizabeth A. O'Brien
721 Bradford Avenue
Westfield, NJ 07090

Regional Vice President

Anthony Panarese
358 Aldeburgh Court
Somerset, NJ 8873

Senior Vice President, Administrative
Operations

Lori M. Renzulli
22 Glen Eyre Drive
Bridgewater, NJ 08807

Assistant Secretary

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COPELAND ASSOCIATES, INC.
Two Tower Center
East Brunswick, New Jersey 08816

George A. Ryan
One Tower Square
Hartford, CT 06183

Assistant Secretary

William B. Schwartz
1323 Bradford Drive
Coppell, TX 75019

Regional Vice President

William P. Schwarzkopf
30 West Birchwood Avenue
Hinsdale, IL 60521

Senior Vice President

Mark M. Skinner
26 Hilltop Terrace
Chatham, NJ 07928

President

James D. Smith
8513 Timber Hill Court
Elliott City, MD 21043

Regional Vice President

Michael L. St. Clair
536 Birch Avenue
Westfield, NJ 07090

Senior Vice President (President,
Travelers Educators Retirement
Services)

Joseph F. Vazzano
118-C Bluebird Drive
Somerville, NJ 08876

Vice President, Financial Reporting
and Planning

Donna S. Webber
19 Colburn Road
East Brunswick, NJ 08816

Assistant Secretary

Michael R. Zarelli
1 Davis Court
Martinsville, NJ 08836

Senior Vice President, Finance

Joseph Zavoda
5 Winton Road
East Brunswick, NJ 08816

Vice President, 401(k) Compliance
Services